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

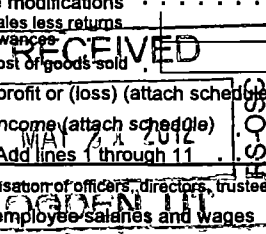
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning **2011**, and ending **20**

| | | |
|---|--|---|
| Name of foundation L6 FOUNDATION | | A Employer identification number 26-1614854 |
| Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O ROBERT LEARY 320 VINEYARD POINT ROAD | | B Telephone number (see instructions) () - |
| City or town, state, and ZIP code GUILFORD, CT 06437 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| H Check type of organization | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 601,070. | | |
| J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis) | | |

| 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) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | | |
| 3 Interest on savings and temporary cash investments | | 1,969. | 1,969. | | ATCH 1 |
| 4 Dividends and interest from securities | | 12,548. | 12,548. | | ATCH 2 |
| 5 a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6 a Net gain or (loss) from sale of assets not on line 10 | | | | | |
| b Gross sales price for all assets on line 6a | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| 10 a Gross sales less returns and allowances | | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | | | | | |
| 12 Total. Add lines 1 through 11 | | 14,517. | 14,517. | | |
| 13 Compensation of officers, directors, trustees, etc. | | 0 | | | |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16 a Legal fees (attach schedule) | | | | | |
| b Accounting fees (attach schedule) ATCH 3 | | 1,600. | 800. | | 800. |
| c Other professional fees (attach schedule) * | | 4,557. | 4,557. | | |
| 17 Interest | | | | | |
| 18 Taxes (attach schedule) (see instructions) ** | | 237. | 237. | | |
| 19 Depreciation (attach schedule) and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses (attach schedule) | | | | | |
| 24 Total operating and administrative expenses. | | | | | |
| Add lines 13 through 23 | | 6,394. | 5,594. | | 800. |
| 25 Contributions, gifts, grants paid | | 30,000. | | | 30,000. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 36,394. | 5,594. | 0 | 30,800. |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | | -21,877. | | | |
| b Net investment income (if negative, enter -0-) | | | 8,923. | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

SCANNED MAY 24 2012



| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|-----------------------------|---|---|----------------|-----------------------|-------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| Assets | 1 | Cash - non-interest-bearing | | | | |
| | 2 | Savings and temporary cash investments | 39,091. | 17,214. | 17,214. | |
| | 3 | Accounts receivable | | | | |
| | | Less: allowance for doubtful accounts | | | | |
| | 4 | Pledges receivable | | | | |
| | | Less: allowance for doubtful accounts | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) | | | | |
| | | Less: allowance for doubtful accounts | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | | | | |
| | b | Investments - corporate stock (attach schedule) ATCH 6 | 567,495. | 567,495. | 583,856. | |
| | c | Investments - corporate bonds (attach schedule) | | | | |
| | 11 | Investments - land, buildings, and equipment, basis | | | | |
| | Less: accumulated depreciation (attach schedule) | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other (attach schedule) | | | | | |
| 14 | Land, buildings, and equipment, basis | | | | | |
| | Less: accumulated depreciation (attach schedule) | | | | | |
| 15 | Other assets (describe) | | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 606,586. | 584,709. | 601,070. | | |
| 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 (attach schedule) | | | | |
| | 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. <input type="checkbox"/> | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | 606,586. | 584,709. | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| 30 | Total net assets or fund balances (see instructions) | 606,586. | 584,709. | | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 606,586. | 584,709. | | | |

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 | 606,586. |
| 2 | Enter amount from Part I, line 27a | 2 | -21,877. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 584,709. |
| 5 | Decreases not included in line 2 (itemize) | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 584,709. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|---|--|----------------------------------|
| 1a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/89 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)) | |
| (i) FMV as of 12/31/89 | (j) Adjusted basis as of 12/31/89 | (k) Excess of col. (i) over col. (j), if any | | |
| a | | | | |
| b | | | | |
| c | | | | |
| 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 | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | { If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 } | | 3 | |

