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 , 2011, and ending ,

THE LENOX FOUNDATION
20 CORPORATE WOODS BLVD
ALBANY, NY 12211

A **Employer identification number** 31-1532337

B Telephone number (see the instructions) 518-465-4747

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

G Check all that apply. ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ►$ 7,389,707.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _______________ *(Part I, column (d) must be on cash basis.)*

ENVELOPE POSTMARK DATE MAY 11 2012

RECEIVED MAY 15 2012 OGDEN, UT

2050

SCANNED MAY 21 2012

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1	Contributions, gifts, grants, etc, received (att sch)	97,500.			
2	Ck ► ☒ if the foundn is **not** req to att Sch B				
3	Interest on savings and temporary cash investments	10,483.	10,483.		
4	Dividends and interest from securities	148,630.	148,630.		
5a	Gross rents	32,744.	32,744.		
b	Net rental income or (loss) 32,744.				
6a	Net gain/(loss) from sale of assets not on line 10	413,319.			
b	Gross sales price for all assets on line 6a 659,199.				
7	Capital gain net income (from Part IV, line 2)		413,319.		
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/(loss) (att sch)				
11	Other income (attach schedule) See Statement 1	2,592.	2,592.		
12	**Total.** Add lines 1 through 11	705,268.	607,768.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES 13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) See St 2	1,200.	1,200.		
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 3	27,604.	4,729.		
19	Depreciation (attach sch) and depletion	7,500.	7,500.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 4	77,320.	37,934.		39,386.
24	**Total operating and administrative expenses.** Add lines 13 through 23	113,624.	51,363.		39,386.
25	Contributions, gifts, grants paid Part XV	297,915.			297,915.
26	**Total expenses and disbursements.** Add lines 24 and 25	411,539.	51,363.	0.	337,301.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	293,729.			
b	**Net investment income** (if negative, enter -0-)		556,405.		
c	**Adjusted net income** (if negative, enter -0-)			0.	

BAA For Paperwork Reduction Act Notice, see instructions. TEEA0504L 12/05/11 Form **990-PF** (2011)

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
A S S E T S	1	Cash — non-interest-bearing	32,792.	61,189.	61,189.
	2	Savings and temporary cash investments	609,947.	64,926.	64,926.
	3	Accounts receivable ▶			
		Less: *allowance for doubtful accounts* ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ▶			
		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 (attach schedule)			
	b	Investments — corporate stock (attach schedule) Statement 5	3,151,772.	3,973,099.	4,823,215.
	c	Investments — corporate bonds (attach schedule) Statement 6	1,050,009.	1,037,605.	1,052,599.
	11	Investments — land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) Statement 7	1,035,531.	1,008,965.	1,000,278.
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ See Statement 8)	72,035.	79,863.	387,500.
	16	**Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	5,952,086.	6,225,647.	7,389,707.
L I A B I L I T I E S	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	5,952,086.	6,225,647.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	5,952,086.	6,225,647.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,952,086.	6,225,647.	

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	5,952,086.
2	Enter amount from Part I, line 27a	2	293,729.
3	Other increases not included in line 2 (itemize) ▶ See Statement 9	3	23,940.
4	Add lines 1, 2, and 3	4	6,269,755.
5	Decreases not included in line 2 (itemize) ▶ See Statement 10	5	44,108.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	6,225,647.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	413,319.
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 (column (b) divided by column (c))
2010	297,287.	7,128,554.	0.041704
2009	386,635.	6,411,027.	0.060308
2008	375,137.	7,127,558.	0.052632
2007	326,242.	7,525,341.	0.043352
2006	305,203.	6,725,783.	0.045378

2	**Total** of line 1, column (d)	2	0.243374
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	0.048675
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,478,963.
5	Multiply line 4 by line 3	5	364,039.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,564.
7	Add lines 5 and 6	7	369,603.
8	Enter qualifying distributions from Part XII, line 4	8	337,301.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here . ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (**attach copy of letter if necessary – see instrs**)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	11,128.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	11,128.
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	11,128.
6 Credits/Payments:				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	12,544.		
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	12,544.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	1,416.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ►		1,416. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 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?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► OH			
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 ► MICHELLE LECLAIR Telephone no ► 518-465-4747

Located at ► 20 CORP. WOODS BLVD SUITE 600 ALBANY NY ZIP + 4 ► 12211

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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.				
1 a	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)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	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.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		X

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

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

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

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

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

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

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

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

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

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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 (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
MARCIA P FLOYD 1665 BERKSHIRE DRIVE GATES MILLS, OH 44040	PRES/TREAS 0	0.	0.	0.
FREDERICK P FLOYD 1665 BERKSHIRE ROAD GATES MILLS, OH 44040	V. PRES/SECR 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		
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 (see instructions)

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	7,105,331.
b Average of monthly cash balances		1b	100,025.
c Fair market value of all other assets (see instructions)		1c	387,500.
d Total (add lines 1a, b, and c)		1d	7,592,856.
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	7,592,856.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	113,893.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	7,478,963.
6 Minimum investment return. Enter 5% of line 5		6	373,948.

