Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

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

Name of foundation: The Gale Foundation

A Employer identification number: 34-1812999

Number and street (or P O box number if mail is not delivered to street address): 20325 Center Ridge Road

Room/suite: 629

B Telephone number: (440) 331-8220

City or town, state, and ZIP code: Rocky River, OH 44116

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 6,918,102.24

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

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

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

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			(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	936.55	936.55		Statement 1
	4	Dividends and interest from securities	133,161.22	133,161.22		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	11,122.56			
	b	Gross sales price for all assets on line 6a 1,617,019.02				
	7	Capital gain net income (from Part IV, line 2)		11,122.56		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	145,220.33	145,220.33		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.00	0.00		0.00
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees Stmt 3	7,910.84	0.00		7,910.84
	c	Other professional fees Stmt 4	37,330.81	33,712.11		3,618.70
	17	Interest				
	18	Taxes Stmt 5	1,113.28	0.00		0.00
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 6	380.00	180.00		200.00
	24	**Total operating and administrative expenses.** Add lines 13 through 23	46,734.93	33,892.11		11,729.54
	25	Contributions, gifts, grants paid	297,832.16			297,832.16
	26	**Total expenses and disbursements.** Add lines 24 and 25	344,567.09	33,892.11		309,561.70
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<199,346.76>			
	b	**Net investment income** (if negative, enter -0-)		111,328.22		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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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	4,271.98	7,322.45	7,322.45
	2	Savings and temporary cash investments	386,724.80	580,330.47	580,330.47
	3	Accounts receivable ▶ 1,975.60			
		Less: allowance for doubtful accounts ▶	152.63	1,975.60	1,975.60
	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	1,196.92	286.72	286.72
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock Stmt 8	5,220,972.74	7,101,611.42	6,328,187.00
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	5,613,319.07	7,691,526.66	6,918,102.24
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)	0.00	0.00	
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	4,342,911.92	4,342,911.92	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
	29	Retained earnings, accumulated income, endowment, or other funds	1,270,407.15	3,348,614.74	
	30	**Total net assets or fund balances**	5,613,319.07	7,691,526.66	
	31	**Total liabilities and net assets/fund balances**	5,613,319.07	7,691,526.66	

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	5,613,319.07
2	Enter amount from Part I, line 27a	2	<199,346.76>
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	2,277,554.35
4	Add lines 1, 2, and 3	4	7,691,526.66
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,691,526.66

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	Short-Term Schedule Attached	P	Various	Various
b	Long-Term Schedule Attached	P	Various	Various
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	391,633.05		332,999.19	58,633.86
b	1,225,385.97		1,272,897.27	<47,511.30>
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				58,633.86
b				<47,511.30>
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 11,122.56

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

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

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

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	238,424.64	4,896,974.29	.048688
2009	158,243.03	4,113,251.51	.038472
2008	288,860.50	5,120,607.39	.056411
2007	319,496.59	6,675,850.19	.047859
2006	302,575.56	6,225,451.17	.048603

2	**Total** of line 1, column (d)	2	.240033
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	.048007
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,316,129.39
5	Multiply line 4 by line 3	5	255,211.42
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,113.28
7	Add lines 5 and 6	7	256,324.70
8	Enter qualifying distributions from Part XII, line 4	8	309,561.70

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	1,113.28
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.00
3 Add lines 1 and 2			3	1,113.28
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.00
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,113.28
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,400.00		
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	1,400.00
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	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	286.72
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶		286.72 **Refunded** ▶	11	0.00

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0.00 **(2)** On foundation managers. ▶ $ 0.00			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.00			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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* See Statement 9	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 Stmt 10	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 ▶ Blossom Business Office, Inc. Telephone no. ▶ (440) 331-8220

Located at ▶ 20325 Center Ridge Rd., #629, Rocky River, OH ZIP+4 ▶ 44116

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

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶

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

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

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

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

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

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

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

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? 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
Schedule Attached	See Schedule ~~0.00~~	0.00	0.00	0.00

