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: The Chester Foundation

A Employer identification number: 26-3899958

Number and street (or P O box number if mail is not delivered to street address): 455 NE Fifth Avenue — Room/suite: D-373

B Telephone number (see instructions): (800) 839-1754

City or town, state, and ZIP code: Delray Beach FL 33483

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)* ▶ $ 3,784,024

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(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 ▶ ☐

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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	55,476	44,795		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-47,348			
	b Gross sales price for all assets on line 6a 859,235				
	7 Capital gain net income (from Part IV, line 2)		0		
	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)	3,123	3,123		
	12 **Total.** Add lines 1 through 11	11,251	47,918		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	29,028	29,028		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,064	24		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	34,228	15,267		18,961
	24 **Total operating and administrative expenses.** Add lines 13 through 23	66,320	44,319		18,961
	25 Contributions, gifts, grants paid	183,000			183,000
	26 **Total expenses and disbursements.** Add lines 24 and 25	249,320	44,319		201,961
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-238,069			
	b **Net investment income** (if negative, enter -0-)		3,599		
	c **Adjusted net income** (if negative, enter -0-)				

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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	317,066	498,924	498,924
	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)	380,637	306,559	320,070
	b Investments—corporate stock (attach schedule)	1,151,698	1,370,411	1,314,364
	c Investments—corporate bonds (attach schedule)	186,413	209,222	210,779
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,018,226	1,430,855	1,439,887
	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)	4,054,040	3,815,971	3,784,024
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.**			
	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			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,054,040	3,815,971	
	30 **Total net assets or fund balances** (see instructions)	4,054,040	3,815,971	
	31 **Total liabilities and net assets/fund balances** (see instructions)	4,054,040	3,815,971	

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	4,054,040
2 Enter amount from Part I, line 27a	2	-238,069
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,815,971
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	3,815,971

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 Publicly-traded Securities			
b Passthrough K-1 Capital Gain			
c ALPHAOCT - THE ALPHAGEN OCTANIS FUND LTD CL A	P	8/1/2011	12/31/2011
d GCP SPV LTD	P	7/1/2011	12/1/2011
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	638,463		631,327	7,136
b				-37,803
c	194,671		203,853	-9,182
d	26,101		33,600	-7,499
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				7,136
b				-37,803
c				-9,182
d				-7,499
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	-47,348
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	

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	23,602	4,224,656	0 005587
2009	0	164,167	0 000000
2008	0	0	0 000000
2007			0 000000
2006			0 000000

2 **Total** of line 1, column (d)	2	0 005587
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 001862
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,677,821
5 Multiply line 4 by line 3	5	6,848
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	36
7 Add lines 5 and 6	7	6,884
8 Enter qualifying distributions from Part XII, line 4	8	201,961

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)

1 a	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 ▶ [X] and enter 1% of Part I, line 27b		1	36
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	36
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	36
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 2,700		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 7,720		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	10,420
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	10,384
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	100 Refunded ▶	11	10,284

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?	1a		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)?	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 ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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
4 a	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	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*	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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	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

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 ▶			
14	The books are in care of ▶ The Chester Foundation Telephone no ▶ (561) 276-4044 Located at ▶ 455 NE Fifth Avenue Suite D-373 Delray Beach FL ZIP+4 ▶ 33483			
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?	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	N/A	
	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 ▶ 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? ☐ 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)*	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)*

			Yes	No
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)?	**5b**	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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? *If "Yes" to 6b, file Form 8870*	**6b**		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	N/A	

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 ATTACHMENT				

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	00			
	00			
	00			
	00			
	00			
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	
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	
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	1,956,364
	b	Average of monthly cash balances	1b	263,550
	c	Fair market value of all other assets (see instructions)	1c	1,513,914
	d	**Total** (add lines 1a, b, and c)	1d	3,733,828
	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	3,733,828
4		Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	56,007
5		**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,677,821
6		**Minimum investment return.** Enter 5% of line 5	6	183,891

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	183,891
2a		Tax on investment income for 2011 from Part VI, line 5	2a	36		
	b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
	c	Add lines 2a and 2b			2c	36
3		Distributable amount before adjustments Subtract line 2c from line 1			3	183,855
4		Recoveries of amounts treated as qualifying distributions			4	0
5		Add lines 3 and 4			5	183,855
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	183,855

