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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation The William J. J Gordon Family Foundation		A Employer identification number 41-6517207
Number and street (or P O box number if mail is not delivered to street address) 614 East High Street		B Telephone number (see instructions) (434) 971-0850
City or town, state, and ZIP code Charlottesville VA 22902		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,554,347		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

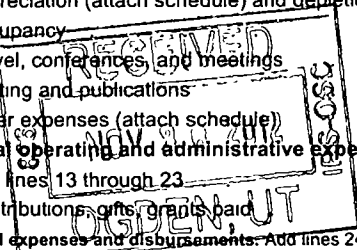
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		74	74		
4 Dividends and interest from securities		141,128	130,418		
5 a Gross rents					
b Net rental income or (loss)					
6 a Net gain or (loss) from sale of assets not on line 10		145,587			
b Gross sales price for all assets on line 6a 965,586					
7 Capital gain net income (from Part IV, line 2)			142,597		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		28,115	28,094		
12 Total. Add lines 1 through 11		314,904	301,183		
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)		10,085			10,085
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)		39,879	39,879		
17 Interest					
18 Taxes (attach schedule) (see instructions)		7,892	30		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		45,643	22,252		23,391
24 Total operating and administrative expenses. Add lines 13 through 23		103,499	62,161		33,476
25 Contributions, gifts, grants, paid		410,141			410,141
26 Total expenses and disbursements. Add lines 24 and 25.		513,640	62,161		443,617
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-198,736			
b Net investment income (if negative, enter -0-)			239,022		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

(HTA)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments	109,875	32,746	32,746		
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶	801				
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10 a Investments—U.S. and state government obligations (attach schedule)	967,682	643,257	682,090		
	b Investments—corporate stock (attach schedule)	2,434,065	2,416,971	3,367,732		
	c Investments—corporate bonds (attach schedule)	593,500	717,754	745,596		
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)	1,360,213	1,455,390	1,726,183		
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶					
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,466,136	5,266,118	6,554,347			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶ Outstanding Options)	3,855	2,573			
23 Total liabilities (add lines 17 through 22)	3,855	2,573				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	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	5,462,281	5,263,545			
	30 Total net assets or fund balances (see instructions)	5,462,281	5,263,545			
	31 Total liabilities and net assets/fund balances (see instructions)	5,466,136	5,266,118			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,462,281
2 Enter amount from Part I, line 27a	2	-198,736
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,263,545
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,263,545

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 Publicly-traded Securities				
b Passthrough K1 Capital Gain				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 965,586		909,252	56,334	
b			86,263	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			56,334	
b			86,263	
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	142,597	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	352,221	6,424,698	0.054823
2009	443,919	5,964,862	0.074422
2008	545,878	6,530,391	0.083590
2007	415,649	7,725,396	0.053803
2006	467,251	7,315,575	0.063871
2 Total of line 1, column (d)		2	0.330509
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	0.066102
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4	6,617,832
5 Multiply line 4 by line 3		5	437,452
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	2,390
7 Add lines 5 and 6		7	439,842
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	443,617

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	2,390
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	2,390
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,390
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,100	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,100	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,710	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 2,710 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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
4 a 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?	X	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MA		
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

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?	13	X	
Website address ▶				
14	The books are in care of ▶ G David Phelps Hamar	Telephone no ▶	(434) 971-0850	
	Located at ▶ 614 East High Street Charlottesville VA	ZIP+4 ▶	22902	
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		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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

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

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

☐ 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** N/A

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)

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?**7b** N/A**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 (see instructions).