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.00

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	5,022,435.33
b	Average of monthly cash balances	1b	374,650.35
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,397,085.68
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.00		
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	5,397,085.68
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,956.29
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,316,129.39
6	**Minimum investment return.** Enter 5% of line 5	6	265,806.47

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	265,806.47
2a	Tax on investment income for 2011 from Part VI, line 5 2a 1,113.28		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,113.28
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	264,693.19
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	264,693.19
6	Deduction from distributable amount (see instructions)	6	0.00
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	264,693.19

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	309,561.70
b	Program-related investments - total from Part IX-B	1b	0.00
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	309,561.70
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	1,113.28
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	308,448.42

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				264,693.19
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			11,488.70	
b Total for prior years: ______ , ______ , ______		0.00		
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	0.00			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 309,561.70				
a Applied to 2010, but not more than line 2a			11,488.70	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2011 distributable amount				264,693.19
e Remaining amount distributed out of corpus	33,379.81			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	33,379.81			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.00			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	33,379.81			
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 33,379.81				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Schedule Attached				297,832.16
Total			▶ 3a	297,832.16
b *Approved for future payment*				
None				
Total			▶ 3b	0.00

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
	(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	936.55	
4 Dividends and interest from securities			14	133,161.22	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	11,122.56	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.00		145,220.33	0.00

13 **Total.** Add line 12, columns (b), (d), and (e) 13 145,220.33

(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).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date: 5-13-12 — Title: Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Kirk A. Linn		5-13-12		P00290287

Firm's name ▶ Kirk A. Linn Consulting — Firm's EIN ▶ 26-3928272

Firm's address ▶ 20325 Center Ridge Rd., #629
Rocky River, OH 44116

Phone no. (440) 331-8220

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
U.S. Bank	936.55
Total to Form 990-PF, Part I, line 3, Column A	936.55

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
U.S. Bank	133,161.22	0.00	133,161.22
Total to Fm 990-PF, Part I, ln 4	133,161.22	0.00	133,161.22

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Blossom Business Office, Inc.	4,746.84	0.00		4,746.84
Linn, Kirk A.	3,164.00	0.00		3,164.00
To Form 990-PF, Pg 1, ln 16b	7,910.84	0.00		7,910.84

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Cooke & Bieler - Investment Mgmt. Fees	26,157.00	26,157.00		0.00
Horn, Daniel L.	5,165.43	1,546.73		3,618.70
U.S. Bank Custodian Fees	6,008.38	6,008.38		0.00
To Form 990-PF, Pg 1, ln 16c	37,330.81	33,712.11		3,618.70

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2011 Sect. 4940 Tax	1,113.28	0.00		0.00
To Form 990-PF, Pg 1, ln 18	1,113.28	0.00		0.00

Form 990-PF Other Expenses Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Misc. Inv. & Foreign Dividend Fees	180.00	180.00		0.00
Ohio Filing Fee	200.00	0.00		200.00
To Form 990-PF, Pg 1, ln 23	380.00	180.00		200.00

Form 990-PF Other Increases in Net Assets or Fund Balances Statement 7

Description	Amount
Funds and securities received from The Molly Bee Fund, see Statement 10	2,277,554.35
Total to Form 990-PF, Part III, line 3	2,277,554.35

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
Schedule Attached	7,101,611.42	6,328,187.00
Total to Form 990-PF, Part II, line 10b	7,101,611.42	6,328,187.00

Form 990-PF Explanation Concerning Part VII-A, Line 8b Statement 9

Explanation

The Ohio Attorney General requests that Ohio foundations file an annual report online with the Attorney General's office in lieu of sending a copy of the federal tax return, Form 990-PF. The Gale Foundation has complied with this request.