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	201,961
	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	0
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	201,961
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	36
6		**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	201,925

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					183,855
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				194,359	
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	0				
e From 2010	0				
f **Total** of lines 3a through e		0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 201,961					
a Applied to 2010, but not more than line 2a				194,359	
b Applied to undistributed income of prior years (Election required—see instructions)			0		
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2011 distributable amount					7,602
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).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
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					176,253
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		0			
10 Analysis of line 9					
a Excess from 2007	0				
b Excess from 2008	0				
c Excess from 2009	0				
d Excess from 2010	0				
e Excess from 2011	0				

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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					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))

Jamie S Snyder Stephen F Snyder

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient — Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DELRAY BEACH PUBLIC LIBRARY ASSN INC 100 W ATLANTIC AVE DELRAY BEACH FL 33444	N/A	509(a)(1)	Children's Technology Center	14,000
FLORIDA ATLANTIC UNIVERSITY FOUNDATION 777 GLADES RD ADM 295 BOCA RATON FL 33431	N/A	509(a)(1)	General & Unrestricted	10,000
FLORIDA ATLANTIC UNIVERSITY FOUNDATION 777 GLADES RD ADM 295 BOCA RATON FL 33431	N/A	509(a)(1)	Adams Center for Entreprenuership	10,000
GULFSTREAM SCHOOL INC 3600 GULFSTREAM RD GULF STREAM FL 33483	N/A	509(a)(1)	Technology Program	25,000
LYNN UNIVERSITY INC 3601 N MILITARY TRL BOCA RATON FL 33431	N/A	509(a)(1)	The Snyder Scholar Scholarship	50,000
MIDDLETON PLACE FOUNDATION 4300 ASHLEY RIVER RD CHARLESTON SC 29414	N/A	509(a)(2)	Middleton Place Foundation Endowment Fund	10,000
OLD SCHOOL SQUARE INC 51 N SWINTON AVE DELRAY BEACH FL 33444	N/A	509(a)(1)	Education Program Endowment Fund	5,000
PTHFDRS OF PLM BCH-MRTN CNTY SCHOL FND 2751 S DIXIE HWY WEST PALM BEACH FL 33405	N/A	509(a)(1)	2011 Pathfinder Scholarship Awards	54,000
THE PALM BEACH CNTY LITERACY COALITION 551 SE 8TH ST STE 505 DELRAY BEACH FL 33483	N/A	509(a)(1)	General & Unrestricted	5,000
Total			▶ 3a	183,000
b *Approved for future payment*				
Total			▶ 3b	0

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	55,476	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-47,348	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a K-1 Pass-Through Income			14	3,123	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		11,251	0

13 Total. Add line 12, columns (b), (d), and (e) 13 11,251

(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) (See instructions)

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

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

[signature] 11-12-12 President

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Jeffrey D Haskell	Jeffrey D. Haskell	11/9/2012		P01345770
Firm's name ▶ Foundation Source			Firm's EIN ▶ 51-0398347	
Firm's address ▶ 55 Walls Drive, Fairfield, CT 06824			Phone no (800) 839-1754	

Form 990-PF, Part I, Line 11 - Other Income

	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
	TOTAL:	3,123	3,123	0
1	ABBEY CAPITAL ACL ALTERN FUND LTD K-1 Pass-Through Share of Income/(Loss)	-34	-34	0
2	ABBEY CAPITAL MACRO FUND OHFP K-1 Pass-Through Share of Income/(Loss)	288	288	0
3	THE ALPHAGEN OCTANIS FUND LTD CL A K-1 Pass-Through Share of Income/(Loss)	2,869	2,869	0
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part I, Line 16c - Other Professional Fees

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	29,028	29,028	0	0
1	Investment Management Services	29,028	29,028	0	0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	3,064	24	0	0
1	Estimated Tax for 2011	2,700	0	0	0
2	Excise Tax for 2010	91	0	0	0
3	Foreign Tax Paid	24	24	0	0
4	IRS Excise Tax Payment with 2nd ext 2010 990-PF	249	0	0	0
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 23 - Other Expenses