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	373,948.
2a Tax on investment income for 2011 from Part VI, line 5	2a 11,128.		
b Income tax for 2011 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	11,128.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	362,820.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	362,820.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	362,820.

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	337,301.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	337,301.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 *Adjusted qualifying distributions.* Subtract line 5 from line 4	6	337,301.

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					362,820.
2 Undistributed income, if any, as of the end of 2011:					
a Enter amount for 2010 only				285,091.	
b Total for prior years. 20___, 20___, 20___			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. ► $ 337,301.					
a Applied to 2010, but not more than line 2a				285,091.	
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					52,210.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0.			0.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			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 instructions				0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					310,610.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009					
d Excess from 2010					
e Excess from 2011					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) 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 organization 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*				
See Statement 11				
Total . . . . ► **3a**				297,915.
b *Approved for future payment*				
Total . . . . ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	14	10,483.			
4 Dividends and interest from securities	14	148,630.			
5 Net rental income or (loss) from real estate:					
a Debt-financed property					32,744.
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900001	2,592.			
8 Gain or (loss) from sales of assets other than inventory	18	412,094.			1,225.
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)		573,799.			33,969.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	607,768.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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			

2 a 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.

▶ Mark P Floyd 5/5/12 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name: P NUSSBAUM

Preparer's signature:

Date: 5/1/12

Check ☐ if self-employed

PTIN: P00294707

Firm's name ▶ WEISER LLP

Firm's address ▶
399 THORNALL STREET
EDISON, NJ 08837-2246
13-1459550

Firm's EIN ▶ 13-1459550

Phone no (732)549-2800

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ 2,592.		
Total	$ 2,592.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
SELECTIVE BUSINESS SOLUTIONS	$ 100.	$ 100.		
WEISER	1,100.	1,100.		
Total	$ 1,200.	$ 1,200.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CURRENT YEAR ESTIMATES	$ 12,544.			
FOREIGN TAXES	4,729.	$ 4,729.		
PRIOR YEAR	10,331.			
Total	$ 27,604.	$ 4,729.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CHARITIES FEE	$ 200.			$ 200.
K-1 INVESTMENT EXPENSES	30,791.	$ 15,395.		15,396.
LAW JOURNAL	125.			125.
MELLON CUSTODY	1,622.	811.		811.
MISC EXPENSES	1,125.			1,125.
MJP HOLDINGS	43,457.	21,728.		21,729.
Total	$ 77,320.	$ 37,934.	$ 0.	$ 39,386.

Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
MJP SMALL CAP FUND	Cost	$ 288,650.	$ 529,700.
MJP LARGE CAP FUND	Cost	1,363,797.	1,840,406.
MJP INTERNATIONAL FUND	Cost	728,186.	928,345.
EATON VANCE EMERGING MKT	Cost	211,128.	177,245.
NEWPORT ASIA	Cost	215,825.	215,826.
JENSEN I LARGE GROWTH FUND	Cost	1,165,513.	1,131,693.
	Total	$ 3,973,099.	$ 4,823,215.

Statement 6
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
PIMPCO TOTAL RETURN	Cost	$ 1,037,605.	$ 1,052,599.
	Total	$ 1,037,605.	$ 1,052,599.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
PIMPCO LOW DURATION	Cost	$ 1,008,965.	$ 1,000,278.
	Total	$ 1,008,965.	$ 1,000,278.

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
KMP PROPERTIES	$ 79,863.	$ 387,500.
Total	$ 79,863.	$ 387,500.

Statement 9
Form 990-PF, Part III, Line 3
Other Increases

TAX EXEMPT INTEREST	$ 3.
UNREALIZED APPRECIATION	23,937.
Total	$ 23,940.

Statement 10
Form 990-PF, Part III, Line 5
Other Decreases

ROUNDING	$ 3.
UNREALIZED DEPRECIATION mjp int	6,226.
UNREALIZED DEPRECIATION newport	37,879.
Total	$ 44,108.

Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Cleveland Clinic Children's Hospital 9500 Euclid Avenue Cleveland, OH 44195			2011 support	$ 5,000.
Academy of the Holy Names 1073 New Scotland Road Albany, NY 12208			2011 support to the Annual Campaign Fund.	500.
Beech Brook PO Box 74782 Cleveland, OH 44194			Support for mental health programs for children.	1,000.
Bluecoats, Inc. 1422 Euclid Avenue Cleveland, OH 44115			Support for families of fallen policemen and investigators in Cleveland.	1,500.
Boys and Girls Club 6114 Broadway Avenue Cleveland, OH 44127			2011 support of general operations; programs for underprivileged children.	1,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Boys Hope Girls Hope 9619 Garfield Boulevard Garfield Heights, OH 44125			Support for live in homes for at risk children.	$ 25,000.
Cape Cod Foundation 259 Willow Street Yarmouth Port, MA 02675			Hyannis Main Street restoration.	1,000.
Children's Hospital Boston 1 Autumn Street Boston, MA 02215			2011 gift for children's health.	2,650.
Christian Foundation for Children/Aging PO Box 805105 Kansas City, KS 64180			Provides overseas support for children.	1,230.
City Mission 5310 Carnegie Avenue Cleveland, OH 44103			2011 support for the homeless.	2,000.
Cleveland Botanical Garden 11030 East Boulevard Cleveland, OH 44106			2011 support for the Annual Fund Matching Gift Challenge.	3,500.
Cleveland Clinic Foundation PO Box 931517 Cleveland, OH 44101			2011 support of the HeartThrob Ball; for medical support and research.	2,250.
Cleveland Museum of Art 1150 East Boulevard Cleveland, OH 44106			2011 donation to the Capital Campaign.	10,000.
Cleveland Museum of Natural History 1 Wade Oval Drive/University Circle Cleveland, OH 44106			2011 donation to the Annual Fund.	20,000.
Cleveland School of the Arts 2064 Steams Road/PO Box 18265 Cleveland, OH 44118			2011 support of the Barb Walton Benefit.	28,875.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
East End Neighborhood House 2749 Woodhill Road Cleveland, OH 44104			Support for inner city day care, foster care, and family services.	$ 2,500.
Fieldstone Farm Therapeutic Riding Cente 16497 Snyder Road Chagrin Falls, OH 44023			Support for horseback riding for the disabled.	1,000.
Gates Mills Land Conservancy PO Box 13 Gates Mills, OH 44040			Support for land conservation.	1,500.
Gathering Place 23300 Commerce Park Cleveland, OH 44122			Donation to a community that supports, educates, and empowers individuals and families touched by cancer.	1,000.
Gesu Church 2470 Miramar Boulevard University Heights, OH 44118			2011 pledge payment supporting the church and religious activities.	25,000.
Hathaway Brown School Leadership Soc PO Box 901608 Cleveland, OH 44190			2011 support to the annual fund ($1,500) and the Kate Floyd Endowment ($1,000).	2,500.
Holden Arboretium 9500 Sperry Road Kirtland, OH 44094			2011 support for botanical gardens.	1,000.
Hopewell 139 Bell Street #206 Chagrin Falls, OH 44022			Support for the group home for mentally challenged adults.	1,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Hospice of the Western Reserve 300 East 185th Street Cleveland, OH 44119			Support for the 2011 Annual Drive.	$ 1,000.
Ideastream 1375 Euclid Avenue Cleveland, OH 44115			Donation in support of promoting educational programming.	500.
Manhattanville College 2900 Purchase Street Purchase, NY 10577			General support; higher education.	500.
New Life Community PO Box 201187 Cleveland, OH 44120			Provides transitional housing for the homeless as they enter the work force.	2,000.
Playhouse Square Foundation 1375 Euclid Avenue Cleveland, OH 44115			Supports downtown Cleveland theatre.	5,750.
Salvation Army PO Box 15149 Cleveland, OH 44115			Support for the poor.	1,000.
Society of the Sacred Heart 4120 Forest Park Avenue St. Louis, MO 63108			Religious support for the Sacred Heart School.	500.
Special Olympics Ohio PO Box 18324 Columbus, OH 43218			Supports programs for handicapped athletes.	250.
St. Francis of Assisi 6350 Mayfield Road Gates Mills, OH 44040			Support for religious programs.	10,000.
St. Jude's Children's Research Hospital 501 St. Jude Place Memphis, TN 38105			Medical research for children.	1,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
St. Vincent dePaul 1404 East Ninth Street Cleveland, OH 44144			Provides clothing for the needy.	$ 2,000.
