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		A Employer identification number
THE ANDREWS FOUNDATION		34-6515110
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number
3401 ENTERPRISE PARKWAY	340	440-449-8910
City or town, state, and ZIP code: BEACHWOOD, OH 44122		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) ▶$ 6,939,688.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	99.	99.		STATEMENT 1
4 Dividends and interest from securities	34,598.	34,598.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	340,306.			
b Gross sales price for all assets on line 6a 8,342,932.				
7 Capital gain net income (from Part IV, line 2)		340,306.		
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	375,003.	375,003.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	50,000.	37,500.		12,500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes STMT 3	4,999.	4,043.		956.
19 Depreciation and depletion	123.	40.		
20 Occupancy	21,600.	5,400.		16,200.
21 Travel, conferences, and meetings	2,918.	729.		2,189.
22 Printing and publications				
23 Other expenses STMT 4	62,093.	60,774.		1,319.
24 **Total operating and administrative expenses.** Add lines 13 through 23	141,733.	108,446.		33,164.
25 Contributions, gifts, grants paid	157,000.			157,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	298,733.	108,446.		190,164.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	76,270.			
b **Net investment income** (if negative, enter -0-)		266,557.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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09461101 758268 1098-001 2011.04040 THE ANDREWS FOUNDATION 1098-002

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	35,352.	44,200.	44,200.
	2 Savings and temporary cash investments	230,443.	2,617,419.	2,617,419.
	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 STMT 5	2,499,314.	0.	0.
	b Investments - corporate stock STMT 6	2,738,546.	2,918,271.	4,276,964.
	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 ▶ 3,383.			
	Less: accumulated depreciation STMT 7 ▶ 2,278.	0.	1,105.	1,105.
	15 Other assets (describe ▶ STATEMENT 8)	1,070.	0.	0.
	16 **Total assets** (to be completed by all filers)	5,504,725.	5,580,995.	6,939,688.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,504,725.	5,580,995.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	5,504,725.	5,580,995.	
	31 **Total liabilities and net assets/fund balances**	5,504,725.	5,580,995.	

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	5,504,725.
2 Enter amount from Part I, line 27a	2	76,270.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,580,995.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,580,995.

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	SEE ATTACHED STATEMENT	P		
b	SEE ATTACHED STATEMENT	P		
c	SEE ATTACHED STATEMENT			
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	294,961.		176,193.	118,768.
b	547,986.		328,095.	219,891.
c	7,499,985.		7,498,338.	1,647.
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				118,768.
b				219,891.
c				1,647.
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	340,306.
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	55,869.	6,084,401.	.009182
2009	185,330.	5,455,029.	.033974
2008	95,510.	7,037,262.	.013572
2007	492,861.	8,642,679.	.057026
2006	478,846.	8,411,197.	.056930

2	Total of line 1, column (d)	2	.170684
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	.034137
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,000,013.
5	Multiply line 4 by line 3	5	273,096.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,666.
7	Add lines 5 and 6	7	275,762.
8	Enter qualifying distributions from Part XII, line 4	8	190,164.

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	5,331.
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	5,331.
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	5,331.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 6,515.		
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	6,515.
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	1,184.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	1,184. Refunded ▶	11	0.

Part VII-A **Statements Regarding Activities**

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

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

		Line	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 ▶ LAURA BAXTER-HEUER Telephone no ▶216-751-2115

Located at ▶3401 ENTERPRISE PKWY STE 340, BEACHWOOD, OH ZIP+4 ▶44122-7340

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

		Line	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.

			Line	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
LAURA BAXTER-HEUER 5143 ABIGAIL DRIVE LYNDHURST, OH 44124	PRESIDENT & TRUSTEE 40.00	50,000.	0.	0.
MICHAEL A. HEUER 5143 ABIGAIL DRIVE LYNDHURST, OH 44124	VICE-PRES. & TRUSTEE 5.00	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

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 GRANTS TO SUPPORT THE EXEMPT PURPOSE OF VARIOUS PUBLIC CHARITIES.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	6,503,173.
b	Average of monthly cash balances		1b	1,617,580.
c	Fair market value of all other assets		1c	1,088.
d	**Total** (add lines 1a, b, and c)		1d	8,121,841.
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	8,121,841.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	121,828.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	8,000,013.
6	**Minimum investment return.** Enter 5% of line 5		6	400,001.

