



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

Department of the Treasury  
Internal Revenue Service

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

**2011**

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

Name of foundation <b>THE REMPSON FOUNDATION</b>		<b>A</b> Employer identification number <b>300045641</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>740 ARNOW AVENUE</b>	Room/suite	<b>B</b> Telephone number (see instructions) <b>718-882-3764</b>
City or town, state, and ZIP code <b>BRONX, NEW YORK 10467-8707</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>33,921</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<i>(Part I, column (d) must be on cash basis.)</i>		

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	0			
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	0	0	0	
	<b>4</b> Dividends and interest from securities	816		816	
	<b>5a</b> Gross rents	0	0	0	
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	0			
	<b>b</b> Gross sales price for all assets on line 6a				
	<b>7</b> Capital gain net income (from Part IV, line 2)		0		
	<b>8</b> Net short-term capital gain			0	
	<b>9</b> Income modifications			0	
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)	0		0		
<b>11</b> Other income (attach schedule)	0	0	0		
<b>12</b> Total. Add lines 1 through 11	816	0	816		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	0		0	
	<b>14</b> Other employee salaries and wages	0		0	
	<b>15</b> Pension plans, employee benefits	0		0	
	<b>16a</b> Legal fees (attach schedule)	0		0	
	<b>b</b> Accounting fees (attach schedule)	0		0	
	<b>c</b> Other professional fees (attach schedule)	0		0	
	<b>17</b> Interest	0		0	
	<b>18</b> Taxes (attach schedule) (see instructions)	0		0	
	<b>19</b> Depreciation (attach schedule) and depletion	0		0	
	<b>20</b> Occupancy	0		0	
	<b>21</b> Travel, conferences, and meetings	0		0	
	<b>22</b> Printing and publications	1169		0	1169
	<b>23</b> Other expenses (attach schedule)	25		0	25
	<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	1194		0	1194
	<b>25</b> Contributions, gifts, grants paid				0
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	1194		0	1194	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements	(378)				
<b>b</b> Net investment income (if negative, enter -0-)		0			
<b>c</b> Adjusted net income (if negative, enter -0-)			0		

APR 30 2012

RECEIVED  
APR 30 2012  
COLOMBIA

16

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 . . . . .	5,062	3,898	3,898
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	0	0	0
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶	0	0	0
	5	Grants receivable . . . . .	0	0	0
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶	0	0	0
	8	Inventories for sale or use . . . . .	0	0	0
	9	Prepaid expenses and deferred charges . . . . .	0	0	0
	10a	Investments—U.S. and state government obligations (attach schedule)	23,213	19,240	19,240
	b	Investments—corporate stock (attach schedule) . . . . .	10,065	10,783	10,783
	c	Investments—corporate bonds (attach schedule) . . . . .	0	0	0
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	0	0	0	
12	Investments—mortgage loans . . . . .	0	0	0	
13	Investments—other (attach schedule) . . . . .	0	0	0	
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶	0	0	0	
15	Other assets (describe ▶ )	0	0	0	
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	38,340	33,921	33,921	
Liabilities	17	Accounts payable and accrued expenses . . . . .	0	0	
	18	Grants payable . . . . .	0	0	
	19	Deferred revenue . . . . .	0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule) . . . . .	0	0	
	22	Other liabilities (describe ▶ )	0	0	
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	38,340	33,921	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	0	0		
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	38,340	33,921		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	38,340	33,921		

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	38,340
2	Enter amount from Part I, line 27a . . . . .	2	(378)
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3 . . . . .	4	37,962
5	Decreases not included in line 2 (itemize) ▶	5	4,041
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	33,921

**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	NONE			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . }		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	829	36,290	0.02284	
2009	1,477	34,417	0.04291	
2008	895	36,395	0.02459	
2007	1,234	29,414	0.00419	
2006	996	2,381	0.41831	
2	Total of line 1, column (d)		2	0.51284
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	0.10256
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4	36,290
5	Multiply line 4 by line 3		5	3,722
6	Enter 1% of net investment income (1% of Part I, line 27b)		6	0
7	Add lines 5 and 6		7	3,722
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8	1,194

