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 MAY 27, 2011 , and ending DEC 31, 2011

Name of foundation: The Conestoga Road Foundation

A Employer identification number: 27-5271188

Number and street (or P O box number if mail is not delivered to street address): c/o E.R. Boynton, 30 Valley Stream Pkwy

Room/suite:

B Telephone number: (610) 640-5800

City or town, state, and ZIP code: Malvern, PA 19355

C If exemption application is pending, check here ▶ ☐

G Check all that apply: [X] 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: [X] 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*) ▶$ 5169915.

J Accounting method: [X] 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).)

		(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	5606264.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	94563.	94563.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-5817.			Statement 1
	b Gross sales price for all assets on line 6a 2916269.				
	7 Capital gain net income (from Part IV, line 2)		149468.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	5695010.	244031.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	25000.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	9036.	9036.		0.
	b Accounting fees				
	c Other professional fees Stmt 4	11648.	11648.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	6868.	3434.		0.
	22 Printing and publications				
	23 Other expenses Stmt 5	271.	271.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	52823.	24389.		0.
	25 Contributions, gifts, grants paid	155000.			155000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	207823.	24389.		155000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	5487187.			
	b **Net investment income** (if negative, enter -0-)		219642.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		28929.	28929.
	2	Savings and temporary cash investments		82278.	82278.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock Stmt 6	0.	1913521.	1834913.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 7	0.	3462459.	3223795.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	0.	5487187.	5169915.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	5487187.	
	30	**Total net assets or fund balances**	0.	5487187.	
	31	**Total liabilities and net assets/fund balances**	0.	5487187.	

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	0.
2	Enter amount from Part I, line 27a	2	5487187.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5487187.
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	5487187.

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	See Attached Statements			
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	2916269.		2766801.	149468.

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				
b				
c				
d				
e				149468.

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	149468.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010			
2009			
2008			
2007			
2006			

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

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	4393.
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	4393.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	4393.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	74.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	4467.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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 ▶ N/A

14 The books are in care of ▶ Edwin R. Boynton, Esquire Telephone no. ▶ (610) 640-5800

Located at ▶ 30 Valley Stream Parkway , Malvern, PA ZIP+4 ▶ 19355

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	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? ☐ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
George R. Atterbury, Jr. 30 Valley Stream Parkway Malvern, PA 19355	President/Director 2.00	12500.	0.	0.
Darsie L. Atterbury 30 Valley Stream Parkway Malvern, PA 19355	Secretary/Treasurer/Director 2.00	12500.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4787952.
b	Average of monthly cash balances	1b	332088.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5120040.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5120040.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76801.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5043239.
6	**Minimum investment return**. Enter 5% of line 5 Adjusted for Short Tax Period	6	151297.

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	151297.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4393.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4393.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	146904.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	146904.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	146904.

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	155000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	155000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	155000.

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				146904.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 155000.				
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				146904.
e Remaining amount distributed out of corpus	8096.			
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	8096.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	8096.			
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 8096.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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				
Radnor High School Scholarship Fund P.O. Box 8244 Radnor, PA 19087	N/A	501(c)(3)	Grant to another 501(c)(3) organization	90000.
Operation Gratitude 16444 Refugio Road Encino , CA 91436	N/A	501(c)(3)	Grant to another 501(c)(3) organization	7500.
Gow School P.O. Box 85 South Wales , NY 14139	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
Woman's Shelter P.O. Box 125 San Luis Obispo, CA 93406	N/A	501(c)(3)	Grant to another 501(c)(3) organization	5000.
Radnor Police Pension Fund Box 42 Wayne, PA 19087	N/A	501(c)(3)	Grant to another 501(c)(3) organization	27500.
Total			▶ 3a	155000.
b Approved for future payment				
None				
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		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income
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					94563.
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					-5817.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	88746.

13 Total. Add line 12, columns (b), (d), and (e) 13 88746.

(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).
4,8	This income enables to the foundation to make grants to other 501(c)(3) organizations.

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

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

Signature of officer or trustee	Date	Title
George R. Hallenberg	5/12/12	President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Russell J. Ressler	Russell J. Ressler	05/11/2012		P01207560

Firm's name ▶ STRADLEY RONON STEVENS & YOUNG	Firm's EIN ▶ 23-1130381
Firm's address ▶ 30 VALLEY STREAM PARKWAY MALVERN, PA 19355-1481	Phone no. 610-640-5800

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization	Employer identification number
The Conestoga Road Foundation	27-5271188

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
The Conestoga Road Foundation	27-5271188

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Assets received from Ithan Foundation plan of division 30 Valley Stream Parkway Malvern, PA 19355	$ 5606264.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
The Conestoga Road Foundation	27-5271188

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
The Conestoga Road Foundation	27-5271188

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	172 shares Centurylink	D	05/27/10	06/27/11
b	202 shares Citigroup	D	05/27/10	06/27/11
c	212 shares Covidien	D	05/27/10	06/27/11
d	264 shares Amerisourcebergen	D	05/27/10	06/27/11
e	142 shares Merck & Co	D	05/27/10	06/27/11
f	704 shares Pfizer Inc	D	05/27/10	06/27/11
g	234 shares Unitedhealth Group	D	05/27/10	06/27/11
h	2,698 shares Artisan Midcap Value Fund	D	06/02/10	06/28/11
i	182 shares Ameriprise Financial	D	05/27/10	06/28/11
j	1,307 shares Artisan Small Cap Value Fund	D	06/02/10	06/28/11
k	148 shares Chubb	D	05/31/10	06/28/11
l	246 shares Walt Disney Co	D	05/27/11	06/28/11
m	4,178 shares Eaton Vance Global Macro Absolute Re	D	06/01/10	06/28/11
n	210 shares Ebay	D	05/27/10	06/28/11
o	118 shares Equity Residential	D	05/27/10	06/28/11