(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 ATTACHMENT				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
	.00			
	.00			
	.00			
	.00			
	.00			

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

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	
2	
3	
4	

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

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

	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,878,493
b	Average of monthly cash balances	1b	113,935
c	Fair market value of all other assets (see instructions)	1c	1,726,183
d	Total (add lines 1a, b, and c)	1d	6,718,611
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,718,611
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	100,779
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,617,832
6	Minimum investment return. Enter 5% of line 5	6	330,892

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	330,892
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,390
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	151
c	Add lines 2a and 2b	2c	2,541
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	328,351
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	328,351
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	328,351

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	443,617
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	443,617
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,390
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	441,227

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				328,351
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0			
b From 2007	0			
c From 2008	204,335			
d From 2009	153,204			
e From 2010	36,573			
f Total of lines 3a through e	394,112			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 443,617				
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)				
d Applied to 2011 distributable amount				328,351
e Remaining amount distributed out of corpus	115,266			
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	509,378			
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				
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 instructions			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) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	509,378			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	204,335			
c Excess from 2009	153,204			
d Excess from 2010	36,573			
e Excess from 2011	115,266			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
A.D 14808 NW HIGHWAY 464B MORRISTON FL 32668	NONE	N/A	Hardship Assistance Grant	5,000
AMERICAN LIVESTOCK BREEDS CONSERVANCY PO BOX 477 PITTSBORO NC 27312	N/A	509(a)(1)	General & Unrestricted	5,000
ANIMAL PEOPLE INC PO BOX 960 CLINTON WA 98236	N/A	509(a)(1)	SCAD Fund	1,500
ANIMAL TRUSTEES OF AUSTIN PO BOX 14542 AUSTIN TX 78755	N/A	509(a)(1)	General & Unrestricted	55,000
ANIMAL WELFARE SOCIETY INC PO BOX 43 W KENNEBUNK ME 04094	N/A	509(a)(1)	Spay and Neuter Program and General Support	2,000
ANTIOCH UNIVERSITY - DEVELOPMENT OFFICE 40 AVON ST KEENE NH 03431	N/A	509(a)(1)	Environmental Education New Hampshire Branch	4,000
ARUNDEL HISTORICAL SOCIETY 3 TALBOT DR ARUNDEL ME 04046	N/A	509(a)(1)	General & Unrestricted	1,000
AUSTIN LYRIC OPERA 3009 INDUSTRIAL TERRACE NO 100 AUSTIN TX 78758	N/A	509(a)(1)	General & Unrestricted	2,000
AUSTIN SYMPHONY ORCHESTRA SOCIETY 1101 RED RIVER ST AUSTIN TX 78701	N/A	509(a)(2)	General & Unrestricted	2,000
AUSTIN ZOO PO BOX 91808 AUSTIN TX 78709	N/A	509(a)(1)	General & Unrestricted	1,000
BREAKWATER SCHOOL 856 BRIGHTON AVE PORTLAND ME 04102	N/A	509(a)(1)	Wish List Toddler Program	3,000
Total See Attached Statement			▶ 3a	410,141
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue.					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	74	
4	Dividends and interest from securities			14	141,128	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	525990	2,990	18	142,597	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a K-1 Pass-Through Income	525990	21	14	28,094	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		3,011		311,893	0
13	Total. Add line 12, columns (b), (d), and (e)				13	314,904

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form 990-PF, Part I, Line 6 - Gain/Loss from Sale of Assets Other Than Inventory

Gross Sales	Cost Basis	Net Gain or Loss
0	0	2,990
TOTAL:		

	Description	Gross Sales Price	Cost Basis	Valuation Method	Expense of Sale & Imprv Cost	Deprec	Net Gain or Loss
1	EAST SIDE CAPITAL L P - UBI Pass-Through						2,990
2							
3							
4							
5							
6							
7							
8							
9							
10							

Form 990-PF, Part I, Line 11 - Other Income

		TOTAL:	28,115	28,094	0
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income	
1	EAST SIDE CAPITAL L P K-1 Pass-Through Share of Partnership Income/(Loss)	28,115	28,094	0	
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 16a - Legal Fees

TOTAL:		10,085	0	0	10,085
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	General Governance Matters and Counseling	10,085	0	0	10,085
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		39,879	39,879	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	39,879	39,879	0	0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