Form 990-PF List of Substantial Contributors Part VII-A, Line 10 Statement 10

Name of Contributor	Address
The Molly Bee Fund, see Stmt. 7 and attached schedule	20325 Center Ridge Rd., #629 Rocky River, OH 44116

Statement 10

The Gale Foundation
2011 Form 990-PF
EIN 34-1812999
Statement 10 Schedule

Funds and securities received/receivable from the reorganization/liquidation of The Molly Bee Fund, a private foundation (EIN 34-1812998).

	Distributions from The Molly Bee Fund EIN 34-1812998		
All securities distributed on December 9, 2011	Shares of Stock	Tax Cost Basis	Market Value
Albany Intl Corp Class A	1,150	$ 34,059 09	$ 27,876 00
American Express Co	900	37,813.79	43,029 00
Avery Dennison Corp.	2,150	108,057 93	58,265 00
Avon Products, Inc	3,500	92,692 19	58,800 00
Bank of America Corp.	2,500	37,920 00	13,975 00
Baxter International, Inc	1,250	66,974 78	61,850 00
Becton Dickinson & Co	650	51,308 00	47,144 50
Best Buy Co , Inc	1,500	51,212.80	41,130 00
Cardinal Health, Inc	1,500	56,930 69	61,935 00
Carnival Corp	1,000	39,430 65	33,430 00
Chevron Corp	350	26,208 00	35,787 50
Chubb Corp	550	27,252 50	37,108 50
Cintas Corp	1,000	28,062 44	29,370 00
City National Corp.	900	55,593 80	37,287 00
Coca Cola Enterprises, Inc.	1,750	43,819 82	45,045 00
Exxon Mobil Corp	600	46,034.34	47,922 00
Flextronics Intl Ltd	4,500	28,318 50	25,605 00
General Electric Co	4,000	98,173 60	65,240 00
Hospira, Inc.	1,300	59,975.80	35,477 00
Illinois Tool Works, Inc	750	36,735.00	34,740 00
Intel Corp	2,500	81,262.50	61,775 00
International Speedway Corp Cl. A	750	36,942 50	18,270.00
J P. Morgan Chase & Co	1,250	49,865.45	40,275.00
Johnson & Johnson	1,250	80,329 42	79,725.00
Kohl's Corp.	900	42,490 86	45,504 00
Lam Research Corp.	650	28,673 45	27,131 00
Microsoft Corp	2,000	59,913 75	50,800.00
Omnicom Group, Inc.	1,300	51,845 75	56,537.00
Pfizer, Inc	5,000	124,960 17	100,950.00
Procter & Gamble Co	850	52,623 08	54,799.50
Quest Diagnostics, Inc.	700	38,074 68	39,543 00
Raytheon Co.	1,500	68,756 54	67,200 00
Safeway, Inc.	2,500	49,629 81	51,475 00
State Street Corp	650	22,867 91	25,876 50
Steelcase, Inc Class A	1,000	6,509 40	7,040 00
3M Co	900	77,081 86	72,414 00
Vodafone Group PLC ADR	1,250	28,862.12	33,662 50
Wells Fargo & Co.	1,500	41,802 20	39,285 00
Stock Totals		1,969,065 17	1,713,279 00
Cash Distributions, by Date			
December 14, 2011		300,756 22	300,756 22
December 23, 2011		5,861 98	5,861 98
Cash Receivable as of December 31, 2011		1,870.98	1,870.98
Total Distributions at Cost		$ 2,277,554 35	
Total Distributions at Market Value			$ 2,021,768.18

The Gale Foundation
2011 Form 990PF FEIN 34-1812999
Part II Balance Sheets
Securities Held

