



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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 Lannan Foundation		A Employer identification number 36-6062451
Number and street (or P.O. box number if mail is not delivered to street address) 313 Read Street	Room/suite	B Telephone number (505) 986-8160
City or town, state, and ZIP code Santa Fe, NM 87501-2628		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, 2. 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) \$ 213,174,498. (Part I, column (d) must be on cash basis.)	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)	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)
1 Contributions, gifts, grants, etc., received		50,588.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		5,849.	5,849.		Statement 1
4 Dividends and interest from securities		5,224,949.	5,224,949.		Statement 2
5a Gross rents		10,800.	10,800.		Statement 3
b Net rental income or (loss)	10,800.				
6a Net gain or (loss) from sale of assets not on line 10		5,777,669.			
b Gross sales price for all assets on line 6a	28,745,989.				
7 Capital gain net income (from Part IV, line 2)			5,497,227.		
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		11,069,855.	10,738,825.		
13 Compensation of officers, directors, trustees, etc		709,666.	122,220.		582,713.
14 Other employee salaries and wages		838,480.	10,665.		833,640.
15 Pension plans, employee benefits		426,066.	9,416.		413,717.
16a Legal fees Stmt 4		194,866.	7,449.		158,083.
b Accounting fees Stmt 5		62,784.	11,210.		51,574.
c Other professional fees Stmt 6		1,042,150.	307,927.		734,223.
17 Interest		746.	0.		746.
18 Taxes Stmt 7		4,645.	0.		34,458.
19 Depreciation and depletion Stmt 15		173,214.	0.		
20 Occupancy		184,727.	1,962.		180,695.
21 Travel, conferences, and meetings		275,231.	27,859.		233,758.
22 Printing and publications		43,266.	0.		41,395.
23 Other expenses Stmt 8		1,242,964.	42,522.		1,218,924.
24 Total operating and administrative expenses. Add lines 13 through 23		5,198,805.	541,230.		4,483,926.
25 Contributions, gifts, grants paid		6,616,818.			8,147,627.
26 Total expenses and disbursements. Add lines 24 and 25		11,815,623.	541,230.		12,631,553.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-745,768.			
b Net investment income (if negative, enter -0-)			10,197,595.		
c Adjusted net income (if negative, enter -0-)				N/A	

123501
12-02-11

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	12,226.	8,358.	8,358.
	2 Savings and temporary cash investments	18,094,755.	16,451,323.	16,451,323.
	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	64,908.	32,813.	32,813.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 10	26,798,367.	23,921,565.	23,921,565.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 11	130,644,133.	122,489,631.	122,489,631.
	14 Land, buildings, and equipment basis ▶ 5,646,392.	3,918,653.	3,674,040.	4,081,050.
	Less: accumulated depreciation Stmt 15	1,972,352.		
	15 Other assets (describe ▶ Statement 12)	20,177,931.	19,213,913.	46,189,758.
	16 Total assets (to be completed by all filers)	199,710,973.	185,791,643.	213,174,498.
	17 Accounts payable and accrued expenses	767,233.	591,121.	
	18 Grants payable	2,810,500.	1,270,000.	
Net Assets or Fund Balances	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)	3,577,733.	1,861,121.	
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	196,133,240.	183,930,522.	
	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				
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	196,133,240.	183,930,522.		
31 Total liabilities and net assets/fund balances	199,710,973.	185,791,643.		

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	196,133,240.
2 Enter amount from Part I, line 27a	2	-745,768.
3 Other increases not included in line 2 (itemize) ▶ See Statement 9	3	248,959.
4 Add lines 1, 2, and 3	4	195,636,431.
5 Decreases not included in line 2 (itemize) ▶ Net unreal deprec. on securities	5	11,705,909.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	183,930,522.

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 Residential real estate - Stmt 21		P	02/08/01	07/07/12
b Various securities - Stmt 21		P	Various	Various
c				
d				
e				

(g) 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 440,000.		159,558.	280,442.
b 28,305,989.		22,808,762.	5,497,227.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			280,442.
b			5,497,227.
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	5,777,669.
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	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		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	10,674,467.	164,667,340.	.064824
2009	9,962,723.	150,275,046.	.066297
2008	15,686,513.	178,296,376.	.087980
2007	19,609,355.	208,728,420.	.093947
2006	20,790,952.	212,110,495.	.098019

2 Total of line 1, column (d)	2	.411067
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	.082213
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	170,886,999.
5 Multiply line 4 by line 3	5	14,049,133.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	101,976.
7 Add lines 5 and 6	7	14,151,109.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	13,161,684.

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	1 203,952.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 0.
3	Add lines 1 and 2	3 203,952.
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-	5 203,952.
6	Credits/Payments:	
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 214,096.
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	7 214,096.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8 6.
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 10,138.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 10,138. Refunded ☐ 0.	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NM, IL, TX, AZ		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.lannan.org</u>	13	X	
14	The books are in care of ► <u>Lannan Foundation</u> Telephone no. ► <u>(505) 954-5152</u> Located at ► <u>313 Read Street, Santa Fe, New Mexico</u> ZIP+4 ► <u>87501-2628</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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? Stmt 13	☒ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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? If "Yes," list the years ► _____	☐ Yes ☒ No	
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)?

5b

X

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?

☒ Yes ☐ No

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

Smt 16

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 13		709,666.	164,444.	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
Davis, Christie Mazuera	Program Officer			
313 Read Street, Santa Fe, NM 87501	36.00	117,019.	48,598.	0.
Betlach, Laurie	Program Officer			
313 Read Street, Santa Fe, NM 87501	36.00	120,308.	37,868.	0.
Chapman, Josephine	Program Officer			
313 Read Street, Santa Fe, NM 87501	36.00	117,019.	38,075.	0.
Simms, Ruth	Controller			
313 Read Street, Santa Fe, NM 87501	36.00	106,654.	41,371.	0.
Carey, Linda	Accounting manager			
313 Read Street, Santa Fe, NM 87501	36.00	91,106.	29,805.	0.

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

3

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
JRP A.S. - Burmaveien 2, PO Box 100, 9171 Longyearbyen, NORWAY	Videography coordinate, logistics	340,000.
First Pacific Advisors Inc - 11400 W. Olympic Blvd, #1200, Los Angeles, CA 90064	Investment advisors	215,433.
Berkey, Williams		
2030 Addison, Suite 410, Berkeley, CA 94704	Legal services	144,652.
Bare Feet Studios, Inc.		
PO Box 596, Kailua, HI 96734	Website hosting	105,054.
Astilli, Inc.	Art storage, framing, transport	101,637.
1807 Second St., #105, Santa Fe, NM 87505		
Total number of others receiving over \$50,000 for professional services		3

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 Readings & Conversation series - please see Statement 17.	
	294,295.
2 In Pursuit of Cultural Freedom public readings series- Please see Statement 18.	
	215,725.
3 Exhibition program, please see statement 19.	
	84,703.
4 Writing residency fellowship program, please see statement 20.	
	235,112.

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	
See Statement 14	200,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	200,000.

Form 990-PF (2011)

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	154,326,139.
b	Average of monthly cash balances	1b	19,088,759.
c	Fair market value of all other assets	1c	74,441.
d	Total (add lines 1a, b, and c)	1d	173,489,339.
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	173,489,339.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,602,340.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	170,886,999.
6	Minimum investment return. Enter 5% of line 5	6	8,544,350.

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	8,544,350.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	203,952.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	203,952.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,340,398.
4	Recoveries of amounts treated as qualifying distributions	4	1,438,929.
5	Add lines 3 and 4	5	9,779,327.
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	9,779,327.

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	12,631,553.
b	Program-related investments - total from Part IX-B	1b	200,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	330,131.
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	13,161,684.
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	13,161,684.

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				9,779,327.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	7,228,157.			
b From 2007	9,408,649.			
c From 2008	6,657,181.			
d From 2009	928,048.			
e From 2010	2,117,202.			
f Total of lines 3a through e	26,339,237.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 13,161,684.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				9,779,327.
e Remaining amount distributed out of corpus	3,382,357.			
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	29,721,594.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	7,228,157.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	22,493,437.			
10 Analysis of line 9:				
a Excess from 2007	9,408,649.			
b Excess from 2008	6,657,181.			
c Excess from 2009	928,048.			
d Excess from 2010	2,117,202.			
e Excess from 2011	3,382,357.			

N/A

- 4942(j)(3) or 4942(j)(5)

- (4) Gross investment income

[illegible]

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

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

- c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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)				
a Paid during the year				
'Aha Punana Leo, Inc. 96 Pu'uhono Pl Hilo, HI 96720		Public charity	Hawaiian language revitalization outreach	40,000.
Advocates for Indigenous California Language Survival 221 Idora Avenue Vallejo, CA 94591		Public charity	10th Biannual Language is Life Gathering	15,000.
American Bird Conservancy 4249 Loudoun Ave. The Plains, VA 20198		Public charity	General operating support	20,400.
American Civil Liberties Union of New Mexico Foundation P.O. Box 566 Albuquerque, NM 87103		Public charity	General operating support	1,400.
American Civil Liberties Union of New Mexico Foundation P.O. Box 566 Albuquerque, NM 87103		Public charity	General operating support	100,000.
Total See continuation sheet(s) ▶ 3a				8,147,627.
b Approved for future payment				
Bitsui, Sherwin 5244 Chris Court, NW Albuquerque, NM 87120	None	Individual	Lannan Literary Fellowship	75,000.
Democracy Now Productions 87 Lafayette Street New York, NY 10013		Public charity	Internship support	75,000.
Friends of Akwesasne Freedom School P.O. Box 290 Roosevelt, NY 13683		Public charity	General operating support	70,000.
Total See continuation sheet(s) ▶ 3b				745,000.

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
American Civil Liberties Union of New Mexico Foundation P.O. Box 566 Albuquerque, NM 87103		Public charity	Bill of Rights Celebration	1,000.
American Diabetes Association 30 North Michigan Avenue, Suite 2015 Chicago, IL 60602		Public charity	Support Northern Illinois Area Camp Progra.	10,000.
American Indian College Fund 8333 Greenwood Boulevard Denver, CO 80221		Public charity	Flame of Hope Gala	10,000.
Amherst College Trustees, Folger Shakespeare Library 201 E. Capitol Street SE Washington, DC 20003		Public charity	Poetry and Lecture series	25,000.
Amnesty International 5 Penn Plaza New York, NM 10001		Public charity	General operating support	200.
Aperture Foundation 547 West 27th Street, 4th Floor New York, NY 10117		Public charity	2011 Benefit and Auction	3,000.
Archipelago Books 232 Third Street, #A111 Brooklyn, NY 11215		Public charity	General operating support	100,000.
Armand Hammer Museum of Art and Cultural Center, Inc. 10899 Wilshire Boulevard Los Angeles, CA 90024		Public charity	Exhibition support	30,000.
Art Institute of Chicago 111 South Michigan Ave Chicago, IL 60603		Public charity	Publication of exhibition catalogue	100,000.
Atalaya Elementary School PTA 721 Camino Cabra Santa Fe, NM 87501		Public charity	General operating support	400.
Total from continuation sheets				7,970,827.

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
Big Shoulders Fund 309 West Washington, Suite 550 Chicago, IL 60606		Public charity	General operating support	7,000.
Bitsui, Sherwin 5244 Chris Court, NW Albuquerque, NM 87120	None	Individual	Lannan Literary Fellowship	25,000.
Blackfeet Community Foundation P.O. Box 3029 Browning, MT 59417		Public charity	2011 Harvest Moon Ball	1,000.
BOA Editions, Limited 250 N. Goodman Street, Suite 306 Rochester, NY 14607		Public charity	Publication of two books in translation	60,000.
Boulder Community Broadcast Association Inc. KGNU Radio 4700 Walnut Street Boulder, CO 80301		Public charity	An Evening with Noam Chomsky	3,000.
California Province of the Society of Jesus P.O. Box 519 Los Gatos, CA 95031		Public charity	General operating support	56,000.
California Province of the Society of Jesus P.O. Box 519 Los Gatos, CA 95031		Public charity	Support of Tarahumara Children's Hospital	25,000.
Camelia Waldorf School 5701 Freeport Blvd Sacramento, CA 95822		Public charity	General operating support	200.
Cave Canem Foundation Inc. 20 Jay Street, Suite 310-A Brooklyn, NY 11201		Public charity	General operating support	50,000.
Center for Economic Research and Social Change 4015 N. Rockwell Avenue Chicago, IL 60618		Public charity	General operating support	50,000.
Total from continuation sheets				

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
Center for Economic Research and Social Change 4015 N. Rockwell Avenue Chicago, IL 60618		Public charity	Support Tariq Ali speaking event, Chicago	5,750.
Center for Economic Research and Social Change 4015 N. Rockwell Avenue Chicago, IL 60618		Public charity	General support, Haymarket Books	50,000.
Center for Economic Research and Social Change 4015 N. Rockwell Avenue Chicago, IL 60618		Public charity	Support Richard Wolff speaking event, Chicago	12,500.
Center for Study of Political Graphics 8124 West 3rd Street, Suite 211 Los Angeles, CA 90048		Public charity	General operating support	200.
Chicago Symphony Orchestra 220 South Michigan Chicago, IL 60604		Public charity	Support of educational program	8,000.
Chicago Symphony Orchestra 220 South Michigan Chicago, IL 60604		Public charity	Annual campaign	2,000.
Children's Hospital Foundation P.O. Box 5003 Denver, CO 80217		Public charity	General operating support	300.
Chinati Foundation P.O. Box 1135 Marfa, TX 79843		Public charity	Endowment support, challenge grant	795,500.
Chinati Foundation P.O. Box 1135 Marfa, TX 79843		Public charity	Benefit dinner	5,500.
Church World Services, Inc. P.O. Box 968 Elkhart, IN 46515		Public charity	CROP Hunger Walk	10,000.
Total from continuation sheets				

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
City of Santa Fe Arts Commission P.O. Box 909 Santa Fe, NM 87504		Public charity	Mayor's Award for Excellence in the Arts	650.
Common Dreams P.O. Box 443 Portland, ME 04112		Public charity	General operating support	2,000.
Confederated Tribes of the Goshutes P.O. Box 6104 Ibapah, UT 84034		Public charity	Legal services, water resources protection	165,191.
Confederated Tribes of the Goshutes P.O. Box 6104 Ibapah, UT 84034		Public charity	Climate change analysis study	5,000.
Confederated Tribes of the Goshutes P.O. Box 6104 Ibapah, UT 84034		Public charity	SNWA water rights application	15,550.
Confederated Tribes of the Goshutes P.O. Box 6104 Ibapah, UT 84034		Public charity	SNWA case coordinator position	10,000.
Copper Canyon Press P.O. Box 271 Port Townsend, WA 98368		Public charity	Publication of five titles in the Lannan Literary Selection series, staff support	150,000.
Cornell University - Cornell Laboratory of Ornithology 159 Sapsucker Woods Road Ithaca, NY 14850		Public charity	General operating support	4,000.
Cortese, Valzhyna Mort 839 Park Avenue Baltimore, MD 21201	None	Individual	Lannan Literary Fellowship	35,000.
Daily Poetry Association Box 1306 Charlottesville, VA 22902		Public charity	General operating support	600.
Total from continuation sheets				

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
Daily Poetry Association P.O. Box 1306 Charlottesville, VA 22902		Public charity	General operating support	50,000.
Dalmation Rescue of Colorado 713 McGraw Drive Fort Collins, CO 80526		Public charity	General operating support	600.
Daughters of Charity Foundation 9404 New Harmony Road Evansville, IN 47720		Public charity	Operating support of San Ysidro Clinic	80,000.
Democracy Now Productions 87 Lafayette Street New York, NY 10013		Public charity	General operating support	300,000.
Dia Art Foundation 535 West 22nd Street New York, NY 10011		Public charity	Art objects donated	350,000.
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001		Public charity	General operating support	3,200.
Eastern New Mexico University 1500 South Avenue K Portales, NM 88130		Public charity	General support, "Report from Santa Fe" television program	15,000.
Felines and Friends 369 Montezuma, #320 Santa Fe, NM 87501		Public charity	General operating support	400.
Food Depot, The 1222 Siler Road Santa Fe, NM 87507		Public charity	General operating support	33,400.
Fort Belknap College P.O. Box 159 Harlem, MT 59526		Public charity	White Clay language immersion school	50,000.
Total from continuation sheets				