TOTAL:		7,892	30	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated Tax for 2011	5,100	0	0	0
2	Foreign Tax Paid	30	30	0	0
3	IRS 990-T Tax Estimated Tax Payment	200	0	0	0
4	IRS 990-T Tax Payment	70	0	0	0
5	IRS Excise Tax Payment with 1st ext 2010 990-PF	96	0	0	0
6	IRS Excise Tax Payment with 2nd ext 2010 990-PF	2,228	0	0	0
7	IRS Miscellaneous Fee	68	0	0	0
8	IRS Tax Payment with 1st ext 2010 990-T	100	0	0	0
9					
10					

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	Description				
1	Administrative Fees	23,321	0	0	23,321
2	Bank Charges	61	61	0	0
3	EAST SIDE CAPITAL L.P. K-1 Pass-Through expenses	22,191	22,191	0	0
4	State or Local Filing Fees	70	0	0	70
5					
6					
7					
8					
9					
10					

Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations

		TOTAL:	643,257	682,090
	Description	Book Value End of Year	FMV End of Year	
1	FINANCING-FED BK ENTY CPN STRP 0 000% 05/11/2017 (31771JXJ4)	32,676	46,189	
2	GNMA - 4 241% - 07/16/2029 - 2006-5 A (38373MSX9)	72,357	73,216	
3	GNMA - 3 084% - 04/16/2022 - 2004-097 AB (38374JE93)	17,481	17,339	
4	GNMA - 3 888% - 07/16/2026 - 2006-68 A (38375JCF0)	4,051	4,127	
5	GNMA - 4 930% - 11/16/2044 - 2004-025 BA (38374F2R4)	8,292	7,956	
6	NEW JERSEY ST GO BDSSER. 2007 04 750% 06/01/2014 (646039PL5)	223,054	246,188	
7	US TIPS - 1 625% - 01/15/2015 (912828DH0)	45,980	47,326	
8	US TIPS - 2 000% - 01/15/2016 (912828ET3)	239,366	239,749	
9				
10				

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		TOTAL:			
	Description	Shares	Book Value End of Year	FMV End of Year	
1	ABBOTT LABS (ABT)	2,000	91,487	112,460	3,367,732
2	AIR PRODS & CHEM INC. (APD)	600	52,535	51,114	
3	AMERICAN WATER WORKS COMPANY INC COMMON STOCK (AWK)	3,000	62,970	95,580	
4	AMGEN INC (AMGN)	2,185	119,629	140,299	
5	ANADARKO PETROLEUM CORP (APC)	230	5,928	17,556	
6	APPLIED MATERIALS INC (AMAT)	3,020	57,078	32,344	
7	CHEVRON CORP (CVX)	3,010	128,497	320,263	
8	DOMINION RESOURCES INC (D)	4,410	139,350	234,083	
9	DOUGLAS DYNAMICS INC (FLOW)	3,000	44,676	43,860	
10	ECOLOGY INC (ECOL)	2,000	35,015	37,560	
11	EMERSON ELECTRIC CO. (EMR)	1,500	83,539	69,885	
12	GENERAL ELECTRIC CO (GE)	4,030	121,971	72,177	
13	HOME DEPOT INC. (HD)	2,500	65,610	105,100	
14	ILLINOIS TOOL WORKS (ITW)	1,600	72,808	74,736	
15	INTEL CORP (INTC)	2,395	65,575	58,079	
16	INTERNATIONAL BUSINESS MACHINES (IBM)	1,390	112,561	255,593	
17	JOHNSON & JOHNSON (JNJ)	1,210	61,817	79,352	
18	LANCASTER COLONY CORPORATION (LANC)	1,500	90,653	104,010	
19	LOCKHEED MARTIN CORP (LMT)	2,285	114,958	184,857	
20	MICROSOFT CORPORATION (MSFT)	4,410	113,085	114,484	
21	MINE SAFETY APPL (MSA)	2,000	44,953	66,240	
22	OIL SVC HLDRS TR (OIH)	1,000	94,484	114,880	
23	ORACLE CORP (ORCL)	4,845	58,334	124,274	
24	PEPSICO INC (PEP)	2,800	129,108	185,780	
25	PRAXAIR INC (PX)	400	12,699	42,760	
26	PROCTER GAMBLE CO (PG)	3,800	147,604	253,498	
27	SPDR S&P MIDCAP 400 EFT TRUST (MDY)	750	83,768	119,618	
28	STRYKER CORPORATION (SYK)	1,500	87,394	74,565	
29	UNITED TECHNOLOGIES CORP (UTX)	2,500	118,885	182,725	

Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

		TOTAL:		717,754	745,596
	Description	Shares	Book Value End of Year	FMV End of Year	
1	ARDEN RLTY LTD PARTNERSHIP 5 250% 03/01/2015 (03979GAL9)	100,000	100,784	106,206	
2	NOVA SCOTIA PROV CDAEB 8 25000% 11/15/2019 (669827DH7)	130,000	167,309	181,430	
3	PARTNERS HEALTHCARE TAX BD 3 443% 07/01/2021 (70213HAB4)	30,000	30,010	30,250	
4	PEPSIAMERICAS INC NT 4.875% 01/15/2015 (71343PAA9)	75,000	82,362	83,065	
5	ROYAL BANK OF CANADAMTN-2 8750%-04/19/2016 (78008K5V1)	75,000	76,292	77,697	
6	SANOFI-AVENTIS NOTE 0 6728% 03/28/2014 (80105NAC9)	100,000	99,923	99,248	
7	SHELL INTL - 4 000% - 03/21/2014 (822582AF9)	75,000	79,288	80,254	
8	WYETH NT 5 500% 02/15/2016 (983024AJ9)	75,000	81,786	87,446	
9					
10					

Form 990-PF, Part II, Line 13 - Investments - Other

TOTAL:			1,455,390	1,726,183
	Asset Description	Book Value End of Year	FMV End of Year	
1	EAST SIDE CAPITAL L.P	1,455,390	1,726,183	
2				
3				
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

							TOTAL:			
	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct
1	Elizabeth Gordon	614 East High Street	Charlottesville	VA	22902	Trustee	1	0	0	0
2	G David Phelps Hamar	614 East High Street	Charlottesville	VA	22902	Trustee	1	0	0	0
3										
4										
5										
6										
7										
8										
9										
10										

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

CAMP SUNSHINE AT SEBAGO LAKE INC

Street

35 ACADIA RD

City

CASCO

State

ME

Zip Code

04015

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

CAPITAL OF TEXAS PUBLIC TELECOMMUNICATIONS COUNCIL - K.L.R.U

Street

2504 B WHITIS AVE

City

AUSTIN

State

TX

Zip Code

78712

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

CENTER FOR BIOLOGICAL DIVERSITY INC

Street

PO BOX 710

City

TUCSON

State

AZ

Zip Code

85702

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

CENTER FOR WILDLIFE INC

Street

PO BOX 620

City

CAPE NEDDICK

State

ME

Zip Code

03902

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

CHILD ABUSE PREVENTION COUNCIL OF YORK COUNTY

Street

62 PORTLAND RD STE 15

City

KENNEBUNK

State

ME

Zip Code

04043

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

6,000

Name

CHILDRENS MUSEUM AND THEATRE OF MAINE

Street

142 FREE ST

City

PORTLAND

State

ME

Zip Code

04101

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

C C

Street

1300 EAST ST.JOHN'S 2B

City

AUSTIN

State

TX

Zip Code

78731

Foreign Country

Relationship

NONE

Foundation Status

N/A

Purpose of grant/contribution

Hardship Assistance Grant

Amount

5,000

Name

COMMUNITY BICYCLE CENTER

Street

284 HILL ST

City

BIDDEFORD

State

ME

Zip Code

04005

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Kids Program

Amount

10,000

Name

COMMUNITY HARVEST

Street

PO BOX 1393

City

KENNEBUNK

State

ME

Zip Code

04043

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

DOCTORS WITHOUT BORDERS USA INC

Street

333 7TH AVE 2ND FL

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Improving Access to Women's Health Care

