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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation THE STRUTHERS FAMILY FOUNDATION		A Employer identification number 51-0392526
Number and street (or P O box number if mail is not delivered to street address) 900 OLD KENNETT ROAD	Room/suite	B Telephone number (see instructions) (302) 453-6350
City or town, state, and ZIP code GREENVILLE, DE 19807-1520		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
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,809,034.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (attach schedule)	5,521.			
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	1,940.	1,940.		ATCH 1
4	Dividends and interest from securities	98,591.	98,591.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	26,993.			
b	Gross sales price for all assets on line 6a	380,280.			
7	Capital gain net income (from Part IV, line 2)		26,993.		
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) (attach schedule)				
11	Other income (attach schedule)	2,308.	2,308.		ATCH 3
12	Total. Add lines 1 through 11	135,353.	129,832.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	5,150.	1,350.		1,350.
c	Other professional fees (attach schedule) *	7,362.	7,362.		
17	Interest				
18	Taxes (attach schedule) (see instructions) **	526.	526.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	13,038.	9,238.		1,350.
25	Contributions, gifts, grants paid	170,045.			170,045.
26	Total expenses and disbursements. Add lines 24 and 25	183,083.	9,238.	0	171,395.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-47,730.			
b	Net investment income (if negative, enter -0-)		120,594.		
c	Adjusted net income (if negative, enter -0-)				

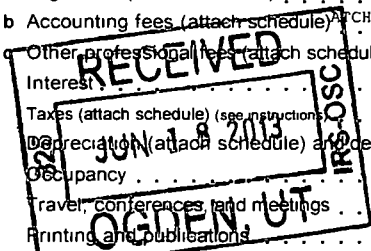
For Paperwork Reduction Act Notice, see instructions

*ATCH 5 JSA ** ATCH 6

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SCANNED JUN 21 2013

Operating and Administrative Expenses



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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		1,245,326.	332,501.	332,501.
	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 (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)				
	b	Investments - corporate stock (attach schedule) ATCH 7		306,605.	850,166.	809,475.
	c	Investments - corporate bonds (attach schedule) ATCH 8			30,422.	30,375.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 9		1,445,399.	1,725,972.	1,636,683.
	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)		2,997,330.	2,939,061.	2,809,034.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)				0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus or land, bldg, and equipment fund		2,400.	2,400.	
	29	Retained earnings, accumulated income, endowment, or other funds		2,994,930.	2,936,661.	
	30	Total net assets or fund balances (see instructions)		2,997,330.	2,939,061.	
	31	Total liabilities and net assets/fund balances (see instructions)		2,997,330.	2,939,061.	

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	2,997,330.
2	Enter amount from Part I, line 27a	2	-47,730.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,949,600.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 10	5	10,539.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,939,061.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	26,993.	
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	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	403,080.	2,078,923.	0.193889
2009	427,255.	1,882,058.	0.227015
2008	481,000.	2,338,024.	0.205729
2007	375,000.	2,671,186.	0.140387
2006	160,400.	990,309.	0.161970
2 Total of line 1, column (d)			2 0.928990
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 0.185798
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,963,290.
5 Multiply line 4 by line 3			5 550,573.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,206.
7 Add lines 5 and 6			7 551,779.
8 Enter qualifying distributions from Part XII, line 4			8 171,395.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	2,412.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	2,412.
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	2,412.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 14,878.		
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. O.R., OVERPAYMENT -8,466.		7	6,412.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	4,000.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 4,000. Refunded ☐ 11		11	

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)?		X
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		
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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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?		X
If "Yes," attach the statement required by General Instruction T		
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) ☐ DE, _____		
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

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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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address ☐ N/A				
14 The books are in care of ☐ RICHARD K STRUTHERS		Telephone no ☐ 302-453-6350		
Located at ☐ 900 OLD KENNETT ROAD WILMINGTON, DE		ZIP + 4 ☐ 19807-1520		
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?		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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No		
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	X
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) ☐	3b	X
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

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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 ☒ Nob 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)? ☐ Yes ☒ NoOrganizations 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 88707a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
ATTACHMENT 11		0	0	0

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				

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

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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 N/A	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ►	

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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	2,188,406.
b	Average of monthly cash balances	1b	820,010.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,008,416.
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	3,008,416.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	45,126.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,963,290.
6	Minimum investment return. Enter 5% of line 5	6	148,165.

