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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 CSX Foundation, Inc		A Employer identification number 26-2248439
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (904) 359-3403
500 Water Street C-115		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code Jacksonville FL 32202		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
G Check all that apply: <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 <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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 157,220	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 type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	0	0		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	0			
b Gross sales price for all assets on line 6a	0			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	0	0	0	
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)	0	0	0	0
b Accounting fees (attach schedule)	0	0	0	0
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see instructions)	0	0	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	2,356	0	0	2,356
24 Total operating and administrative expenses. Add lines 13 through 23	2,356	0	0	2,356
25 Contributions, gifts, grants paid	218,520			218,520
26 Total expenses and disbursements. Add lines 24 and 25	220,876	0	0	220,876
27 Subtract line 26 from line 12	-220,876			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)SCANNED APR 12 2012
Revenue

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CADDEN, UT

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		378,096	157,220	157,220
	2	Savings and temporary cash investments				
	3	Accounts receivable	0			
		Less: allowance for doubtful accounts	0	0	0	0
	4	Pledges receivable	0			
		Less: allowance for doubtful accounts	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0	
	7	Other notes and loans receivable (attach schedule)	0			
		Less: allowance for doubtful accounts	0	0	0	0
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		0	0	0
	c	Investments—corporate bonds (attach schedule)		0	0	0
	Liabilities	11	Investments—land, buildings, and equipment basis	0		
		Less: accumulated depreciation (attach schedule)	0	0	0	0
12		Investments—mortgage loans				
13		Investments—other (attach schedule)		0	0	0
14		Land, buildings, and equipment basis	0			
		Less: accumulated depreciation (attach schedule)	0	0	0	0
15		Other assets (describe)		0	0	0
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		378,096	157,220	157,220
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe)		0	0	
	23	Total liabilities (add lines 17 through 22)		0	0	
		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 type="checkbox"/>			
27	Capital stock, trust principal, or current funds		378,096	157,220		
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)		378,096	157,220		
31	Total liabilities and net assets/fund balances (see instructions)		378,096	157,220		

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	378,096
2	Enter amount from Part I, line 27a	2	-220,876
3	Other increases not included in line 2 (itemize)	3	0
4	Add lines 1, 2, and 3	4	157,220
5	Decreases not included in line 2 (itemize)	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	157,220

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	0	0	0
b	0	0	0
c	0	0	0
d	0	0	0
e	0	0	0

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

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	0
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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	16,679	0	0.000000
2009	58,225	0	0.000000
2008			0.000000
2007			0.000000
2006			0.000000

2 Total of line 1, column (d)	2	0.000000
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	0.000000
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	0
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
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	220,876

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1		0
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		0
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5		0
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		0	
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c		0	
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d	7			0
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8			0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9			0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10			0
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11			0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	X	
14	The books are in care of ▶ Janis C. Liotta Telephone no ▶ (904) 359-3403 Located at ▶ 500 Water Street (C-115) Jacksonville, FL ZIP+4 ▶ 32202			
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes X	No X

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

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

		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

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

(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
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)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

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

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

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
See Attached Statement	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	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		0
		0
		0
		0
		0
		0
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 Collection of contributions and donations made to qualified charities	
	220,876
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	
2	
All other program-related investments. See instructions	
3	0
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	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	0
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	0
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	0
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0
6	Minimum investment return. Enter 5% of line 5	6	0

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

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	220,876
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	220,876
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	220,876

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				0
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	58,225			
e From 2010	16,679			
f Total of lines 3a through e	74,904			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 220,876				
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				0
e Remaining amount distributed out of corpus	220,876			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	295,780			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	295,780			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	58,225			
d Excess from 2010	16,679			
e Excess from 2011	220,876			

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)

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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
				0
0				0
				0
				0
				0
				0

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

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

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

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		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year See Attached Statement					218,520
Total					▶ 3a 218,520
b Approved for future payment					
Total					▶ 3b 0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
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					
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory				0	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a		0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
12	Subtotal. Add columns (b), (d), and (e)		0		0	0
13	Total. Add line 12, columns (b), (d), and (e)					

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

[illegible]

Form **990-PF** (2011)