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	34,228	15,267	0	18,961
1	ABBEY CAPITAL ACL ALTERN FUND LTD K-1 Pass-Through Share of Expenses	9,385	9,385	0	0
2	ABBEY CAPITAL MACRO FUND OHFP K-1 Pass-Through Share of Expenses	4,155	4,155	0	0
3	Administrative Fees	18,961	0	0	18,961
4	Bank Charges	30	30	0	0
5	MULTI-MANAGER TEI PORTFOLIO LLC K-1 Pass-Through Share of Expenses	1,697	1,697	0	0
6					
7					
8					
9					
10					

Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations

	Description	Book Value End of Year	FMV End of Year
	TOTAL:	306,559	320,070
1	FHLMC GOLD 15 YEAR - 3 000% - 08/01/2026 (3128PWEA2)	25,173	25,271
2	FL ST DEPT ENVIRL PROTN 6.406% 07/01/2024 (34160WUC6)	25,720	29,041
3	FNMA 4% 12-15-2016 (3136FJWG2)	25,688	25,398
4	FNMA-1 30%-11/18/2015 (3136FTMW6)	25,000	24,986
5	FNMA-1 75%-10/26/2016 (3135G0EN9)	25,025	25,152
6	ILLS ST GO BDS SERIES 4.071% 1/1/14 (4521518U0)	25,000	25,782
7	KENTUCKY ST PPTY & BLDGS COMMN-05.10%-10/01/2015 (49151EQT3)	27,145	27,759
8	LBBCK TEX CTFS OBLIG WTRWKS SYS 4 542% 2/15/19 (549188HD5)	25,000	28,056
9	LV, NEV CTFS PARTN COPS CITY HALL6 684% 9/1/22 (517705AK5)	25,865	28,844
10	NEW MEXIC ST UNIV REGTS IMPT REV IMPT 1 89% 4/1/12 (647421BL9)	25,000	25,057
11	NEW YORK N Y CITY TRANSITIONAL FIN 05.190% 08/01/2 (64971MDC3)	26,993	28,745
12	WASHINGTON D C CONVENTION & SPORTS-3 079%-10/01/15 (93878LAG2)	24,950	25,979

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		TOTAL:	1,370,411	1,314,364
	Description	Shares	Book Value End of Year	FMV End of Year
1	3M CO (MMM)	100	8,618	8,173
2	ABBOTT LABS (ABT)	80	4,110	4,498
3	ADOBE SYSTEMS, INC. (ADBE)	150	4,459	4,241
4	AUTOMATIC DATA PROCESSING INC. (ADP)	160	7,813	8,642
5	BARD C R INC. (BCR)	50	4,322	4,275
6	BECTON DICKINSON & CO (BDX)	55	4,315	4,110
7	BERKSHIRE HATHAWAY INC. CLASS B (BRK-B)	55	4,541	4,197
8	BROWN FORMAN CORP CL B (BF-B)	45	2,912	3,623
9	CISCO SYSTEMS INC (CSCO)	445	8,966	8,046
10	COCA-COLA CO (KO)	125	8,095	8,746
11	COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS (CTSH)	30	1,917	1,929
12	COLGATE-PALMOLIVE COMPANY (CL)	25	1,928	2,310
13	DFA EMERGING MARKETS VALUE PORTFOLIO (DFEVX)	3,618	129,438	93,916
14	DFA INTERNATIONAL VALUE PORTFOLIO (DFIVX)	4,566	82,446	67,309
15	FACTSET RESH SYST INC (FDS)	20	1,773	1,746
16	FPA CRESCENT PORTFOLIO (FPACX)	1,843	51,029	49,358
17	GEN DYNAMICS CP (GD)	65	4,563	4,317
18	HUSSMAN STRATEGIC GROWTH FD (HSGFX)	7,944	100,708	98,739
19	INTERNATIONAL BUSINESS MACHINES (IBM)	45	7,248	8,275
20	IRON STRATEGIC INCOME FUND (IFUNX)	26,587	306,583	291,656
21	ISHARES MSCI BRAZIL FREE INDEX FD (EWZ)	131	9,994	7,518
22	ISHARES SILVER TRUST (SLV)	115	3,062	3,098
23	IVA WORLDWIDE FUND CLASS I (IVWIX)	6,155	105,837	94,536
24	JOHNSON & JOHNSON (JNJ)	130	8,235	8,525
25	KELLOGG CO (K)	85	4,299	4,298
26	LOOMIS SAYLES BOND FUND INSTITUTIONAL SHARES (LSBDX)	8,416	113,526	117,238
27	MARKET VECTORS - GOLD MINERS ETF (GDX)	1,773	78,252	91,185
28	MCCORMICK & CO (MKC)	85	4,006	4,286
29	MCDONALD'S CORP (MCD)	90	7,431	9,030
30	MEDTRONIC INC (MDT)	230	8,363	8,798
31	MICROSOFT CORPORATION (MSFT)	325	8,603	8,437
32	NIKE INC-CL B (NKE)	50	4,309	4,819
33	NOVO NORDISK A S (NVO)	75	8,418	8,645
34	OMNICOM GROUP (OMC)	190	8,768	8,470
35	ORACLE CORP (ORCL)	325	9,650	8,336
36	PEPSICO INC (PEP)	65	4,242	4,313
37	PROCTER GAMBLE CO (PG)	130	8,377	8,672
38	SPDR GOLD TR GOLD SHS (GLD)	656	83,256	99,704
39	STRYKER CORPORATION (SYK)	170	8,777	8,451
40	SYSCO CORP (SYY)	285	8,217	8,359
41	TEMPLETON GLOBAL BD (TGBAX)	7,628	104,382	94,364