Corporate Stock	12/31/2010 Book Value	Shares	12/31/2011 Book Value	12/31/2011 Market Value
Albany Intl Corp , Class A	$ 82,926 48	5,150	$ 139,689.57	$ 119,068 00
Allstate Corp.	85,294 25	2,000	85,294 25	54,820.00
American Express Co	46,495 20	2,100	84,308 99	99,057 00
Avery Dennison Corp	143,085 00	5,150	251,142 93	147,702 00
Avon Products, Inc	146,413 55	12,500	322,668 71	218,375 00
Bank of America Corp	115,460 00	4,500	122,980 00	25,020 00
Baxter International, Inc	228,177 27	2,750	155,779 73	136,070 00
Becton Dickinson & Co.	71,799.03	2,350	183,092 88	175,592 00
Best Buy Co., Inc	-	6,000	201,964 00	140,220 00
Boston Scientific Corp	109,338 60	-	-	-
Cardinal Health, Inc	109,625 44	4,000	148,285 22	162,440 00
Carnival Corp	-	4,000	151,666.12	130,560.00
Chevron Corp	122,409 54	1,300	96,850.00	138,320.00
Chubb Corp	69,384 00	1,950	96,636.50	134,979 00
Cintas Corp	108,439 10	1,000	28,062 44	34,810.00
City National Corp.	207,397 81	4,000	262,991 61	176,720 00
Coca Cola Enterprises, Inc	-	6,250	158,950 07	161,125 00
Darden Restaurants, Inc.	-	3,500	153,196 85	159,530 00
Dell, Inc	102,937.45	-	-	-
Diebold, Inc	119,157.00	-	-	-
Dover Corp	40,662.01	-	-	-
Exxon Mobil Corp.	190,216.46	3,100	236,250 80	262,756 00
Flextronics Intl., Inc.	-	14,500	91,248 50	82,070 00
General Electric Co	201,777 20	12,000	299,950 80	214,920 00
Harte-Hanks, Inc	33,204 00	-	-	-
Hospira, Inc	-	5,000	237,524.05	151,850 00
Illinois Tool Works, Inc	97,291 00	3,250	155,311.00	151,807 50
Intel Corp.	162,525 00	7,500	243,787.50	181,875 00
International Flavors & Fragrances	62,274 75	-	-	-
International Speedway Corp , Class A	-	750	36,942.50	19,012 50
J P. Morgan Chase & Co.	164,675 00	5,250	214,540 45	174,562 50
Johnson & Johnson	195,390 00	2,750	178,024 42	180,345 00
Kimberly-Clark Corp	159,481 00	-	-	-
Kohl's Corp	108,454 99	3,200	150,945 85	157,920.00
Lam Research Corp	37,809 30	5,000	199,867 94	185,100.00
Manpower, Inc.	51,735 60	-	-	-
Microsoft Corp	-	2,000	59,913 75	51,920 00
Molex, Inc. Class A	210,029 20	8,500	210,029 20	168,130.00
Omnicom Group, Inc	120,910 00	4,300	172,755 75	191,694 00
Pfizer, Inc	287,242 93	16,000	412,203.10	346,240.00
Pitney Bowes, Inc.	261,975 40	-	-	-
Procter & Gamble Co.	-	3,050	192,473.49	203,465 50
Quest Diagnostics, Inc.	81,588.60	2,200	119,663 28	127,732.00

Continued on Next Page

The Gale Foundation
2011 Form 990PF FEIN 34-1812999
Part II Balance Sheets
Securities Held

	12/31/2010		12/31/2011	12/31/2011
Corporate Stock	**Book Value**	**Shares**	**Book Value**	**Market Value**
Raytheon Co	$ 117,282 24	4,800	$ 221,289 97	$ 232,224.00
Safeway, Inc.	122,212 42	8,600	171,842 23	180,944.00
State Street Corp.	56,290 24	2,250	79,158 15	90,697.50
Steelcase, Inc Class A	66,017 20	9,000	57,277 40	67,140 00
Sysco Corp.	139,558 00	4,000	139,558 00	117,320 00
3M Co.	96,098 31	3,200	270,516 93	261,536 00
Vodafone Group PLC ADR	164,106 62	5,250	141,348 74	147,157 50
Wells Fargo & Co.	123,825 55	6,000	165,627 75	165,360 00
Totals	$ 5,220,972.74		$ 7,101,611.42	$ 6,328,187 00