United Way Services of Cleveland 1331 Euclid Avenue Cleveland, OH 44115			Charitable support for various programs in Cleveland, Ohio.	15,000.
University Hospitals of Cleveland PO Box 74947 Cleveland, OH 44101			Support for the medical facility. Rainbow= $5,000.00 Ireland= $2,500.00 McDonald= $2,500.00	15,000.
University School 2785 S.O.M. Center Road Hunting Valley, OH 44022			2011 support for educational programs at University School.	25,000.
Villanova University 800 Lancaster Avenue Villanova, PA 19085			2011 support for the Picotte Hall at Dundale Facility.	2,500.
Vocational Guidance Services 2239 East 55th Street Cleveland, OH 44103			Support for helping the handicapped find meaningful work.	1,500.
Western Reserve Land Conservancy PO Box 314 Novelty, OH 44072			2011 support for land conservation.	10,000.
Malachi House 2810 Clinton Avenue Cleveland, OH 44113			Donation in support of the Malachi House; a non-profit home for the poor and terminally ill.	500.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
American Heart Association 5455 North High Street/PO Box 16354 Columbus, OH 43216			2011 support of heart research.	$ 500.
St. Joseph's Oratory 3800 Chemin Quenn Mary Montreal, Quebec, H3V1H			Donation to religious order.	1,500.
Susan G Komen Breast Cancer Foundation 26210 Emery Road, Suite 307 Cleveland, OH 44128			Donation in support of breast cancer research.	1,000.
The Jimmy Fund 10 Brookline Place West, 6th Floor Brookline, MA 02445			2011 support of the Joe Cronin Memorial; fishing tournament.	2,260.
University Circle 11330 Euclid Avenue Cleveland, OH 44106			Donation to the Beyond the Circle Fund.	1,000.
Teresian House Foundation 200 Washington Avenue Ext. Albany, NY 12203			Support to develop effective community relations programs and fund-raising activities to benefit the residents and staff of Teresian House.	500.
Flashes of Hope 3365 Richmond Road/Suite 238B Beachwood, OH 44122			Donation in support of fighting children's cancer and other life threatening illnesses.	500.
Our Lady of Victory 230 South Main Street Centerville, MA 02632			2011 support to the church; Embracing Victory and Hope Campaign.	1,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Save Our Sound 4 Barnstable Road Hyannis, MA 02601			Support for the preservation of the Nantucket Sound.	$ 500.
Flying Horse Farms 3 Easton Oval, Suite 300 Lewis Center, OH 43219			2011 donation benefit.	12,000.
Cathedral Restoration Corporation 40 North Main Avenue Albany, NY 12203			2011 support for the restoration of the Cathedral.	10,000.
Catholic Diocese of Cleveland Foundation 1404 East Ninth Street Cleveland, OH 44114			2011 support of the Catholic Charities Fund.	10,000.
Kirtland Country Club 39438 Kirtland Road Willoughby, OH 44094			Donation to the Kirtland Country Club Scholarship Fund.	1,000.
The Mario St. George Boiardi Foundation 245 Day Hall Ithaca, NY 14853			2011 support to the Mario St. George Boiardi Foundation.	1,500.
The Patrick M. Butler Charitable Fund PO Box 1630 Hyannis, MA 02601			2011 support of the fund; with the purpose of support those organizations that embody Patrick's life-long commitment to reach out to all members of the community, with special emphasis on developing young people into excellent citizens, improving healthcare and strengthening families.	1,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
St. Andrew's By the Sea PO Box 832 Hyannis Port, MA 02647			2011 support of the summer chapel.	$ 1,000.
Avon Old Farms School 500 Old Farms Road Avon, CT 06001			Richard Woodwell Scholarship Fund.	1,000.
Cape and Island United Way 749 Main Street Hyannis, MA 02601			Support to improve people's lives by mobilizing the caring power of communities.	5,000.
Cape Cod Healthcare Foundation PO Box 370 Hyannis, MA 02601			It's an Emergency Benefit.	2,700.
Children's Hosptial at Albany Medical Ce 43 New Scotland Avenue/A-19 Albany, NY 12208			2011 support.	5,500.
Luke Russell Scholarship Fund 127 Public Square Cleveland , OH 44114			2011 support to the scholarship fund.	1,000.
The Refugee Response 101 West Prospect, Suite 1600 Cleveland, OH 44115			Support empowering refugees to become self-sufficient and contributing members of their new communities.	1,200.
Roger Williams University 1 Old Ferry Road Briston, RI 02809			2011 annual support.	1,000.
St. Bonifice Haiti 400 North Main Street Randolph, MA 02368			Support, health care, education and community development to the people of Haiti.	250.
			Total	$ 297,915.