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	400,001.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 5,331.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	5,331.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	394,670.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	394,670.
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	394,670.

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	190,164.
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	190,164.
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	190,164.

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				394,670.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			148,038.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 190,164.				
a Applied to 2010, but not more than line 2a			148,038.	
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				42,126.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				352,544.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

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

Part XV **Supplementary Information (Complete this part only if the 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:

LAURA BAXTER-HEUER, 440-449-8910
3401 ENTERPRISE PKWY STE 340, BEACHWOOD, OH 44122

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

SUBMITTED IN WRITING

c Any submission deadlines

NONE

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

NO RESTRICTIONS

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*				
AMERICAN RED CROSS OF GREATER CLEVELAND AMERICAN RED CROSS OF GREATER CLEVELAND CLEVELAND, OH 44115			GENERAL SUPPORT	5,000.
BEAUMONT SCHOOL 3301 NORTH PARK BLVD CLEVELAND HEIGHTS, OH 44118			GENERAL SUPPORT	10,000.
CUNNIFF DIXON FOUNDATION PO BOX 800 ESSEX, CT 06466			GENERAL SUPPORT	25,000.
CUYAHOGA VALLEY NATIONAL PARK ASSOC 7104 CANAL RD VALLEY VIEW, OH 44125			GENERAL SUPPORT	6,000.
JULIE BILLIART SCHOOL 4982 CLUBSIDE LYNDHURST, OH 44124			GENERAL SUPPORT	20,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	157,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	99.	
4 Dividends and interest from securities			14	34,598.	
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	340,306.	
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.		375,003.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 375,003.

(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).

123621
12-02-11

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: [signature] Date: 11-15-12 Title: PRESIDENT

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
MICHAEL PAPPAS, CPA	[signature]	11/1/12		P00410092

Firm's name ▶ BARNES WENDLING CPAS INC. Firm's EIN ▶ 34-1463411

Firm's address ▶ 1350 EUCLID AVE., SUITE 1400 CLEVELAND, OH 44115-1830 Phone no (216) 566-9000

Form 990-PF (2011)

123622 12-02-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE RANCH RECOVERY CENTERS INC 7885 ANNANDALE AVE DESERT HOT SPRINGS, CA 92240			GENERAL SUPPORT	15,000.
THE RATNER SCHOOL 27575 SHAKER BLVD PEPPER PIKE, OH 44124			GENERAL SUPPORT	10,000.
UNIVERSITY CIRCLE INC 12100 EUCLID AVENUE CLEVELAND, OH 44106			GENERAL SUPPORT	25,000.
UNIVERSITY HOSPITAL SEIDMAN CANCER CENTER 11100 EUCLID AVE CLEVELAND, OH 44106			GENERAL SUPPORT	36,000.
VOLUNTEERS OF AMERICA OF GREATER CLEVELAND 1776 BROAD STREET COLUMBUS, OH 43203			GENERAL SUPPORT	5,000.
Total from continuation sheets				91,000.

123631 08-03-11

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE CHAIRS (5)	11/15/03	SL	7.00	MQ	17	2,155.				2,155.	2,155.		0.	2,155.
12	LAPTOP COMPUTER/SOFTWARE	09/06/11	SL	5.00	HY	19B	1,228.				1,228.			123.	123.
	* TOTAL 990-PF PG 1 DEPR						3,383.				3,383.	2,155.		123.	2,278.

128111
05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
NATIONAL CITY BANK	99.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	99.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
RUANE CUNNIFF	34,598.	0.	34,598.
TOTAL TO FM 990-PF, PART I, LN 4	34,598.	0.	34,598.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	3,825.	2,869.		956.
FOREIGN TAXES PAID	974.	974.		0.
OHIO FILING FEE	200.	200.		0.
TO FORM 990-PF, PG 1, LN 18	4,999.	4,043.		956.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT/INVESTMENT FEE	56,817.	56,817.		0.
PAYROLL EXPENSES	1,948.	1,461.		487.
OFFICE EXPENSE & SUPPLIES	265.	199.		66.
COMPUTER CONSULTING	1,425.	1,069.		356.
DUES & SUBSCRIPTIONS	1,638.	1,228.		410.
TO FORM 990-PF, PG 1, LN 23	62,093.	60,774.		1,319.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
T BILLS	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	2,918,271.	4,276,964.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,918,271.	4,276,964.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE CHAIRS (5)	2,155.	2,155.	0.
LAPTOP COMPUTER/SOFTWARE	1,228.	123.	1,105.
TOTAL TO FM 990-PF, PART II, LN 14	3,383.	2,278.	1,105.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT SALE PROCEEDS RECEIVABLE	1,070.	0.	0.
TO FORM 990-PF, PART II, LINE 15	1,070.	0.	0.