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
Foundation for Monte del Sol Charter School 369 Montezuma, #189 Santa Fe, NM 87501		Public charity	General operating support	1,500.
Foundation for National Progress 222 Sutter Street, 6th Floor San Francisco, CA 94108		Public charity	Mother Jones magazine investigative journalism fund	100,000.
Friends of Las Vegas National Wildlife Refuge Route 1, Box 399 Las Vegas, NM 87701		Public charity	General operating support	400.
Friends of the Bosque del Apache P.O. Box 340 San Antonio, NM 87832		Public charity	General operating support	2,200.
Friends of the Frost Place, Inc. P.O. Box 74 Franconia, NH 03580		Public charity	General operating support	5,000.
Friends of the Marfa Public Library P.O. Drawer U Marfa, TX 79843		Public charity	Materials acquisition	10,000.
Georgetown University Box 571131 Washington, DC 20057		Public charity	Support of programs of the Lannan Center at Georgetown University, 2011	102,000.
Georgetown University Box 571131 Washington, DC 20057		Public charity	Support of programs of the Lannan Center at Georgetown University, 2011-2012	175,000.
Graywolf Press 250 Third Avenue, Suite 600 Minneapolis, MN 55401		Public charity	Publication of two titles in the Lannan Translation Selection series	60,000.
Graywolf Press 250 Third Avenue, Suite 600 Minneapolis, MN 55401		Public charity	Database and website upgrade	50,000.
Total from continuation sheets				

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
Great Plains Restoration Council P.O. Box 131291 Houston, TX 77219		Public charity	General operating support	1,400.
Greater Chicago Food Depository 4100 West Ann Lurie Place Chicago, IL 60632		Public charity	General operating support	2,000.
Greater Chicago Food Depository 4100 West Ann Lurie Place Chicago, IL 60632		Public charity	General operating support	2,000.
Greenwald, Glenn 55 West 26th Street New York, NM 10010	None	Individual	Cultural Freedom award	150,000.
Heart and Soul Animal Shelter 369 Montezuma, #130 Santa Fe, NM 87501		Public charity	General operating support	800.
Helen Caldicott Foundation, The 131 Forest Hill Drive Asheville, NC 28803		Tax exempt status applied for	Salary support for radio program staff	50,000.
Herrera, Cipriana Herrera 4129 South Meadows Road Santa Fe, NM 87507	None	Individual	Cultural Freedom award	25,000.
High Country Foundation P.O. Box 1090 Paonia, CO 87501		Public charity	General operating support	2,000.
Hopi Foundation, The P.O. Box 301 Kykotsmovi, AZ 86039		Public charity	Service expansion, equipment upgrade, KUYI radio	67,000.
Indian Law Resource Center 602 N. Ewing Street Helena, MT 59601		Public charity	General operating support	250,000.
Total from continuation sheets				

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
Indigenous Environmental Network P.O. Box 485 Bemidji, MT 56619		Public charity	General operating support	40,000.
Indigenous Environmental Network P.O. Box 485 Bemidji, MT 56619		Public charity	16th Protect Mother Earth gathering	30,000.
Indigenous Language Institute 1501 Cerrillos Road, U-Building Santa Fe, NM 87505		Public charity	Travel costs, symposium participants	10,000.
Institute of Natural and Traditional Knowledge 807 4th Street, SW Albuquerque, NM 87195		Public charity	Annual symposium, Traditional Agricultural and Sustainable Living conference	10,000.
Institute for the Advancement of Journalistic Clarity Box 228 Petroliia, CA 95558		Public charity	Support of Counter Punch	2,000.
Institute of American Indian Arts, College of Contemporary Native Arts 83 Avan Nu Po Road Santa Fe, NM 87508		Public charity	Writers-in-Residency program	30,000.
International Crane Foundation P.O. Box 447 Baraboo, WI 53913		Public charity	General operating support	4,000.
International Indian Treaty Council 456 N. Alaska Street Palmer, AK 99645		Public charity	North South Network against Pesticides, and communications upgrades	35,000.
Intertribal Sinkyone Wilderness Council P.O. Box 1523 Ukiah, CA 95482		Public charity	General operating support	180,000.
Intertribal Sinkyone Wilderness Council P.O. Box 1523 Ukiah, CA 95482		Public charity	Legal support, coastal resources protection	45,000.
Total from continuation sheets				

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
Intertribal Sinkyone Wilderness Council P.O. Box 1523 Ukiah, CA 95482		Public charity	Legal support, Marine Life Protection Act Initiative	39,000.
Juvenile Diabetes Research Foundation International 11 South LaSalle Street, Suite 1800 Chicago, IL 60603		Public charity	Annual Change of a Lifetime Gala Support	7,750.
KCRW Foundation 324 1/2 N. Sierra Bonita Avenue Los Angeles, NM 90036		Public charity	Production costs, Bookwork radio program	75,000.
Kitchen Angels 1222 Siler Road Santa Fe, NM 87507		Public charity	General operating support	600.
Las Cumbres Community Services 805 Early Street, Suite B102 Santa Fe, NM 87505		Public charity	All the Trimmings Event and Sale	5,000.
Lensic Performing Arts Center 211 West San Francisco Street Santa Fe, NM 87501		Public charity	General operating support	1,300.
Leukemia and Lymphoma Society 6033 West Century Blvd, Suite 300 Los Angeles, CA 90045		Public charity	General operating support	300.
LIFT Foundation 711 West Monroe Street Chicago, IL 60661		Public charity	General operating support	5,000.
Literacy Volunteers of Santa Fe 6401 Richards Avenue Santa Fe, NM 87508		Public charity	General operating support	5,000.
Lyric Opera of Chicago 20 North Wacker Drive Chicago, IL 60606		Public charity	Senior matinee	12,000.
Total from continuation sheets				

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
Marfa Public Radio Corporation P.O. Box 235 Marfa, TX 79843		Public charity	General support, radio operations	10,000.
Marfa Theater, The PO Box 1365 Marfa, TX 79843		Public charity	One-act playwriting workshop in public schools	1,500.
Martha Gellhorn Trust Prize Crosscombe, Town's Lane Lodiswell, Devon, UNITED KINGDOM		UK charity	General support, journalism prize	10,000.
McGriff, Michael 726 7th Avenue Salt Lake City, UT 84103	None	Individual	Lannan Literary Fellowship	50,000.
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028		Public charity	Membership	1,500.
Middle East Children's Alliance 1101 8th Street Berkeley, CA 94710		Public charity	General operating support	400.
Monastery of Christ in the Desert Box 270 Abuquiu, NM 87510		Public charity	General operating support	400.
Morgan, Catherine 2492 Proffitt Road Charlottesville, VA 22911	None	Individual	Lannan Literary Fellowship	50,000.
Morling, Malena 1300 Lejano Lane Santa Fe, NM 87501	None	Individual	Lannan Literary Fellowship	40,000.
Museum Associates, dba Los Angeles County Museum of Art 5905 Wilshire Blvd. Los Angeles, CA 90036		Public charity	Michael Heizer's "City" project	1,150,000.
Total from continuation sheets				

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
Museum of Contemporary Art 220 East Chicago Avenue Chicago, IL 60611		Public charity	Membership	5,000.
Museum of Contemporary Photography 600 South Michigan Avenue Chicago, IL 60605		Public charity	Art objects donated	52,000.
Museum of New Mexico Foundation P.O. Box 2065 Santa Fe, NM 87504		Public charity	General operating support	100.
Museum of New Mexico Foundation P.O. Box 2087 Santa Fe, NM 87504		Public charity	Exhibition support	5,000.
Nashoba Learning Group 10 Oak Park Drive Bedford, MA 01730		Public charity	Library support; occupational and physical therapy programs; general support	20,000.
Nation Institute, The 116 East 16th Street, 8th Floor New York, NY		Public charity	Journalism fellows support	180,000.
Nation Institute, The 116 East 16th Street, 8th Floor New York, NY 10003		Public charity	General operating support	200.
National Audubon Society, Inc. P.O. Box 9314 Santa Fe, NM 87504		Public charity	Randall Davey Audubon, Women in Conservation	2,500.
National Poetry Series, Inc. 57 Mountain Avenue Princeton, NJ 08540		Private Foundation	Publication of five new poetry books	50,000.
Native Americans in Philanthropy 2801 21st Street South, Suite 132D Minneapolis, MN 55407		Public charity	General support, 2011 Native Philanthropy Institute	8,000.
Total from continuation sheets				

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
Native Americans in Philanthropy 2801 21st Street South, Suite 132D Minneapolis, MN 55407		Public charity	Membership	2,500.
New Energy Economy 343 East Alameda Santa Fe, NM 87501		Public charity	Install solar unit, Crownpoint, Navajo reservation	30,000.
New Mexico Association of Grantmakers P.O. Box 9280 Santa Fe, NM 87504		Public charity	General operating support	500.
New Mexico Association of Grantmakers P.O. Box 9280 Santa Fe, NM 87504		Public charity	Membership	5,000.
New Mexico Environmental Law Center 1405 Luisa Street, Suite 5 Santa Fe, NM 87505		Public charity	ENDAUM legal support	5,000.
New Mexico Environmental Law Center 1405 Luisa Street, Suite 5 Santa Fe, NM 87501		Public charity	General operating support	100,000.
New Mexico Ornithological Society P.O. Box 3068 Albuquerque, NM 87190		Public charity	Endowment research grant	2,500.
New Mexico School for the Arts 275 East Alameda Santa Fe, NM 87501		Public charity	Develop a creative writing program	20,000.
New World Foundation, The 606 West End Avenue New York, NY 10025		Public charity	Support for "The Message" Klein Lewis production	75,000.
Northern New Mexico Radio Foundation, KSFR 89.1 FM P.O. Box 31366 Santa Fe, NM 87594		Public charity	Rebroadcast of Lannan Readings & Conversation series, broadcast of Bookworm program	20,000.
Total from continuation sheets				

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
Northern New Mexico Radio Foundation, KSFR 89.1 FM P.O. Box 31366 Santa Fe, NM 87594		Public charity	Radio programming support	30,000.
Notah Begay III Foundation 290 Prairie Star Road Santa Ana Pueblo, NM 87004		Public charity	Inaugural Game Changer awards ceremony	1,000.
Oglala Lakota College P.O. Box 490 Kyle, SD 57752		Public charity	General operating support	200.
Omer Al Moghayer, Mohammed AZ 2517 The Hague, NETHERLANDS	None	Individual	Cultural freedom fellowship	11,000.
Omer Al Moghayer, Mohammed AZ 2517 The Hague, NETHERLANDS	None	Individual	Cultural freedom award	35,000.
Peacock, Douglas P.O. Box 1026 Emigrant, MT 59027	None	Individual	Cultural Freedom fellowship	25,000.
Pegasus Legal Services for Children 3201 4th Street NW Albuquerque, NM 87107		Public charity	General operating support	5,000.
PEN American Center 588 Broadway, Suite 401 New York, NY 10012		Public charity	Writers' Fund / Fund for Writers and Editors with AIDS	50,000.
Pierpoint Morgan Library & Museum 225 Madison Avenue New York, NY 10016		Public charity	Publication of exhibition catalogue	50,000.
Public Communicators, Inc. Free Speech TV P.O. Box 44099 Boulder, CO 80306		Public charity	General operating support, Free Speech TV	50,000.
Total from continuation sheets				

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
Public Communicators, Inc. Free Speech TV P.O. Box 44099 Boulder, CO 80306		Public charity	Labor movement coverage, Free Speech TV	25,000.
Radius Books 227 E. Palace Avenue Santa Fe, NM 87501		Public charity	Publication support	25,000.
Randolph Bourne Institute Inc. 1017 El Camino Real #306 Redwood City, CA 94063		Public charity	Antiwar.com	2,000.
Rio Grande School 715 Camino Cabra Santa Fe, NM 87505		Public charity	General operating support	870.
Sandia Band Boosters P.O. Box 21627 Albuquerque, NM 87154		Public charity	General operating support	200.
Santa Fe Art Institute 1600 St. Michael's Drive Santa Fe, NM 87505		Public charity	General operating support	125,000.
Santa Fe Community Foundation 501 Halona Street Santa Fe, NM 87505		Public charity	Empty Stocking fund	400.
Santa Fe Conservation Trust P.O. Box 23985 Santa Fe, NM 87502		Public charity	General operating support	5,000.
Santa Fe Desert Chorale 811 St. Michael's Drive, Suite 208 Santa Fe, NM 87505		Public charity	General operating support	500.
Santa Fe Indian School 1501 Cerrillos Road Santa Fe, NM 87505		Public charity	Documentary film about Spoken Word program	12,500.
Total from continuation sheets				

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
School for Advanced Research P.O. Box 2188 Santa Fe, NM 87504		Public charity	Support of Indigenous Writers in Residency program	16,260.
Seventh Generation Fund P.O. Box 4569 Arcata, CA 95518		Public charity	Indigenous Women's Caucus	2,500.
SITE Santa Fe 1606 Paseo de Peralta Santa Fe, NM 87501		Public charity	Exhibition support	20,000.
SITE Santa Fe 1606 Paseo de Peralta Santa Fe, NM 87501		Public charity	General operating support	100.
SITE Santa Fe 1606 Paseo de Peralta Santa Fe, NM 87501		Public charity	Membership	5,000.
SITE Santa Fe 1606 Paseo de Peralta Santa Fe, NM 87501		Public charity	Auction SITE 2011	1,000.
Skystone Foundation 114 N. San Francisco Suite 206 Flagstaff, AZ 86001		Private Operating Foundation	Land parcel purchase	94,016.
Skystone Foundation 114 N. San Francisco Suite 206 Flagstaff, AZ 86001		Private Operating Foundation	Donation of residential real estate	440,000.
Somos Un Pueblo Unido 1804 Espinacitas Santa Fe, NM 87505		Public charity	General operating support	5,600.
Southern California Library for Social Research 6120 South Vermont Avenue Los Angeles, CA 90044		Public charity	General operating support	200.
Total from continuation sheets				

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
Southwest Research and Information Center P.O. Box 4524 Albuquerque, NM 87196		Public charity	General operating support	50,000.
St. Mark's Church 513 Nassau Street South Venice, FL 34285		Public charity	Backpack program challenge grant	9,000.
St. Martin de Porres House of Hope 6423 South Woodlawn Chicago, IL 60637		Public charity	General operating support	2,000.
Swedish Medical Center Foundation 801 Broadway, Suite 701 Seattle, WA 98122		Public charity	Marsha Rivikin Center for Ovarian Cancer	100.
Texas State University, San Marcos 601 University Drive, ELA 273 San Marcos, TX 78666		Public charity	2011 Mississippian Iconographic Workshop	15,000.
U.S. Catholic Conference St Thomas of Canterbury Parish 4827 North Kenmore Avenue Chicago, IL 60640		Public charity	General operating support	2,000.
University of Arizona Foundation P.O. Box 210067 Tucson, AZ 85721		Public charity	Creative Writing Workshops in Arizona prisons	36,000.
University of New Mexico Dept of Art and Art History MSC04-2560 1 University of New Mexico Albuquerque, NM 87131		Public charity	Support of Land Arts course	50,000.
University of New Mexico Dept of Linguistics Humanities Building 526 Albuquerque, NM 87131		Public charity	Travel support, 18th Annual Stabilizing Indigenous Languages Symposium	10,000.
University of New Mexico KUNM 89.9 MSC 3520, Oate Hall, 1 Univ of New Mexico Albuquerque, NM 87131		Public charity	General operating support, KUNM radio station	800.
Total from continuation sheets				