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

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

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|---------------------------------------|---|--|
| 2010 | 25,666. | 617,346. | 0.041575 |
| 2009 | 22,341. | 508,741. | 0.043914 |
| 2008 | 9,109. | 711,675. | 0.012799 |
| 2007 | | 13,628. | |
| 2006 | | | |

| | | |
|--|---|----------|
| 2 Total of line 1, column (d) | 2 | 0.098288 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0.024572 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 622,276. |
| 5 Multiply line 4 by line 3 | 5 | 15,291. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 89. |
| 7 Add lines 5 and 6 | 7 | 15,380. |
| 8 Enter qualifying distributions from Part XII, line 4 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. | 8 | 30,800. |

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. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total tax due is 2,393.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Questions include 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', and 'Did the foundation have at least \$5,000 in assets at any time during the year?'. Includes checkboxes for 'Yes' and '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 ROBERT LEARY Telephone no.
Located at 320 VINEYARD POINT ROAD, GUILFORD, CT ZIP + 4 06437
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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)

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

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATTACHMENT 7 | | 0 | 0 | 0 |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services ▶ | | |

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 (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 NONE | |
| 2 | |
| All other program-related investments See instructions | |
| 3 NONE | |
| Total. Add lines 1 through 3 ▶ | |

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 | 597,555. |
| b | Average of monthly cash balances | 1b | 34,197. |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 631,752. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 631,752. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 9,476. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 622,276. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 31,114. |

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 | 31,114. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a | 89. |
| b | Income tax for 2011 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 89. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 31,025. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 31,025. |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 31,025. |

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 | 30,800. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 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 | 30,800. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | 89. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 30,711. |

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 | | | | 31,025. |
| 2 Undistributed income, if any, as of the end of 2011 | | | | |
| a Enter amount for 2010 only | | | 29,538. | |
| b Total for prior years 20 09, 20 08, 20 07 | | | | |
| 3 Excess distributions carryover, if any, to 2011 | | | | |
| a From 2006 | | | | |
| b From 2007 | | | | |
| c From 2008 | | | | |
| d From 2009 | | | | |
| e From 2010 | | | | |
| f Total of lines 3a through e | | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 30,800. | | | | |
| a Applied to 2010, but not more than line 2a | | | 29,538. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | | | |
| d Applied to 2011 distributable amount | | | | 1,262. |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | | | |
| e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions | | | | |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 | | | | 29,763. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a | | 0 | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2007 | | | | |
| b Excess from 2008 | | | | |
| c Excess from 2009 | | | | |
| d Excess from 2010 | | | | |
| e Excess from 2011 | | | | |

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

NOT APPLICABLE

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)(ii) | | | | | |
| (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).)

ROBERT LEARY

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|-------------------|
| <p>a Paid during the year</p> <p>ATTACHMENT 8</p> | | | | |
| Total | | | | 3a 30,000. |
| <p>b Approved for future payment</p> | | | | |
| Total | | | | 3b |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, Subtotal, and Total.

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

Table with 2 columns: Line No. and 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). (See instructions.)

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|-----------------------------|---|--------------------------------------|
| MORGAN STANLEY/SMITH BARNEY | 1,969. | 1,969. |
| TOTAL | <u>1,969.</u> | <u>1,969.</u> |

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|-----------------------------|---|--------------------------------------|
| MORGAN STANLEY/SMITH BARNEY | 12,548. | 12,548. |
| TOTAL | <u>12,548.</u> | <u>12,548.</u> |

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|----------------------------|---------------------------------------|------------------------------|----------------------------|----------------------------|
| PRICewaterhouseCOOPERS LLP | 1,600. | 800. | | 800. |
| TOTALS | <u>1,600.</u> | <u>800.</u> | | <u>800.</u> |

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|-----------------------------|---|--------------------------------------|
| MORGAN STANLEY/SMITH BARNEY | 4,557. | 4,557. |
| TOTALS | <u>4,557.</u> | <u>4,557.</u> |

ATTACHMENT 5

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---|--------------------------------------|
| FOREIGN TAX | 237. | 237. |
| TOTALS | <u>237.</u> | <u>237.</u> |