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Ellen M. Fitzsimmons		500 Water Street	Jacksonville	FL	32202		Chairman of Board		
2	Tori Kaplan		500 Water Street	Jacksonville	FL	32202		President		
3	Joel W. Pangborn		500 Water Street	Jacksonville	FL	32202		Vice-President		
4	Debbie Phebus		500 Water Street	Jacksonville	FL	32202		Vice-President		
5	Ignacio Diaz		500 Water Street	Jacksonville	FL	32202		Treasurer		
6	Mark Austin		500 Water Street	Jacksonville	FL	32202		Secretary		
7	Derrick W. Smith		500 Water Street	Jacksonville	FL	32202		Director		
8	Peter K. Mills		500 Water Street	Jacksonville	FL	32202		Director		
9	Jim M. Marks, Jr		500 Water Street	Jacksonville	FL	32202		Director		
10	Steve E. Crable		500 Water Street	Jacksonville	FL	32202		Director		
11	David A. Bowling		500 Water Street	Jacksonville	FL	32202		Director		

Part

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			

CSX Foundation, Inc.
Tax Year Ended 12/30/2011
Grants made in 2011

Part XV, Grants and Contributions Paid During the Year
Line 3a:

Name	Location	Amount
Adirondack Railway Preservation Society	Utica, NY	400
Amateur Athletic Union Of The United States	Lakeland, FL	800
Amelia Island Concours Delegation Foundation Inc	Jacksonville, FL	240
American Cancer Society Inc - Duval Unit	Jacksonville, FL	510
American Heart Association Inc	Jacksonville, FL	1,360
American Lung Association of the Southeast Incorporated	Jacksonville, FL	560
American National Red Cross	Baltimore, MD	400
American National Red Cross	Jacksonville, FL	5,800
American Youth Soccer Organization	Berlin, PA	400
Animal Care Trust	Chattanooga, TN	400
Atlanta Campaign Inc.	Dacula, GA	300
Atlanta Chapter National Railway Historical Society Inc	Duluth, GA	210
Auglaize County Humane Society Inc	Wapakoneta, OH	170
Avon Community Swim Team Inc C/O Lucy V Duncan	Avon, IN	400
B & O Railroad Museum	Baltimore, MD	5,000
Baker-Hunt Foundation Inc	Covington, KY	400
Bartram Trail High School - Air Force Junior ROTC	St Johns, FL	400
Battie Mixon Inc	Cumberland, MD	5,710
Be the Match Foundation	Minneapolis, MN	260
Benwood Little League	Benwood WV	800
Berkshire Scenic Railway Museum Inc	Lenox, MA	400
Best Buddies International Inc	Jacksonville, FL	320
Big Brothers Big Sisters of Madisonville Hopkins County Inc	Madisonville, KY	400
Big Brothers Big Sisters of Northeast Florida Inc	Jacksonville, FL	400
Boggy Creek Gang Inc	Eustis, FL	180
Boy Scouts of America	Jacksonville, FL	2,520
Boy Scouts of America - North Florida Council	Jacksonville, FL	670
Boy Scouts of America - Okefenokee Area Council	Waycross, GA	400
Boy Scouts of America-Lincoln Heritage Council	Louisville, KY	400
Cabbage Patch Settlement House Inc	Louisville, KY	340
Carenet Pregnancy Medical Center	Disckson, TN	160
Center for Great Neighborhoods of Covington Inc	Covington, KY	400
Childrens Home Society of Florida	Jacksonville, FL	10,370
Church of Jesus Christ of Latter- Day Saints Foundation - Boy Scouts of America - Troop 422	Fleming Island, FL	400
City Year Inc - City Year Columbia	Columbia, SC	1,000
City Year Inc - City Year Greater Philadelphia	Phildelphia, PA	160
City Year Inc - City Year Washington D C	Washington, DC	1,000
City Year Inc - City Year Inc - Chicago -	Chicago, IL	1,000
City Year Inc - City Year Miami	Miami, FL	1,150
Clara White Mission	Jacksonville, FL	1,300
Clay County Education Foundation	Green Cove Springs, FL	400
Clay County Habitat for Humanity Inc	Orange Park, FL	150
Clay County Habitat for Humanity Inc	Middleburg, FL	250
Clay County Soccer Club Inc	Fleming Island, FL	800
Clay High School	Green Cove Springs, FL	150
Cleveland Foodbank Inc	Cleveland, OH	400
Coast Guard Auxiliary Association Inc. - U.S Coast Guard Auxiliary	Fleming Island, FL	1,160
College of William & Mary Foundation	Williamsburg, VA	10,000
Communities In Schools of Jacksonville	Jacksonville, FL	2,390
Community Connections of Jacksonville Inc	Jacksonville, FL	400
Community Foundation Inc.	Jacksonville, FL	500
Corbin High School	Corbin, KY	350
Creekside High School	Saint Johns, FL	350
Cunningham Creek Elementary Parent Teacher Organization	Saint Johns, FL	550
Cunningham Creek Elementary Parent Teacher Organization	St Johns, FL	400
Cystic Fibrosis Foundation - Cystic Fibrosis Foundation	Jacksonville, FL	530