	(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	6812.		7289.	-477.
b	8087.		3755.	4332.
c	11233.		9699.	1534.
d	10738.		9449.	1289.
e	4909.		4730.	179.
f	14202.		11461.	2741.
g	11941.		7827.	4114.
h	58708.		55444.	3264.
i	10208.		10864.	-656.
j	23238.		22154.	1084.
k	9160.		8597.	563.
l	9382.		10214.	-832.
m	42281.		42616.	-335.
n	6112.		6443.	-331.
o	6985.		6048.	937.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-477.
b				4332.
c				1534.
d				1289.
e				179.
f				2741.
g				4114.
h				3264.
i				-656.
j				1084.
k				563.
l				-832.
m				-335.
n				-331.
o				937.

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). If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

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	296 shares Limited Brands	D	05/27/11	06/28/11
b	346 shares Mattel	D	05/27/11	06/28/11
c	186 shares Northeast Utilities	D	05/27/10	06/28/11
d	100 shares Shire	D	05/27/10	06/28/11
e	18 shares Shire	D	05/27/10	06/28/11
f	294 shares Starbucks	D	05/27/11	06/28/11
g	138 shares Tiffany & Co	D	05/27/10	06/28/11
h	198 shares Viacom	D	05/27/11	06/28/11
i	332 shares Wisconsin Energy	D	05/27/10	06/28/11
j	100 shares Cooper Industries	D	05/27/10	06/29/11
k	88 shares Cooper Industries	D	05/27/10	06/29/11
l	2,796 shares Diamond Hill Long-Short Fund	D	05/31/10	06/28/11
m	150 shares Dollar Tree Stores	D	05/27/11	06/29/11
n	78 shares Hess Corp	D	05/27/10	06/29/11
o	102 shares Estee Lauder Cos	D	05/27/10	06/29/11

	(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	11282.		8640.	2642.
b	9402.		8242.	1160.
c	6557.		6075.	482.
d	9226.		7918.	1308.
e	1661.		1425.	236.
f	11457.		9737.	1720.
g	10786.		8617.	2169.
h	9883.		8346.	1537.
i	10353.		9567.	786.
j	5805.		5948.	-143.
k	5109.		5234.	-125.
l	47057.		46861.	196.
m	10109.		7757.	2352.
n	5703.		6131.	-428.
o	10758.		9693.	1065.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				2642.
b				1160.
c				482.
d				1308.
e				236.
f				1720.
g				2169.
h				1537.
i				786.
j				-143.
k				-125.
l				196.
m				2352.
n				-428.
o				1065.

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). If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

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	192 shares Texas Instruments	D	05/27/10	06/29/11
b	8,646 shares Harding Loevner Intl Equity Port	D	05/27/10	06/30/11
c	821 shares Ishares Barclays 1-3 Year Credit Bond	D	05/27/10	06/30/11
d	14,695.766 shares Pimco Commodity Real Return Str	D	Various	06/30/11
e	130 shares Celanese Corp	D	05/27/10	07/07/11
f	100 shares Celanese Corp	D	05/27/10	07/07/11
g	200 shares Hershey Co	D	05/27/10	07/07/11
h	661 shares T Rowe Price New Horizon Fund	D	05/31/10	07/07/11
i	11,873.43 shares Baird Intermediate Bond fund	D	Various	07/07/11
j	1,449 shares Ishares MSCI EAFE Index Fund	D	05/27/10	07/08/11
k	1,809 shares Vanguard MSCI Emerging Markets ETF	D	05/27/10	07/08/11
l	1,074 shares Vanguard Midcap ETF	D	05/27/10	07/08/11
m	300 shares Vanguard Midcap ETF	D	05/27/10	07/08/11
n	562 shares Vanguard Small cap ETF	D	05/27/10	07/08/11
o	2,000 shares Wisdomtree Large Cap Dividend Fund	D	05/27/10	07/08/11

	(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	6142.		6666.	-524.
b	137039.		128912.	8127.
c	86160.		85786.	374.
d	128441.		135514.	-7073.
e	7256.		5331.	1925.
f	5584.		4101.	1483.
g	11580.		9864.	1716.
h	25832.		22130.	3702.
i	131083.		129190.	1893.
j	86583.		85534.	1049.
k	88141.		77823.	10318.
l	87783.		80904.	6879.
m	24519.		22599.	1920.
n	45059.		40925.	4134.
o	99338.		93140.	6198.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-524.
b				8127.
c				374.
d				-7073.
e				1925.
f				1483.
g				1716.
h				3702.
i				1893.
j				1049.
k				10318.
l				6879.
m				1920.
n				4134.
o				6198.