Amount

4,000

Name

EARTHWATCH INSTITUTE INC

Street

114 WESTERN AVE

City

BOSTON

State

MA

Zip Code

02134

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Zoo Keeper Program

Amount

6,000

Name

EQUEST FOUNDATION

Street

PO BOX 935

City

KENNEBUNK

State

ME

Zip Code

04043

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

4,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

EVER AFTER MUSTANG RESCUE TRAINING AND EDUCATIONAL CENTER

Street

6 YATES ST

City

BIDDEFORD POOL

State

ME

Zip Code

04006

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

FRIENDS OF CHIEFLAND POLICE DEPARTMENT INC

Street

105 E PARK AVE

City

CHIEFLAND

State

FL

Zip Code

32626

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

FRIENDS OF PATA MANZANILLO INC

Street

15863 W SIERRA ST

City

SURPRISE

State

AZ

Zip Code

85379

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Guadalajara Project

Amount

1,500

Name

FRIENDS OF PATA MANZANILLO INC

Street

15863 W SIERRA ST

City

SURPRISE

State

AZ

Zip Code

85379

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Guadalajara Project

Amount

1,000

Name

FRIENDS OF PATA MANZANILLO INC

Street

15863 W SIERRA ST

City

SURPRISE

State

AZ

Zip Code

85379

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Guadalajara Project

Amount

2,000

Name

FRIENDS OF THE MAINE WILDLIFE PARK

Street

PO BOX 1231

City

GRAY

State

ME

Zip Code

04039

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

G.P.

Street

405 MOUSE LANE

City

ALFRED

State

ME

Zip Code

04002

Foreign Country

Relationship

NONE

Foundation Status

N/A

Purpose of grant/contribution

Short-term Emergency Assistance Grant

Amount

5,000

Name

GOOD SHEPHERD FOOD-BANK

Street

PO BOX 1807

City

AUBURN

State

ME

Zip Code

04211

Foreign Country

Relationship

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

HOMEHEALTH-VISITING NURSES OF SOUTHERN MAINE

Street

15 INDUSTRIAL PARK RD

City

SACO

State

ME

Zip Code

04072

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

HOSPICE OF MARION COUNTY INC

Street

PO BOX 4860

City

OCALA

State

FL

Zip Code

34478

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

HOSPICE OF SOUTHERN MAINE

Street

180 US RTE ONE 1

City

SCARBOROUGH

State

ME

Zip Code

04074

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

HUMANE SOCIETY OF THE UNITED STATES

Street

2100 L ST, NW

City

WASHINGTON

State

DC

Zip Code

20037

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Dr Susan Monger HSVMA RAVS Program

Amount

10,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

INTERNATIONAL RESCUE COMMITTEE INC

Street

122 E 42ND ST

City

NEW YORK

State

NY

Zip Code

10168

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Japan Disaster Relief

Amount

25,000

Name

JEWISH FAMILY AND CHILDRENS SERVICE

Street

1430 MAIN ST

City

WALTHAM

State

MA

Zip Code

02451

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

K M.