Form **4562** Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization 990-PF

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2011

Attachment Sequence No 179

Name(s) shown on return	Business or activity to which this form relates	Identifying number
THE ANDREWS FOUNDATION	FORM 990-PF PAGE 1	34-6515110

Part I **Election To Expense Certain Property Under Section 179** **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property		1,228.	5 YRS.	HY	SL	123.
c	7-year property						
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs.		S/L	
h	Residential rental property	/		27.5 yrs.	MM	S/L	
		/		27.5 yrs.	MM	S/L	
i	Nonresidential real property	/		39 yrs.	MM	S/L	
		/			MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a	Class life					S/L	
b	12-year			12 yrs.		S/L	
c	40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	123.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

116251 11-21-11 LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2011)

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year:					
43 Amortization of costs that began before your 2011 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

The Andrews Foundation

Laura Baxter-Heuer President Michael Heuer, Vice President

RCG366847

From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
04-17-08	01-06-11	4	Idexx Laboratories Corp	191 81	277 06		85 25
04-17-08	01-10-11	8	Idexx Laboratories Corp	383 61	549 22		165 61
04-17-08	01-12-11	92	Idexx Laboratories Corp	4,411 57	6,365 98		1,954 41
04-17-08	01-13-11	102	Idexx Laboratories Corp	4,891 08	7,042 47		2,151 39
04-17-08	01-14-11	78	Idexx Laboratories Corp	3,740 24	5,367 69		1,627 45
04-17-08	01-18-11	72	Idexx Laboratories Corp	3,452 53	5,029 72		1,577 19
11-20-08	01-18-11	45	Idexx Laboratories Corp	1,364 22	3,143 58		1,779 36
11-20-08	01-19-11	144	Idexx Laboratories Corp	4,365 51	10,145 10		5,779 59
11-20-08	01-20-11	99	Idexx Laboratories Corp	3,001 29	6,936 22		3,934 93
11-20-08	01-26-11	1,000	Idexx Laboratories Corp	30,316 05	72,339 74		42,023 69
02-19-09	01-26-11	484	Omnicom Group	12,232 26	22,234 53		10,002 27
01-23-09	01-26-11	50	Omnicom Group	1,250 87	2,296 96		1,046 09
01-21-09	01-26-11	338	Omnicom Group	8,422 59	15,527 42		7,104 83
02-20-09	01-26-11	324	Omnicom Group	8,068 74	14,884 27		6,815 53
01-20-09	01-26-11	387	Omnicom Group	9,624 90	17,778 44		8,153 54
11-20-08	01-26-11	2,100	Ritchie Bros Auctioneers Inc	35,560 78	52,001 03		16,440 25
03-06-09	01-26-11	413	Ritchie Bros Auctioneers Inc	5,951 70	10,226 87		4,275 17
03-03-09	01-26-11	251	Ritchie Bros Auctioneers Inc	3,583 18	6,215 36		2,632 18
03-09-09	01-26-11	206	Ritchie Bros Auctioneers Inc	2,923 49	5,101 06		2,177 57
02-21-11	03-16-11	27	SMA Solar Technology AG	3,025 28	3,005 33	-19 95	
02-28-11	03-16-11	17	SMA Solar Technology AG	1,874 16	1,892 24	18 08	
02-25-11	03-16-11	19	SMA Solar Technology AG	2,068 35	2,114 86	46 51	
11-20-08	05-13-11	11	Idexx Laboratories Corp	333 48	902 39		568 91
11-20-08	06-10-11	1,000	Idexx Laboratories Corp	30,316 05	72,861 62		42,545 57
09-20-05	06-10-11	536	Mohawk Industries	42,181 77	31,622 32		-10,559 45
05-01-06	06-10-11	244	Mohawk Industries	18,995 40	14,395 23		-4,600 17
05-11-06	06-10-11	218	Mohawk Industries	16,931 80	12,861 32		-4,070 48
05-12-06	06-10-11	2	Mohawk Industries	153 44	117 99		-35 45
07-18-06	06-10-11	351	O Reilly Automotive Inc	10,185 49	20,866 91		10,681 42
07-13-06	06-10-11	534	O Reilly Automotive Inc	15,488 11	31,744 89		16,256 78
05-16-06	06-10-11	115	O Reilly Automotive Inc	3,018 36	6,835 55		3,817 19
11-05-10	06-10-11	523	Valeant Pharmaceuticals International Inc	14,359 47	27,616 75	13,257 28	
10-29-10	06-10-11	35	Valeant Pharmaceuticals International Inc	948 18	1,848 16	899 98	
11-04-10	06-10-11	278	Valeant Pharmaceuticals International Inc	7,504 04	14,679 65	7,175 61	
10-27-10	06-10-11	107	Valeant Pharmaceuticals International Inc	2,882 23	5,650 08	2,767 85	
10-26-10	06-10-11	118	Valeant Pharmaceuticals International Inc	3,144 45	6,230 93	3,086 48	
10-25-10	06-10-11	136	Valeant Pharmaceuticals International Inc	3,617 70	7,181 41	3,563 71	
07-21-10	06-10-11	516	Valeant Pharmaceuticals International Inc	10,965 67	27,247 12	16,281 45	
07-23-10	06-10-11	310	Valeant Pharmaceuticals International Inc	6,285 84	16,369 40	10,083 56	
07-19-10	06-10-11	1,002	Valeant Pharmaceuticals International Inc	20,283 47	52,910 11	32,626 64	