CSX Foundation, Inc.
Tax Year Ended 12/30/2011
Grants made in 2011

Part XV, Grants and Contributions Paid During the Year
Line 3a:

Name	Location	Amount
Davidson College	Davidson, NC	160
Dignity-U-Wear Foundation Inc	Jacksonville, FL	400
Dlc Nurse & Learn Inc	Jacksonville, FL	160
Down Syndrome Association of Jacksonville Inc	Jacksonville, FL	400
Down Syndrome of Louisville Inc	Louisville, KY	1,780
Dreams Come True of Jacksonville Inc	Jacksonville, FL	2,400
Durbin Creek Elementary School Parent Teacher Organization	Jacksonville, FL	330
Eastside Community Church Inc - Boy Scout Troop 837	Jacksonville, FL	800
Edward Waters College	Jacksonville, FL	400
Epitome	Jacksonville, FL	300
Executive Committee of the Baptist Convention of the State of Georgia	Jesup, GA	400
Executive Womens Golf Association Foundation Inc -	Palm Beach Gardens, FL	400
Fair Haven Rescue Mission Incorporated	Covington, KY	150
Family Farms of Northeast Florida	Jacksonville, FL	800
Family Promise of Jacksonville Inc.	Jacksonville, FL	1,080
Feed the City Inc.	Louisville, KY	300
Fireland Military Vehicle Group	Sandusky, OH	400
First Coast No More Homeless Pets Inc	Jacksonville, FL	5,210
First Coast Soccer Inc. - Jacksonville Youth Soccer Club	Jacksonville, FL	1,200
Fleming Island Baptist Church	Fleming Island, FL	400
Fleming Island High School	Orange Park, FL	1,200
Florence Area Humane Society	Florence, SC	800
Florida Council on Economic Education Inc	Tampa, FL	1,000
Florida Great Pyrenees Club Inc.	Safety Harbor, FL	800
Florida Knights of Columbus Charities Inc	Coral Springs, FL	400
Florida Theatre Performing Arts	Jacksonville, FL	2,500
Foundation Fighting Blindness Inc	Columbia, MD	800
Foundation Fighting Blindness Inc	Owings Mills, MD	400
Freedom Elementary School	Shepherdsville, KY	220
Friends of Axson Montessori Elementary Inc F A M E	Jacksonville, FL	800
Friends of Jacksonville Ac & C	Jacksonville, FL	610
Friends of Lake Township Parks	Walbridge, OH	800
Fusion Partnerships Inc	Baltimore, MD	800
General Council of the Assemblies of God - Evangel Temple Assembly Of God	Jacksonville, FL	800
Georgia Aquarium Inc	Atlanta, GA	400
Girl Scouts of Gateway Council Inc	Jacksonville, FL	1,180
Golden Panther Booster Club Inc	Ponte Vedra Beach, FL	800
Grace Lutheran Church - Boy Scout Pack 279	Jacksonville, FL	800
Habitat for Humanity International Inc	Westfield, IN	280
Hands on Jacksonville Inc	Jacksonville, FL	1,150
Haven Ranch	St Augustine, FL	800
Henry County Soccer Association Inc	McDonough, GA	150
Holy Spirit Catholic Church -Troop 182 Boy Scouts of Amerca	Jacksonville, FL	400
Hope at Hand Inc	Ponte Vedra Beach, FL	400
Hope Worldwide Ltd	Wayne, PA	360
Hubbard House Inc	Jacksonville, FL	980
Indiana University Foundation	Bloomington, IL	2,500
International Mission Builders Inc.	MacClenny, FL	400
International Mission Builders Inc	MacClenny, FL	400
Jacksonville Childrens Chorus Inc	Jacksonville, FL	440
Jacksonville Community Council Inc	Jacksonville, FL	2,500
Jacksonville Humane Society	Jacksonville, FL	1,050
Jacksonville Zoological Society Inc	Jacksonville, FL	5,000
Julington Creek Athletic Association	St Johns, FL	250
Julius Guinyard Tennis Association Inc	Jacksonville, FL	150
Julius Guinyard Tennis Association Inc	Jacksonville, FL	660