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
US Conference of Catholic Bishops, Holy Rosary Parish 4139 42nd Avenue SW Seattle, WA 98116		Public charity	Kenyan orphanage assistance program	5,800.
Vietnam Project, The P.O. Box 32602 Santa Fe, NM 87594		Public charity	General operating support	400.
Voices of a People's History of the United States, Inc. 45 Main Street, Room 12A New York, NY 10001		Public charity	Chicago-area schools pilot program	100,000.
Waadookodaading 8575 N Trepania Road Hayward, WI 54843		Public charity	General operating support	50,000.
Walker Art Center 1750 Hennepin Ave. Minneapolis, MN 55403		Public charity	Art objects donated	175,000.
Water.org 920 Main Street, Suite 1800 Kansas City, MO 64105		Public charity	General operating support	50.
WBEZ Radio 848 East Grand Avenue Chicago, IL 60611		Public charity	General operating support	240.
Westminster Presbyterian Church 841 West Manhattan Avenue Santa Fe, NM 87501		Public charity	Refugee support fund	5,000.
White Earth Land Recovery 607 Main Avenue Callaway, MN 56521		Public charity	General operating support	50,000.
Whitney Museum of American Art 945 Madison Avenue New York, NY 10131		Public charity	Membership	1,000.
Total from continuation sheets				

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
Whitney Museum 945 Madison Avenue New York, NY 10021		Public charity	Exhibition support	50,000.
Words Without Borders P.O. Box 1658 New York, NY 10276		Public charity	General operating support	50,000.
World Society for the Protection of Animals 89 South Street, Suite 201 Boston, MA 02111		Public charity	General operating support	800.
Yukon River Drainage Fisheries Association 725 Christensen Drive, Suite 3B Anchorage, AK 99501		Public charity	Yukon River Elders Council	11,000.
Yukon River Inter-Tribal Watershed Council 725 Christensen Drive, Suite 3B Anchorage, AK 99501		Public charity	Advocacy project on corporate responsibility and community solutions	50,000.
Zoological Society of San Diego, The P.O. Box 120551 San Diego, CA 92112		Public charity	General operating support	800.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (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
Gwich'in Steering Committee 122 First Avenue, Box 2 Fairbanks, AK 99701		Public charity	General operating support	25,000.
New World Foundation, The 606 West End Avenue New York, NY 10025		Public charity	Support for "The Message" Klein Lewis production	75,000.
Northwestern Indian College 2522 Kwina Road Bellingham, WA 98226		Public charity	Native Studies program	250,000.
Public Communicators, Inc. Free Speech TV P.O. Box 44099 Boulder, CO 80306		Public charity	Documentary programming acquisitions, Free Speech TV	75,000.
Riley, Atsuro 1801 Wedemeyer Street San Francisco, CA 94129	None	Individual	Lannan Literary Fellowship	75,000.
Somos Un Pueblo Unido 1804 Espinacitas Santa Fe, NM 87505		Public charity	General operating support	25,000.
Total from continuation sheets				525,000.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

Lannan Foundation

Employer identification number

36-6062451

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization	Employer identification number
Lannan Foundation	36-6062451

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Stephen and Karen Durkovich P.O. Box 2346 Santa Fe, NM 87504	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	Victoria Sambunaris 226 E. 49th St. New York, NY 10017	\$ 25,588.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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

Source	Amount
Native American Bank, NA	3,834.
The Northern Trust	2,015.
Total to Form 990-PF, Part I, line 3, Column A	5,849.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
The Northern Trust	5,224,949.	0.	5,224,949.
Total to Form 990-PF, Part I, line 4	5,224,949.	0.	5,224,949.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Residential rental Coburn St	1	10,800.
Total to Form 990-PF, Part I, line 5a		10,800.

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Mayer, Brown	47,948.	7,449.		27,377.
Alexander, Berkey	144,652.	0.		128,440.
Hufford, Horstmann	2,266.	0.		2,266.
To Form 990-PF, Pg 1, line 16a	194,866.	7,449.		158,083.

Form 990-PF	Accounting Fees			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
KPMG, LLP	62,784.	11,210.		51,574.
To Form 990-PF, Pg 1, ln 16b	62,784.	11,210.		51,574.

Form 990-PF	Other Professional Fees			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ali, Tariq	9,500.	0.		9,500.
Aragi, Inc.	9,500.	0.		9,500.
Barsamian, David	8,000.	0.		8,000.
Blue Flower Arts, LLC	5,000.	0.		5,000.
D'Agata, John	8,500.	0.		8,500.
DJANG	5,900.	0.		5,900.
DMDM	7,500.	0.		7,500.
Domandi, Mary-Charlotte	6,000.	0.		6,000.
Englehardt, Tom	9,500.	0.		9,500.
Finkelstein, Norman	13,500.	0.		13,500.
Hedges, Chris	19,500.	0.		19,500.
JRP, A.S.	340,000.	0.		340,000.
Lipsky, David	5,000.	0.		5,000.
Marcus, Ben	5,000.	0.		5,000.
Mengestu, Dinaw	7,500.	0.		7,500.
Moore, Lorrie	8,500.	0.		8,500.
Moses, Kate	5,000.	0.		5,000.
Pilger, John	8,500.	0.		8,500.
Ratner, Michael	5,000.	0.		5,000.
Riley, Atsuro	7,500.	0.		7,500.
Roam Agency	13,000.	0.		13,000.
Scott, Joanna	5,000.	0.		5,000.
Silverblatt, Michael	5,000.	0.		5,000.
Steven Barclay Agency	11,000.	0.		11,000.
Stray Riff Productions	5,000.	0.		5,000.
Susan Bergholz Literary Agency	5,000.	0.		5,000.
Sze, Arthur	1,000.	0.		1,000.
Szitty, Penn	5,000.	0.		5,000.
Wolff, Richard	8,500.	0.		8,500.
Wylie Agency, LLC	12,500.	0.		12,500.
Coughlin, Brenda	3,750.	0.		3,750.
Wing Forward	1,354.	0.		1,354.

Berkey, Curtis	24,000.	0.	24,000.
Moses, Kate	24,000.	0.	24,000.
Lannan, Marie Camille	20,000.	0.	20,000.
Cummins, Paul	24,000.	0.	24,000.
Lopez, Ruth	24,000.	0.	24,000.
Silverblatt, Michael	25,000.	0.	25,000.
Sutor, Nancy	10,819.	0.	10,819.
Hochschild, Adam	4,000.	0.	4,000.
Tillim, Guy	6,000.	0.	6,000.
Bowden, Charles	1,000.	0.	1,000.
Plauche, Joseph	18,850.	18,850.	0.
Lannan, Michael	15,000.	15,000.	0.
First Pacific Advisors	215,433.	215,433.	0.
Nothern Trust Company, The	58,644.	58,644.	0.
Various, < \$1,000 each	900.	0.	900.
To Form 990-PF, Pg 1, ln 16c	1,042,150.	307,927.	734,223.

Form 990-PF	Taxes		Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Property taxes	34,458.	0.		34,458.
Excise taxes	-29,813.	0.		0.
To Form 990-PF, Pg 1, ln 18	4,645.	0.		34,458.

Form 990-PF	Other Expenses		Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Office supplies	31,475.	1,941.		29,793.
Memberships	890.	0.		890.
Office expenses	40,872.	0.		43,518.
Postage & mailing	17,537.	1,085.		16,590.
Advertising & promotion	450.	0.		450.
Business entertainment	61,186.	0.		64,971.
Storage	67,538.	0.		63,689.
Telephone	34,396.	2,127.		33,552.
Computer services	73,671.	4,556.		69,895.
Bank charges	12,895.	6,065.		6,830.
Crating & shipping	11,091.	0.		11,091.
Fine arts insurance	14,911.	0.		14,911.
Art maintenance	3,703.	0.		3,703.

Security	9,211.	0.	8,455.
Directors' benefits	164,443.	26,748.	135,348.
Website administration	109,499.	0.	104,974.
Readings & conversations program	227,768.	0.	230,582.
Residency program costs	284,620.	0.	292,543.
In-house exhibits and catalogues	62,884.	0.	73,215.
Picuris Pueblo mine reclamation costs	13,924.	0.	13,924.
To Form 990-PF, Pg 1, ln 23	1,242,964.	42,522.	1,218,924.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	9
-------------	--	-----------	---

Description	Amount
Difference between FMV and cost basis of donated artwork	152,641.
Imputed interest income on below-market loan	96,318.
Total to Form 990-PF, Part III, line 3	248,959.

Form 990-PF	Corporate Stock	Statement	10
-------------	-----------------	-----------	----

Description	Book Value	Fair Market Value
Nortel Networks Corp	1.	1.
Ensco PLC Spon ADR	2,270,928.	2,270,928.
Amerigroup Corp	880,292.	880,292.
Arris Group Inc	179,612.	179,612.
Arrow Electr Inc	2,263,305.	2,263,305.
Atwood Oceanics Inc	795,800.	795,800.
Avnet Inc	1,967,997.	1,967,997.
Baker Hughes Inc	592,630.	592,630.
Cabot Oil & Gas Corp	227,700.	227,700.
Cimarex Energy Co	402,350.	402,350.
Devry Inc Del	57,690.	57,690.
Fedt Investors Inc	304,515.	304,515.
Foot Locker Inc	1,087,104.	1,087,104.
Helmerich & Payne Inc	309,308.	309,308.
Interdigital Inc	474,913.	474,913.
Newfield Exploration	724,416.	724,416.
Oshkosh Corporation	803,888.	803,888.
Patterson-Uti	425,574.	425,574.
PVTPL Rosetta Res Inc	1,892,250.	1,892,250.
Reliance Stl & Alum Co	370,044.	370,044.
Rosetta Res Inc	26,100.	26,100.

Rowan Companies Inc	2,241,387.	2,241,387.
Signet Jewelers	1,050,644.	1,050,644.
SM Energy Co	840,650.	840,650.
Trinity Ind Inc.	1,719,432.	1,719,432.
Veeco Instrs Inc.	289,120.	289,120.
Westn Digital Corp	1,723,915.	1,723,915.
Total to Form 990-PF, Part II, line 10b	23,921,565.	23,921,565.

Form 990-PF	Other Investments	Statement 11
-------------	-------------------	--------------

Description	Valuation Method	Book Value	Fair Market Value
Pimco Global Assets Fund	FMV	7,227,730.	7,227,730.
Columbia Acorn Intl Fund	FMV	15,187,533.	15,187,533.
FPA New Income Fund	FMV	37,156,013.	37,156,013.
Crescent Fund	FMV	32,559,992.	32,559,992.
Native American Bank	FMV	130,225.	130,225.
Pimco Real Return Strategy Fund	FMV	8,161,884.	8,161,884.
Blackrock Global Allocation	FMV	11,930,549.	11,930,549.
Blackrock Funds II	FMV	4,909,587.	4,909,587.
Pimco Unconstrained Bond	FMV	5,226,118.	5,226,118.
Total to Form 990-PF, Part II, line 13		122,489,631.	122,489,631.

Form 990-PF	Other Assets	Statement 12
-------------	--------------	--------------

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Art collection	15,157,508.	14,975,121.	41,950,966.
Investment income receivable	292,789.	19,531.	19,531.
Program-related investment	4,727,634.	4,219,261.	4,219,261.
To Form 990-PF, Part II, line 15	20,177,931.	19,213,913.	46,189,758.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 13

Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Contrib	Expense Account
J. Patrick Lannan 313 Read Street Santa Fe, NM 87501	President 50.00	260,535.	63,834.	0.
Sharon A. Ferrill 313 Read Street Santa Fe, NM 87501	Vice President 8.00	36,000.	9,219.	0.
John R. Lannan 313 Read Street Santa Fe, NM 87501	Vice President 5.00	26,000.	653.	0.
Frank C. Lawler 313 Read Street Santa Fe, NM 87501	Vice President, Secretary 50.00	223,131.	61,438.	0.
Lawrence P. Lannan, Jr. 313 Read Street Santa Fe, NM 87501	Exec Vice Pres, Treas. 20.00	50,000.	1,790.	0.
Mary M. Plauche 313 Read Street Santa Fe, NM 87501	Director 5.00	26,000.	5,385.	0.
Howard M. McCue III 313 Read Street Santa Fe, NM 87501	Asst Secy, Asst Treas 1.00	0.	0.	0.
Karen Hetherington 313 Read Street Santa Fe, NM 87501	Director 5.00	26,000.	5,482.	0.
William Johnston 313 Read Street Santa Fe, NM 87501	Director 10.00	36,000.	6,329.	0.
Marian P. Day 313 Read Street Santa Fe, NM 87501	Director 5.00	26,000.	10,314.	0.
Totals included on 990-PF, Page 6, Part VIII		709,666.	164,444.	0.

Form 990-PF

Summary of Program-Related Investments

Statement 14

Description

Center for Economic Research and Social Change, an interest-free loan to provide advance funds for book publishing costs of Haymarket Books; payments of \$50,000 due in four installments between June 30, 2012 and December 31, 2013; if the organization raises an additional \$50,000 by December 2013, the last \$50,000 payment will be forgiven

Amount

To Form 990-PF, Part IX-B, line 1

200,000.

LANNAN FOUNDATION
FEDERAL I.D. #36-6062451
Form 990 PF, 12/31/11

Statement 15 - Property. cost, accumulated depreciation and book value, tax value and fair value

DESCRIPTION	METHOD/ LIFE	COST	ACCUMULATED DEPRECIATION	BOOK CARRYING VALUE	TAX CARRYING VALUE	DEPRECIATION EXPENSE	FAIR MARKET VALUE
LAND							
Acquired 1997 - 2011	N/A	\$ 1,178,239	N/A	\$ 1,178,239	\$ 1,300,099	N/A	\$ 1,137,484
BUILDINGS							
Acquired 1997 - 2011	Straight-line 40 year life	3,043,778	1,029,960	2,013,818	3,146,702	77,105	2,587,162
OFFICE EQUIPMENT							
Acquired 1993 - 2011	Straight-line Lives between 3-7 years	650,995	553,199	97,796	97,796	40,340	97,796
BUILDING IMPROVEMENTS							
Acquired 1998 - 2011	Straight - line 15 year life	620,199	257,695	362,504	398,452	36,300	165,138
VEHICLES							
Acquired 2000 - 2011	Straight-line 5 year life	153,181	131,498	21,683	21,683	19,469	93,470
Totals		<u>\$ 5,646,392</u>	<u>\$1,972,352</u>	<u>\$ 3,674,040</u>	<u>\$ 4,964,732</u>	<u>\$ 173,214</u>	<u>\$ 4,081,050</u>

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF

Year ended December 31, 2011

Statement 16

The Foundation exercised expenditure responsibility for the following grants in 2011:

- 1) **A:shiwi A:wan Museum and Heritage Center**
PO Drawer 1009
Zuni, New Mexico 87327
 - a) Grant of \$25,000 approved in March 2010 and paid in April 2010.
 - b) The purpose of the grant is to support the Seventh Zuni Map Art Project.
 - c) All grant funds have been spent on their intended purpose.
 - d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
 - e) The final report was received in July 2011.

- 2) **Center for Economic Research and Social Change, Inc.**
4015 North Rockwell Street
Chicago, Illinois 60618
 - a) Program-related investment of \$200,000 approved and paid in October 2009.
 - b) The purpose of the loan is to provide advance funding for a publishing enterprise.
 - c) All of the advanced funds have been repaid to the Foundation as of September 2011.
 - d) To the best of the Foundation's knowledge, no part of the loan has been used for other than its intended purpose.
 - e) The final report was received in September 2011.