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

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

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		✓
<b>b</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)? <i>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.</i>		✓
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ▶ \$ _____ <b>(2)</b> On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		✓
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
<b>6</b> 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?	✓	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
<b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>	✓	
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	✓	

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	✓	
14	The books are in care of ► JOE L REMPSON Telephone no. ► 718-882-3764 Located at ► 740 ARNOW AVENUE - BRONX, NEW YORK ZIP+4 ► 10467-8707			
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		<input type="checkbox"/>
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No ✓

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here . . . . . <input type="checkbox"/>	1b	
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	✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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	✓
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i> ) . . . . .	3b	✓
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Joe L. Rempson 740 Arnow Avenue - Bronx, New York 10467	Pres & Treasurer 40-50 hrs	0	0	0
Joseph H. Rempson 20 Junard Drive - Morristown, New Jersey 07960	Vice Pres & Secrety 0	0	0	0
James Venezia 642 River Road - Chatham, New Jersey 07028	Trustee 0	0	0	0

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

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

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

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

**3 Five highest-paid independent contractors for professional services (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		
-----		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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
<b>1</b> Completed draft of handbook to be used in Foundation's proposed 3-hr afterschool career-centered program for African American males, called AMCAP, and almost completed book to complement it for which publication will be sought in order to secure school to pilot program and funds to finance it	1,194
<b>2</b> -----	
<b>3</b> -----	
<b>4</b> -----	

**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
<b>1</b> NONE	
<b>2</b> -----	
<b>3</b> All other program-related investments See instructions	
<b>Total.</b> Add lines 1 through 3	<b>0</b>

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	32,200
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	4,643
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	36,843
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	36,843
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	553
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	36,290
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	1,815

**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.)

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

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	1,194
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,194
<b>5</b>	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) . . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	1,194

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				0
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .			0	
<b>b</b> Total for prior years: 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .	0			
<b>b</b> From 2007 . . . . .	0			
<b>c</b> From 2008 . . . . .	0			
<b>d</b> From 2009 . . . . .	0			
<b>e</b> From 2010 . . . . .	0			
<b>f</b> Total of lines 3a through e . . . . .	0			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>1,194</u>				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .	0			
<b>d</b> Applied to 2011 distributable amount . . . . .				0
<b>e</b> Remaining amount distributed out of corpus . . . . .	0			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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	
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .			0	
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				0
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .	0			
<b>b</b> Excess from 2008 . . . . .	0			
<b>c</b> Excess from 2009 . . . . .	0			
<b>d</b> Excess from 2010 . . . . .	0			
<b>e</b> Excess from 2011 . . . . .	0			

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

- 1a** 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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2a</b> 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	0	0	0
<b>b</b> 85% of line 2a . . . . .	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	1,194	829	1,477	895	4,395
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .	0	0	0	0	0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	1,194	829	1,477	895	4,395
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .	33,921	38,340	34,417	28,508	135,187
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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:

NA

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

NA

- c** Any submission deadlines:

NA

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

NA

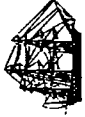
**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a</b> <i>Paid during the year</i></p> <p>NONE</p>				
<p><b>Total</b> . . . . . ▶ <b>3a</b></p>				<p><b>0</b></p>
<p><b>b</b> <i>Approved for future payment</i></p> <p>NONE</p>				
<p><b>Total</b> . . . . . ▶ <b>3b</b></p>				<p><b>0</b></p>







**Vanguard®**

December 31, 2011, year-to-date statement  
View your statements online at [vanguard.com](http://vanguard.com)

Client Services: 800-662-2739  
Brokerage Services: 800-992-8327

**Your statement is now even better**

We heard you. We talked to a lot of clients to find out the best way to present your account information. Everything you're used to seeing on your statement is still here, but we made account balances more prominent and made it easier to see where account groupings begin and end. And the way your information is presented on your statement is now more closely aligned with how it's presented on [vanguard.com](http://vanguard.com). We hope you like the changes.