Street

2301 LAWNMONT

City

AUSTIN

State

TX

Zip Code

78756

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

Hardship Assistance Grant

Amount

5,000

Name

KENNEBUNK BEACH IMPROVEMENT ASSOCIATION

Street

262 BEACH AVE

City

KENNEBUNK

State

ME

Zip Code

04043

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

4,000

Name

KENNEBUNKPORT CONSERVATION TRUST

Street

PO BOX 7028

City

CAPE PORPOISE

State

ME

Zip Code

04014

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

LUCKY PUP RESCUE INC

Street

PO BOX 461

City

KENNEBUNKPORT

State

ME

Zip Code

04046

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

MAINE ADAPTIVE SPORTS & RECREATION

Street

8 SUNDANCE LN

City

NEWRY

State

ME

Zip Code

04261

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

MAINE PUBLIC BROADCASTING CORPORATION

Street

1450 LISBON ST

City

LEWISTON

State

ME

Zip Code

04240

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

4,000

Name

MAKE-A-WISH FOUNDATION OF MAINE

Street

477 CONGRESS ST STE M1

City

PORTLAND

State

ME

Zip Code

04101

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

MARINE TOYS FOR TOTS FOUNDATION

Street

18251 QUANTICO GATEWAY DR

City

TRIANGLE

State

VA

Zip Code

22172

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

MARION COUNTY ANIMAL SERVICES

Street

5701 SE 66TH ST

City

OCALA

State

FL

Zip Code

34480

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

NEW ENGLAND PRIMATE SANCTUARY INC

Street

PO BOX 23

City

MERRIMAC

State

MA

Zip Code

01860

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

OCTAGON SEQUENCE OF EIGHT INC

Street

41660 HORSESHOE RD

City

PUNTA GORDA

State

FL

Zip Code

33982

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

P.F.

Street

5101 BEVERLY HILLS DRIVE

City

AUSTIN

State

TX

Zip Code

78731

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

Hardship Assistance Grant

Amount

5,000

Name

PEACE RIVER REFUGE & RANCH INC

Street

PO BOX 1127

City

ZOLFO SPRINGS

State

FL

Zip Code

33890

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

PLANNED PARENTHOOD LEAGUE OF MASSACHUSETTS INC

Street

1055 COMMONWEALTH AVE

City

BOSTON

State

MA

Zip Code

02215

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

PORTLAND MUSEUM OF ART

Street

7 CONGRESS SQ

City

PORTLAND

State

ME

Zip Code

04101

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

R.M

Street

19150 SW 49TH PLACE

City

DUNNELLON

State

FL

Zip Code

34432

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

Hardship Assistance Grant

Amount

5,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

RIDER RELIEF RESOURCES INC

Street

101 W RIVERWALK

City

PUEBLO

State

CO

Zip Code

81003

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

PBR Rider Relief Fund

Amount

10,000

Name

RIVER TREE ARTS

Street

35 WESTERN AVE

City

KENNEBUNK

State

ME

Zip Code

04043

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

SAVE THE MANATEE CLUB INC

Street

500 N MAITLAND AVE STE 210

City

MAITLAND

State

FL

Zip Code

32751

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

S L

Street

19238 SW 51ST LANE

City

DUNNELLON

State

FL

Zip Code

34432

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

Hardship Assistance Grant

Amount

5,000

Name

SECRET SANTA

Street

PO BOX 301

City

KENNEBUNK

State

ME

Zip Code

04043

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

4,000

Name

SHARE OUR STRENGTH INC

Street

1730 M ST NW

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SOUTH CONGREGATIONAL CHURCH UNITED CHURCH OF CHRIST

Street

P.O BOX 414

City

KENNEBUNKPORT

State

ME

Zip Code

04046

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

SOUTH CONGREGATIONAL CHURCH UNITED CHURCH OF CHRIST

Street

P.O BOX 414

City

KENNEBUNKPORT

State

ME

Zip Code

04046

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Fuel and Food Assistance

Amount

3,000

Name

THE CENTER FOR GRIEVING CHILDREN

Street

555 FOREST AVE

City

PORTLAND

State

ME

Zip Code

04101

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

THE UNIVERSITY OF TEXAS AT AUSTIN

Street

1 UNIVERSITY STATION (D7500)

City

AUSTIN

State

TX

Zip Code

78712

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

KUT Program

Amount

7,000

Name

TRUSTEES OF BOSTON UNIVERSITY

Street

595 COMMONWEALTH AVE, W ENTRANCE

City

BOSTON

State

MA

Zip Code

02215

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Boston University School of Public Health, Dept of International Health