- 3) **Center for Economic Research and Social Change, Inc.**
4015 North Rockwell Street
Chicago, Illinois 60618
 - a) Program-related investment of \$200,000 approved and paid in December 2011.
 - b) The purpose of the loan is to provide funding for book printing costs and royalty expenses of Haymarket Books. The loan is to be repaid in four installments of \$50,000, due in June 2012, December 2012, June 2013 and December 2013. The final \$50,000 is subject to a challenge provision, and will be forgiven if the organization raises an additional \$50,000 designated for printing and royalties.
 - c) One payment of \$50,000, due in June 2012 has been received, and payments are current.
 - d) To the best of the Foundation's knowledge, no part of the loan has been used for other than its intended purpose.
 - e) An interim report was received in June 2012.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF

Year ended December 31, 2011

Statement 16

- 4) **Center for Economic Research and Social Change, Inc.**
4015 North Rockwell Street
Chicago, Illinois 60618
- a) Grant of \$4,000 approved and paid in October 2010.
 - b) The purpose of the grant is to provide support for a lecture by Ilan Pappé.
 - c) All grant funds have been spent on their intended purpose.
 - d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
 - e) The final report was received in March 2011.
- 5) **Center for Economic Research and Social Change, Inc.**
4015 North Rockwell Street
Chicago, Illinois 60618
- a) Grant of \$50,000 approved in December 2010 and paid in January 2011.
 - b) The purpose of the grant is to provide general operating support for Haymarket Books.
 - c) All grant funds have been spent on their intended purpose.
 - d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
 - e) The final report was received in September 2011.
- 6) **Center for Economic Research and Social Change, Inc.**
4015 North Rockwell Street
Chicago, Illinois 60618
- a) Grant of \$5,750 approved in August 2011 and paid in September 2011.
 - b) The purpose of the grant is to provide support for a lecture by Tariq Ali.
 - c) All grant funds have been spent on their intended purpose.
 - d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
 - e) The final report was received in December 2011.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF

Year ended December 31, 2011

Statement 16

- 7) **Center for Economic Research and Social Change, Inc.**
4015 North Rockwell Street
Chicago, Illinois 60618
- a) Grant of \$50,000 approved and paid in December 2011
 - b) The purpose of the grant is to provide general operating support for Haymarket Books.
 - c) As of the last report received, the general support funds had been expended ratably for six months of the twelve-month grant period.
 - d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
 - e) An interim report was received in May 2012.
- 8) **Center for Economic Research and Social Change, Inc.**
4015 North Rockwell Street
Chicago, Illinois 60618
- a) Grant of \$12,500 approved and paid in December 2011.
 - b) The purpose of the grant is to provide support for a lecture by Richard Wolff.
 - c) All grant funds have been spent on their intended purpose.
 - d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
 - e) The final report was received in September 2012.
- 9) **Friends of the Akwesasne Freedom School**
PO Box 290
Roosevelt, NY 13683
- a) Grant of \$70,000 approved in May 2010 and paid in August 2010.
 - b) The purpose of the grant is to provide general operating support for the organization.
 - c) All grant funds have been spent on their intended purpose.
 - d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
 - e) The final report was received in September 2011.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2011

Statement 16

10) Friends of the Akwesasne Freedom School
PO Box 290
Roosevelt, NY 13683

- a) Grant of \$70,000 approved in December 2011 and paid in January 2012.
- b) The purpose of the grant is to provide general operating support for the organization.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in November 2012.

11) GRITtv
641 6th Avenue, 4th Floor
New York, New York 10011

- a) Grant of \$100,000 approved and paid in August 2010.
- b) The purpose of the grant is to provide general operating support for the organization.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in October 2011.

12) Gwich'in Steering Committee
122 1st Avenue, Box 2
Fairbanks, Alaska 99701

- a) Grant of \$25,000 approved in May 2010 and paid in June 2010.
- b) The purpose of the grant is to provide support general operating support for the organization.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in April 2011.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF

Year ended December 31, 2011

Statement 16

13) Gwich'in Steering Committee

122 1st Avenue, Box 2
Fairbanks, Alaska 99701

- a) Grant of \$25,000 approved in December 2011 and paid in January 2012.
- b) The purpose of the grant is to provide support general operating support for the organization.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in October 2012.

14) Helen Caldicott Foundation, The

131 Forrest Hill Drive
Asheville, NC 28803

- a) Grant of \$50,000 approved and paid in December 2011.
- b) The purpose of the grant is to provide support for staff salaries for the radio program "If You Love This Planet."
- c) All grant funds have been spent on their intended purpose
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in November 2012.

15) Institute of Natural and Traditional Knowledge

807 4th Street SW
PO Box 12340
Albuquerque, New Mexico 87195

- a) Grant of \$5,000 approved in May 2010 and paid in August 2010.
- b) The purpose of the grant is to provide for expenses related to the Annual Symposium of the Traditional Agriculture and Sustainable Living Conference.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in August 2011.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF

Year ended December 31, 2011

Statement 16

16) Institute of Natural and Traditional Knowledge

807 4th Street SW

PO Box 12340

Albuquerque, New Mexico 87195

- a) Grant of \$10,000 approved and paid in October 2011.
- b) The purpose of the grant is to provide for expenses related to the Annual Symposium of the Traditional Agriculture and Sustainable Living Conference.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose
- e) The final report was received in February 2012.

17) Intertribal Sinkyone Wilderness Council

P. O. Box 1523

Ukiah, California 95482

- a) Grant of \$189,000 approved and paid in April 2007.
- b) The purpose of the grant is to provide support general operating support for the organization.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in October 2012.

18) Intertribal Sinkyone Wilderness Council

P. O. Box 1523

Ukiah, California 95482

- a) Grant of \$175,000 approved and paid in April 2008.
- b) The purpose of the grant is to provide support general operating support for the organization.
- c) As of the last report received, \$173,884 has been spent.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) An interim report was received in October 2012.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2011

Statement 16

19) Intertribal Sinkyone Wilderness Council
P. O. Box 1523
Ukiah, California 95482

- a) Grant of \$150,000 approved in July 2009 and paid in May 2010.
- b) The purpose of the grant is for a baseline environmental report for the organizations's acquisition of the Four Corners Property, and an administrative fund for the property's conservation easement.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in April 2012.

20) Intertribal Sinkyone Wilderness Council
P. O. Box 1523
Ukiah, California 95482

- a) Grant of \$50,000 approved in December 2009 and paid in January 2010.
- b) The purpose of the grant is to pay legal fees for work to protect the coastal resources of the Indigenous communities of the North Coast of California in relation to the Marine Life Protection Initiative.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in January 2011.

21) Intertribal Sinkyone Wilderness Council
P. O. Box 1523
Ukiah, California 95482

- a) Grant of \$195,000 approved in December 2009 and paid in March 2010.
- b) The purpose of the grant is to provide general operating support for the organization.
- c) As of the last report received, \$180,625 has been spent.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) An interim report was received in October 2012.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF

Year ended December 31, 2011

Statement 16

22) Intertribal Sinkyone Wilderness Council

P. O. Box 1523
Ukiah, California 95482

- a) Grant of \$60,000 approved and paid in August 2010.
- b) The purpose of the grant is to pay legal fees for work to protect the coastal resources of the Indigenous communities of the North Coast of California in relation to the Marine Life Protection Initiative.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in September 2011.

23) Intertribal Sinkyone Wilderness Council

P. O. Box 1523
Ukiah, California 95482

- a) Grant of \$45,000 approved in January 2011 and paid in March 2011.
- b) The purpose of the grant is to pay legal fees for work to protect the coastal resources of the Indigenous communities of the North Coast of California in relation to the Marine Life Protection Initiative.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in November 2011.

24) Intertribal Sinkyone Wilderness Council

P. O. Box 1523
Ukiah, California 95482

- a) Grant of \$180,000 approved in January 2011 and paid in March 2011.
- b) The purpose of the grant is to provide general operating support for the organization.
- c) As of the last report received, \$168,417 has been spent.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) An interim report was received in October 2012.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2011

Statement 16

25) Intertribal Sinkyone Wilderness Council

P. O. Box 1523
Ukiah, California 95482

- a) Grant of \$39,000 approved in October 2011 and paid in December 2011.
- b) The purpose of the grant is to pay legal fees for work to protect the coastal resources of the Indigenous communities of the North Coast of California in relation to the Marine Life Protection Initiative.
- c) As of the last report received, \$32,062 has been spent.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) An interim report was received in May 2012.

26) The Martha Gellhorn Trust Prize

Crosscombe
Towne's Lane
Loddiswell
Devon TQ7 4QY
United Kingdom

- a) Grant of \$20,000 approved and paid in April 2009.
- b) The purpose of the grant is for general operating support of the Martha Gellhorn Trust Prize.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in March 2011

27) The Martha Gellhorn Trust Prize

Crosscombe
Towne's Lane
Loddiswell
Devon TQ7 4QY
United Kingdom

- a) Grant of \$10,000 approved in February 2010 and paid in March 2010.
- b) The purpose of the grant is for general operating support of the Martha Gellhorn Trust Prize.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in April 2011.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF

Year ended December 31, 2011

Statement 16

28) The Martha Gellhorn Trust Prize

Crosscombe
Towne's Lane
Loddiswell
Devon TQ7 4QY
United Kingdom

- a) Grant of \$10,000 approved and paid in May 2011.
- b) The purpose of the grant is for general operating support of the Martha Gellhorn Trust Prize.
- c) Based on reports available to the general public, the prize which this grant was intended to support has been awarded. Therefore it is a reasonable inference that all grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) A report on use of these funds was due in May 2012 but has not yet been received. The Foundation has requested that the report be submitted without delay and has made reasonable attempts to obtain this information from the Grantee. In absence of receipt of the final report, the Foundation has no reason to believe that the funds were used for any purposes except those intended based upon publicly available data as the Martha Gellhorn Trust Prize was awarded in 2011. The Martha Gellhorn Trust Prize is a registered charity in the United Kingdom.

29) National Poetry Series, Inc.

57 Mountain Avenue
Princeton, New Jersey 08540

- a) Grant of \$50,000 approved and paid in July 2010.
- b) The purpose of the grant is to provide support for publication of five new books of poetry.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in August 2011.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2011

Statement 16

30) National Poetry Series, Inc.
57 Mountain Avenue
Princeton, New Jersey 08540

- a) Grant of \$50,000 approved in June 2011 and paid in July 2011.
- b) The purpose of the grant is to provide support for publication of five new books of poetry.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in January 2012.

31) Nizipuhwahsin / Peigan Institute
P. O. Box 909
Browning, Montana 59417

- a) Grant of \$100,000 approved and paid in August 2010.
- b) The purpose of the grant is for general operating expenses for the Nizi Puh Wah Sin Blackfoot Language Immersion Schools grades K-8.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in October 2011.

32) Public Communicators, Inc.
PO Box 6060
Boulder, CO 80306

- a) Grant of \$75,000 approved and paid in August 2010.
- b) The purpose of the grant is for documentary programming acquisition and capital equipment.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) A report was received in November 2012 confirming that the capital equipment is still being used in a manner consistent with terms of the 2010 grant.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2011

Statement 16

33) Public Communicators, Inc.
PO Box 6060
Boulder, CO 80306

- a) Grant of \$50,000 approved in February 2011 and paid in March 2011.
- b) The purpose of the grant is for general operating support of Free Speech TV.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in November 2012.

34) Public Communicators, Inc.
PO Box 6060
Boulder, CO 80306

- a) Grant of \$25,000 approved in March 2011 and paid in May 2011.
- b) The purpose of the grant is to support the broadcast of Free Speech TV's labor movement coverage in the Spring of 2011.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in November 2012.

35) Public Communicators, Inc.
PO Box 6060
Boulder, CO 80306

- a) Grant of \$75,000 approved December 2011 and paid in January 2012.
- b) The purpose of the grant is to support the broadcast of Free Speech TV's documentary programming acquisitions.
- c) As of the last report received, \$36,271 has been spent.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) An interim report was received in May 2012.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF

Year ended December 31, 2011

Statement 16

36) Red Bay Stronghold Foundation

140 Gregory Place

West Palm Beach, Florida 33405

- a) Grant of \$58,000 approved and paid in July 2009.
- b) The purpose of the grant is for support of the general operating costs to manage the Okeechobee County, Florida land to which the grantee holds title for the benefit of the Independent Traditional Seminole Nation
- c) All grant funds have been spent on their intended purpose
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in October 2011.

37) Red Bay Stronghold Foundation

140 Gregory Place

West Palm Beach, Florida 33405

- a) Grant of \$37,000 approved and paid in December 2010.
- b) The purpose of the grant is for support of the general operating costs to manage the Okeechobee County, Florida land to which the grantee holds title for the benefit of the Independent Traditional Seminole Nation.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in September 2012.

38) Skystone Foundation

114 N. San Francisco Street, Suite 200

Flagstaff, Arizona 86001

- a) Gift of residential real estate valued at \$440,000 approved in June 2011 and completed in July 2011.
- b) The purpose of the gift is to support the work of Skystone Foundation in the operation and upkeep of Roden Crater and the land art installation constructed therein.
- c) The gifted asset has been put to use for its intended purpose.
- d) To the best of the Foundation's knowledge, no aspect of the gifted real estate has been used for other than its intended purpose.
- e) A report on the status of the gifted real estate was received in June 2012.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2011

Statement 16

39) Skystone Foundation
114 N. San Francisco Street, Suite 200
Flagstaff, Arizona 86001

- a) Grant of \$94,016 approved and paid in June 2011.
- b) The purpose of the grant is to purchase land parcel in the viewshed of Roden Crater.
- c) The purchased land is being held for its intended purpose.
- d) To the best of the Foundation's knowledge, no aspect of the land has been used for other than its intended purpose.
- e) A report on the status of the purchased real estate was received in June 2012.

Part IX-A Lines 1-4, Form 990-PF
Year ended December 31, 2011

Statement 17

Lannan Foundation presents a wide variety of public programs focusing on literature, cultural freedom and indigenous communities issues. The most visible of these programs is the wildly successful Readings & Conversations series that brings nationally and internationally recognized poets and writers to Santa Fe, New Mexico to read and discuss their work in a public setting. The series begins each September and runs through June of the following year. A typical Readings & Conversations evening lasts for about 2 hours, with the poet or writer reading from his or her work and then having a conversation with another writer, poet, editor, publisher or literary figure. The Community Outreach component of Lannan's public program series distributes between 100 and 200 tickets to students and teachers free of charge for each event. In addition, nearly three-quarters of the visiting authors will make a classroom visit, talking directly with students and teachers about their work.

All events are audio-taped and video-taped. The audio and video recordings of each event are available within 7- 10 days in the audio archive area of Lannan Foundation's website, www.lannan.org, as well as on numerous public media sites such as YouTube. Well over 10,000 tickets are distributed to attendees of the live events each year, and hundreds of thousands of visits are made to the Foundation website annually.

Statement 18

A new public program that began in March 2011 is *In Pursuit of Cultural Freedom – a lecture series on political, economic, environmental, and human rights issues featuring social justice activists, writers, journalists, and scholars discussing critical topics of our day*. Modeled on the Readings & Conversations series, the "In Pursuit of Cultural Freedom" series runs from September to June and follows the same format, in which the speaker gives a talk on his or her topic for about 45 minutes, followed by a conversation with an interlocutor for 30 minutes. The series began in the James A. Little Theater with a seating capacity of 400. As of in September, 2012, the events are held in the Lensic Theater, with a seating capacity of 800. All events have been full capacity in attendance, and community outreach tickets were offered to schools as well. Following the same tradition as the *Readings & Conversations* program, Lannan makes books available to teachers and students as part of the community outreach effort.

As in the literary Readings & Conversations series, the events are also audio-taped and video-taped and made available on our website.

Part IX-A Lines 1-4, Form 990-PF
Year ended December 31, 2011

Statement 19

The Exhibition Program was established to support the creation of new work and to give greater exposure to contemporary artists. In 1981 J. Patrick Lannan, Sr. founded the Lannan Museum in Lake Worth, Florida. Housed in a renovated Art Deco movie theatre, the museum building was designed to provide an environment for the presentation of selections from the collection as well as temporary exhibitions. Artists presented at the Lannan Museum included Greg Colson, Kathy Muehlemann, Ed Ruscha, and James Turrell.

After the foundation relocated to Los Angeles in July 1990, new galleries were inaugurated with presentations of paintings by German artist Gerhard Richter and a monumental sculpture, *The Tables*, by New York-based artist Tom Otterness. Subsequent exhibitions included work by artists Siah Armajani, Chris Burden, Chuck Close, Lynn Davis, Robert Frank, Gary Simmons, and Bill Viola among a number of thematic group presentations.

The current Exhibition Program in Santa Fe presents between one and three exhibitions per year. Exhibitions are free and open to the public for individual visits, as well as those by schools, clubs, and other groups. In 2011 Lannan presented one exhibition to the public, "Guy Tillim: Avenue Patrice Lumumba." Total attendance for the show was approximately 500 people.

Statement 20

The Lannan Writing Residency Fellowship provides uninterrupted writing time for poets, writers, essayists, translators, scholars and curators, as well as indigenous, environmental and social justice activists. Residency durations are usually from one to two months, and residency fellows often give readings open to the public at no charge.