12/11 $900k in s/h for client use only less $100k 4/18/12

Client reqst 60% eq,30% bds (spread over fds),10% cash-confirm'd 6/11

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

The Andrews Foundation

Laura Baxter-Heuer President Michael Heuer, Vice President

RCG366847

From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
07-22-10	06-10-11	975	Valeant Pharmaceuticals International Inc	19,612 37	51,484 39	31,872 02	
02-25-11	06-22-11	8	SMA Solar Technology AG	870 89	843 53	-27 36	
02-24-11	06-22-11	11	SMA Solar Technology AG	1,177 84	1,159 86	-17 98	
02-24-11	06-23-11	47	SMA Solar Technology AG	5,032 57	4,909 81	-122 76	
02-24-11	06-24-11	8	SMA Solar Technology AG	856 61	851 04	-5 57	
03-01-11	06-24-11	17	SMA Solar Technology AG	1,796 15	1,808 45	12 30	
03-01-11	06-27-11	42	SMA Solar Technology AG	4,437 54	4,426 58	-10 96	
03-01-11	06-28-11	18	SMA Solar Technology AG	1,901 80	1,910 37	8 57	
02-08-11	06-28-11	16	SMA Solar Technology AG	1,686 48	1,698 11	11 63	
02-08-11	06-29-11	88	SMA Solar Technology AG	9,275 66	9,419 16	143 50	
02-08-11	07-04-11	17	SMA Solar Technology AG	1,791 89	1,933 66	141 77	
02-08-11	07-06-11	24	SMA Solar Technology AG	2,529 72	2,522 78	-6 94	
02-16-11	07-06-11	23	SMA Solar Technology AG	2,421 57	2,417 66	-3 91	
03-02-11	07-06-11	29	SMA Solar Technology AG	3,047 93	3,048 36	0 43	
03-02-11	07-07-11	23	SMA Solar Technology AG	2,417 33	2,414 48	-2 85	
02-07-11	07-07-11	27	SMA Solar Technology AG	2,834 73	2,834 38	-0 35	
02-07-11	07-08-11	30	SMA Solar Technology AG	3,149 71	3,158 12	8 41	
02-04-11	07-08-11	9	SMA Solar Technology AG	886 95	947 44	60 49	
02-04-11	07-12-11	20	SMA Solar Technology AG	1,971 01	2,037 88	66 87	
11-20-08	07-22-11	79	Idexx Laboratories Corp	2,394 97	6,812 47		4,417 50
02-04-11	08-12-11	34	SMA Solar Technology AG	3,350 71	3,515 79	165 08	
02-04-11	08-16-11	22	SMA Solar Technology AG	2,168 11	2,326 77	158 66	
02-04-11	08-17-11	55	SMA Solar Technology AG	5,420 26	5,862 23	441 97	
02-04-11	08-18-11	32	SMA Solar Technology AG	3,153 61	3,333 19	179 58	
02-04-11	08-23-11	39	SMA Solar Technology AG	3,843 46	4,080 01	236 55	
02-04-11	08-24-11	18	SMA Solar Technology AG	1,773 90	1,888 84	114 94	
02-04-11	08-29-11	20	SMA Solar Technology AG	1,971 01	2,109 36	138 35	
05-07-09	12-06-11	200	Precision Castparts Corp	16,122 45	32,741 37		16,618 92
07-20-10	12-06-11	1,000	Valeant Pharmaceuticals International Inc	19,869 79	46,729 10		26,859 31
11-10-09	12-07-11	451	Qinetiq Group PLC	1,279 29	906 85		-372 44
11-25-09	12-07-11	2,549	Qinetiq Group PLC	7,088 70	5,125 41		-1,963 29
02-04-11	12-07-11	100	SMA Solar Technology AG	9,855 03	5,273 12	-4,581 91	
TOTAL GAINS						123,568 27	241,491 91
TOTAL LOSSES						-4,800 53	-21,601 28
				504,289.17	**842,947.55**	**118,767.75**	**219,890.63**