CSX Foundation, Inc.
Tax Year Ended 12/30/2011
Grants made in 2011

Part XV, Grants and Contributions Paid During the Year
Line 3a:

Name	Location	Amount
Junior League of Jacksonville Inc	Jacksonville, FL	260
Juvenile Diabetes Research Foundation International	Jacksonville, FL	5,690
Juvenile Diabetes Research Foundation International - North Florida Chapter	Jacksonville, FL	400
Kentland Volunteer Fire Department of Kentland Md Incorporated	Landover, MD	400
Ladybug Service Club Inc.	Jacksonville, FL	4,670
Lake Anna Rescue Inc.	Bumpass, VA	800
Larche Harbor House Inc.	Jacksonville, FL	790
Laurel Highlands School District - Boys Soccer	Lemont Furnace, PA	400
Little League Baseball Inc	Ashland, KY	400
Little League Baseball Inc - Terre Haute South Little League	Terre Haute, IN	400
Living Water 4 Roatan	Jacksonville, FL	400
Lords Kitchen	Louisville, KY	450
Lutheran Social Services of Northeast Florida Inc - Second Harvest Food Bank of North Florida	Jacksonville, FL	400
Maryland Westie Rescue Inc.	Spencerville, MD	210
Masonic Charities of Florida Inc	Jacksonville, FL	360
Mcdermott Center - Mcdermott Center D/B/A Haymarket Center	Chicago, IL	400
Medina Baseball Federation Inc	Medina, OH	400
Methodist Childrens Village Inc	Jacksonville, FL	200
Metro North Community Development Corp	Jacksonville, FL	400
Milestones Inc	Independence, KY	400
Monongahela Riverboat Railroad and Transportation Museum	Brownsville, PA	800
Multi-purpose Community Action Agency Inc	Shelbyville, KY	400
Museum of Contemporary Art	Jacksonville, FL	10,000
National Multiple Sclerosis Society	Jacksonville, FL	1,950
National Multiple Sclerosis Society	Chicago, IL	400
National Multiple Sclerosis Society	Mauee, OH	360
National Safe Place Inc.	Louisville, KY	2,500
National Society of Black Engineers	Alexandria, VA	400
Nease Band Boosters Inc.	Ponte Vedra, FL	650
Nease Band Boosters Inc	Jacksonville, FL	770
New Life Temple Church at Jacksonville Inc. - Heart to Heart Child Care Center	Jacksonville, FL	400
NooneTime Charities	St Louis, MO	400
North Dearborn Pantry Incorporated	West Harrison, IN	800
Northwestern University	Evanston, IL	400
Old Mill Elementary School	Mount Washington, KY	400
Osceola High School	Kissimmee, FL	400
Pace Center for Girls Inc	Jacksonville, FL	160
Paws and Think Inc	Indianapolis, IN	2,800
Pawsitive Pets Inc	Jacksonville, FL	640
Pine Castle Inc	Jacksonville, FL	600
Players By the Sea Inc	Jacksonville Beach, FL	150
Ponte Vedra High School PTO Inc	Ponte Vedra, FL	260
Pop Warner Little Scholars Inc	Jacksonville, FL	1,200
Potters House Christian	Jacksonville, FL	320
Presbyterian Church USA-First Presbyterian Church	Florence, SC	180
Prestonsburg Elementary School	Prestonburg, KY	400
Providence Schools of Jacksonville Inc.	Jacksonville, FL	900
PTA Florida Congress- Holiday Hill Elementary PTA	Jacksonville, FL	800
Renaissance Chantable Foundation Inc	Indianapolis, IN	350
Rescuing Animals In Nassau Inc	Callahan, FL	400
Richmond Ballet Inc	Richmond, VA	1,000
Riverside Avenue Christian Church	Jacksonville, FL	400
Rock Hill School District Band Booster Association	Renton, OH	400
Rocky Mountain Research and Prevention Institute	Aurora, CO	400
Ronald McDonald House Chanties Of Central Oregon Inc	Bend, OR	400
Ronald McDonald House Chanties of Jacksonville Inc	Jacksonville, FL	2,860