Since the fall of 2000, more than 200 residency fellows have been housed in Lannan properties in Marfa, Texas, a small, beautiful, high desert ranching town in West Texas near the Chinati Mountains to the southwest and the Davis Mountains to the northeast. Marfa is also home to the internationally known Chinati Foundation, a contemporary art organization founded by the late sculptor, Donald Judd. Lannan Foundation residencies have provided creative inspiration for an untold number of published works of fiction, poetry and nonfiction, and other works of art.

Candidates for the residency program are selected through an internal nomination process. Unsolicited applications are not accepted.

Statement 21

Part I, line 6 - Net gain or (loss) from sale of assets

<u>Description</u>	<u>Date and method of acquisition</u>	<u>Method of determining book value</u>	<u>Date sold/donated</u>	<u>Gross donated value/gross sales price</u>	<u>Cost of sale</u>	<u>Unadjusted book basis</u>	<u>Accumulated depreciation</u>	<u>Gain/(loss) on sale/disposition</u>
Donation of residential real estate	2/8/2001 Purchase	Cost less accum depreciation	7/7/2011	\$ 440,000	\$ -	\$ 159,558		\$ 280,442
Total, noninvestment property				440,000	-	159,558	-	280,442
Cash account								
Capital changes	Various Cap change events	Cost	Various	\$ 17,324	\$ -	\$ -	\$ -	\$ 17,324
FPA-Rodriguez								
Securities sales	Various Purchase	Cost	Various	6,596,620	-	2,238,140	-	4,358,480
FPA-Bond fund								
Securities sales	Various Purchase	Cost	Various	10,000,000	-	10,131,625	-	(131,625)
FPA-Crescent fund								
Other gains	Various Purchase	Cost	Various	606,635	-	-	-	606,635
Pimco Real Return fund								
Other gains	Various Purchase	Cost	Various	194,850	-	-	-	194,850
Pimco Global fund								
Other gains	Various Purchase	Cost	Various	104,369	-	-	-	104,369
Pimco Total Return fund								
Securities sales	Various Purchase	Cost	Various	5,244,050	-	5,381,001	-	(136,951)
Waddell & Reed								
Securities sales	Various Purchase	Cost	Various	5,408,406	-	5,057,996	-	350,410
Blackrock Global Allocation fund								
Other gains	Various Purchase	Cost	Various	125,091	-	-	-	125,091
Blackrock Income fund								
Other gains	Various Purchase	Cost	Various	8,644	-	-	-	8,644
Total, investment property				28,305,989	-	22,808,762	-	5,497,227
Net gain/loss from sale of assets				\$ 28,745,989	\$ -	\$ 22,968,320	\$ -	\$ 5,777,669



◆ Capital Change Detail

Page 49 of 50

Ex date	Original security description/Asset ID Shares	Original cost	Change description	Payment Amount	Resulting security description/Asset ID Shares	Resulting cost	Realized gain/loss Market Translation
<i>Equities</i>							
Europe Region							
13 Jun 11	#REORGROYAL DUTCH PETE CASH MERGER EFF 12/21/05 CUSIP 780257804	0.00	ROYAL DUTCH PETRO SHELL TRANS RECEIVED DISTRIBUTION FOR CLASS PERIOD 04/07/1998 TO 06/15/2004 CASH DISTRIBUTION 1 FILED ACCOUNT 2635113 CLOSED ZZ LANNAN FDN - SP500	33.64		0.00 0.00	33.64 0.00
Total Europe Region				33.64		0.00	33.64 0.00
United States							
27 Jan 11	ENRON CORP COM CUSIP 293561106	0.00	ENRON CORPORATION RECEIVED DISTRIBUTION FOR CLASS PERIOD 09/08/1997 TO 11/30/2001 CASH DISTRIBUTION 3 FILED ACCOUNT 2635113 CLOSED ZZ LANNAN FDN - SP500	3,152.23		0.00 0.00	3,152.23 0.00
1 Jun 11	#REORG/LUCENT TECHNOLOGIES INC STK MERGER TO ALCATEL 2005912 EFF 11-30-06 CUSIP 549463107	0.00	LUCENT TECHNOLOGIES INC RECEIVED DISTRIBUTION FOR CLASS PERIOD 10/26/1999 TO 12/20/2000 CASH DISTRIBUTION 2 FILED ACCOUNT 2673192 CLOSED ZZ LANNAN FDN - TUKMAN CAPITAL	10.96		0.00 0.00	10.96 0.00
21 Jun 11	#REORG/QWEST STOCK MERGER CENTURYLINK INC COM 2117900 4-1-2011 CUSIP 749121109	0.00	QWEST COMMUNICATIONS INTL, INC RECEIVED DISTRIBUTION FOR CLASS PERIOD 05/21/1998 TO 12/31/2002 CASH DISTRIBUTION 2 FILED ACCOUNT 2635113 CLOSED ZZ LANNAN FDN - SP500	314.38		0.00 0.00	314.38 0.00
5 Jul 11	CONAGRA FOODS INC CUSIP 205887102	0.00	CONAGRA FOODS, INC (SEC) RECEIVED DISTRIBUTION FOR CLASS PERIOD 10/13/1998 TO 05/24/2001 CASH DISTRIBUTION 2 FILED ACCOUNT 2635113 CLOSED ZZ LANNAN FDN - SP500	5.04		0.00 0.00	5.04 0.00

Northern Trust

Generated by Northern Trust from reviewed periodic data on 24 Jan 12

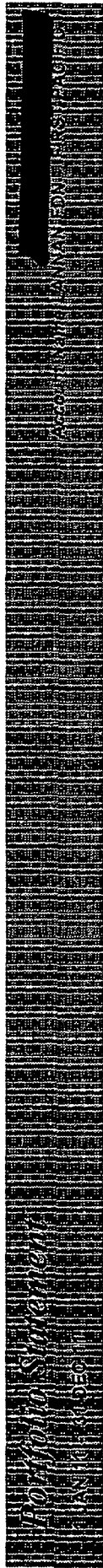
◆ Capital Change Detail

Page 50 of 50

Ex date	Original security description/Asset ID	Original Shares	Original cost	Change description	Payment Amount	Resulting Shares	Resulting cost	Realized gain/loss Market Translation
Equities								
United States								
19 Jul 11	OM GROUP INC COM CUSIP 670872100		0.00	OM GROUP INC RECEIVED DISTRIBUTION FOR CLASS PERIOD 01/27/2000 TO 10/30/2002 CASH DISTRIBUTION 2 FILED ACCOUNT 2611134 CLOSED ZZ LANNAN FDN - FIRST PACIFIC	9,706.51		0.00	9,706.51 0.00
4 Aug 11	#REORG MOTOROLA INC COM REVERSE SPLIT MOTOROLA INC COM 2065052 EFF 01-04-2011 CUSIP 620076109		0.00	MOTOROLA INC RECEIVED DISTRIBUTION FOR CLASS PERIOD 02/02/2000 TO 08/13/2001 CASH DISTRIBUTION 2 FILED ACCOUNT 2635113 CLOSED ZZ LANNAN FDN - SP500	21.95		0.00	21.95 0.00
1 Dec 11	MAXIM INTEGRATED PRODS INC COM CUSIP 57772K101		0.00	MAXIM INTEGRATED PRODUCTS, INC RECEIVED DISTRIBUTION FOR CLASS PERIOD 04/28/2003 TO 01/17/2008 CASH DISTRIBUTION 1 FILED ACCOUNT 2611134 CLOSED ZZ LANNAN FDN - FIRST PACIFIC	3,796.76		0.00	3,796.76 0.00
12 Dec 11	#REORG/SCHERING CASH & STK MRGR TO MERCK & CO INC NEW #2055872 EFF 11/3/09 CUSIP 806605101		0.00	SCHERING-PLOUGH CORP (2001) RECEIVED DISTRIBUTION FOR CLASS PERIOD 05/08/2000 TO 05/15/2001 CASH DISTRIBUTION 1 FILED ACCOUNT 2635113 CLOSED ZZ LANNAN FDN - SP500	282.37		0.00	282.37 0.00
Total United States					17,290.20		0.00	17,290.20 0.00
Total Equities					17,323.84		0.00	17,323.84 0.00
Total Payment Income					17,323.84		0.00	17,323.84 0.00

Northern Trust

Generated by Northern Trust from reviewed periodic data on 24 Jan 12



Investment Transaction Detail

Page 28 of 80

Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PA Price	Transaction Amount		Cost	Market	Realized Gain/Loss		Total
			Principal	Accrued Interest			Translation		

Purchases

Equities

20 Oct 11 25 Oct 11 Settled	WESTN DIGITAL CORP COM CUSIP 958102105 / WDC MAXIM GROUP / 45.00 PURCHASED 900.00 SHARES 10-20-11 AT A PRICE OF \$23.8715 PLUS BROKER COMMISSION OF \$45.00 MAXIM GROUP	900 000 23.871500	- 21,529.35	0.00	21,529.35	0.00	0.00	0.00	0.00
Total United States - USD									
Total common stock			- 3,152,318.44	0.00	3,152,318.44	0.00	0.00	0.00	0.00
Total equities			- 3,152,318.44	0.00	3,152,318.44	0.00	0.00	0.00	0.00
Total purchases			111,300.00	0.00	3,152,318.44	0.00	0.00	0.00	0.00

Sales

Equities

Common stock

United States - USD

10 Jan 11 13 Jan 11 Settled	#REORGJO-ANN STORES INC COM STK CASH MERGER 3-18-2011 CUSIP 47758P307 / JAS BARCLAYS CAPITAL LE / 75.00 OTHER CHARGES 1.53 SOLD 1,500.00 SHARES 01-10-11 AT A PRICE OF \$60.1524 LESS BROKER COMMISSION OF \$75.00 AND OTHER CHARGES OF \$1.53 BARCLAYS CAPITAL LE	- 1,500 000 60.152400	90,152.07	0.00	- 4,380.00	85,772.07	0.00	85,772.07	85,772.07
Total United States - USD									
Total common stock			138,227.66	0.00	- 6,716.00	131,511.66	0.00	131,511.66	131,511.66
Total equities			138,227.66	0.00	- 6,716.00	131,511.66	0.00	131,511.66	131,511.66
Total sales			- 138,227.66	0.00	6,716.00	- 131,511.66	0.00	- 131,511.66	- 131,511.66

Northern Trust

Generated by Northern Trust from reviewed periodic data on 24 Jan 12

Sales

Equities

Northern Trust

◆ Investment Transaction Detail

Sales

Equities

Northern Trust

◆ Investment Transaction Detail

Page 31 of 80

Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Transaction Amount		Cost	Market	Translation	Total
			Principal	Accrued Interest				

Sales

Equities

15 Feb 11 Settled	#REORGJO-ANN STORES INC COM STK CASH MERGER 3-18-2011 CUSIP 47758P307 / JAS HOWARD, WEIL, DIV LEGG MASON / 140 00 OTHER CHARGES 3 26 SOLD 2,800 00 SHARES 02-15-11 AT A PRICE OF \$60.6044 LESS BROKER COMMISSION OF \$140 00 AND OTHER CHARGES OF \$3 26 HOWARD, WEIL, LABOUISSIE	- 2,800 000 60.604400	169,549 06	0 00	- 8,176 00	161,373 06	0 00	161,373 06
16 Feb 11 Settled	#REORGJO-ANN STORES INC COM STK CASH MERGER 3-18-2011 CUSIP 47758P307 / JAS MCDONALD AND COMPANY/KEYBANC / 50 00 OTHER CHARGES 1 17 SOLD 1,000 00 SHARES 02-16-11 AT A PRICE OF \$60 60 LESS BROKER COMMISSION OF \$50.00 AND OTHER CHARGES OF \$1 17 MCDONALD & CO	- 1,000 000 60 600000	60,548 83	0 00	- 2,920 00	57,628 83	0 00	57,628 83
17 Feb 11 Settled	#REORGJO-ANN STORES INC COM STK CASH MERGER 3-18-2011 CUSIP 47758P307 / JAS MCDONALD AND COMPANY/KEYBANC / 100.00 OTHER CHARGES 2 33 SOLD 2,000.00 SHARES 02-17-11 AT A PRICE OF \$60.6016 LESS BROKER COMMISSION OF \$100 00 AND OTHER CHARGES OF \$2 33 MCDONALD & CO	- 2,000.000 60 601600	121,100.87	0 00	- 5,840 00	115,260.87	0 00	115,260 87
7 Feb 11 Settled	#REORG/PRIDE CASH AND STOCK MERGER ENSCOPLC 281MAH1 6-1-2011 CUSIP 74153Q102 / PDE JEFFERIES & COMPANY / 160 00 OTHER CHARGES 2 45 SOLD 3,200 00 SHARES 02-07-11 AT A PRICE OF \$39 8205 LESS BROKER COMMISSION OF \$160 00 AND OTHER CHARGES OF \$2 45 JEFFERIES & CO , INC	- 3,200.000 39 820500	127,263 15	0 00	- 51,898 88	75,364 27	0 00	75,364.27

Northern Trust

Generated by Northern Trust from reviewed periodic data on 24 Jan 12

Sales

Equities

Northern Trust

Sales

Equities

Northern Trust

◆ Investment Transaction Detail

Sales

Equities

Northern Trust

Sales

Equities

Northern Trust

Sales

7 Feb 11 10 Feb 11 Settled	AVNET INC COM CUSIP 053807103 / AVT RAYMOND JAMES / 15.00 OTHER CHARGES .22 SOLD 300.00 SHARES 02-07-11 AT A PRICE OF \$37.00 LESS BROKER COMMISSION OF \$15.00 AND OTHER CHARGES OF \$0.22 RAYMOND, JAMES	- 300 000 37 000000	11,084.78	0.00	- 2,037.69	9,047.09	0.00	9,047.09
13 Jan 11 19 Jan 11 Settled	BAKER HUGHES INC COM CUSIP 057224107 / BHI SIMMONS & COMPANY INTL / 80.00 OTHER CHARGES 1.59 SOLD 1,600.00 SHARES 01-13-11 AT A PRICE OF \$58.6977 LESS BROKER COMMISSION OF \$80.00 AND OTHER CHARGES OF \$1.59 SIMMONS & COMPANY INTL	- 1,600,000 58.697700	93,834.73	0.00	- 81,048.06	12,786.67	0.00	12,786.67
11 Mar 11 16 Mar 11 Settled	BAKER HUGHES INC COM CUSIP 057224107 / BHI RAYMOND JAMES / 30.00 OTHER CHARGES .80 SOLD 600.00 SHARES 03-11-11 AT A PRICE OF \$69.3263 LESS BROKER COMMISSION OF \$30.00 AND OTHER CHARGES OF \$0.80 RAYMOND, JAMES	- 600 000 69 326300	41,564.98	0.00	- 30,393.02	11,171.96	0.00	11,171.96
11 Mar 11 16 Mar 11 Settled	BAKER HUGHES INC COM CUSIP 057224107 / BHI SIMMONS & COMPANY INTL / 30.00 OTHER CHARGES .80 SOLD 600.00 SHARES 03-11-11 AT A PRICE OF \$69.0745 LESS BROKER COMMISSION OF \$30.00 AND OTHER CHARGES OF \$0.80 SIMMONS & COMPANY INTL	- 600 000 69 074500	41,413.90	0.00	- 30,393.02	11,020.88	0.00	11,020.88

◆ Investment Transaction Detail

<u>Trade Date</u>	<u>Security Description</u>	<u>Asset ID / Ticker</u>	<u>Shares/PAAR Price</u>	<u>Transaction Amount</u>	<u>Realized Gain/Loss</u>	<u>Total</u>
<u>Settle Date</u>	<u>Broker / Commission</u>		<u>Principal</u>	<u>Accrued Interest</u>	<u>Cost</u>	<u>Market Translation</u>
<u>Trade Status</u>	<u>Narrative</u>					

