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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation NATHALIE AND JAMES ANDREWS FOUNDATION		A Employer identification number 34-1535715
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 5250	Room/suite	B Telephone number (330) 757-2454
City or town, state, and ZIP code POLAND, OH 44514		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 985,801.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	45,657.	44,594.	45,657.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,990.			
	b Gross sales price for all assets on line 6a	132,008.			
	7 Capital gain net income (from Part IV, line 2)		4,990.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	50,647.	49,584.	45,657.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	575.	0.	0.	575.
	c Other professional fees	1,282.	1,282.	0.	0.
	17 Interest				
	18 Taxes	808.	608.	0.	200.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	2,665.	1,890.	0.	775.
	25 Contributions, gifts, grants paid	65,000.			65,000.
26 Total expenses and disbursements. Add lines 24 and 25	67,665.	1,890.	0.	65,775.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<17,018.>				
b Net investment income (if negative, enter -0-)		47,694.			
c Adjusted net income (if negative, enter -0-)			45,657.		

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	251,692.	252,929.	278,394.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7	785,675.	756,371.	707,407.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,037,367.	1,009,300.	985,801.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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 checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	1,600.	1,600.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	1,035,767.	1,007,700.		
30 Total net assets or fund balances	1,037,367.	1,009,300.		
31 Total liabilities and net assets/fund balances	1,037,367.	1,009,300.		

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	1,037,367.
2 Enter amount from Part I, line 27a	2	<17,018.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,020,349.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	11,049.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,009,300.

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 FIDELITY - SEE ATTACHED	P	VARIOUS	12/31/11
b FIDELITY - SEE ATTACHED	P	VARIOUS	12/31/11
c CAPITAL GAINS DIVIDENDS			
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 28,390.		29,036.	<646.>
b 101,054.		97,982.	3,072.
c 2,564.			2,564.
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<646.>
b			3,072.
c			2,564.
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">4,990.</div> </div> </div>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"><646.></div> </div> </div>

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 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	75,413.	1,025,915.	.073508
2009	80,079.	895,504.	.089423
2008	78,994.	1,207,722.	.065407
2007	69,362.	1,217,905.	.056952
2006	55,200.	1,159,029.	.047626

2 Total of line 1, column (d)	2	.332916
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	.066583
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,079,624.
5 Multiply line 4 by line 3	5	71,885.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	477.
7 Add lines 5 and 6	7	72,362.
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	65,775.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	954.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	954.
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	954.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	432.	
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	432.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	522.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JAMES H. ANDREWS, TREASURER Telephone no. ► 330-757-2454 Located at ► P.O. BOX 5250, POLAND, OH ZIP+4 ► 44514			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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 X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,096,065.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,096,065.
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	1,096,065.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,441.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,079,624.
6	Minimum investment return. Enter 5% of line 5	6	53,981.

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	53,981.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	954.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	954.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	53,027.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	53,027.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	53,027.

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	65,775.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	65,775.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	65,775.

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				53,027.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	4,980.			
b From 2007	12,943.			
c From 2008	19,720.			
d From 2009	35,896.			
e From 2010	24,961.			
f Total of lines 3a through e	98,500.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	65,775.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				53,027.
e Remaining amount distributed out of corpus	12,748.			
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	111,248.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	4,980.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	106,268.			
10 Analysis of line 9:				
a Excess from 2007	12,943.			
b Excess from 2008	19,720.			
c Excess from 2009	35,896.			
d Excess from 2010	24,961.			
e Excess from 2011	12,748.			

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

N/A

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

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

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

[illegible]

- 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.

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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

- ## 1 Information Regarding Foundation Managers:

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

SEE STATEMENT 9

- 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:

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
NATIONAL FINANCIAL SERVICES	48,221.	2,564.	45,657.	
TOTAL TO FM 990-PF, PART I, LN 4	48,221.	2,564.	45,657.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	575.	0.	0.	575.	
TO FORM 990-PF, PG 1, LN 16B	575.	0.	0.	575.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES - GIBSON	1,282.	1,282.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	1,282.	1,282.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TREASURER STATE OF OHIO	200.	0.	0.	200.	
FOREIGN TAX PAID	608.	608.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	808.	608.	0.	200.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
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DESCRIPTION	AMOUNT
ADJUSTMENT TO RECONCILE ENDING BALANCE	11,049.
TOTAL TO FORM 990-PF, PART III, LINE 5	11,049.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES TR US TREAS INFLATION	16,579.	19,137.
VANGUARD INDEX FDS VANGUARD TOTAL STK	126,245.	121,656.
SPDR INDEX SHARES FDS DJ WILSHIRE INTL	51,737.	50,833.
VANGUARD INDEX FDS FORMERLY VANGUARD INDEX TR	58,368.	86,768.
TOTAL TO FORM 990-PF, PART II, LINE 10B	252,929.	278,394.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DFA INTL SMALL CAP VALUE	COST	72,733.	58,534.
DIMENSIONAL ADV US SMALL CAP VALUE	COST	32,717.	30,649.
PIMCO COMMODITY REAL RETURN	COST	92,661.	63,670.
PIMCO LOW DURATION INSTL	COST	0.	0.
PIMCO SHORT TERM INSTL	COST	37,354.	37,823.
EV PARAMETRIC STDCTD EMERGING MKTS	COST	36,086.	38,767.
PIMCO DIVERSIFIED INCOME FUND	COST	60,049.	77,805.
EATON VANCE STRUCTURED EMERGING MKTS	COST	0.	0.
FIDELITY INSTL MMKT PORT	COST	799.	799.
CORE ACCOUNT	COST	21,138.	21,138.
SPARTAN INTL INDEX INVESTOR CLASS	COST	83,091.	61,341.
SCHWAB FUNDAMENTAL EMG MKTS INDEX INSTL	COST	44,081.	38,350.
CREDIT SUISSE COMMD RETRN STRTGY COM SHR	COST	66,434.	63,411.
JENSON PORTFOLIO CLASS I	COST	64,323.	64,984.
PIMCO TOTAL RETURN INSTL	COST	91,618.	97,186.
DIMENSIONAL ADVISOR ONE YR FIXED INCOME	COST	14,900.	14,814.
VANGUARD SHORT INVMT GRADE INVESTOR	COST	38,387.	38,136.
TOTAL TO FORM 990-PF, PART II, LINE 13		756,371.	707,407.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 8
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
NATHALIE ANDREWS P.O. BOX 5250 POLAND, OH 44514	PRESIDENT, TRUSTEE 1.00	0.	0. 0.
JAMES H. ANDREWS P.O. BOX 5250 POLAND, OH 44514	VICE PRESIDENT, TRUSTEE 1.00	0.	0. 0.
JAMES H. ANDREWS P.O. BOX 5250 POLAND, OH 44514	TREASURER 1.00	0.	0. 0.
NATHALIE ANDREWS P.O. BOX 5250 POLAND, OH 44514	SECRETARY 1.00	0.	0. 0.
JAMES L ANDREWS P.O. BOX 5250 POLAND, OH 44514	TRUSTEE 1.00	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0. 0.

FORM 990-PF PART XV - LINE 1A STATEMENT 9
 LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

NATHALIE ANDREWS
 NATHALIE ANDREWS
 JAMES H ANDREWS

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Nathalie and James Andrews Foundation

E.I.N. 34-1535715

Schedule of Supplementary Information

Part XV, Line 3a Grants and Contributions Paid

Recipient	Recipient Status	Purpose of Grant	Amount
WYSU-FM Public Radio	Public charity	Annual fund	\$5,000
YSU-SMARTS	Public charity	Support for programs	\$3,000
Mahoning County CASA/Guardian ad Litem Program (Youngstown Foundation)	Public charity	Charitable program operating expenses	\$3,000
Grow Youngstown	Public charity	To support Grow Youngstown	\$5,000
Environmental Defense Fund	Public charity	Annual fund	\$1,000
The Lit	Public charity	Charitable program operating expenses	\$5,000
Frenchman Bay Conservancy	Public charity	Capital campaign pledge	\$15,000
Partners in Health	Public charity	Operating expenses	\$2,500
Case Western Reserve Univ. Physics Dept.	Public charity	Annual fund	\$1,000
Union of Concerned Scientists	Public charity	Environmental programs	\$10,000
Etruscan Press	Public charity	Operating expenses and poetry programs	\$4,000
Grist Magazine	Public charity	Operating Expenses pledge	\$4,000
White Pine Press	Public charity	Operating expenses	\$1,000
Second Harvest Food Bank of the Mahoning Valley	Public charity	Annual fund	\$5,000

Total:

\$ 65,000

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Nathalie and James Andrews Foundation
E.I.N. 34-1535715
Schedule of Supplementary Information
Part XV, Line 3b Approved for Future Payment

