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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

2011, and ending

, 20

Name of foundation

Briar Foundation

Number and street (or P.O. box number if mail is not delivered to street address)

32 Bonnie Briar Lane

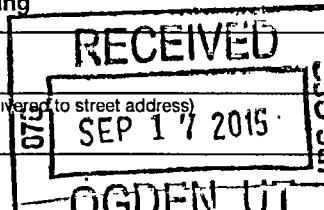
City or town, state, and ZIP code

Larchmont, New York 10538

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 4,969,912 J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)



A Employer identification number

35-6829452

B Telephone number (see instructions)

914-834-2491

C If exemption application is pending, check here ► D 1. Foreign organizations, check here . . . ► 2. Foreign organizations meeting the 85% test, check here and attach computation . . . ► E If private foundation status was terminated under section 507(b)(1)(A), check here . . . ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . ► 

	Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	8	8		
	4 Dividends and interest from securities . . .	155,046	155,046		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2) . . .				
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	2,746			
	12 Total. Add lines 1 through 11 . . . . .	157,800	155,054		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	850	850		850
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .	4	4		4
	18 Taxes (attach schedule) (see instructions)	44,549	44,549		44,549
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	562			562
	24 Total operating and administrative expenses.				
	Add lines 13 through 23 . . . . .	45,965	45,403		45,965
	25 Contributions, gifts, grants paid . . . . .	261,710			261,710
	26 Total expenses and disbursements. Add lines 24 and 25	307,675	45,403		307,675
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-149,875			
	b Net investment income (if negative, enter -0-) . . .		109,651		
	c Adjusted net income (if negative, enter -0-) . . .				

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing				
2	Savings and temporary cash investments		354,605	206,929	206,929
3	Accounts receivable ►	543			
	Less: allowance for doubtful accounts ►	543			
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		2746	543	543
7	Other notes and loans receivable (attach schedule) ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U.S. and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule)		4,542,480	4,762,440	4,762,440
c	Investments—corporate bonds (attach schedule)				
11	Investments—land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
15	Other assets (describe ► )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)		4,899,831	4,969,912	4,969,912
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 (attach schedule)				
22	Other liabilities (describe ► )				
23	<b>Total liabilities</b> (add lines 17 through 22)				
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	25	and complete lines 24 through 26 and lines 30 and 31.			
	26	Temporarily restricted			
27	Unrestricted				
28	Permanently restricted				
29	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
30	and complete lines 27 through 31.				
31	Capital stock, trust principal, or current funds		4,899,831	4,969,912	
32	Paid-in or capital surplus, or land, bldg., and equipment fund				
33	Retained earnings, accumulated income, endowment, or other funds				
34	<b>Total net assets or fund balances</b> (see instructions)		4,899,831	4,969,912	
35	Total liabilities and net assets/fund balances (see instructions)		4,899,831	4,969,912	

**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	4,899,831
2	Enter amount from Part I, line 27a	2	-149,875
3	Other increases not included in line 2 (itemize) ► <u>Unrealized gains in investments</u>	3	219,956
4	Add lines 1, 2, and 3	4	4,969,912
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,969,912

**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					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . .			3		

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

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

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	179,229	4,322,780	4.15
2009			
2008			
2007			
2006			

2 Total of line 1, column (d)	2	4.15
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	4.15
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,793,560
5 Multiply line 4 by line 3	5	198,933
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,096
7 Add lines 5 and 6	7	200,029
8 Enter qualifying distributions from Part XII, line 4	8	307,675
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 ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1	1097 00
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	1,097 00
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- ✓		
6	<b>Credits/Payments:</b>	6a 6b 6c 6d	3000 00
a	2011 estimated tax payments and 2010 overpayment credited to 2011		
b	Exempt foreign organizations—tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments. Add lines 6a through 6d	7	3000 00
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> ►	8 9 10	200 00 1,703 00
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> ►		
11	Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> ► <span style="float: right;">Refunded</span> ►		

**Part VII-A Statements Regarding Activities**

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	Yes ✓
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file <b>Form 1120-POL</b> for this year?	1c	✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____	2	✓
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	4a 4b	✓
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		
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	✓
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <b>New York</b>	7 8b	✓
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		
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)? <i>If "Yes," complete Part XIV</i>	9	✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	✓	
14	The books are in care of ► Carol Loomis Located at ► 32 Bonnie Briar Lane, Larchmont, NY	Telephone no. ► 914-834-2491 ZIP+4 ► 10538		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . . ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► 15 0			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No ✓

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

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

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

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

5a	During the year did the foundation pay or incur any amount to:				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?				5b
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				6b
	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				7b

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
see attached schedule				
.....				
.....				
.....				
.....				
.....				
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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				
See attached				
.....				
.....				
.....				
.....				
.....				
Total number of other employees paid over \$50,000 ►				

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

#### **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 beneficiaries, the amount spent, grants made, or programs produced, etc.

organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
<b>1</b> Gifts to 18 different community welfare organizations	93,000
	-----
<b>2</b> Gifts to 10 different educational institutions	88,100
	-----
<b>3</b> Gifts to 10 health and medicine organizations	40,610
	-----
<b>4</b> Gifts to 11 cultural organizations	40,000
	-----

**Part IX-B      Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	..... .....	
2	..... .....	
All other program-related investments See instructions.		
3	..... .....	
<b>Total Add lines 1 through 3</b>		►

**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	4,624,590
b	Average of monthly cash balances	1b	240,953
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	4,865,543
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,865,543
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	72,983
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,793,560
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	239,678

**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	239,678
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1097
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1097
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	238,378
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	238,378
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	238,378

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	307,675
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	307,675
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	307,675
b	Cash distribution test (attach the required schedule)	5	1,097
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	306,578
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				<b>238,378</b>
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .				
<b>b</b> Total for prior years: 20 ____,20 ____,20 ____				
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .				
<b>b</b> From 2007 . . . . .				
<b>c</b> From 2008 . . . . .				
<b>d</b> From 2009 . . . . .				
<b>e</b> From 2010 . . . . .	<b>5,670</b>			
<b>f</b> <b>Total of lines 3a through e</b> . . . . .	<b>5,670</b>			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ <b>304,132</b>				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				<b>237,927</b>
<b>e</b> Remaining amount distributed out of corpus	<b>66,205</b>			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:	<b>66,205</b>			
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				<b>0</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) .	<b>66,205</b>			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) .				
<b>9</b> <b>Excess distributions carryover to 2012.</b> Subtract lines 7 and 8 from line 6a . . . . .	<b>66,205</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .				
<b>b</b> Excess from 2008 . . . . .				
<b>c</b> Excess from 2009 . . . . .				
<b>d</b> Excess from 2010 . . . . .	<b>5,670</b>			
<b>e</b> Excess from 2011 . . . . .	<b>66,205</b>			

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

**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).)

**Carol J. Loomis**

**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.

**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	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
see Attached schedule				
<b>Total . . . . .</b>				► 3a 261,710
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments			14	7	
4 Dividends and interest from securities . . . . .			14	155,046	
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					
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) . . . . .				155,053	
13 Total. Add line 12, columns (b), (d), and (e) . . . . .				13	155,053
(See worksheet in line 13 instructions to verify calculations.)					

(See worksheet in line 13 instructions to verify calculations.)

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

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

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?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash . . . . .	1a(1)	✓
	(2) Other assets . . . . .	1a(2)	✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets . . . . .	1b(3)	✓
	(4) Reimbursement arrangements . . . . .	1b(4)	✓
	(5) Loans or loan guarantees . . . . .	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations . . . . .	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	✓
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.		

**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

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

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

Signature of officer or trustee		Date	Title		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	

**Part XV--Grants & Contributions Made in Tax Year 2011**

Hispanic Resource Center	623 Mamaroneck Ave., Mamaroneck, NY 10543	\$10,000
Larchmont-Mamaroneck Student Aid	1000 W. Boston Post Rd., Mamaroneck NY 10543	6,000
International Rescue Committee	122 E. 42nd St., New York, NY 10168	6,000
American Red Cross	106 N. Broadway, White Plains NY 10603	4,000
Citymeals on Wheels	355 Lexington, New York, NY 10017	1,000
Drury University (Joplin relief)	900 N. Benton, Springfield, MO, 65802	5,000
Friends of the Philharmonic	10 Lincoln Center Plaza, NY 10023	500
Young Women's Leadership Network	215 Park Ave. S., New York, NY 10003	2,500
New Canaan Community Foundation	111 Cherry St., New Canaan CT.06840	17,500
New Canaan Library	151 Main St, New Canaan, CT 06840	10,000
New Canaan Scholarship Foundation	11 Farm Rd., New Canaan CT 06840	7,500
A Better Chance	64 Locust Ave., New Canaan CT 06840	7,500
New Canaan Human Services	77 Main St., New Canaan Ct, 06840	7,500
WNYC Radio	160 Varick St., New York, NY 10013	4,000
Wishes for West	740 Ponus Ridge Rd., New Canaan NY 06840	7,500
Cancer Support Team	875 Mamaroneck Ave., Mamaroneck, NY 10543	5,000
National Academy Foundation	219 W. 40th, New York, NY, 10018	5,000
Visiting Nurse Service of New York	540 White Plains Rd., Tarrytown NY 10591	2,000
Madison Square Boys & Girls Club	350 Fifth Ave., New York, NY 10018	5,000
Breast Cancer Research Foundation	60 E.56th St., New York, NY 10022	250
Copland House	1538 Washington St., Cortlandt Manor NY 10567	2,500
Cole Camp (MO) R-1 Foundation	500 S. Keeney, Cole Camp MO 65325	25,000
United Way	363 Central Park Ave., White Plains NY 10606	10,000
Cole Camp Senior Center	206 Junge St., Cole Camp MO 65325	2,500
First Methodist Church of Cole Camp, MO	Boonville Rd., Cole Camp Mo 65325	1,500
Center for Reproductive Rights	120 Wall St., New York, NY 10005	4,000
New York Times Neediest Cases	620 Eighth Ave. New York., NY 10018	6,000
Channel Thirteen	450 W. 33rd St., New York, NY 10019	3,000
Immanuel Lutheran Church of Boonville	Immanuel Drive., Boonville MO 65233	300
Missouri College Advising Corp.	46 Jesse Hall, U. of MO, Columbia MO 65211	10,000
Food Bank for Westchester	358 Saw Mill River Rd., Millwood NY, 10546	6,000
Hollins University	7916 Williamson Rd., Roanoke, VA 24019	20,000