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	1,370,411	1,314,364
42	TOTAL SYSTEMS SERVICES INC (TSS)	210	3,710	4,108
43	UNITED TECHNOLOGIES CORP (UTX)	110	8,587	8,040
44	VARIAN MEDICAL SYSTEMS INC (VAR)	65	4,323	4,363
45	WAL-MART STORES INC. (WMT)	145	8,003	8,665

Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	209,222	210,779
1	BANK AMER FDG CORP SR NT 6.50% 08/01/2016 (06051GEA3)	25,000	27,199	25,177
2	BP CAP MKTS P L C GTD SRNT-4.75%-03/10/2019 (05565QBJ6)	25,000	26,625	27,767
3	CANADIAN NATL RY CO NT 4.4% 03/15/2013 (136375BH4)	25,000	26,469	26,064
4	CITIGROUP INC SR NT 6 375% 08/12/2014 (172967EY3)	25,000	26,488	26,254
5	CME NOTE 5.75% 2/15/2014 (12572QAD7)	25,000	27,467	27,267
6	PROCTER & GAMBLE CO NOTE - 1 450% - 08/15/2016 (742718DV8)	25,000	24,799	25,293
7	THERMO FISHER SCIENTIFIC INC NOTE 2 25% 8/15/2016 (883556BA9)	25,000	25,198	25,487
8	WAL MART STORES INC NT 3 625% 07/08/2020 (931142CU5)	25,000	24,977	27,470
9				
10				

Form 990-PF, Part II, Line 13 - Investments - Other

	Asset Description	Book Value End of Year	FMV End of Year
	TOTAL:	1,430,855	1,439,887
1	ABBEY CAPITAL ACL ALTERN FUND LTD (ABCAPACL)	324,246	324,118
2	ABBEY CAPITAL MACRO FUND OHFP (ABCAPMAC)	131,193	131,070
3	GCP SPV LTD (GCPSPVLTD)	47,535	37,486
4	LIGHTHOUSE GLOBAL LONG/SHORT FUND LTD (LHGLOBAL)	499,999	514,918
5	MULTI-MANAGER TEI PORTFOLIO LLC (GCTEILLC)	427,882	432,295
6			
7			
8			
9			
10			

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

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct
						TOTAL:		0	0	0
1	Barron F Snyder	455 NE Fifth Avenue Suite D-373	Delray Beach	FL	33483	Vice President / Director / Secretary	1	0	0	0
2	Jamie S Snyder	455 NE Fifth Avenue Suite D-373	Delray Beach	FL	33483	Vice President / Director	1	0	0	0
3	Stephen F Snyder	455 NE Fifth Avenue Suite D-373	Delray Beach	FL	33483	President / Director	1	0	0	0
4	Therese Snyder	455 NE Fifth Avenue Suite D-373	Delray Beach	FL	33483	Director	1	0	0	0
5										
6										
7										
8										
9										
10										