The Gale Foundation

2011 990-PF Part IV

Part IV Capital Gains and Losses for Tax on Investment Income

Sale of Securities - Short-Term

FEIN 34-1812999

Number Sold	Security	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Short-Term
1,500	Kennametal, Inc	Purchase	08/25/11	10/27/11	60,408 93	50,294.10	10,114 83
800	Kimberly-Clark Corp	Purchase	04/25/11	09/08/11	55,016 94	51,254.48	3,762.46
1,000	Baxter International, Inc.	Purchase	Various	05/02/11	57,637 79	42,664.01	14,973.78
1,000	Cintas Corp	Purchase	12/20/10	10/10/11	28,494 15	29,151 20	(657 05)
800	Kimberly-Clark Corp	Purchase	12/20/10	07/22/11	54,222 95	50,603 20	3,619.75
700	Kimberly-Clark Corp	Purchase	12/20/10	09/08/11	48,139 82	44,277 80	3,862 02
300	Manpower, Inc	Purchase	02/08/10	01/10/11	19,693.88	15,354.12	4,339 76
700	Manpower, Inc	Purchase	Various	01/25/11	46,755.95	36,381.48	10,374 47
2,000	Steelcase, Inc. Class A	Purchase	03/26/10	01/05/11	21,262 64	13,018 80	8,243 84
	Short - Term Totals				391,633.05	332,999.19	58,633.86

The Gale Foundation
2011 990-PF Part IV
Part IV Capital Gains and Losses for Tax on Investment Income
Sale of Securities - Long-Term
FEIN 34-1812999

Number Sold	Security	How Acquired	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain/(Loss) Long-Term
2,000	Bank of America Corp	Purchase	12/29/09	07/22/11	20,199 61	30,400 00	(10,200 39)
	Bank of America Corp	Purchase	LT	09/19/11	61 11	-	61 11
1,700	Baxter International, Inc.	Purchase	05/06/10	07/22/11	104,853 98	78,947 32	25,906 66
300	Baxter International, Inc.	Purchase	12/29/09	09/13/11	15,946 79	17,760 99	(1,814 20)
10,000	Boston Scientific Corp.	Purchase	Various	12/16/11	51,599 00	109,338 60	(57,739 60)
500	Cardinal Health, Inc.	Purchase	03/14/08	09/13/11	20,019 61	18,270 91	1,748.70
300	Chevron Corp.	Purchase	06/29/10	09/13/11	28,800 19	20,592 66	8,207 53
450	Chevron Corp.	Purchase	Various	12/16/11	45,187 64	31,174 88	14,012 76
1,000	Cintas Corp	Purchase	03/10/10	07/20/11	33,737 25	26,429 30	7,307 95
2,000	Cintas Corp	Purchase	03/10/10	10/10/11	56,988 30	52,858 60	4,129 70
3,500	Dell, Inc.	Purchase	04/11/06	05/18/11	58,368 37	102,937 45	(44,569 08)
4,000	Diebold, Inc.	Purchase	Various	10/10/11	116,904 95	119,157 00	(2,252 05)
1,000	Dover Corp	Purchase	Various	03/30/11	64,826 05	40,662 01	24,164 04
2,000	Harte-Hanks, Inc	Purchase	Various	07/22/11	17,039 67	33,204 00	(16,164 33)
800	Intl Flavors & Fragrances	Purchase	12/29/09	01/03/11	44,648 68	33,213 20	11,435 48
700	Intl Flavors & Fragrances	Purchase	12/29/09	02/14/11	39,209 95	29,061 55	10,148 40
1,000	Johnson & Johnson	Purchase	12/29/09	09/13/11	63,918.77	65,130 00	(1,211 23)
500	Johnson & Johnson	Purchase	12/29/09	10/10/11	31,964 38	32,565 00	(600 62)
1,000	Kimberly-Clark Corp	Purchase	12/29/09	09/08/11	68,771 18	64,600 00	4,171 18
	McKesson Corp Class Action	Purchase	LT	10/11/11	49 07	-	49.07
	Moneygram Intl Class Action	Purchase	LT	04/12/11	10,284 90	-	10,284.90
5,000	Pitney Bowes, Inc.	Purchase	Various	07/22/11	112,197 84	110,054 90	2,142 94
1,000	Pitney Bowes, Inc	Purchase	07/30/09	09/13/11	19,260 02	23,770 00	(4,509.98)
1,500	Pitney Bowes, Inc	Purchase	Various	10/10/11	29,944 97	61,610 50	(31,665.53)
1,500	Pitney Bowes, Inc.	Purchase	07/26/05	12/16/11	27,614 46	66,540 00	(38,925.54)
3,000	Steelcase, Inc Class A	Purchase	12/30/09	01/05/11	31,893.95	19,874.40	12,019.55
2,500	Steelcase, Inc Class A	Purchase	12/03/09	04/05/11	29,794.17	16,562 00	13,232.17
2,500	Steelcase, Inc Class A	Purchase	12/30/09	07/22/11	27,638.46	16,562 00	11,076.46
2,000	Vodafone Group PLC ADR	Purchase	11/21/06	10/10/11	53,638 96	51,620 00	2,018.96
	WorldCom, Inc. Class Action	Purchase	LT	10/04/11	23.69	-	23.69
	Long - Term Totals				**1,225,385.97**	**1,272,897.27**	**(47,511.30)**