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). If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

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	294 shares Wisdomtree Large Cap Dividend Fund	D	05/27/10	07/08/11
b	27,173.913 shares Pimco Total Return Fund	D	05/31/10	07/12/11
c	1,300 shares Vanguard Total Bond Fund	D	05/27/10	07/12/11
d	800 shares Vanguard Total Bond Fund	D	05/27/10	07/12/11
e	300 shares Vanguard Total Bond Fund	D	05/27/10	07/12/11
f	100 shares Vanguard Total Bond Fund	D	05/27/10	07/12/11
g	180 shares Walgreen Co	D	05/27/10	07/12/11
h	13,248.639 shares Pimco Total Return Fund	D	05/31/10	07/18/11
i	5,027 shares SPDR S&P 500	D	05/27/10	07/18/11
j	800 shares Vanguard Total Bond Fund	D	05/27/10	07/18/11
k	102 shares Baker Hughes	D	05/27/10	07/19/11
l	108 shares Borg Warner	D	05/27/11	07/19/11
m	194 shares Capital One Financial	D	05/27/10	07/19/11
n	162 shares Dover Corp	D	05/27/10	07/19/11
o	148 shares T Rowe Price Group	D	05/27/10	07/19/11

	(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	14607.		13692.	915.
b	300000.		294022.	5978.
c	106250.		104078.	2172.
d	65383.		64048.	1335.
e	24519.		24018.	501.
f	8173.		8006.	167.
g	7706.		7643.	63.
h	146000.		143350.	2650.
i	652256.		634960.	17296.
j	65385.		64048.	1337.
k	7993.		6831.	1162.
l	8188.		8079.	109.
m	9375.		9174.	201.
n	10821.		9229.	1592.
o	8592.		9241.	-649.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				915.
b				5978.
c				2172.
d				1335.
e				501.
f				167.
g				63.
h				2650.
i				17296.
j				1337.
k				1162.
l				109.
m				201.
n				1592.
o				-649.

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). If (loss), enter "-0-" in Part I, line 8	3	