Sales

Equities

11 Mar 11 16 Mar 11 Settled	BAKER HUGHES INC COM CUSIP 057224107 / BHI JEFFERIES & COMPANY / 30 00 OTHER CHARGES 80 SOLD 600 00 SHARES 03-11-11 AT A PRICE OF \$69.0513 LESS BROKER COMMISSION OF \$30 00 AND OTHER CHARGES OF \$0 80 JEFFERIES & CO., INC.	- 600 000 69 051300	41,399 98	0 00	- 30,393 02	11,006 96	0 00	11,006 96
29 Mar 11 1 Apr 11 Settled	BAKER HUGHES INC COM CUSIP 057224107 / BHI STERNE AGEE AND LEACH INC / 40 00 OTHER CHARGES 1.14 SOLD 800 00 SHARES 03-29-11 AT A PRICE OF \$74 0997 LESS BROKER COMMISSION OF \$40 00 AND OTHER CHARGES OF \$1.14 STERNE, AGEE & LEACH, INC	- 800 000 74 099700	59,238.62	0.00	- 40,524 03	18,714.59	0.00	18,714 59
29 Mar 11 1 Apr 11 Settled	BAKER HUGHES INC COM CUSIP 057224107 / BHI HOWARD, WEIL, DIV LEGG MASON / 40 00 OTHER CHARGES 1 14 SOLD 800 00 SHARES 03-29-11 AT A PRICE OF \$74.0801 LESS BROKER COMMISSION OF \$40 00 AND OTHER CHARGES OF \$1 14 HOWARD, WEIL, LABOUISSIE	- 800.000 74 080100	59,222.94	0 00	- 40,524 03	18,698 91	0 00	18,698.91
27 Apr 11 2 May 11 Settled	BAKER HUGHES INC COM CUSIP 057224107 / BHI PERSHING LLC FORMERLY DLJ / 35 00 OTHER CHARGES 1.05 SOLD 700 00 SHARES 04-27-11 AT A PRICE OF \$77 4675 LESS BROKER COMMISSION OF \$35.00 AND OTHER CHARGES OF \$1 05 DONALDSON, LUFKIN & JENRETTE	- 700 000 77 467500	54,191 20	0 00	- 35,458 52	18,732 68	0 00	18,732 68

Investment Transaction Detail

Trade Date	Settle Date	Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Transaction Amount		Realized Gain/Loss		
					Principal	Accrued Interest	Cost	Market	Translation

Sales

Equities

8 Jul 11 13 Jul 11 Settled	BAKER HUGHES INC COM CUSIP 057224107 / BHI MERRILL LYNCH PIERCE FENNER & SMITH / 35 00 OTHER CHARGES 1 01 SOLD 700 00 SHARES 07-08-11 AT A PRICE OF \$75.0112 LESS BROKER COMMISSION OF \$35 00 AND OTHER CHARGES OF \$1 01 MERRILL LYNCH, PIERCE, FENNER	- 700 000 75 011200	52,471 83	0.00	- 35,458 52	17,013 31	0.00	17,013 31	
25 Jul 11 28 Jul 11 Settled	BAKER HUGHES INC COM CUSIP 057224107 / BHI UBS WARBURG LLC / 70 00 OTHER CHARGES 2 16 SOLD 1,400 00 SHARES 07-25-11 AT A PRICE OF \$80 1908 LESS BROKER COMMISSION OF \$70 00 AND OTHER CHARGES OF \$2 16 WARBURG DILLON READ LLC	- 1,400 000 80.190800	112,194 96	0.00	- 70,917.05	41,277 91	0.00	41,277 91	
10 Jan 11 13 Jan 11 Settled	CHARMING SHOPPES INC COM CUSIP 161133103 / CHRS HOWARD, WEIL, DIV LEGG MASON / 33 00 OTHER CHARGES 07 SOLD 1,100 00 SHARES 01-10-11 AT A PRICE OF \$3.4923 LESS BROKER COMMISSION OF \$33 00 AND OTHER CHARGES OF \$0 07 HOWARD, WEIL, LABOUISE	- 1,100 000 3 492300	3,808 46	0.00	- 2,900 70	907.76	0.00	907.76	907.76
11 Jan 11 14 Jan 11 Settled	CHARMING SHOPPES INC COM CUSIP 161133103 / CHRS CANTOR FITZGERALD & CO / 36 00 OTHER CHARGES 07 SOLD 1,200 00 SHARES 01-11-11 AT A PRICE OF \$3 40 LESS BROKER COMMISSION OF \$36 00 AND OTHER CHARGES OF \$0 07 CANTOR, FITZGERALD & CO, INC	- 1,200 000 3 400000	4,043 93	0.00	- 3,164 40	879 53	0.00	879 53	879 53

Investment Transaction Detail

Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Transaction Amount		Cost	Realized Gain/Loss		Total
			Principal	Accrued Interest		Market	Translation	

Sales

Equities

11 Jan 11 14 Jan 11 Settled	CHARMING SHOPPES INC COM CUSIP: 161133103 / CHRS HOWARD, WEIL, DIV LEGG MASON / 42 00 OTHER CHARGES 09 SOLD 1,400 00 SHARES 01-11-11 AT A PRICE OF \$3 4586 LESS BROKER COMMISSION OF \$42 00 AND OTHER CHARGES OF \$0 09 HOWARD, WEIL, LABOUISSSE	- 1,400 000 3,458600	4,799 95	0 00	- 3,691 80	1,108 15	0 00	1,108 15
12 Jan 11 18 Jan 11 Settled	CHARMING SHOPPES INC COM CUSIP: 161133103 / CHRS HOWARD, WEIL, DIV LEGG MASON / 33.00 OTHER CHARGES .07 SOLD 1,100 00 SHARES 01-12-11 AT A PRICE OF \$3.382 LESS BROKER COMMISSION OF \$33 00 AND OTHER CHARGES OF \$0 07 HOWARD, WEIL, LABOUISSSE	- 1,100 000 3 382000	3,687 13	0 00	- 2,900 70	786.43	0 00	786.43
12 Jan 11 18 Jan 11 Settled	CHARMING SHOPPES INC COM CUSIP: 161133103 / CHRS JEFFERIES & COMPANY / 78 00 OTHER CHARGES 15 SOLD 2,600 00 SHARES 01-12-11 AT A PRICE OF \$3 3708 LESS BROKER COMMISSION OF \$78 00 AND OTHER CHARGES OF \$0.15 JEFFERIES & CO., INC.	- 2,600 000 3 370800	8,685 93	0 00	- 6,856 20	1,829 73	0 00	1,829.73
18 Jan 11 21 Jan 11 Settled	CHARMING SHOPPES INC COM CUSIP: 161133103 / CHRS JEFFERIES & COMPANY / 3 00 OTHER CHARGES 01 SOLD 100 00 SHARES 01-18-11 AT A PRICE OF \$3 2534 LESS BROKER COMMISSION OF \$3 00 AND OTHER CHARGES OF \$0 01 JEFFERIES & CO., INC	- 100 000 3 253400	322 33	0 00	- 263 70	58 63	0 00	58.63

—Realized Gain/Loss

Equities

552 54

533 01

495 30708 38

Investment Transaction Detail

Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Transaction Amount		Cost	Realized Gain/Loss		Total
			Principal	Accrued Interest		Market	Translation	

Sales

Equities

27 Jan 11 1 Feb 11 Settled	CHARMING SHOPPES INC COM CUSIP 161133103 / CHRS BARCLAYS CAPITAL LE / 6 00 OTHER CHARGES 02 SOLD 200 00 SHARES 01-27-11 AT A PRICE OF \$3.1025 LESS BROKER COMMISSION OF \$6 00 AND OTHER CHARGES OF \$0 02 BARCLAYS CAPITAL LE	- 200 000 3.102500	614 48	0 00	- 527 40	87 08	0 00	87 08
28 Jan 11 2 Feb 11 Settled	CHARMING SHOPPES INC COM CUSIP 161133103 / CHRS RAYMOND JAMES / 63 00 OTHER CHARGES 13 SOLD 2,100.00 SHARES 01-28-11 AT A PRICE OF \$3 1488 LESS BROKER COMMISSION OF \$63 00 AND OTHER CHARGES OF \$0.13 RAYMOND, JAMES	- 2,100 000 3.148800	6,545.15	0 00	- 5,537.70	1,007 45	0.00	1,007 45
31 Jan 11 3 Feb 11 Settled	CHARMING SHOPPES INC COM CUSIP 161133103 / CHRS RAYMOND JAMES / 9 00 OTHER CHARGES 02 SOLD 300 00 SHARES 01-31-11 AT A PRICE OF \$3.10 LESS BROKER COMMISSION OF \$9 00 AND OTHER CHARGES OF \$0 02 RAYMOND, JAMES	- 300 000 3.100000	920.98	0 00	- 791.10	129.88	0.00	129 88
31 Jan 11 3 Feb 11 Settled	CHARMING SHOPPES INC COM CUSIP 161133103 / CHRS MERRILL LYNCH PIERCE FENNER & SMITH / 60 00 OTHER CHARGES 12 SOLD 2,000 00 SHARES 01-31-11 AT A PRICE OF \$3 1012 LESS BROKER COMMISSION OF \$60 00 AND OTHER CHARGES OF \$0 12 MERRILL LYNCH, PIERCE, FENNER	- 2,000 000 3 101200	6,142 28	0 00	- 5,274 00	868 28	0 00	868 28

Sales

1 Feb 11 4 Feb 11 Settled	CHARMING SHOPPES INC COM CUSIP 161133103 / CHRS NOBLE INTL INVESTMENTS / 51 00 OTHER CHARGES 11 SOLD 1,700 00 SHARES 02-01-11 AT A PRICE OF \$3 1176 LESS BROKER COMMISSION OF \$51 00 AND OTHER CHARGES OF \$0 11 NOBLE INTL INVESTMENTS	- 1,700 000 3 117600	5,248 81	0 00	- 4,482 90	765 91	0 00	765 91
2 Feb 11 7 Feb 11 Settled	CHARMING SHOPPES INC COM CUSIP 161133103 / CHRS WEEDEN AND & CO / 6.00 OTHER CHARGES 02 SOLD 200 00 SHARES 02-02-11 AT A PRICE OF \$3 1147 LESS BROKER COMMISSION OF \$6 00 AND OTHER CHARGES OF \$0 02 WEEDEN & CO.	- 200 000 3.114700	616 92	0 00	- 527 40	89 52	0 00	89 52
2 Feb 11 7 Feb 11 Settled	CHARMING SHOPPES INC COM CUSIP 161133103 / CHRS NOBLE INTL INVESTMENTS / 9.00 OTHER CHARGES 02 SOLD 300 00 SHARES 02-02-11 AT A PRICE OF \$3 1495 LESS BROKER COMMISSION OF \$9 00 AND OTHER CHARGES OF \$0 02 NOBLE INTL INVESTMENTS	- 300 000 3.149500	935.83	0 00	- 791.10	144 73	0 00	144 73
3 Feb 11 8 Feb 11 Settled	CHARMING SHOPPES INC COM CUSIP 161133103 / CHRS WEEDEN AND & CO / 39 00 OTHER CHARGES 08 SOLD 1,300 00 SHARES 02-03-11 AT A PRICE OF \$3 0704 LESS BROKER COMMISSION OF \$39 00 AND OTHER CHARGES OF \$0 08 WEEDEN & CO	- 1,300,000 3 070400	3,952 44	0 00	- 3,428 10	524 34	0 00	524 34

Investment Transaction Detail

Trade Date Settle Date Trade Status	Security Description	Shares/PAR Price	Transaction Amount		Cost	Market	Translation	Total
	Asset ID / Ticker		Principal	Accrued Interest				
	Broker / Commission							
	Narrative							
							Realized Gain/Loss	

Sales

Equities

13 Jan 11 19 Jan 11 Settled	CIMAREX ENERGY CO COM CUSIP 171798101 / XEC BARCLAYS CAPITAL LE / 85.00 OTHER CHARGES 2 76 SOLD 1,700.00 SHARES 01-13-11 AT A PRICE OF \$96.0341 LESS BROKER COMMISSION OF \$85 00 AND OTHER CHARGES OF \$2.76 BARCLAYS CAPITAL LE	- 1,700 000 96.034100	163,170 21	0 00	- 27,481.35	135,688 86	0 00		135,688.86
14 Jan 11 20 Jan 11 Settled	CIMAREX ENERGY CO COM CUSIP 171798101 / XEC BARCLAYS CAPITAL LE / 5 00 OTHER CHARGES 17 SOLD 100 00 SHARES 01-14-11 AT A PRICE OF \$96.00 LESS BROKER COMMISSION OF \$5 00 AND OTHER CHARGES OF \$0 17 BARCLAYS CAPITAL LE	- 100 000 96 000000	9,594 83	0 00	- 1,616 55	7,978.28	0.00		7,978.28
28 Jan 11 2 Feb 11 Settled	CIMAREX ENERGY CO COM CUSIP 171798101 / XEC CITIGROUP GLOBAL MARKETS INC/SMITH BARNEY / 15 00 OTHER CHARGES 58 SOLD 300 00 SHARES 01-28-11 AT A PRICE OF \$100 4659 LESS BROKER COMMISSION OF \$15 00 AND OTHER CHARGES OF \$0 58 SMITH BARNEY INC	- 300 000 100 465900	30,124 19	0 00	- 4,849 65	25,274.54	0 00		25,274.54
20 May 11 25 May 11 Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL CITIGROUP GLOBAL MARKETS INC/SMITH BARNEY / 140 00 OTHER CHARGES 1 33 SOLD 2,800 00 SHARES 05-20-11 AT A PRICE OF \$24 5923 LESS BROKER COMMISSION OF \$140 00 AND OTHER CHARGES OF \$1 33 SMITH BARNEY INC	- 2,800 000 24 592300	68,717 11	0 00	- 27,223 00	41,494 11	0 00		41,494.11

◆ Investment Transaction Detail

Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Transaction Amount		Cost	Realized Gain/Loss		Total
			Principal	Accrued Interest		Market	Translation	

Sales

Equities

28 Nov 11 1 Dec 11 Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL MERRILL PROFESSIONAL CLEARING CORP. / 135 00 OTHER CHARGES 1 20 SOLD 2,700.00 SHARES 11-28-11 AT A PRICE OF \$23 0737 LESS BROKER COMMISSION OF \$135 00 AND OTHER CHARGES OF \$1 20 MERRILL PROFESSIONAL CLEARING	- 2,700 000 23 073700	62,162 79	0 00	- 26,250 75	35,912 04	0 00	35,912 04
8 Dec 11 13 Dec 11 Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL MCDONALD AND COMPANY/KEYBANC / 5 00 OTHER CHARGES 05 SOLD 100.00 SHARES 12-08-11 AT A PRICE OF \$25 00 LESS BROKER COMMISSION OF \$5 00 AND OTHER CHARGES OF \$0 05 MCDONALD & CO	- 100 000 25 000000	2,494 95	0 00	- 972 25	1,522 70	0 00	1,522 70
9 Dec 11 14 Dec 11 Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL HOWARD, WEIL, DIV LEGG MASONI / 55 00 OTHER CHARGES 53 SOLD 1,100 00 SHARES 12-09-11 AT A PRICE OF \$25 0909 LESS BROKER COMMISSION OF \$55 00 AND OTHER CHARGES OF \$0 53 HOWARD, WEIL, LABOUISSIE	- 1,100 000 25 090900	27,544 46	0 00	- 10,694 75	16,849 71	0 00	16,849 71
9 Dec 11 14 Dec 11 Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL MCDONALD AND COMPANY/KEYBANC / 50 00 OTHER CHARGES 49 SOLD 1,000 00 SHARES 12-09-11 AT A PRICE OF \$25 0594 LESS BROKER COMMISSION OF \$50 00 AND OTHER CHARGES OF \$0 49 MCDONALD & CO	- 1,000 000 25 059400	25,008 91	0 00	- 9,722 50	15,286 41	0 00	15,286 41