Larchmont Friends of the Family	P.O. Box, Larchmont NY 10538	provides aid to needy	2,000
Soc.of Amer. Bus. Editors & Writers	U. of MO.Journalism School, Columbia, Mo 65211	journalism education	1,000
Friends of the Larchmont Public Library	121 Larchmont Ave., Larchmont, NY	supports local library	10,000
Emelin Theatre	P.O. Box 736, Mamaroneck, NY 10543	presents theatre events	500
Planned Parenthood	4 Skyline Dr., Hawthorne NY 10532	family planning services	3,360
Salvation Army	615 Slaters Lane, Alexandria, VA 22313	aids the needy	10,000
Mamaroneck UFSD	Boston Post Rd., Mamaroneck, NY 10543	public school	\$4,200
Lost Tree Charitable Fund	Lost Tree Village, North Palm Beach, FL 33408	aid to needy	1,000
Town of Mamaroneck PBA	Mamaroneck, NY 10543	town police	100
Dana-Farber Hospital	450 Brookline, Boston, MA 02215	hospital	10,000
WMGA Scholarship Fund	49 Knollwood Dr., Elmsford NY 10523	educational aid	400
Town of Mamaroneck Fire-Fighters	Mamaroneck, NY 10543	town fire dept.	100
Boonslick Regional Library	219 W. 3rd. St., Sedalia, MO 65301	library services	5,000
Save the Children	54 Wilton Rd., Westport, CT 06880	aid to children	5,000
American C Cancer Society	P.O. Box 22718, Oklahoma City, OK 73123	cancer research	1,000
New York Public Library	5th Ave. & 42nd, New York, NY 10018	library services	1,000
Museum of American Finance	48 Wall ST., New York, NY 10005	museum	2,500

total for 2011

261,710

## Part 1

Line 11 Repayment by Carol Loomis, a director, of personal expenses the foundation paid for her in 2010 \$2,746

Line 16a IRS registration fee 850

Line 18: Taxes for 2010: 40,439

Estimated taxes paid for 2011 3,000

Penalty for failure to pay estimated taxes in 2010: 1,110

Total \$ 44,549

Line 23: Bank fees 19

Mistaken payment by the foundation of a personal expense that director Carol Loomis, a director, should have paid; she repaid the amount in early 2012 when the mistake was caught 543

Total 562

## Part II

Line 6: Carol Loomis, a director, mistakenly wrote a check for a personal expense on the foundation's bank account on 11/16/11. She repaid the amount after the end of the year when the mistake was discovered. \$ 543

Line 10b:

Johnson & Johnson common stock \$2,360,880  
Procter & Gamble common stock 2,401,560

Total \$ 4,762,440

## **Part VIII**

### **Trustees:**

**Carol Loomis:** Director of Susan T. Buffett Foundation; United Way of Larchmont director, 1969-71. Personal interest in other charitable organizations; interest in charitable work. Average hours worked per month: 5

**John Loomis:** Personal interest in charitable organizations; interest in charitable work. Average hours worked per month: 1

**Barbara Loomis Liptack:** Personal interest in charitable organizations; interest in charitable work: Average hours worked per month: 2

**Thomas Liptack:** Personal interest in charitable organizations; interest in charitable work. Average hours worked per month: 1

**Mark Loomis:** Personal interest in charitable organizations; interest in charitable work. Average hours worked per month: 1

**Stephanie Loomis:** Personal Interest in charitable organizations; interest in charitable work. Average hours worked per month: 2

Part 1, Line 23

Explanation of \$2,746: In making contributions to three 501(c)-3s, the foundation paid this amount for personal benefits for trustee Carol Loomis. After the end of the tax year, she reimbursed the foundation.

Part II, Line 6

Amount owed by trustee Carol Loomis (\$2,746) to the foundation at the end of the tax year for personal expenses it paid for her. She reimbursed the foundation for this amount after the end of the tax year.

Part II, Line 10b

	Fair market value
36,000 shares of Johnson & Johnson	\$2,226,600
36,000 shares of Procter & Gamble	2,315,800