THE REMPPSON FOUNDATION  
740 ARNOW AVE  
BRONX NY 10467-8707

Assets listed in this statement are held by separate entities. Brokerage assets are held by Vanguard Brokerage Services® (VBS or Brokerage Services), a division of Vanguard Marketing Corporation (VMC), member FINRA and SIPC. VMC is a wholly owned subsidiary of The Vanguard Group, Inc. (VGI). Vanguard Funds, including Vanguard Brokerage money market settlement funds not held in Vanguard Brokerage Option (VBO) accounts through employer-sponsored retirement plans, are offered by prospectus only, held by VGI, and are not protected by SIPC. VGI provides Vanguard fund data. Summary data are provided solely as a service and are for informational purposes only. If applicable, portfolio charts and data consists of Vanguard funds and brokerage assets. For a complete listing of your brokerage assets, refer to the section titled "Balances and holdings for Vanguard Brokerage Services."



Client Services: 800-662-2739  
 Brokerage Services: 800-992-8327

## Statement overview

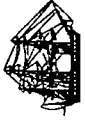
**\$30,170.03**

Total value of all accounts as of December 31, 2011

Accounts	Value on 12/31/2010	Value on 12/31/2011	Asset mix	Value on 12/31/2011
The Rempson Foundation Foundation account	\$33,277.96	\$30,170.03	63.8% Stocks	\$19,239.67
Vanguard funds	13,706.66	14,537.25	35.7% Bonds	10,783.13
Brokerage assets	19,571.30	15,632.78	0.5% Short-term reserves	147.23
<b>Total</b>	<b>\$33,277.96</b>	<b>\$30,170.03</b>	0.0% Other	0.00



Your asset mix percentages are based on your holdings as of the prior month-end



Vanguard®

Client Services: 800-662-2739  
Brokerage Services: 800-992-8327

Foundation account  
The Rempson Foundation

### Account overview

**\$30,170.03**  
Total value of all accounts as of December 31, 2011

Year-to-date income	Vanguard funds	Brokerage assets
Taxable income	\$815.60	\$73.17
Nontaxable income	0.00	0.00
<b>Total</b>	<b>\$815.60</b>	<b>\$73.17</b>

### Balances and holdings for Vanguard funds

Beginning on January 1, 2012, new tax rules on taxable (nonretirement) mutual fund accounts (excluding money market funds) require Vanguard to track cost basis information for shares acquired and subsequently sold, on or after that date. Unless you select another method, sales of Vanguard mutual funds, but not ETFs, will default to the average cost method. We'll begin reporting cost basis to the IRS in 2013. For more information, visit [vanguard.com/costbasis](http://vanguard.com/costbasis).

Symbol	Name	Fund & account	Average price per share	Total cost	Balance on 12/31/2010	Balance on 12/31/2011
VVEHX	High-Yield Corp Fund Inv	0029-88017641487	\$5.70	\$10,802.96	\$10,065.31	\$10,783.13
VMMXX	Prime Money Mkt Fund	0030-88017641487	-	-	147.23	147.23
VUVLX	U.S. Value Fund	0124-88017641487	13.20	4,668.29	3,494.12	3,606.89
					<b>\$13,706.66</b>	<b>\$14,537.25</b>

Assets listed in this statement for the registration above are held by separate entities. Brokerage assets are held by Vanguard Brokerage Services® (VBS or Brokerage Services), a division of Vanguard Marketing Corporation (VMC), member FINRA and SIPC. VMC is a wholly owned subsidiary of The Vanguard Group, Inc (VGI) Vanguard Funds, including Vanguard Brokerage money market settlement funds not held in Vanguard Brokerage Option (VBO) accounts through employer-sponsored retirement plans, are offered by prospectus only, held by VGI, and are not protected by SIPC. VGI provides Vanguard fund data. For a complete listing of your brokerage assets, refer to the section titled "Balances and holdings for Vanguard Brokerage Services." For inquiries and questions regarding your brokerage assets, please contact Brokerage Services.





Client Services: 800-662-2739  
 Brokerage Services: 800-992-8327

Foundation account  
 The Rempson Foundation

**Balances and holdings for Vanguard Brokerage Services account -- 24599887**

Unless otherwise noted, your position is held as cash.