THE GALE FOUNDATION
2011 Form 990-PF
FEIN 34-1812999
Part VIII, Line 1

(a) Name and Address	(b) Title and Time Devoted to Position	(c) Compensation	(d) Contributions to Employee Benefit Plans	(e) Expense Acct., Other Allowances
Benjamin Gale 20325 Center Ridge Rd., #629 Rocky River, OH 44116	President Trustee Part-time	$ - 0 -	$ - 0 -	$ - 0 -
Deborah B. Gale 20325 Center Ridge Rd., #629 Rocky River, OH 44116	Vice-President Trustee Part-time	- 0 -	- 0 -	- 0 -
Thomas V. Gale 20325 Center Ridge Rd., #629 Rocky River, OH 44116	Trustee Part-time	- 0 -	- 0 -	- 0 -
Mary B. Gale 20325 Center Ridge Rd., #629 Rocky River, OH 44116	Trustee Part-time	- 0 -	- 0 -	- 0 -
Deborah G. Freer 20325 Center Ridge Rd., #629 Rocky River, OH 44116	Trustee Part-time	- 0 -	- 0 -	- 0 -
Charles L. Freer 20325 Center Ridge Rd., #629 Rocky River, OH 44116	Trustee Part-time	- 0 -	- 0 -	- 0 -
Daniel L. Horn 20325 Center Ridge Rd., #629 Rocky River, OH 44116	Secretary Part-time	- 0 -	- 0 -	- 0 -
Kirk A. Linn 20325 Center Ridge Rd., #629 Rocky River, OH 44116	Treasurer Part-time	- 0 -	- 0 -	- 0 -
		$ - 0 -	$ - 0 -	$ - 0 -

(c) Compensation

Daniel L. Horn, as Secretary, and Kirk A. Linn, as Treasurer, provide services to the Foundation as independent contractors. Each bills the Foundation based on hours of service rendered. Fees paid to each are included in Part I of Form 990-PF in "Operating and Administrative Expenses". Mr. Horn's fees are listed on line 16c (Other professional fees); Mr. Linn's fees are listed on line 16b (Accounting fees).