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05-01-11

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	212 shares National Oilwell Varco	D	05/27/10	07/21/11
b	100 shares Union Pacific Corp	D	05/27/10	07/21/11
c	84 shares Apple inc	D	05/27/10	10/07/11
d	114 shares Ishares Barclays 1-3 Year Credit Bond	D	03/08/11	12/22/11
e	308 shares Wisdomtree Large Cap Dividend Fund	D	03/08/11	12/22/11
f	Capital Gains Dividends			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	17136.		14204.	2932.
b	10373.		9484.	889.
c	31140.		20528.	10612.
d	11853.		11934.	-81.
e	14979.		15032.	-53.
f	25856.			25856.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				2932.
b				889.
c				10612.
d				-81.
e				-53.
f				25856.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	149468.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
172 shares Centurylink	Donated	05/27/10	06/27/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6812.	7401.	0.	0.	-589.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
202 shares Citigroup	Donated	05/27/10	06/27/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8087.	8276.	0.	0.	-189.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
212 shares Covidien	Donated	05/27/10	06/27/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11233.	11560.	0.	0.	-327.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
264 shares Amerisourcebergen	Donated	05/27/10	06/27/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10738.	10840.	0.	0.	-102.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
142 shares Merck & Co	Donated	05/27/10	06/27/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4909.	5142.	0.	0.	-233.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
704 shares Pfizer Inc	Donated	05/27/10	06/27/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
14202.	14735.	0.	0.	-533.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
234 shares Unitedhealth Group	Donated	05/27/10	06/27/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11941.	11302.	0.	0.	639.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
2,698 shares Artisan Midcap Value Fund	Donated	06/02/10	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
58708.	59761.	0.	0.	-1053.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
182 shares Ameriprise Financial	Donated	05/27/10	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10208.	10987.	0.	0.	-779.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,307 shares Artisan Small Cap Value Fund	Donated	06/02/10	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
23238.	23395.	0.	0.	-157.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
148 shares Chubb	Donated	05/31/10	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9160.	9707.	0.	0.	-547.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
246 shares Walt Disney Co	Donated	05/27/11	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9382.	10214.	0.	0.	-832.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
4,178 shares Eaton Vance Global Macro Absolute Return Fund	Donated	06/01/10	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
42281.	42616.	0.	0.	-335.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
210 shares Ebay	Donated	05/27/10	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6112.	6443.	0.	0.	-331.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
118 shares Equity Residential	Donated	05/27/10	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6985.	7151.	0.	0.	-166.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
296 shares Limited Brands	Donated	05/27/11	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11282.	11707.	0.	0.	-425.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
346 shares Mattel	Donated	05/27/11	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9402.	9034.	0.	0.	368.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
186 shares Northeast Utilities	Donated	05/27/10	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6557.	6514.	0.	0.	43.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
100 shares Shire	Donated	05/27/10	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9226.	9327.	0.	0.	-101.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
18 shares Shire	Donated	05/27/10	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1661.	1679.	0.	0.	-18.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
294 shares Starbucks	Donated	05/27/11	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11457.	10719.	0.	0.	738.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
138 shares Tiffany & Co	Donated	05/27/10	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10786.	10557.	0.	0.	229.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
198 shares Viacom	Donated	05/27/11	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9883.	9914.	0.	0.	-31.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
332 shares Wisconsin Energy	Donated	05/27/10	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10353.	10329.	0.	0.	24.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
100 shares Cooper Industries	Donated	05/27/10	06/29/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5805.	6220.	0.	0.	-415.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
88 shares Cooper Industries	Donated	05/27/10	06/29/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5109.	5474.	0.	0.	-365.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
2,796 shares Diamond Hill Long-Short Fund	Donated	05/31/10	06/28/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
47057.	48035.	0.	0.	-978.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
150 shares Dollar Tree Stores	Donated	05/27/11	06/29/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10109.	9483.	0.	0.	626.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
78 shares Hess Corp	Donated	05/27/10	06/29/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5703.	6131.	0.	0.	-428.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
102 shares Estee Lauder Cos	Donated	05/27/10	06/29/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10758.	10243.	0.	0.	515.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
192 shares Texas Instruments	Donated	05/27/10	06/29/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6142.	6666.	0.	0.	-524.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
8,646 shares Harding Loevner Intl Equity Port	Donated	05/27/10	06/30/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
137039.	135396.	0.	0.	1643.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
821 shares Ishares Barclays 1-3 Year Credit Bond Fund	Donated	05/27/10	06/30/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
86160.	86287.	0.	0.	-127.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
14,695.766 shares Pimco Commodity Real Return Strategy Fund	Donated	Various	06/30/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
128441.	141932.	0.	0.	-13491.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
130 shares Celanese Corp	Donated	05/27/10	07/07/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7256.	6620.	0.	0.	636.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
100 shares Celanese Corp	Donated	05/27/10	07/07/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5584.	5092.	0.	0.	492.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
200 shares Hershey Co	Donated	05/27/10	07/07/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11580.	11004.	0.	0.	576.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
661 shares T Rowe Price New Horizon Fund	Donated	05/31/10	07/07/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
25832.	24986.	0.	0.	846.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
11,873.43 shares Baird Intermediate Bond fund	Donated	Various	07/07/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
131083.	131795.	0.	0.	-712.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,449 shares Ishares MSCI EAFE Index Fund	Donated	05/27/10	07/08/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
86583.	88099.	0.	0.	-1516.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,809 shares Vanguard MSCI Emerging Markets ETF	Donated	05/27/10	07/08/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
88141.	87375.	0.	0.	766.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,074 shares Vanguard Midcap ETF	Donated	05/27/10	07/08/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
87783.	87660.	0.	0.	123.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
300 shares Vanguard Midcap ETF	Donated	05/27/10	07/08/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
24519.	24486.	0.	0.	33.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
562 shares Vanguard Small cap ETF	Donated	05/27/10	07/08/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
45059.	44252.	0.	0.	807.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
2,000 shares Wisdomtree Large Cap Dividend Fund	Donated	05/27/10	07/08/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
99338.	99140.	0.	0.	198.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
294 shares Wisdomtree Large Cap Dividend Fund	Donated	05/27/10	07/08/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
14607.	14574.	0.	0.	33.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
27,173.913 shares Pimco Total Return Fund	Donated	05/31/10	07/12/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
300000.	300538.	0.	0.	-538.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,300 shares Vanguard Total Bond Fund	Donated	05/27/10	07/12/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
106250.	106067.	0.	0.	183.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
800 shares Vanguard Total Bond Fund	Donated	05/27/10	07/12/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
65383.	65272.	0.	0.	111.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
300 shares Vanguard Total Bond Fund	Donated	05/27/10	07/12/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
24519.	24477.	0.	0.	42.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
100 shares Vanguard Total Bond Fund	Donated	05/27/10	07/12/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8173.	8159.	0.	0.	14.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
180 shares Walgreen Co	Donated	05/27/10	07/12/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7706.	7868.	0.	0.	-162.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
13,248.639 shares Pimco Total Return Fund	Donated	05/31/10	07/18/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
146000.	146527.	0.	0.	-527.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
5,027 shares SPDR S&P 500	Donated	05/27/10	07/18/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
652256.	671155.	0.	0.	-18899.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
800 shares Vanguard Total Bond Fund	Donated	05/27/10	07/18/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
65385.	65272.	0.	0.	113.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
102 shares Baker Hughes	Donated	05/27/10	07/19/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7993.	7493.	0.	0.	500.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
108 shares Borg Warner	Donated	05/27/11	07/19/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8188.	7764.	0.	0.	424.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
194 shares Capital One Financial	Donated	05/27/10	07/19/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9375.	10484.	0.	0.	-1109.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
162 shares Dover Corp	Donated	05/27/10	07/19/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10821.	10661.	0.	0.	160.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
148 shares T Rowe Price Group	Donated	05/27/10	07/19/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8592.	9241.	0.	0.	-649.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
212 shares National Oilwell Varco	Donated	05/27/10	07/21/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
17136.	15446.	0.	0.	1690.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
100 shares Union Pacific Corp	Donated	05/27/10	07/21/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10373.	10353.	0.	0.	20.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
84 shares Apple inc	Donated	05/27/10	10/07/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
31140.	28342.	0.	0.	2798.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
114 shares Ishares Barclays 1-3 Year Credit Bond Fund	Donated	03/08/11	12/22/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11853.	11800.	0.	0.	53.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
308 shares Wisdomtree Large Cap Dividend Fund	Donated	03/08/11	12/22/11

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
14979.	14907.	0.	0.	72.

Capital Gains Dividends from Part IV	25856.
Total to Form 990-PF, Part I, line 6a	-5817.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Wells Fargo	120419.	25856.	94563.
Total to Fm 990-PF, Part I, ln 4	120419.	25856.	94563.