CSX Foundation, Inc.
Tax Year Ended 12/30/2011
Grants made in 2011

Part XV, Grants and Contributions Paid During the Year
Line 3a:

Name	Location	Amount
Ronald Mcdonald House Charities of the Capital Region Inc.	Albany, NY	400
Ronald Mcdonald House Charities of the Ohio Valley Inc.	Evansville, IN	400
Safe Animal Shelter of Orange Park Inc	Orange Park, FL	300
Sanctuary of the Northeast Florida Inc	Jacksonville, FL	800
Seamark Ranch Inc	Jacksonville, FL	1,000
Second Harvest Food Bank of Middle Tennessee Inc	Nashville, TN	220
Share Our Hope Inc	Callahan, FL	400
Sickle Cell Disease Association of America North Florida Chapter Inc.	Jacksonville, FL	210
South Gwinnett Athletic Association Inc	Snellville, GA	400
Southeast Vipassana Association, Inc	Social Circle, GA	570
Southern Scholarship Foundation Inc	Tallahassee, FL	5,000
Springfield Animal Care and Rescue Club	Jacksonville, FL	800
Springhead Baptist Church	Plant City, FL	350
St Johns Riverkeeper Inc	Jacksonville, FL	400
St Martins Healthcare	Garrett, IN	150
St Martins Healthcare	Garrett, IN	250
St. Joseph Academy	St Augustine, FL	740
St Thomas Academy	Mendota Hts, MN	1,000
Strive DC Inc	Washington, DC	400
Switzerland Point Middle School Parent Teacher Student Organization	Switzerland, FL	290
Taste of the South Committee	Washington, DC	250
The Commercial Point United Methodist Church - Boy Scouts of America Troop 1	Commercial Point, OH	400
Theatre Jacksonville Inc	Jacksonville, FL	1,000
Thornwell Home for Children	Clinton, SC	400
Tom Coughlin J Fund Foundation Inc	Jacksonville, FL	800
Tourette Syndrome Association Inc	Bayside, NY	400
U S Catholic Conference - Our Lady of Lourdes Schoo	Milltown, NJ	650
U.S. Catholic Conference-Villa Walsch Academy - Villa Walsh Academy	Morristown, NJ	400
Ubuntu Orphans Basic Care and School Fund	Jacksonville, FL	1,000
United Negro College Fund Inc	Orlando, FL	2,500
United Services Organizations Inc	Atlantic Beach, FL	720
United Way of Northeast Florida Inc	Jacksonville, FL	5,950
University of North Florida Foundation Inc.	Jacksonville, FL	5,000
Vim Jax Inc	Jacksonville, FL	400
Vincennes University Foundation Inc	Vincennes, IN	200
Westside Improvement Association Inc of Evansville	Evansville, IN	1,380
Wonderroot Inc	Atlanta, GA	800
World Junior Golf Foundation	Ponte Vedra, FL	10,000
World Relief Corp of National Association of Evangelicals	Baltimore, MD	250
WWP Inc	Jacksonville, FL	930
Youth Connections Group Home	East Point, GA	150
Youth Cnsis Center Inc	Jacksonville, FL	1,020
Total Grants Paid in 2011		<u>218,520</u>