**Mutual funds**

Symbol	Name	Average price per share	Total cost	Quantity	Price on 12/31/2011	Balance on 12/31/2010	Balance on 12/31/2011
JORNX	JANUS INVESTMENT FUND GLOBAL SELECT FUND CL T Est annual income: \$37.91; Est yield: 1.23%	-	-	318 6120	\$9 6500	\$3,742 23	\$3,074 60
MATFX	MATTHEWS INTERNATIONAL FUNDS ASIAN SCIENCE & TECHNOLOGY FUND CLI Est annual income: \$10.23; Est yield 0.26%	-	-	487 2320	8 1600	4,805 18	3,975.81
NOSGX	NORTHERN FDS SMALL CAP VALUE FD Est annual income: \$26.20; Est yield: 0.70%	\$12.45	\$3,106.84	249 5780	14 9900	3,763 94	3,741 17
<b>Total Est. annual income: \$74.34; Est. yield: 0.69%</b>						<b>\$12,311.35</b>	<b>\$10,791.58</b>

**Stocks**

Symbol	Name	Total cost	Quantity	Price on 12/31/2011	Balance on 12/31/2010	Balance on 12/31/2011
BFCF	BFC FINANCIAL CORP CLASS A	-	1,000 0000	\$0.3500	\$370 00	\$350 00
CPEU	CHAPEAU INC NEW	\$1,537 50	1,500.0000	0 0024	1 95	3 60
NVAX	NOVAVAX INC	-	1,000 0000	1.2600	2,430 00	1,260 00
SOF0	SONIC FOUNDRY INC NEW	2,450 00	200 0000	7 5480	2,818 00	1,509 60



Vanguard

Client Services: 800-662-2739  
 Brokerage Services: 800-992-8327

Foundation account  
 The Rempson Foundation

**Balances and holdings for Vanguard Brokerage Services account — 24599887, continued**

**Stocks, continued**

Symbol	Name	Total cost	Quantity	Price on 12/31/2011	Balance on 12/31/2010	Balance on 12/31/2011
STRM	STREAMLINE HEALTH SOLUTIONS INC	-	1,000.0000	1,7180	1,640.00	1,718.00
<b>Total Est. annual income: \$0.00; Est. yield: 0.00%</b>						<b>\$7,259.95</b>

**Account activity for Vanguard funds**

High-Yield Corp Fund Inv 0029-88017641487

Purchases	Withdrawals	Dividends
\$0.00	\$0.00	\$740.18
30-day SEC yield as of 12/30/2011* 6.43%		

\*Based on holdings' yield to maturity for last 30 days, distribution may differ. For updated information, visit vanguard.com

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
	Beginning balance on 12/31/2010		\$5.70		1,765,843	\$10,065.31
01/31	Income dividend	\$60.58	5.78	10,481	1,776,324	
02/28	Income dividend	57.79	5.82	9,930	1,786,254	
03/31	Income dividend	65.18	5.80	11,238	1,797,492	
04/29	Income dividend	60.27	5.86	10,285	1,807,777	
05/31	Income dividend	62.29	5.86	10,630	1,818,407	
06/30	Income dividend	60.98	5.77	10,588	1,828,975	
07/29	Income dividend	62.33	5.82	10,710	1,839,685	





Client Services: 800-662-2739  
 Brokerage Services: 800-992-8327

Foundation account  
 The Rempson Foundation

**Account activity for Vanguard funds, continued**

**High-Yield Corp Fund Inv 0029-88017641487, continued**

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
08/31	Income dividend	62.86	5.60	11,225	1,850,910	
09/30	Income dividend	61.02	5.46	11,176	1,862,086	
10/31	Income dividend	63.41	5.72	11,086	1,873,172	
11/30	Income dividend	60.82	5.57	10,919	1,884,091	
12/30	Income dividend	62.65	5.69	11,011	1,895,102	
	<b>Ending balance on 12/31/2011</b>		<b>\$5.69</b>		<b>1,895,102</b>	<b>\$10,783.13</b>

**Prime Money Mkt Fund 0030-88017641487**

Purchases						
\$0.00	Withdrawals	\$0.00				
	Dividends	\$0.00				
7-day SEC yield as of 12/30/2011*						0.02%

\*Average annualized income dividend over the past 7 days For updated information, visit vanguard.com.