Form 990-PF | Legal Fees | Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Stradley, Ronon, Stevens & Young. LLP	6216.	6216.		0.
Andre, Morris & Buttery	2820.	2820.		0.
To Fm 990-PF, Pg 1, ln 16a	9036.	9036.		0.

Form 990-PF | Other Professional Fees | Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Wells Fargo - Investment Advisory Fees	11648.	11648.		0.
To Form 990-PF, Pg 1, ln 16c	11648.	11648.		0.

Form 990-PF | Other Expenses | Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Office supplies	271.	271.		0.
To Form 990-PF, Pg 1, ln 23	271.	271.		0.

Form 990-PF | Corporate Stock | Statement 6

Description	Book Value	Fair Market Value
3M Company	83936.	78461.
Abbott Laboratories	32131.	34019.
Allergan Inc	23871.	25006.
American Express Co	25830.	23302.
Ameriprise Financial	1127.	1191.

Amerisourcebergen Corp	1020.	1041.
Anadarko Petroleum	20019.	18472.
Apache corp	20110.	14402.
Apple Inc	3128.	3240.
Applied Materials	36956.	30673.
AT&T	45908.	44695.
Baker Hughes	24343.	24320.
Bank of America Corp	21846.	11465.
Boeing Co	77440.	91688.
Borg Warner	982.	892.
Brigham Exploration Co	9936.	11965.
Bristol Myers Squibb Co	33076.	39892.
Capital One Financial Corp	1188.	1100.
Caterpillar INc	69706.	66410.
Celanese Corp	1109.	1062.
Chevron Corp	53327.	54051.
Chubb Corp	1362.	1384.
Cisco Systems Inc	23930.	27391.
Citigroup Inc	833.	737.
Coca Cola Co	56676.	58005.
Comcast Corp	1206.	1233.
Conocophillips	20878.	20258.
Covidien	1251.	1260.
Cummins Inc	21666.	18484.
Deere & Co	45913.	43935.
Dollar Tree Stores Inc	1654.	1662.
Dover Corp	1267.	1277.
Dupont EI De Nemours & Co	65738.	61391.
Eaton Corp	29454.	26684.
Ebay Inc	865.	849.
EMC Corp	19701.	15293.
EQT Corp	1555.	1425.
Equity Residential	857.	912.
Estee Lauder Cos	1571.	1572.
Exxon Mobil Corp	55283.	57213.
Ford Motor Co	36541.	32280.
GE	38681.	37074.
Georesources INc	10315.	12076.
Goldman Sachs Group inc	113304.	85909.
Google Inc	19829.	23252.
Hershey Co	1522.	1606.
Hewlett Packard	17807.	12262.
HSBC Holdings	25329.	19050.
IBM Corp	18628.	19859.
Intel Corp	19400.	20734.
JM Smucker Co	57264.	57689.
Johnson & Johnson	34158.	33446.
Joy Global	1084.	900.
JP Morgan Chase & Co	44390.	39767.
Kraft Foods	876.	897.
Limited Brands	1121.	1049.
Macy's Inc	3367.	3218.
Mattel	1277.	1277.
McDonald's	1344.	1405.

Merck & Co	637.	679.
Microsoft	19171.	19678.
Moody's	775.	741.
Morgan Stanley	49874.	43665.
National Oilwell Varco	30055.	28556.
Northeast Utilities	894.	938.
OGE Energy	842.	907.
Oracle Corp	20781.	16083.
Pfizer	33638.	38281.
PNC Financial Services Group	38585.	40369.
PPG Industries	46304.	42413.
Procter & Gamble	52827.	54035.
Qualcomm	20055.	19528.
Shire PLC	812.	831.
Target Corp	1181.	1127.
Terex Corp	17531.	11132.
Tiffany & Co	966.	928.
Titan Intl	17527.	14478.
Union Pacific Corp	1440.	1483.
United Technologies	41285.	34352.
Unitedhealth Group	1159.	1216.
Verizon Communications	44999.	48264.
Vodafone Group	1149.	1177.
Walmart Stores Inc	57109.	63047.
Wells Fargo Co	26466.	26292.
Whole Foods Mkt Inc	1117.	1113.
Wisconsin Energy	1456.	1538.
Total to Form 990-PF, Part II, line 10b	1913521.	1834913.

Form 990-PF Other Investments Statement 7

Description	Valuation Method	Book Value	Fair Market Value
Artisan Mid Cap Value Fund	COST	8195.	7586.
Artisan Small Cap Value Fund	COST	3043.	2757.
Baird Intermediate Bond Fund	COST	18381.	18316.
Blackrock Health Sciences Opportunities Port	COST	240792.	219542.
Dodge & Cox Income Fund	COST	51031.	50478.
Dodge & Cox Intl Stock Fund	COST	148452.	121845.
Dodge & Cox Stock fund	COST	166272.	152402.
Doubleline Total Return Bond Fund	COST	129346.	129534.
Dreyfus INtl Bond Fund	COST	51013.	49457.
Eaton Vance Global Macro Absolute Return Fund	COST	5800.	5764.
Federated Strategic Value Dividend Fund	COST	233082.	244255.
Fidelity Advisor Floating Rate High Income Fund	COST	148141.	145102.