TOTAL REALIZED GAIN/LOSS 338,658 38

12/11 $900k in s/h for client use only less $100k 4/18/12
Client reqst 60% eq,30% bds (spread over fds),10% cash-confirm'd 6/11

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

The Andrews Foundation

From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Ordinary Income
10-06-10	01-06-11	1,500,000	US Treasury Bill	1,499,607 87	1,500,000 00	392 13
10-28-10	01-27-11	1,000,000	US Treasury Bill	999,706 00	1,000,000 00	294 00
01-06-11	04-07-11	1,500,000	US Treasury Bill	1,499,518 50	1,500,000 00	481 50
01-27-11	04-28-11	1,000,000	US Treasury Bill	999,681 00	1,000,000 00	319 00
04-07-11	06-02-11	500,000	US Treasury Bill	499,964 50	499,984 56	20 06
04-07-11	07-07-11	1,000,000	US Treasury Bill	999,929 00	1,000,000 00	71 00
04-28-11	07-28-11	1,000,000	US Treasury Bill	999,931 00	1,000,000 00	69 00
				7,498,337.87	**7,499,984.56**	**1,646.69**

TOTAL ORDINARY INCOME FROM TREASURY BILLS 1,646 69

12/11 $900k in s/h for client use only less $100k 4/18/12
Client reqst 60% eq,30% bds (spread over fds),10% cash-confirm'd 6/11

Form 8868 (Rev. January 2012) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE ANDREWS FOUNDATION	Employer identification number (EIN) or [X] 34-6515110
	Number, street, and room or suite no. If a P.O. box, see instructions. 3401 ENTERPRISE PARKWAY, NO. 340	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BEACHWOOD, OH 44122	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ LAURA BAXTER-HEUER 3401 ENTERPRISE PKWY STE 340 - BEACHWOOD, OH 44122-7340

  Telephone No. ▶ 216-751-2115 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2011 or

▶ [ ] tax year beginning ______ , and ending ______ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 6,515.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2012)

123841 01-04-12

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE ANDREWS FOUNDATION	Employer identification number (EIN) or [X] 34-6515110
	Number, street, and room or suite no. If a P.O. box, see instructions. 3401 ENTERPRISE PARKWAY, NO. 340	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BEACHWOOD, OH 44122	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ LAURA BAXTER-HEUER 3401 ENTERPRISE PKWY STE 340 - BEACHWOOD, OH 44122-7340

Telephone No. ▶ 216-751-2115 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 6,515.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ PRESIDENT Date ▶

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE ANDREWS FOUNDATION	Employer identification number (EIN) or [X] 34-6515110
	Number, street, and room or suite no. If a P.O. box, see instructions. 3401 ENTERPRISE PARKWAY, NO. 340	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BEACHWOOD, OH 44122	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
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STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ LAURA BAXTER-HEUER 3401 ENTERPRISE PKWY STE 340 - BEACHWOOD, OH 44122-7340
  Telephone No. ▶ 216-751-2115 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

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7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 5,331.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 6,515.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ PRESIDENT Date ▶