Sales

Equities

Northern Trust

Sales

3 Mar 11 8 Mar 11 Settled	PATTERSON-UTI ENERGY INC COM CUSIP: 703481101 / PTEN CITIGROUP GLOBAL MARKETS INC/SMITH BARNEY / 70 00 OTHER CHARGES 74 SOLD 1,400 00 SHARES 03-03-11 AT A PRICE OF \$27 2266 LESS BROKER COMMISSION OF \$70 00 AND OTHER CHARGES OF \$0 74 SMITH BARNEY INC	- 1,400,000 27 226600	38,048 50	0 00	- 9,797 90	28,248 60	0 00	28,248 60
3 Mar 11 8 Mar 11 Settled	PATTERSON-UTI ENERGY INC COM CUSIP: 703481101 / PTEN WJB CAPITAL GROUP INC / 180 00 OTHER CHARGES 1.88 SOLD 3,600.00 SHARES 03-03-11 AT A PRICE OF \$27.1109 LESS BROKER COMMISSION OF \$180 00 AND OTHER CHARGES OF \$1 88 WJB CAPITAL GROUP INC	- 3,600,000 27 110900	97,417 36	0 00	- 25,184.90	72,232 46	0 00	72,232 46
24 Mar 11 29 Mar 11 Settled	PATTERSON-UTI ENERGY INC COM CUSIP: 703481101 / PTEN NOBLE INTL INVESTMENTS / 40 00 OTHER CHARGES 43 SOLD 800 00 SHARES 03-24-11 AT A PRICE OF \$27 5009 LESS BROKER COMMISSION OF \$40 00 AND OTHER CHARGES OF \$0 43 NOBLE INTL INVESTMENTS	- 800,000 27 500900	21,960.29	0 00	- 5,543 75	16,416 54	0 00	16,416 54
25 Mar 11 30 Mar 11 Settled	PATTERSON-UTI ENERGY INC COM CUSIP: 703481101 / PTEN MAXIM GROUP / 90 00 OTHER CHARGES 96 SOLD 1,800 00 SHARES 03-25-11 AT A PRICE OF \$27 6111 LESS BROKER COMMISSION OF \$90 00 AND OTHER CHARGES OF \$0 96 MAXIM GROUP	- 1,800 000 27 611100	49,609 02	0 00	- 12,363.75	37,245.27	0 00	37,245.27

Sales

4 Apr 11 7 Apr 11 Settled	PATTERSON-UTI ENERGY INC COM CUSIP: 703481101 / PTEN MCDONALD AND COMPANY/KEYBANC / 30.00 OTHER CHARGES ³⁴ SOLD 600 00 SHARES 04-04-11 AT A PRICE OF \$29.03 LESS BROKER COMMISSION OF \$30 00 AND OTHER CHARGES OF \$0 34 MCDONALD & CO	- 600 000 29 030000	17,387.66	0 00	- 3,952 33	13,435 33	0.00	13,435.33
4 Apr 11 7 Apr 11 Settled	PATTERSON-UTI ENERGY INC COM CUSIP: 703481101 / PTEN RAYMOND JAMES / 100 00 OTHER CHARGES ^{1 12} SOLD 2,000 00 SHARES 04-04-11 AT A PRICE OF \$29 0176 LESS BROKER COMMISSION OF \$100 00 AND OTHER CHARGES OF \$1.12 RAYMOND, JAMES	- 2,000,000 29 017600	57,934.08	0 00	- 13,737.50	44,196 58	0.00	44,196 58
5 Apr 11 8 Apr 11 Settled	PATTERSON-UTI ENERGY INC COM CUSIP: 703481101 / PTEN MCDONALD AND COMPANY/KEYBANC / 45.00 OTHER CHARGES ⁵¹ SOLD 900 00 SHARES 04-05-11 AT A PRICE OF \$29 0001 LESS BROKER COMMISSION OF \$45 00 AND OTHER CHARGES OF \$0 51 MCDONALD & CO	- 900,000 29 000100	26,054.58	0.00	- 5,801.81	20,252 77	0.00	20,252 77
5 Apr 11 8 Apr 11 Settled	PATTERSON-UTI ENERGY INC COM CUSIP: 703481101 / PTEN SIMMONS & COMPANY INTL / 45 00 OTHER CHARGES ⁵¹ SOLD 900 00 SHARES 04-05-11 AT A PRICE OF \$29 0028 LESS BROKER COMMISSION OF \$45 00 AND OTHER CHARGES OF \$0 51 SIMMONS & COMPANY INTL	- 900 000 29 002800	26,057 01	0 00	- 5,801 80	20,255 21	0.00	20,255 21

◆ Investment Transaction Detail

Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Transaction Amount		Cost	Realized Gain/Loss		Total
			Principal	Accrued Interest		Market	Translation	

Sales

Equities

6 Apr 11 11 Apr 11 Settled	PATTERSON-UTL ENERGY INC COM CUSIP 703481101 / PTEN SIMMONS & COMPANY INTL / 20 00 OTHER CHARGES .23 SOLD 400 00 SHARES 04-06-11 AT A PRICE OF \$29.0722 LESS BROKER COMMISSION OF \$20 00 AND OTHER CHARGES OF \$0 23 SIMMONS & COMPANY INTL	- 400 000 29 072200	11,608 65	0 00	- 2,578 58	9,030 07	0 00	9,030.07
8 Apr 11 13 Apr 11 Settled	PATTERSON-UTL ENERGY INC COM CUSIP 703481101 / PTEN SIMMONS & COMPANY INTL / 5.00 OTHER CHARGES .06 SOLD 100 00 SHARES 04-08-11 AT A PRICE OF \$29 0029 LESS BROKER COMMISSION OF \$5 00 AND OTHER CHARGES OF \$0 06 SIMMONS & COMPANY INTL	- 100 000 29.002900	2,895 23	0 00	- 644.65	2,250 58	0 00	2,250 58
20 Apr 11 26 Apr 11 Settled	PATTERSON-UTL ENERGY INC COM CUSIP 703481101 / PTEN INSTINET / 220 00 OTHER CHARGES 2 58 SOLD 4,400 00 SHARES 04-20-11 AT A PRICE OF \$30 456 LESS BROKER COMMISSION OF \$220 00 AND OTHER CHARGES OF \$2 58 INSTINET	- 4,400,000 30 456000	133,783 82	0 00	- 28,364.38	105,419.44	0 00	105,419 44
31 May 11 3 Jun 11 Settled	PATTERSON-UTL ENERGY INC COM CUSIP 703481101 / PTEN JEFFERIES & COMPANY / 55 00 OTHER CHARGES .68 SOLD 1,100 00 SHARES 05-31-11 AT A PRICE OF \$31.73 LESS BROKER COMMISSION OF \$55 00 AND OTHER CHARGES OF \$0 68 JEFFERIES & CO , INC	- 1,100 000 31.730000	34,847 32	0 00	- 7,091 09	27,756 23	0 00	27,756 23

Sales

	31 May 11		28,930.57	0.00	- 5,801.81	23,128.76	0.00	23,128.76
Settled	3 Jun 11							
		PATTERSON-UTI ENERGY INC COM	- 900 000					
		CUSIP 703481101 / PTEN						
		DEMATTED MONNESS LLC / 45 00	32.195700					
		OTHER CHARGES.						
		SOLD 900 00 SHARES 05-31-11 AT						
		A PRICE OF \$32.1957 LESS						
		BROKER COMMISSION OF \$45.00						
		AND OTHER CHARGES OF \$0.56						
		DEMATTED MONNESS LLC						

	26 Jul 11	29 Jul 11	Settled
PATTERSON-UTI ENERGY INC COM			
CUSIP 703481101 / PTEN			
RAYMOND JAMES / 100 00			
OTHER CHARGES, 1 30			
SOLD 2,000 00 SHARES 07-28-11			
AT A PRICE OF \$33 7513 LESS			
BROKER COMMISSION OF \$100 00			
AND OTHER CHARGES OF \$1.30			
RAYMOND JAMES			
	67,401 30	0 00	- 12,892 90
			54,508 40
			54,508.40

Northern Trust

Sales

3 Oct 11 6 Oct 11 Settled	PATTERSON-UTI ENERGY INC COM CUSIP .703481101 / PTEN OPPENHEIMER AND COMPANY / 195 00 OTHER CHARGES ^{1 20} SOLD 3,900 00 SHARES 10-03-11 AT A PRICE OF \$15.9696 LESS BROKER COMMISSION OF \$195 00 AND OTHER CHARGES OF \$1 20 FAHNESTOCK & CO	- 3,900,000 15 969600	62,085.24	0 00	- 25,057.50	37,027.74	0.00	37,027.74
3 Oct 11 6 Oct 11 Settled	PATTERSON-UTI ENERGY INC COM CUSIP .703481101 / PTEN MCDONALD AND COMPANY/KEYBANC / 195.00 OTHER CHARGES ^{1 25} SOLD 3,900 00 SHARES 10-03-11 AT A PRICE OF \$16.6389 LESS BROKER COMMISSION OF \$195.00 AND OTHER CHARGES OF \$1.25 MCDONALD & CO	- 3,900 000 16.638900	64,695.46	0 00	- 25,057 50	39,637 96	0.00	39,637 96
4 Oct 11 7 Oct 11 Settled	PATTERSON-UTI ENERGY INC COM CUSIP .703481101 / PTEN SIMMONS & COMPANY INTL / 100.00 OTHER CHARGES ⁶⁰ SOLD 2,000 00 SHARES 10-04-11 AT A PRICE OF \$15.4907 LESS BROKER COMMISSION OF \$100.00 AND OTHER CHARGES OF \$0 60 SIMMONS & COMPANY INTL	- 2,000 000 15 490700	30,880 80	0 00	- 12,850.00	18,030 80	0 00	18,030 80
15 Feb 11 18 Feb 11 Settled	ROSETTA RES INC COM CUSIP 777779307 / ROSE BEAR STEARNS 57079 / 15 00 OTHER CHARGES. ²⁴ SOLD 300 00 SHARES 02-15-11 AT A PRICE OF \$41 0575 LESS BROKER COMMISSION OF \$15 00 AND OTHER CHARGES OF \$0 24 BEAR, STEARNS & CO	- 300 000 41 057500	12,302 01	0 00	- 12,302 01	0.00	0 00	0 00

[illegible]

Equities

16 Feb 11 22 Feb 11 Settled	ROSETTA RES INC COM CUSIP: 77779307 / ROSE BEAR STEARNS 57079 / 70 00 OTHER CHARGES 1 12 SOLD 1,400 00 SHARES 02-16-11 AT A PRICE OF \$41.6016 LESS BROKER COMMISSION OF \$70 00 AND OTHER CHARGES OF \$1 12 BEAR, STEARNS & CO	- 1,400 000 41.601600	58,171.12	0 00	- 58,171.12	0 00	0 00	0 00
17 Feb 11 23 Feb 11 Settled	ROSETTA RES INC COM CUSIP: 77779307 / ROSE BEAR STEARNS 57079 / 30 00 OTHER CHARGES 49 SOLD 600 00 SHARES 02-17-11 AT A PRICE OF \$42.0689 LESS BROKER COMMISSION OF \$30 00 AND OTHER CHARGES OF \$0 49 BEAR, STEARNS & CO	- 600 000 42 068900	25,210.85	0 00	- 17,625.39	7,585.46	0 00	7,585 46
18 Feb 11 24 Feb 11 Settled	ROSETTA RES INC COM CUSIP: 77779307 / ROSE BEAR STEARNS 57079 / 40 00 OTHER CHARGES .65 SOLD 800 00 SHARES 02-18-11 AT A PRICE OF \$42.2493 LESS BROKER COMMISSION OF \$40 00 AND OTHER CHARGES OF \$0.65 BEAR, STEARNS & CO	- 800 000 42 249300	33,758.79	0 00	- 13,826.46	19,932 33	0 00	19,932.33
22 Feb 11 25 Feb 11 Settled	ROSETTA RES INC COM CUSIP: 77779307 / ROSE BEAR STEARNS 57079 / 5 00 OTHER CHARGES 09 SOLD 100 00 SHARES 02-22-11 AT A PRICE OF \$42 26 LESS BROKER COMMISSION OF \$5 00 AND OTHER CHARGES OF \$0 09 BEAR, STEARNS & CO	- 100 000 42.260000	4,220 91	0 00	- 1,868.99	2,351 92	0 00	2,351 92

◆ Investment Transaction Detail

Sales

Equities

Northern Trust

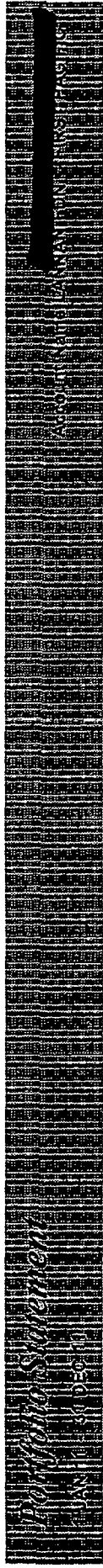
Investment Transaction Detail

Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PA Price	Transaction Amount		Cost	Realized Gain/Loss		Total
			Principal	Accrued Interest		Market	Translation	

Sales

Equities

28 Mar 11 31 Mar 11 Settled	ROSETTA RES INC COM CUSIP 777779307 / ROSE BEAR STEARNS 57079 / 35 00 OTHER CHARGES 63 SOLD 700 00 SHARES 03-28-11 AT A PRICE OF \$46.1943 LESS BROKER COMMISSION OF \$35 00 AND OTHER CHARGES OF \$0 63 BEAR, STEARNS & CO	- 700 000 46 194300	32,300 38	0 00	- 11,200 00	21,100 38	0 00	21,100 38
30 Mar 11 4 Apr 11 Settled	ROSETTA RES INC COM CUSIP 777779307 / ROSE BEAR STEARNS 57079 / 5 00 OTHER CHARGES 10 SOLD 100 00 SHARES 03-30-11 AT A PRICE OF \$48 5161 LESS BROKER COMMISSION OF \$5 00 AND OTHER CHARGES OF \$0 10 BEAR, STEARNS & CO	- 100 000 48.516100	4,846.51	0 00	- 1,893 11	2,953 40	0 00	2,953 40
31 Mar 11 5 Apr 11 Settled	ROSETTA RES INC COM CUSIP 777779307 / ROSE BEAR STEARNS 57079 / 5 00 OTHER CHARGES 10 SOLD 100 00 SHARES 03-31-11 AT A PRICE OF \$48 5505 LESS BROKER COMMISSION OF \$5 00 AND OTHER CHARGES OF \$0 10 BEAR, STEARNS & CO	- 100 000 48 550500	4,849.95	0 00	- 1,880 00	2,969 95	0 00	2,969.95
1 Apr 11 6 Apr 11 Settled	ROSETTA RES INC COM CUSIP 777779307 / ROSE BEAR STEARNS 57079 / 5 00 OTHER CHARGES 10 SOLD 100 00 SHARES 04-01-11 AT A PRICE OF \$48 5606 LESS BROKER COMMISSION OF \$5 00 AND OTHER CHARGES OF \$0 10 BEAR, STEARNS & CO	- 100 000 48 560600	4,850 96	0 00	- 1,880 00	2,970 96	0 00	2,970 96



Investment Transaction Detail

Page 54 of 80

Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Transaction Amount		Cost	Realized Gain/Loss		Total
			Principal	Accrued Interest		Market	Translation	

Sales

Equities

4 Apr 11 7 Apr 11 Settled	ROSETTA RES INC COM CUSIP 777779307 / ROSE BEAR STEARNS 57079 / 30.00 OTHER CHARGES 56 SOLD 600.00 SHARES 04-04-11 AT A PRICE OF \$48.5047 LESS BROKER COMMISSION OF \$30.00 AND OTHER CHARGES OF \$0.56 BEAR, STEARNS & CO	- 600 000 48.504700	29,072.26	0.00	- 10,922.43	18,149.83	0.00	18,149.83
5 Apr 11 8 Apr 11 Settled	ROSETTA RES INC COM CUSIP 777779307 / ROSE BEAR STEARNS 57079 / 10.00 OTHER CHARGES .19 SOLD 200.00 SHARES 04-05-11 AT A PRICE OF \$48.5037 LESS BROKER COMMISSION OF \$10.00 AND OTHER CHARGES OF \$0.19 BEAR, STEARNS & CO	- 200 000 48.503700	9,690.55	0.00	- 3,370.69	6,319.86	0.00	6,319.86
6 Apr 11 11 Apr 11 Settled	ROSETTA RES INC COM CUSIP 777779307 / ROSE BEAR STEARNS 57079 / 5.00 OTHER CHARGES 10 SOLD 100.00 SHARES 04-06-11 AT A PRICE OF \$48.5186 LESS BROKER COMMISSION OF \$5.00 AND OTHER CHARGES OF \$0.10 BEAR, STEARNS & CO	- 100 000 48.518600	4,846.76	0.00	- 1,600.00	3,246.76	0.00	3,246.76
9 May 11 12 May 11 Settled	ROSETTA RES INC COM CUSIP 777779307 / ROSE BEAR STEARNS 57079 / 85.00 OTHER CHARGES 1.59 SOLD 1,700.00 SHARES 05-09-11 AT A PRICE OF \$48.5914 LESS BROKER COMMISSION OF \$85.00 AND OTHER CHARGES OF \$1.59 BEAR, STEARNS & CO	- 1,700 000 48.591400	82,518.79	0.00	- 28,373.15	54,145.64	0.00	54,145.64

Northern Trust

Generated by Northern Trust from reviewed periodic data on 24 Jan 12

Sales

25 Jul 11	ROSETTA RES INC COM	- 400 000	23,179 55	0 00	- 7,165 43	16,014 12	16,014 12
28 Jul 11	CUSIP 777779307 / ROSE						
Settled	BEAR STEARNS 57079 / 20 00	58.0000000					
	OTHER CHARGES. 45						
	SOLD 400 00 SHARES 07-25-11 AT						
	A PRICE OF \$58 00 LESS BROKER						
	COMMISSION OF \$20.00 AND OTHER						
	CHARGES OF \$0 45 BEAR, STEARNS						
	& CO.						