Goldman Sachs Growth Opportunities Fund	COST	261596.	231233.
Harbor International Fund	COST	153429.	129138.
Harding Loevner Intl Equity Port	COST	16163.	15524.
Ishares MSCI EAFE Index Fund	COST	10021.	9708.
Loomis Sayles Invt Tr	COST	129210.	121094.
Pimco Commodity Real Return Strategy Fund	COST	16657.	14190.
Pimco Total Return Fund	COST	206070.	204122.
Prudential Jennison 20/20 Focus Fund	COST	279575.	247706.
Putnam Equity Spectrum Fund	COST	167715.	150079.
SPDR S&P 500 Fund	COST	85352.	84838.
T Rowe Price New Horizon Fund	COST	3427.	3000.
TCW Emerging Markets Income Fund	COST	128114.	118507.
Vanguard Midcap ETF	COST	13280.	12949.
Vanguard MSCI Emerging Markets	COST	10256.	9629.
Vanguard Small Cap ETF	COST	5340.	5225.
Vanguard Specialized Energy Port	COST	208982.	177566.
Vanguard Total Bond Fund	COST	179996.	183120.
JP Morgan US Large Cap Core Plus Fund	COST	383728.	359129.
Total to Form 990-PF, Part II, line 13		3462459.	3223795.

RECEIPTS OF PRINCIPAL

The Conestoga Road Foundation
As of 12/31/2011

Assets Listed in Inventory (Valued as of date received)		Fiduciary Acquisition Value
Cash on Hand		
Cash received from Ithan Foundation division	$ 124,766.10	
Additional cash received from Ithan Foundation division	52,069.00	
		$ 176,835.10
Common Stocks		
Allergan Inc 126 Units	$ 10,410 12	
American Express Company 120 Units	6,135 60	
Ameriprise Financial Inc 182 Units	10,987 34	
Amerisourcebergen Corp 264 Units	10,839.84	
Apache Corp 50 Units	6,162 50	
Apple Inc 84 Units	28,342 44	
AT&T Inc 236 Units	7,384 44	
Baker Hughes Inc 102 Units	7,492 92	
Bank of America Corp 460 Units	5,377 40	
Borg Warner Inc 108 Units	7,764 12	
Capital One Financial Corp 194 Units	10,483.76	
Celanese Corporation 230 Units	11,711 60	
Centurylink Inc 172 Units	7,401 16	
Chevron Corporation 200 Units	20,642 00	
Chubb Corp 148 Units	9,707 32	
Citigroup Inc 202 Units	8,275 94	
Coca Cola Company 140 Units	9,311 40	
Cooper Industries 188 Units	11,693.60	
Covidien PLC 212 Units	11,560.36	
Cummins Inc 68 Units	7,137 96	

RECEIPTS OF PRINCIPAL

The Conestoga Road Foundation
As of 12/31/2011

Assets Listed in Inventory (Valued as of date received)		Fiduciary Acquisition Value
Deere & Co 102 Units	$ 8,745.48	
Dollar Tree Stores Inc 150 Units	9,483 00	
Dover Corp 162 Units	10,661.22	
Dupont El De Nemours & Co 172 Units	9,040 32	
Eaton Corp 166 Units	8,529 08	
Ebay Inc 210 Units	6,442.80	
EMC Corp 418 Units	11,883.74	
Equity Residential 118 Units	7,150 80	
Estee Lauder Cos 102 Units	10,242 84	
Exxon Mobil Corp 290 Units	23,962 70	
General Electric Company 494 Units	9,603 36	
Google Inc 24 Units	12,501.60	
Hershey Company 200 Units	11,004.00	
Hess Corporation 78 Units	6,130 80	
Hewlett Packard Co 144 Units	5,322 24	
IBM Corp 82 Units	13,735 00	
Intel Corp 312 Units	6,929.52	
JM Smucker Co 122 Units	9,547.72	
Johnson & Johnson 118 Units	7,878 86	
JP Morgan Chase & Co 368 Units	15,746.72	
Limited Brands Inc 296 Units	11,706.80	
Mattel Inc 346 Units	9,034 06	
Merck & Co Inc 142 Units	5,141 82	
Microsoft Corp 538 Units	13,320 88	

RECEIPTS OF PRINCIPAL

The Conestoga Road Foundation
As of 12/31/2011

Assets Listed in Inventory (Valued as of date received)		Fiduciary Acquisition Value
National Oilwell Varco Inc 212 Units	$ 15,446.32	
Northeast Utilities 186 Units	6,513.72	
Oracle Corp 428 Units	14,423 60	
Pfizer Inc 704 Units	14,734.72	
PPG Industries Inc 84 Units	7,450 80	
Procter & Gamble Co 202 Units	13,372.40	
Qualcomm Inc 184 Units	10,552.40	
Shire PLC 118 Units	11,005 86	
Starbucks Corp 294 Units	10,719 24	
T Rowe Price Group Inc 148 Units	9,241.12	
Texas Instruments Inc 192 Units	6,666 24	
Tiffany & Co 138 Units	10,557 00	
Union Pacific Corp 100 Units	10,353 00	
United Technologies Corp 120 Units	10,359 60	
Unitedhealth Group Inc 234 Units	11,302 20	
Viacom Inc 198 Units	9,913 86	
Walgreen Company 180 Units	7,867.80	
Walmart Stores Inc 170 Units	9,299.00	
Walt Disney Co 246 Units	10,213.92	
Wells Fargo Company 360 Units	10,213.20	
Wisconsin Energy Corp 332 Units	10,328 52	
		$ 673,101.70