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|---|---------------------------------|------------------------------|-----------------------|
| MORGAN STANLEY/SMITH BARNEY MUTUAL FUNDS | 543,095. | 543,095. | 556,376. |
| PREFERRED STOCK SEE ATTACHMENT 6-A | 24,400. | 24,400. | 27,480. |
| TOTALS | <u>567,495.</u> | <u>567,495.</u> | <u>583,856.</u> |

Reserved Client Financial Management Account

December 1 - December 31, 2011

MorganStanley
SmithBarney

Ref: 00020556 00162064

L6 FOUNDATION Account number 362-70823-10 595

Exchange traded & closed end funds

Citi Investment Research & Analysis (CIRA) ratings may be shown for certain closed-end funds. Because the research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating. CIRA closed-end fund recommendations include an investment rating and a risk rating. The Investment Rating code (1, 2, 3) is based upon CIRA's expectation of the security's performance relative to its peer group of closed-end funds. The Risk Rating (L, M, H or S) represents the fund's expected risk, taking into account the quality and liquidity of the underlying securities, financial leverage and foreign currency exposure. Please refer to the end of this statement for a guide describing CIRA stock and closed-end fund ratings in further detail.

Closed end investment companies are grouped below by portfolio designations. Gain/Loss is provided to assist in tax preparation. It is not intended to calculate investment returns or performance.

Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain exchange-traded funds. Please refer to "CG IAR Statuses in Investment Advisory Programs" at the end of this statement for a description of these status codes. All status codes represent the opinions of CG IAR and are not representations or guarantees of performance.

| Quantity | Description | Symbol | Date acquired | Cost | Share cost | Current price | Current value | Unrealized gain/(loss) | Average % yield | Anticipated Income (annualized) |
|----------|---|--------|---------------|--------------|------------|---------------|---------------|------------------------|-----------------|---------------------------------|
| 2,000 | EATON VANCE TAX ADVANTAGED DIVIDEND INCOME FUND Equity portfolio Rating: C; Group: 1M | EVT | 11/02/09 | \$ 28,200.00 | \$ 14.10 | \$ 14.80 | \$ 29,200.00 | \$ 1,000.00 LT | 8.85% | \$ 2,980.00 |
| 600 | ISHARES MSCI EMERGING MKTS INDEX FD Equity portfolio Rating: CG RESEARCH: AL | EEM | 01/28/08 | 28,828.80 | 44.714 | 37.94 | 22,784.00 | (4,084.80) LT | 2.128 | 484.80 |
| 1,000 | ISHARES TR MSCI EAFE INDEX FD Equity portfolio Rating: CG RESEARCH: AL | EFA | 01/28/08 | 71,068.00 | 71.068 | 49.83 | 49,830.00 | (21,538.00) LT | 3.482 | 1,710.00 |
| 420 | ISHARES RUSSELL MIDCAP VALUE INDEX FD Equity portfolio Rating: CG RESEARCH: AL | IWS | 01/24/08 | 18,242.82 | 43.435 | 43.40 | 18,226.00 | (14.82) LT | | |
| 420 | ISHARES RUSSELL MIDCAP VALUE INDEX FD Equity portfolio Rating: CG RESEARCH: AL | IWS | 01/29/08 | 18,249.56 | 43.451 | 43.40 | 18,226.00 | (21.56) LT | | |
| 640 | ISHARES RUSSELL MIDCAP GROWTH INDEX FD Equity portfolio Rating: CG RESEARCH: AL | IWP | 01/24/08 | 36,482.48 | 43.443 | 55.05 | 36,488.00 | (9.48) | 2.122 | 778.84 |
| 350 | ISHARES RUSSELL MIDCAP GROWTH INDEX FD Equity portfolio Rating: CG RESEARCH: AL | IWP | 01/24/08 | 17,893.23 | 51.123 | 55.05 | 19,287.50 | 1,374.27 LT | | |
| 350 | ISHARES RUSSELL MIDCAP GROWTH INDEX FD Equity portfolio Rating: CG RESEARCH: AL | IWP | 01/29/08 | 17,892.77 | 51.122 | 55.05 | 19,287.50 | 1,374.73 LT | | |
| 700 | ISHARES RUSSELL 1000 VALUE IND FUND Equity portfolio Rating: CG RESEARCH: AL | IWD | 10/01/09 | 29,312.57 | 41.875 | 55.05 | 38,536.00 | 9,223.43 LT | .931 | 718.20 |
| 1,400 | ISHARES RUSSELL 1000 VALUE IND FUND Equity portfolio Rating: CG RESEARCH: AL | IWD | 01/24/08 | 66,098.67 | 48.489 | 77.070 | 77,070.00 | 11,971.43 | | |
| 300 | ISHARES RUSSELL 1000 VALUE IND FUND Equity portfolio Rating: CG RESEARCH: AL | IWD | 01/24/08 | 22,484.22 | 74.847 | 63.48 | 19,044.00 | (3,410.22) LT | 2.288 | 874.80 |
| 300 | ISHARES RUSSELL 1000 VALUE IND FUND Equity portfolio Rating: CG RESEARCH: AL | IWD | 01/28/08 | 22,373.22 | 74.577 | 63.48 | 19,044.00 | (3,328.22) LT | | |
| 600 | ISHARES RUSSELL 1000 GROWTH INDEX FUND Equity portfolio Rating: CG RESEARCH: AL | IWF | 01/24/08 | 44,827.44 | 74.712 | 63.48 | 38,089.00 | (6,738.44) | | |
| 600 | ISHARES RUSSELL 1000 GROWTH INDEX FUND Equity portfolio Rating: CG RESEARCH: AL | IWF | 01/24/08 | 33,148.80 | 55.248 | 57.79 | 34,674.00 | 1,525.20 LT | | |
| 600 | ISHARES RUSSELL 1000 GROWTH INDEX FUND Equity portfolio Rating: CG RESEARCH: AL | IWF | 01/28/08 | 33,071.22 | 55.118 | 57.79 | 34,674.00 | 1,502.78 LT | | |
| 1,200 | ISHARES RUSSELL 1000 GROWTH INDEX FUND Equity portfolio Rating: CG RESEARCH: AL | IWF | 01/28/08 | 66,220.02 | 55.183 | 57.79 | 69,348.00 | 3,127.98 | 1.392 | 968.00 |