5 Dec 11	CUSIP 77779307 / ROSE	53 196700
Settled	BEAR STEARNS 57079 / 105 00	
	OTHER CHARGES 2 15	
	SOLD 2,100 00 SHARES 11-30-11	
	AT A PRICE OF \$53.1987 LESS	
	BROKER COMMISSION OF \$105 00	
	AND OTHER CHARGES OF \$2 15	
	BEAR STEARNS & CO	

[illegible]

5 Dec 11	ROSEHILL RES INC. COMM	- 600 000	0.00	22,329 82	22,329 82
8 Dec 11	CUSIP 777778307 / ROSE				
Settled	BEAR STEARNS 57079 / 30 00				
	OTHER CHARGES: 63				
	SOLD 600 00 SHARES 12-05-11 AT	54 000600			
	A PRICE OF \$54 0006 LESS				
	BROKER COMMISSION OF \$30 00				
	AND OTHER CHARGES OF \$0 63				
	BEAR, STEARNS & CO				
		- 32,369,73	0.00	22,329 82	0.00
					22,329 82

Sales

6 Dec 11	ROSETTA RES INC COM	- 1,600,000	86,397.53	0.00	- 26,773.09	59,624.44	0.00
----------	---------------------	-------------	-----------	------	-------------	-----------	------

25 Feb 11	ROWAN COMPANIES INC COM	- 1,500,000	62,925 89	0 00	- 31,491.96	31,433 93	0 00
-----------	-------------------------	-------------	-----------	------	-------------	-----------	------

25 Feb 11	ROWAN COMPANIES INC COM	- 1 300 000	55,028 46	0 00	- 27 031 29	27,997 17	0 00
-----------	-------------------------	-------------	-----------	------	-------------	-----------	------

25 Feb 11	ROWAN COMPANIES INC COM	- 1,100 000	46,144 11	0 00	- 22,872 63	23,271 48	0 00	23,271 48
-----------	-------------------------	-------------	-----------	------	-------------	-----------	------	-----------

Generated by Northern Trust from reviewed periodic data on 24 Jan 12

◆ Investment Transaction Detail

Page 58 of 80

Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Transaction Amount		Cost	Realized Gain/Loss		Total
			Principal	Accrued Interest		Market	Translation	

Sales

Equities

1 Feb 11 10 Feb 11 Settled	SIGNET JEWELERS LTD ORD USD0.18 CUSIP: G81276100 / SIG MERRILL LYNCH PIERCE FENNER & SMITH / 10.00 OTHER CHARGES 17 SOLD 200 00 SHARES 02-01-11 AT A PRICE OF \$43 7502 LESS BROKER COMMISSION OF \$10.00 AND OTHER CHARGES OF \$0.17 MERRILL LYNCH, PIERCE, FENNER	- 200 000 43 750200	8,739 87	0 00	- 2,705 96	6,033 91	0 00	6,033 91
7 Feb 11 10 Feb 11 Settled	SIGNET JEWELERS LTD ORD USD0.18 CUSIP: G81276100 / SIG MERRILL LYNCH PIERCE FENNER & SMITH / 5.00 OTHER CHARGES 09 SOLD 100 00 SHARES 02-07-11 AT A PRICE OF \$43 864 LESS BROKER COMMISSION OF \$5.00 AND OTHER CHARGES OF \$0.09 MERRILL LYNCH, PIERCE, FENNER	- 100 000 43 864000	4,381 31	0 00	- 1,352 98	3,028 33	0 00	3,028 33
7 Feb 11 10 Feb 11 Settled	SIGNET JEWELERS LTD ORD USD0.18 CUSIP: G81276100 / SIG BARCLAYS CAPITAL LE / 25 00 OTHER CHARGES 43 SOLD 500 00 SHARES 02-07-11 AT A PRICE OF \$43 8865 LESS BROKER COMMISSION OF \$25.00 AND OTHER CHARGES OF \$0.43 BARCLAYS CAPITAL LE	- 500 000 43.886500	21,917 82	0 00	- 6,764 90	15,152 92	0 00	15,152 92
7 Feb 11 10 Feb 11 Settled	SIGNET JEWELERS LTD ORD USD0.18 CUSIP: G81276100 / SIG BEAR STEARNS 57079 / 30.00 OTHER CHARGES 51 SOLD 600 00 SHARES 02-07-11 AT A PRICE OF \$43 9201 LESS BROKER COMMISSION OF \$30.00 AND OTHER CHARGES OF \$0.51 BEAR, STEARNS & CO	- 600 000 43 920100	26,321.55	0 00	- 8,117 88	18,203 67	0 00	18,203 67

Northern Trust

Generated by Northern Trust from reviewed periodic data on 24 Jan 12

[illegible]

Equities

11 Mar 11	SM ENERGY CO COM	- 700 000	49,894.62	0.00	- 9,000.74	40,893.88	40,893.88
4 Mar 11	CUSIP: 78454L100 / SM						
Settled	WJB CAPITAL GROUP INC / 35.00	71.329400					
	OTHER CHARGES ⁹⁶						
	SOLD 700.00 SHARES 03-01-11 AT						
	A PRICE OF \$71.3294 LESS						
	BROKER COMMISSION OF \$35.00						
	AND OTHER CHARGES OF \$0.96 WJB						
	CAPITAL GROUP INC						
27 Oct 11	SM ENERGY CO COM	- 500 000	44,019.85	0.00	- 6,009.70	38,010.15	38,010.15
11 Nov 11	CUSIP: 78454L100 / SM						
Settled	SIMMONS & COMPANY INTL / 25.00	88.091400					
	OTHER CHARGES ⁸⁵						
	SOLD 500.00 SHARES 10-27-11 AT						
	A PRICE OF \$88.0914 LESS						
	BROKER COMMISSION OF \$25.00						
	AND OTHER CHARGES OF \$0.85						
	SIMMONS & COMPANY INTL						
28 Oct 11	SM ENERGY CO COM	- 800 000	70,386.32	0.00	- 9,615.52	60,770.80	60,770.80
2 Nov 11	CUSIP: 78454L100 / SM						
Settled	SIMMONS & COMPANY INTL / 40.00	88.034600					
	OTHER CHARGES ¹³⁶						
	SOLD 800.00 SHARES 10-28-11 AT						
	A PRICE OF \$88.0346 LESS						
	BROKER COMMISSION OF \$40.00						
	AND OTHER CHARGES OF \$1.36						
	SIMMONS & COMPANY INTL						
31 Mar 11	TRINITY IND INC COM	- 800 000	29,249.59	0.00	- 9,020.19	20,229.40	20,229.40
5 Apr 11	CUSIP: 896522109 / TRN						
Settled	PIPER JAFFRAY INC / 40.00	36.612700					
	OTHER CHARGES ⁵⁷						
	SOLD 800.00 SHARES 03-31-11 AT						
	A PRICE OF \$36.6127 LESS						
	BROKER COMMISSION OF \$40.00						
	AND OTHER CHARGES OF \$0.57						
	PIPER, JAFFRAY & HOPWOOD, INC						

Sales

Equities

Northern Trust

◆ Investment Transaction Detail

Trade Date	Settle Date	Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Transaction Amount		Realized Gain/Loss		
					Principal	Accrued Interest	Cost	Market	Translation

Sales

Fixed Income

Funds - government agencies

United States - USD

16 Feb 11	17 Feb 11	Settled	MFO FPA NEW INCOME INC COM CUSIP 302544101 / FPNIX SOLD 459,136 82 SHARES 02-16-11 AT A PRICE OF \$10 89 NET	- 459,136 820 10 890000	5,000,000 00	0 00	- 5,082,644.57	- 82,644.57	0 00	- 82,644 57
27 Jun 11	28 Jun 11	Settled	MFO FPA NEW INCOME INC COM CUSIP 302544101 / FPNIX SOLD 457 875 46 SHARES 06-27-11 AT A PRICE OF \$10 92 NET	- 457,875 460 10 920000	5,000,000 00	0 00	- 5,048,980 26	- 48,980.26	0 00	- 48,980 26
Total United States - USD					10,000,000 00	0 00	- 10,131,624 83	- 131,624.83	0 00	- 131,624.83
Total funds - government agencies					10,000,000 00	0 00	- 10,131,624.83	- 131,624.83	0 00	- 131,624.83
Total fixed income					10,000,000 00	0 00	- 10,131,624.83	- 131,624.83	0 00	- 131,624.83
Total sales				- 917,012.28	10,000,000 00	0 00	- 10,131,624.83	- 131,624.83	0 00	- 131,624.83
Total transactions					8,453,656.98	0 00	- 8,585,281.76	- 131,624.83	0 00	- 131,624.83

◆ Investment Transaction Detail

Trade Date	Settle Date	Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Transaction Amount		Cost	Market	Translation	Total
					Principal	Accrued Interest				

Other Gain/Loss

Equities

Funds - common stock

United States - USD										
1 Jul 11			MFO FPA FDS TR FPA CRESCENT PORTFOLIO	0 000	47,190 92	0 00	0 00	47,190 92	0 00	47,190 92
7 Jul 11		Settled	INSTL CL SHS CUSIP: 30254T759 / FPACX LONG-TERM CAPITAL GAIN ON 1179772 97 SHRS AT RATE OF 0 04000000 PAYABLE 07/07/11, RECORD DATE 06/30/11 EX-DATE 07/01/11	0 000000						

20 Dec 11			MFO FPA FDS TR FPA CRESCENT PORTFOLIO	0 000	559,444 13	0 00	0 00	559,444 13	0 00	559,444 13
21 Dec 11		Settled	INSTL CL SHS CUSIP: 30254T759 / FPACX LONG-TERM CAPITAL GAIN ON 1190306 66 SHRS AT RATE OF 0 47000000 PAYABLE 12/21/11, RECORD DATE 12/19/11 EX-DATE 12/20/11	0 000000						

Total United States - USD										
Total funds - common stock					606,635 05	0 00	0 00	606,635 05	0 00	606,635 05
Total equities					606,635 05	0 00	0 00	606,635 05	0 00	606,635 05
Total other gain/loss					0 00	0 00	0 00	606,635 05	0 00	606,635 05

Purchases

Equities

Funds - common stock

United States - USD										
1 Jul 11			MFO FPA FDS TR FPA CRESCENT PORTFOLIO	8,848 300	- 247,752 32	0 00	247,752 32	0 00	0 00	0 00
7 Jul 11		Settled	INSTL CL SHS CUSIP: 30254T759 / FPACX PURCHASED 8,848 30 SHARES 07-01-11 AT A PRICE OF \$28 00 NET AS REINVESTMENT	28 000000						

◆ Investment Transaction Detail

Trade Date	Settle Date	Trade Status	Security Description		Shares/PAR Price	Transaction Amount		Cost	Market	Realized Gain/Loss		Total
			Asset ID / Ticker	Broker / Commission		Principal	Accrued Interest			Translation		
			Narrative									

Other Gain/Loss

Commodities

Funds - commodity linked

United States - USD

7 Dec 11	8 Dec 11	Settled	MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667 / PCRIX SHORT TERM CAPITAL ON 1080218 26 SHRS AT RATE OF 0.14571000 PAYABLE 12/07/11, RECORD DATE 12/06/11 EX-DATE 12/07/11		0.000 0.000000	157,398.60	0.00	0.00	157,398.60	0.00		157,398.60
----------	----------	---------	---	--	-------------------	------------	------	------	------------	------	--	------------

7 Dec 11	8 Dec 11	Settled	MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667 / PCRIX LONG-TERM CAPITAL GAIN ON 1080218 26 SHRS AT RATE OF 0.03467000 PAYABLE 12/07/11, RECORD DATE 12/06/11 EX-DATE 12/07/11		0.000 0.000000	37,451.17	0.00	0.00	37,451.17	0.00		37,451.17
----------	----------	---------	---	--	-------------------	-----------	------	------	-----------	------	--	-----------

Total United States - USD												
Total funds - commodity linked						194,849.77	0.00	0.00	194,849.77	0.00		194,849.77
Total commodities						194,849.77	0.00	0.00	194,849.77	0.00		194,849.77
Total other gain/loss						0.00	0.00	0.00	194,849.77	0.00		194,849.77

Purchases

Commodities

Funds - commodity linked

United States - USD

17 Mar 11	21 Mar 11	Settled	MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667 / PCRIX PURCHASED 19,644.25 SHARES 03-17-11 AT A PRICE OF \$9.34 NET AS REINVESTMENT		19,644.250 9.340000	- 183,477.32	0.00	183,477.32	0.00			0.00
-----------	-----------	---------	--	--	------------------------	--------------	------	------------	------	--	--	------

Other Gain/Loss

United States - USD

7 Dec 11	MFO PIMCO FDS GLOBAL MULTI-ASSET	FD	0.00	37,931.45	0.00	37,931.45
8 Dec 11	INSTL CL		0.000	37,931.45	0.00	37,931.45
Settled	CUSIP: 72201P100 / PGAX		0.000000			
	LONG-TERM CAPITAL GAIN ON					
	638576 66 SHRS AT RATE OF					
	0.059400000 PAYABLE 12/07/11.					
	RECORD DATE 12/06/11 EX-DATE					
	12/07/11					

United States - USD

Generated by Northern Trust from reviewed periodic data on 24 Jan 12

Purchases

Funds - government agencies

Sales

Funds - government agencies

Total, transa

Sales

United States - USD

Northern Trust

Other Gain/Loss

Funds - common stock

Purchases

Funds - common stock

Generated by Northern Trust from reviewed periodic data on 24 Jan 12

[illegible]

Fixed Income

Funds - government agencies

United States - USD

21 Jul 11	MFO BLACKROCK FDS II FORMERLY BLACKROCK	0 000	8,643.78	0 00	8,643.78	0 00	8,643.78
22 Jul 11	FDS STRATEGIC INC OPPTY S PORT INSTL SHS						
Settled	CUSIP 09256H286 / BSIIX	0 000000					
	LONG-TERM CAPITAL GAIN ON						
	505957 76 SHRS AT RATE OF						
	017084000 PAYABLE 07/22/11,						
	RECORD DATE 07/20/11 EX-DATE						
	07/21/11						
Total United States - USD			8,643.78	0 00	8,643.78	0 00	8,643.78
Total funds - government agencies			8,643.78	0 00	8,643.78	0 00	8,643.78
Total fixed income			8,643.78	0 00	8,643.78	0 00	8,643.78
Total other gain/loss		0 00	8,643.78	0 00	8,643.78	0 00	8,643.78

Purchases

Fixed Income

Funds - government agencies

United States - USD

[illegible]

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

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	Employer identification number (EIN) or
	Lannan Foundation	☒ 36-6062451
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	313 Read Street	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Santa Fe, NM 87501-2628	

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

04

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.

Lannan Foundation

- The books are in the care of ☒ 313 Read Street, Santa Fe, New Mexico - 87501-2628

Telephone No. ☒ (505) 954-5152

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

We cannot complete 990-PF preparation until the annual financial statement audit is completed. The audit is scheduled to be completed by September 30, 2012.

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	\$	204,030.
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	\$	214,096.
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 ☒ Controller

Date ☐

Form 8868 (Rev. 1-2012)