RECEIPTS OF PRINCIPAL

The Conestoga Road Foundation
As of 12/31/2011

Assets Listed in Inventory (Valued as of date received)		Fiduciary Acquisition Value
Mutual Funds		
Baird Intermediate Bond Fund 11,839 Units	$ 131,412.90	
Diamond Hill Long-Short Fund 2,796 Units	48,035.28	
Federated Strategic Value Dividend Fund 24,370 Units	112,833.10	
Fidelity Advisor Floating Rate High Income Fund 13,051 Units	128,682 86	
Harding Loevner Intl Equity Portfolio 8,646 Units	135,396.36	
Ishares Barclays 1-3 Year Credit Bond Fund ETF 821 Units	86,287.10	
Ishares MSCI EAFE Index Fund 1,449 Units	88,099 20	
Pimco Funds Commodity Real Return Strategy Fund 13,952 Units	135,334.40	
Pimco Funds Total Return Fund 51,582 Units	570,496.92	
Prudential Jennison 20/20 Focus Fund 12,792 Units	227,697 60	
SPDR S&P 500 Trust 5,027 Units	671,154.77	
T Rowe Price New Horizon Fund Inc 661 Units	24,985 80	
Vanguard Mid Cap ETF 1,374 Units	112,145 88	
Vanguard MSCI Emerging Markets ETF 1,809 Units	87,374.70	
Vanguard Small Cap ETF 562 Units	44,251 88	
Vanguard Total Bond Market Fund 4,819 Units	393,182.21	
Wisdomtree Large Cap Dividend Fund 2,294 Units	113,713 58	
JP Morgan US Large Cap Core Plus Fund 10,176 Units	220,615.68	
		$ 3,331,700.22
TOTAL INVENTORY		$ 4,181,637 02

RECEIPTS OF PRINCIPAL

The Conestoga Road Foundation
As of 12/31/2011

Receipts Subsequent to Inventory
(Valued when received)

06/01/2011	Eaton Vance Global Macro Absolute Return Fund 4,178 Units	$	42,615 60
06/02/2011	Artisan Mid Cap Value Fund 2,698 Units		59,760.70
06/02/2011	Artisan Small Cap Value Fund 1,307 Units		23,395 30
06/08/2011	Harbor International Fund 2,122 Units		134,916 76
06/09/2011	Dodge & Cox International Stock Fund 3,586 Units		130,745 56
06/24/2011	Goldman Sachs Growth Opportunities Fund 2,271 Units		55,571 37
11/30/2011	Additional cash received from Ithan Foundation division		281,000 00
12/06/2011	Allergan Inc 18 Units		1,515.06
12/06/2011	American Express Company 22 Units		1,068 32
12/06/2011	Ameriprise Financial 24 Units		1,126 56
12/06/2011	Amerisourcebergen Corp 28 Units		1,020 32
12/06/2011	Apple Inc 8 Units		3,127.60
12/06/2011	AT&T Inc 32 Units		933 44
12/06/2011	Bank of America 62 Units		358 36
12/06/2011	Borg Warner Inc 14 Units		981 82

RECEIPTS OF PRINCIPAL

The Conestoga Road Foundation
As of 12/31/2011

Receipts Subsequent to Inventory
(Valued when received)

12/06/2011	Bristol Myers Squibb Co 32 Units	$	1,059 84
12/06/2011	Capital One Financial Corp 26 Units		1,187.68
12/06/2011	Celanese Corp 24 Units		1,108.56
12/06/2011	Chevron Corp 26 Units		2,713.36
12/06/2011	Chubb Corp 20 Units		1,361.60
12/06/2011	Cisco Systems Inc 50 Units		936.50
12/06/2011	Citigroup Inc 28 Units		833.00
12/06/2011	Coca Cola Co 18 Units		1,200.24
12/06/2011	Comcast Corp 52 Units		1,205.88
12/06/2011	Conocophillips 12 Units		870.48
12/06/2011	Covidien 28 Units		1,251.32
12/06/2011	Cummins Inc 10 Units		967 00
12/06/2011	Dollar Tree Stores Inc 20 Units		1,654.00
12/06/2011	Dover Corp 22 Units		1,266.76
12/06/2011	DuPont EI De Nemours & Co 24 Units		1,150 56

RECEIPTS OF PRINCIPAL

The Conestoga Road Foundation
As of 12/31/2011

Receipts Subsequent to Inventory
(Valued when received)

12/06/2011	Eaton Corp 22 Units	$ 1,014.42
12/06/2011	Ebay Inc 28 Units	865.20
12/06/2011	EMC Corp 56 Units	1,320.48
12/06/2011	EQT Corp 26 Units	1,555.32
12/06/2011	Equity Residential 16 Units	856.96
12/06/2011	Estee Lauder Cos 14 Units	1,571.08
12/06/2011	Exxon Mobil Corp 40 Units	3,232 80
12/06/2011	General Electric Co 66 Units	1,103 52
12/06/2011	Google Inc 4 Units	2,495 00
12/06/2011	Hershey Co 26 Units	1,522.30
12/06/2011	IBM Corp 10 Units	1,929.40
12/06/2011	Intel Corp 58 Units	1,470 30
12/06/2011	JM Smucker Co 16 Units	1,226 72
12/06/2011	Johnson & Johnson 32 Units	2,031 68
12/06/2011	Joy Global Inc 12 Units	1,084 44