Reserved Client Financial Management Account

December 1 - December 31, 2011

Ref: 00020565 00152055

**MorganStanley
SmithBarney**

L6 FOUNDATION Account number 362-70823-10 595

Exchange traded & closed end funds *continued*

| Quantity | Description | Symbol | Date acquired | Cost | Share cost | Current price | Current value | Unrealized gain/(loss) | Average % yield | Anticipated income (annualized) | |
|--|--|--------|---------------|--------------|------------|---------------|----------------------|------------------------|-----------------|---------------------------------|--|
| 1,000 | ISHARES TRUST US ENERGY SEC Equity portfolio | IYE | 10/16/09 | \$ 34,639.30 | \$ 34.639 | \$ 39.83 | \$ 39,830.00 | \$ 5,190.70 LT | 1.403% | \$ 859.00 | |
| 500 | ISHARES DOW JONES U.S. INSURANCE INDEX FUND Equity portfolio | IAK | 01/25/10 | 13,471.80 | 26.943 | 28.568 | 14,283.00 | 811.80 LT | 1.512 | 216.00 | |
| 1,000 | POWERSHARES QQQ TR SER 1 Equity portfolio Rating: CG RESEARCH : AL | QQQ | 10/01/09 | 41,327.80 | 41.327 | 55.83 | 55,830.00 | 14,502.20 LT | .829 | 483.00 | |
| 200 | VANGUARD FINANCIALS Equity portfolio | VFH | 01/16/08 | 9,776.80 | 48.879 | 27.619 | 5,523.80 | (4,252.00) LT | | | |
| 400 | ETF Equity portfolio | | 01/08/10 | 11,952.00 | 29.88 | 27.619 | 11,047.80 | (904.40) LT | | | |
| 300 | CG RESEARCH : AL Equity portfolio | | 04/16/10 | 10,026.40 | 33.418 | 27.619 | 8,286.70 | (1,739.70) LT | | | |
| 800 | CG RESEARCH : AL Equity portfolio | | | 31,763.20 | 39.281 | | 24,887.10 | (6,886.10) | 2.02 | 502.20 | |
| 1,000 | VANGUARD SMALL-CAP GROWTH ETF Equity portfolio Rating: CG RESEARCH : AL | VBK | 08/07/08 | 96,490.00 | 96.49 | 76.36 | 76,360.00 | 8,870.00 LT | .54 | 413.00 | |
| 2,000 | BLACKROCK CORPORATE HIGH YIELD FD VI INC Taxable bond portfolio | HYT | 07/15/09 | 16,680.00 | 8.34 | 11.38 | 22,760.00 | 6,080.00 LT | 8.804 | 2,004.00 | |
| Total closed end fund equity allocation | | | | | | | \$ 533,616.10 | | | | |
| Total closed end fund taxable bond allocation | | | | | | | \$ 22,760.00 | | | | |