Frenchman Bay Conservancy

Public Charity

Capital campaign fund \$15,000

Total

\$15,000

Gibson Capital, LLC
REALIZED GAINS AND LOSSES
Nathalie and James Andrews Foundation
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
Short-Term Bonds								
04-23-10	09-20-11	888.252	PIMCO Low Duration Institutional	9,300.00		9,228.94		-71.06
12-22-09	09-20-11	155.340	PIMCO Low Duration Institutional	1,600.00		1,613.98		13.98
08-21-09	09-20-11	43.340	PIMCO Low Duration Institutional	436.87		450.30		13.43
04-13-09	09-20-11	2,978.723	PIMCO Low Duration Institutional	28,000.00		30,948.94		2,948.94
		4,065.655		39,336.87		42,242.16		2,905.29
01-07-11	09-20-11	163.462	PIMCO Low Duration Institutional	1,700.00		1,698.37	-1.63	
04-23-10	09-20-11	306.306	PIMCO Short Term Institutional	3,026.30		3,004.86		-21.44
04-23-10	11-29-11	153.846	PIMCO Short Term Institutional	1,520.00		1,500.00		-20.00
		460.152		4,546.30		4,504.86		-41.44
01-07-11	09-20-11	81.054	PIMCO Short Term Institutional	800.00		795.14	-4.86	
09-20-11	11-29-11	141.243	Vanguard Short-Term Inv-Grade Investor	1,512.71		1,500.00	-12.71	
Short-Term Bonds Total				47,895.88		50,740.53	-19.20	2,863.85
Global Bond Funds								
04-23-10	09-20-11	171.171	PIMCO Diversified Income Institutional	1,900.00		1,934.23		34.23
04-13-09	09-20-11	173.478	PIMCO Diversified Income Institutional	1,509.26		1,960.30		451.04
04-13-09	11-29-11	152.740	PIMCO Diversified Income Institutional	1,328.84		1,700.00		371.16
		497.389		4,738.10		5,594.53		856.43
07-13-11	09-20-11	146.174	PIMCO Diversified Income Institutional	1,700.00		1,651.77	-48.23	
01-07-11	09-20-11	243.690	PIMCO Diversified Income Institutional	2,800.00		2,753.70	-46.30	
		389.864		4,500.00		4,405.47	-94.53	
04-23-10	09-20-11	514.440	PIMCO Total Return Institutional	5,700.00		5,643.40		-56.60
12-22-09	09-20-11	543.782	PIMCO Total Return Institutional	5,889.16		5,965.29		76.13
		1,058.222		11,589.16		11,608.69		19.53
07-13-11	09-20-11	108.597	PIMCO Total Return Institutional	1,200.00		1,191.31	-8.69	
01-07-11	11-29-11	139.535	PIMCO Total Return Institutional	1,513.96		1,500.00	-13.96	
		248.132		2,713.96		2,691.31	-22.65	
08-21-09	11-29-11	19.000	iShares Barclays TIPS Bond Fund	1,937.46		2,219.72		282.26

Gibson Capital, LLC
REALIZED GAINS AND LOSSES
Nathalie and James Andrews Foundation
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
Global Bond Funds Total				25,478.67		26,519.72	-117.18	1,158.23
U.S. Stocks								
11-14-06	01-07-11	143.969	DFA U.S. Small Cap Value Portfolio	4,540.78		3,700.00		-840.78
11-14-06	07-13-11	461.084	DFA U.S. Small Cap Value Portfolio	14,542.59		12,500.00		-2,042.59
		605.053		19,083.37		16,200.00		-2,883.37
04-23-10	09-20-11	78.156	The Jensen Quality Growth Fund	2,051.59		2,000.00		-51.59
11-08-10	01-07-11	19.004	The Jensen Quality Growth Fund	500.00		517.48	17.48	
04-23-10	01-07-11	58.117	The Jensen Quality Growth Fund	1,525.57		1,582.52	56.95	
		77.121		2,025.57		2,100.00	74.43	
11-14-06	01-07-11	71.000	Vanguard Total Stock Market ETF	4,870.79		4,624.37		-246.42
U.S. Stocks Total				28,031.33		24,924.37	74.43	-3,181.38
Non-U.S. Stocks								
12-20-06	01-07-11	117.302	DFA International Small Cap Value Port.	2,441.05		2,000.00		-441.05
Non-U S Stocks Total				2,441.05		2,000.00	0.00	-441.05
Real Estate Securities								
10-17-08	09-20-11	178.000	Vanguard REIT ETF	7,387.73		10,059.80		2,672.07
Real Estate Securities Total				7,387.73		10,059.80	0.00	2,672.07
Commodity-Linked Securities								
01-07-11	09-20-11	219.780	Credit Suisse Commodity Return Strategy	2,000.00		1,986.81	-13.19	
09-23-10	09-20-11	311.193	Credit Suisse Commodity Return Strategy	2,666.92		2,813.19	146.27	
		530.973		4,666.92		4,800.00	133.08	
03-17-11	09-20-11	232.752	PIMCO Commodity Real Return Strategy Inst.	2,173.90		1,936.50	-237.40	
12-31-10	09-20-11	179.758	PIMCO Commodity Real Return Strategy Inst.	1,669.95		1,495.59	-174.36	
06-16-11	09-20-11	466.283	PIMCO Commodity Real Return Strategy Inst.	4,135.93		3,879.47	-256.46	
09-15-11	09-20-11	371.207	PIMCO Commodity Real Return Strategy Inst.	3,136.70		3,088.44	-48.26	
		1,250.000		11,116.48		10,400.00	-716.48	
Commodity-Linked Securities Total				15,783.40		15,200.00	-583.40	0.00

Gibson Capital, LLC
REALIZED GAINS AND LOSSES
Nathalie and James Andrews Foundation
 From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
TOTAL GAINS							220.69	6,863.25
TOTAL LOSSES							-866.04	-3,791.54
				127,018.06	0.00	129,444.42	-645.35	3,071.71
TOTAL REALIZED GAIN/LOSS		2,426.36						

Short term

Proceeds 28,390.29
 Cost basis: 29,035.64
~~(\$~~ (645.35)

Long term

Proceeds: 101,054.13
 Cost basis: 97,982.42
~~\$~~ 3,071.71