RECEIPTS OF PRINCIPAL

The Conestoga Road Foundation
As of 12/31/2011

Receipts Subsequent to Inventory
(Valued when received)

12/06/2011	JP Morgan Chase & Co 50 Units	$	1,661 50
12/06/2011	Kraft Foods Inc 24 Units		876.24
12/06/2011	Limited Brands Inc 26 Units		1,120.86
12/06/2011	Macy's Inc 50 Units		1,756 98
12/06/2011	Macy's Inc 50 Units		1,610.00
12/06/2011	Mattel Inc 46 Units		1,276 96
12/06/2011	McDonald's Corp 14 Units		1,344.14
12/06/2011	Merck & Co Inc 18 Units		637 20
12/06/2011	Microsoft Corp 72 Units		1,847.52
12/06/2011	Moody's Corp 22 Units		774 62
12/06/2011	National Oilwell Varco Inc 20 Units		1,462 00
12/06/2011	Northeast Utilities 26 Units		893.88
12/06/2011	OGE Energy Corp 16 Units		842 24
12/06/2011	Oracle Corporation 58 Units		1,840.34
12/06/2011	Pfizer Inc 82 Units		1,658.86

RECEIPTS OF PRINCIPAL

The Conestoga Road Foundation
As of 12/31/2011

Receipts Subsequent to Inventory
(Valued when received)

12/06/2011	PPG Industries Inc 12 Units	$	1,025 28
12/06/2011	Procter & Gamble Co 28 Units		1,815 52
12/06/2011	Qualcomm Inc 28 Units		1,535.24
12/06/2011	Shire PLC 8 Units		812.16
12/06/2011	Target Corp 22 Units		1,180 52
12/06/2011	Tiffany & Co 14 Units		965.58
12/06/2011	Union Pacific Corp 14 Units		1,439.76
12/06/2011	United Technologies Corp 16 Units		1,220.96
12/06/2011	Unitedhealth Group Inc 24 Units		1,158.96
12/06/2011	Vodafone Group 42 Units		1,149.12
12/06/2011	Walmart Stores Inc 22 Units		1,293 16
12/06/2011	Wells Fargo Co 48 Units		1,279 20
12/06/2011	Whole Foods Mkt Inc 16 Units		1,117 28
12/06/2011	Wisconsin Energy Corp 44 Units		1,455 96
12/06/2011	Artisan Mid Cap Value Fund 355 Units		7,621.85

RECEIPTS OF PRINCIPAL

The Conestoga Road Foundation
As of 12/31/2011

Receipts Subsequent to Inventory
(Valued when received)

12/06/2011	Artisan Small Cap Value Fund 169 Units	$ 2,813 85
12/06/2011	Baird Intermediate Bond Fund 1,644 Units	18,248.40
12/06/2011	Dodge & Cox Intl Stock Fund 487 Units	14,984.99
12/06/2011	Eaton Vance Global Macro Absolute Return Fund 587 Units	5,799.56
12/06/2011	Federated Strategic Value Dividend Fund 3,262 Units	15,429.26
12/06/2011	Fidelity Advisor Floating Rate High Income Fund 1,821 Units	17,572 65
12/06/2011	Goldman Sachs Growth Opportunities Fund 305 Units	7,298 65
12/06/2011	Harbor International Fund 285 Units	15,720.60
12/06/2011	Harding Loevner Intl Equity Portfolio 1,162 Units	16,163 42
12/06/2011	Ishares Barclays 1-3 Year Credit Bond Fund 114 Units	11,800 14
12/06/2011	Ishares MSCI EAFE Index Fund 196 Units	10,021 48
12/06/2011	JP Morgan US Large Cap Core Plus Fund 6,726 Units	135,797 94
12/06/2011	Pimco Funds Commodity Real Return Strategy Fund 1,878 Units	14,704.74
12/06/2011	Pimco Funds Total Return Fund 7,141 Units	77,408.44
12/06/2011	Prudential Jennison 20/20 Focus Fund 2,914 Units	46,536.58

RECEIPTS OF PRINCIPAL

The Conestoga Road Foundation
As of 12/31/2011

Receipts Subsequent to Inventory
(Valued when received)

12/06/2011	SPDR S&P 500 Trust 676 Units	$ 85,351.76	
12/06/2011	T Rowe Price New Horizons Fund 84 Units	3,045.84	
12/06/2011	Vanguard Midcap ETF 180 Units	13,280 40	
12/06/2011	Vanguard MSCI Emerging Markets ETF 252 Units	10,256 40	
12/06/2011	Vanguard Small Cap ETF 75 Units	5,340 00	
12/06/2011	Vanguard Total Bond ETF 673 Units	56,060 90	
12/06/2011	Wisdomtree Large Cap Dividend Fund 308 Units	14,907 20	
12/08/2011	Additional cash received from Ithan Foundation division	1,226 58	
TOTAL RECEIPTS SUBSEQUENT TO INVENTORY			$ 1,424,626.84

SUMMARY	
Total Inventory	$ 4,181,637 02
Total Receipts Subsequent To Inventory	1,424,626.84
TOTAL RECEIPTS OF PRINCIPAL	$ 5,606,263 86