The Gale Foundation
2011 Form 990-PF
Part XV Question 3a - Grants Paid During the Year
FEIN 34-1812999

Recipient Name	Recipient Address	Relation-Ship	Status	Purpose of Grant	Amount
Asheville School	360 Asheville School Rd Asheville, NC 28806	N/A	Public	For the purchase of land in the Hollandsworth-Maggart Preservation	$ 6,500 00
Bill Dickey Scholarship Association	1140 E. Washington St., #103 Phoenix, AZ 85034	N/A	Public	General operating support	5,000 00
Boys & Girls Club of Fauquier, Inc	169 Keith St Warrenton, VA 20186	N/A	Public	In support of the "Computer Clubhouse" project	5,000.00
Buchanan Hall	P.O. Box 450 Upperville, VA 20185	N/A	Public	To assist in reducing Buchanan Hall's existing mortgage	2,000 00
Care Net Pregnancy Resource Centers of Manassas and Warrenton, Virginia	P.O Box 2040 Manassas, VA 20108	N/A	Public	In support of the "Ultrasound Expansion Project"	22,000 00
Casting for Recovery	3738 Main St Manchester, VT 05254	N/A	Public	General operating funds for the Mid-Atlantic Region's activities	2,000.00
Coldwater Conservation Fund, Trout Unlimited	1300 N. 17th St , Ste 500 Arlington, VA 22209	N/A	Public	Funding to assist in paying for a coordinator for the Virginia Council's "Trout in the Classroom" program	5,000.00
Fauquier County Special Olympics	74 Fairfax St. Warrenton, VA 20186	N/A	Public	General operating support	5,000 00
Fauquier Family Shelter Services, Inc	P O Box 3599 Warrenton, VA 20188	N/A	Public	General operating support	10,000 00
Fauquier Habitat for Humanity	34 Beckham St Warrenton, VA 20188	N/A	Public	General operating support for Habitat's "Women Build" program	10,000.00
Fresta Valley Christian School	6428 Wilson Rd. Marshall, VA 20115	N/A	Public	Funding for the school's 2010-2011 scholarship fund	8,000 00
				To purchase audio-visual equipment for classrooms	6,500.00
				General operating support (at the principal's discretion)	1,500 00
				General funding, allocated $250 for each elementary class	2,000 00

The Gale Foundation
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Recipient Name	Recipient Address	Relation-Ship	Status	Purpose of Grant	Amount
Grace Bible Church	4387 Free State Rd. Marshall, VA 20115	N/A	Public	In support of the church's Community Outreach programs	$ 10,000 00
Harbor Branch Oceanographic Institute Fndtn , Inc.	5600 U S. 1 North Fort Pierce, FL 34946	N/A	Public	In support of underwater laser imaging research	10,000 00
Kamba Foundation, Inc	10909 Dugway Rd , Apt #8 Fillmore, NY 14735	N/A	Public	In support of educational development for youth in rural Eastern Kenya	50,000 00
Living Well Ministries, Inc.	2023 Norwich St Brunswick, GA 31520	N/A	Public	General operating support and aid for scholarships	15,000 00
MAP International	4700 Glynco Parkway Brunswick, GA 31525	N/A	Public	Support for MAP International's office in Nairobi, Kenya and its programs	24,000 00
Maine Wilderness Watershed Trust, Inc.	P O Box 5660 Augusta, ME 04332	N/A	Public	For land acquisition - watershed conservation matching grant Funding for the conservation of the Pierce Pond watershed through land and easement acquisition	11,332 16 40,000 00
NSU Oceanographic Center	8000 North Ocean Dr. Dania Beach, FL 33004	N/A	Public	Support for the National Coral Reef Institute for research and training on coral reef assessment, monitoring and restoration	30,000 00
Piedmont Environmental Council	P.O. Box 460 Warrenton, VA 20188	N/A	Public	General operating support	2,000.00
Saint James Episcopal Church	73 Culpeper St Warrenton, VA 20186	N/A	Public	General operating support	5,000.00
University of Miami, Rosenstiel School of Marine and Atmospheric Science	4600 Rickenbacker Causeway Miami, FL 33149	N/A	Public	For use in developing automated classification of underwater images of coral reefs	10,000 00
				Total to Form 990-PF, Part XV, line 3a	**$ 297,832.16**