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
	Beginning balance on 12/31/2010		\$1.00		147,230	\$147.23
	<b>Ending balance on 12/31/2011</b>		<b>\$1.00</b>		<b>147,230</b>	<b>\$147.23</b>

**U.S. Value Fund 0124-88017641487**

Purchases						
\$0.00	Withdrawals	\$0.00				\$75.42
	Dividends	\$75.42				

December 31, 2011, year-to-date statement



Client Services: 800-662-2739  
 Brokerage Services: 800-992-8327

Foundation account  
 The Rempson Foundation

**Account activity for Vanguard funds, continued**

U.S. Value Fund 0124-88017641487, continued

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
	Beginning balance on 12/31/2010		\$10.10		345,952	\$3,494.12
12/16	Income dividend 218	\$75.42	9.84	7,665	353,617	
	<b>Ending balance on 12/31/2011</b>		<b>\$10.20</b>		<b>353,617</b>	<b>\$3,606.89</b>

**Account activity for Vanguard Brokerage Services account—24599887**

This section shows trades that have settled by December 30, 2011. All transactions sweep in and out of your Vanguard Prime Money Market Fund 88017641487

**Income summary**

	Dividends	Interest	Tax-exempt interest	Interest credited	Capital gains	Other income
December	\$67.11	\$0.00	\$0.00	\$0.00	\$6.06	\$0.00
Year-to-date	67.11	0.00	0.00	0.00	6.06	0.00

**Completed transactions**

Settlement date	Trade date	Symbol	Name	Transaction type	Account type	Quantity	Price	Commissions & fees	Amount
12/09	12/08	MATFX	MATTHEWS INTERNATIONAL FUNDS ASIAN SCIENCE & TECHNOLOGY FUND CL I	Dividend	-	-	-	-	\$11.46
12/09	12/09	MATFX	MATTHEWS INTERNATIONAL FUNDS ASIAN SCIENCE & TECHNOLOGY FUND CL I	Reinvest div @ 8.370/share	Cash	1,3690	-	-	-11.46
12/20	12/19	NOSGX	NORTHERN FDS SMALL CAP VALUE FD	Long term cap gains	-	-	-	-	6.06





Client Services: 800-662-2739  
 Brokerage Services: 800-992-8327

Foundation account  
 The Rempson Foundation

**Account activity for Vanguard Brokerage Services account — 24599887, continued**

**Completed transactions, continued**

Settlement date	Trade date	Symbol	Name	Transaction type	Account type	Quantity	Price	Commissions & fees	Amount
12/20	12/19	NOSGX	NORTHERN FDS SMALL CAP VALUE FD	Dividend	-	-	-	-	24 15
12/20	12/20	NOSGX	NORTHERN FDS SMALL CAP VALUE FD	Reinvest div @ 14.300/share	Cash	1 6890	-	-	-24 15
12/20	12/20	NOSGX	NORTHERN FDS SMALL CAP VALUE FD	Reinvest I-t cap gn @ 14.300/share	Cash	4240	-	-	-6 06
12/22	12/20	JORNX	JANUS INVESTMENT FUND GLOBAL SELECT FUND CL T	Dividend	-	-	-	-	31 50
12/22	12/22	JORNX	JANUS INVESTMENT FUND GLOBAL SELECT FUND CL T	Reinvest div @ 9.420/share	Cash	3 3440	-	-	-31 50

If you had an adjustment to a dividend or interest payment from a previous month, the amount shown under the Income Summary section of your brokerage statement may be overstated

**Here's when your brokerage tax forms will be available**

Tax Information Statements (Forms 1099-Consolidated) for your Vanguard Brokerage Services(R) accounts will be available mid-to late February 2012. In previous years, tax forms were made available at different times in January and February. This year, we've changed the mailing schedule for your tax forms in an effort to reduce the number of revised Tax Information Statements that may result from income reclassifications by securities issuers. Visit [vanguard.com/taxschedule](http://vanguard.com/taxschedule) anytime to learn when tax forms will be mailed and posted online. Also, visit our Tax Center [vanguard.com/taxcenter](http://vanguard.com/taxcenter) throughout tax season for additional helpful resources including the Vanguard Brokerage Services(R) 2011 Tax Information Statement reference guide

21