Amount

5,000

Name

TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK

Street

100 HAVEN AVE, TOWER III, STE 25F

City

NEW YORK

State

NY

Zip Code

10032

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNION OF CONCERNED SCIENTISTS INC

Street

2 BRATTLE SQ, STE 6

City

CAMBRIDGE

State

MA

Zip Code

02138

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

UNITED STATES FRIENDS OF THE DAVID SHELDRIK WILDLIFE TRUST INC

Street

201 N ILLINOIS ST

City

INDIANAPOLIS

State

IN

Zip Code

46204

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

WAYNFLETE SCHOOL

Street

360 SPRING ST

City

PORTLAND

State

ME

Zip Code

04102

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

WAYNFLETE SCHOOL

Street

360 SPRING ST

City

PORTLAND

State

ME

Zip Code

04102

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Arts, Athletics and Library Departments

Amount

21,000

Name

WAYNFLETE SCHOOL

Street

360 SPRING ST

City

PORTLAND

State

ME

Zip Code

04102

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General Fund

Amount

20,000

Name

WAYNFLETE SCHOOL

Street

360 SPRING ST

City

PORTLAND

State

ME

Zip Code

04102

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Skating Rink

Amount

3,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

WAYNFLETE SCHOOL

Street

360 SPRING ST

City

PORTLAND

State

ME

Zip Code

04102

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

2nd and 3rd Grade Class Needs

Amount

5,000

Name

WAYNFLETE SCHOOL

Street

360 SPRING ST

City

PORTLAND

State

ME

Zip Code

04102

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Elementary Education Scholarship Fund

Amount

5,000

Name

WINTERKIDS EDUCATION FOUNDATION

Street

120 EXCHANGE ST

City

PORTLAND

State

ME

Zip Code

04112

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

6,000

Name

YORK COUNTY COMMUNITY ACTION CORP

Street

6 SPRUCE ST

City

SANFORD

State

ME

Zip Code

04073

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

YORK COUNTY COMMUNITY ACTION CORP

Street

6 SPRUCE ST

City

SANFORD

State

ME

Zip Code

04073

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Donor Match

Amount

2,641

Name

YORK COUNTY SHELTER PROGRAMS INC

Street

PO BOX 820

City

ALFRED

State

ME

Zip Code

04002

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

YORK COUNTY SHELTER PROGRAMS INC

Street

PO BOX 820

City

ALFRED

State

ME

Zip Code

04002

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General Support and Gloria McBride's Program

Amount

4,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust

The William J. J. Gordon Family Foundation

Employer identification number

41-6517207

Note: Form 5227 filers need to complete **only** Parts I and II.**Part I Short-Term Capital Gains and Losses—Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 0
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3 -111
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶					5 -111

Part II Long-Term Capital Gains and Losses—Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 0
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8 3,101
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶					12 3,101

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.
(HTA)

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13	-111	-111
14	Net long-term gain or (loss)			
a	Total for year	14a	3,101	3,101
b	Unrecaptured section 1250 gain (see line 18 of the wrkshet)	14b		0
c	28% rate gain	14c		0
15	Total net gain or (loss). Combine lines 13 and 14a	15	0	2,990

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a	The loss on line 15, column (3)	or	b \$3,000

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	1,005		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	2,990		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20	2,990		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21	0		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	2,990		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	0		
24	Enter the smaller of the amount on line 17 or \$2,300	24	1,005		
25	Is the amount on line 23 equal to or more than the amount on line 24?				
	<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25	0		
	<input checked="" type="checkbox"/> No. Enter the amount from line 23	26	1,005		
26	Subtract line 25 from line 24				
27	Are the amounts on lines 22 and 26 the same?	27	1,005		
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input checked="" type="checkbox"/> No. Enter the smaller of line 17 or line 22	28	1,005		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)				
29	Subtract line 28 from line 27	29	0		
30	Multiply line 29 by 15% (.15)	30		0	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31			
32	Add lines 30 and 31	32		0	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		151	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		0	