Preferred stocks

The credit rating from Moody's Investors Service and Standard & Poor's may be shown for certain securities. All credit ratings represent the "opinions" of the provider and are not representations or guarantees of performance. Your Financial Advisor will be pleased to provide you with further information or assistance in interpreting these credit ratings.

| Quantity | Description | Symbol | Date acquired | Cost | Share cost | Current price | Current value | Unrealized gain/(loss) | Average % yield | Anticipated income (annualized) |
|----------|--------------------------------------|--------|---------------|--------------|------------|---------------|---------------|------------------------|-----------------|---------------------------------|
| 1,000 | VORNADO REALTY L.P. 7.875% Rated BBB | VNOD | 10/27/09 | \$ 24,400.00 | \$ 24.40 | \$ 27.48 | \$ 27,480.00 | \$ 3,080.00 LT | 7.164% | \$ 1,988.76 |

Next call on 10/01/14

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u> | <u>EXPENSE ACCT AND OTHER ALLOWANCES</u> |
|---|---|---------------------|--|--|
| ROBERT LEARY C/O ROBERT LEARY 320 VINEYARD POINT ROAD GUILFORD, CT 06437 | DIRECTOR | 0 | 0 | 0 |
| <u>GRAND TOTALS</u> | | | | |
| | | <u>0</u> | <u>0</u> | <u>0</u> |

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT A

| <u>RECIPIENT NAME AND ADDRESS</u> | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u> | <u>AMOUNT</u> |
|--|---|---|---------------|
| CONNECTICUT FOOD BANK NEW HAVEN, CT | N/A PUBLIC CHARITY | GENERAL FUND | 10,000. |
| COMMUNITY DINING ROOM BRANFORD, CT | N/A PUBLIC CHARITY | GENERAL FUND | 5,000. |
| DOWNTOWN EVENING SOUP KITCHEN | N/A PUBLIC CHARITY | GENERAL FUND | 2,500. |
| NEW HAVEN BALLET NEW HAVEN, CT | N/A PUBLIC CHARITY | GENERAL FUND | 2,500. |
| GUILFORD A BETTER CHANCE GUILFORD, CT | N/A PUBLIC CHARITY | GENERAL FUND | 1,500 |
| WOUNDED WARRIOR | N/A PUBLIC CHARITY | GENERAL FUND | 5,000. |

FORM 990FP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

| <u>RECIPIENT NAME AND ADDRESS</u> | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u> | <u>AMOUNT</u> |
|-----------------------------------|---|---|---------------|
| TEAM RED, WHITE AND BLUE, INC. | N/A PUBLIC CHARITY | GENERAL FUND | 2,500. |
| HELP OUR MILITARY HEROES, INC. | N/A PUBLIC CHARITY | GENERAL FUND | 1,000. |

TOTAL CONTRIBUTIONS PAID

30,000