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	148,165.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,412.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,412.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	145,753.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	145,753.
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	145,753.

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	171,395.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	171,395.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	171,395.

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.

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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				145,753.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 111,854.				
b From 2007 262,493.				
c From 2008 366,810.				
d From 2009 334,988.				
e From 2010 300,909.				
f Total of lines 3a through e	1,377,054.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 171,395.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				145,753.
e Remaining amount distributed out of corpus	25,642.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,402,696.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
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)	111,854.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,290,842.			
10 Analysis of line 9				
a Excess from 2007 262,493.				
b Excess from 2008 366,810.				
c Excess from 2009 334,988.				
d Excess from 2010 300,909.				
e Excess from 2011 25,642.				

Form 990-PF (2011)

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 12

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

N/A

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					
ATTACHMENT 13					
Total				3a	170,045.
b Approved for future payment					
Total				3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
▼	

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|---|-----|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

✓ The rest

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

THOMAS J. SHOPA

Preparer's signature _____

Date _____

614115

Check ☐ if self-employed

PTIN

P00172206

Firm's name ▶ BDO USA, LLP

Firm's EIN ► 13-5381590

Firm's address ► 270 PRESIDENTIAL DRIVE
WILMINGTON, DE

Phone no 302-656-5500

Form 990-PF (2011)

Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization

Employer identification number

THE STRUTHERS FAMILY FOUNDATION

51-0392526

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 foundation

Check 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).

Name of organization THE STRUTHERS FAMILY FOUNDATION

Employer identification number
51-0392526**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	RICHARD AND SHARON STRUTHERS 900 OLD KENNETT ROAD GREENVILLE, DE 19807	\$ 5,521.	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)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

JSA

Name of organization THE STRUTHERS FAMILY FOUNDATION

Employer identification number

51-0392526

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$

Use duplicate copies of Part III if additional space is needed

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-67.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					206.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					2,712.	
377,429.		MERRILL LYNCH 02386 REALIZED GAINS - SEE PROPERTY TYPE: SECURITIES 353,287.				P	VAR 24,142.	VAR
TOTAL GAIN (LOSS)							<u>26,993.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ML 04141	1,785.	1,785.
ML 04057	45.	45.
ML 02386	110.	110.
TOTAL	<u>1,940.</u>	<u>1,940.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ML 04141	72,304.	72,304.
ML 04057	21,091.	21,091.
ML 02386	5,834.	5,834.
ML 04141 - OTHER DIVIDENDS	149.	149.
ML 04141 - ACCRUED INTEREST INCOME	41.	41.
ML 02386 - ACCRUED INTEREST PAID	-837.	-837.
POWERSHARES K-1 INCOME	9.	9.
	<u>98,591.</u>	<u>98,591.</u>
TOTAL		

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POWERSHARES K-1 OTHER INCOME	107.	107.
ML 04057 - NONDIVIDEND DISTRIBUTIONS	2,201.	2,201.
TOTALS	<u>2,308.</u>	<u>2,308.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION FEE	2,450.			
OTHER ACCOUNTING FEES	2,700.	1,350.		1,350.
TOTALS	<u>5,150.</u>	<u>1,350.</u>		<u>1,350.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ML 04141 - INVESTMENT FEES	6,182.	6,182.
ML 04057 - INVESTMENT FEES	91.	91.
ML 04057 - OTHER FEES	320.	320.
ML 02386 - INVESTMENT FEES	648.	648.
POWERSHARES K-1 INVESTMENT FEE	121.	121.
TOTALS	<u>7,362.</u>	<u>7,362.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DE FRANCHISE TAX	25.	25.
FOREIGN TAXES	501.	501.
TOTALS	<u>526.</u>	<u>526.</u>

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERRILL LYNCH 04141 - EQUITIES	250,290.	195,075.
MERRILL LYNCH 02386 - EQUITIES	599,876.	614,400.
TOTALS	<u>850,166.</u>	<u>809,475.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ML 02386 - CORPORATE BONDS	30,422.	30,375.
TOTALS	<u>30,422.</u>	<u>30,375.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ML 04141 - MUTUAL FUNDS	1,119,775.	1,127,610.
ML 04057 - MUTUAL FUNDS	293,637.	238,840.
ML 02386 - MUTUAL FUNDS	34,980.	32,915.
ML 04141 - OTHER SECURITIES	250,000.	213,000.
ML 02386 - OTHER SECURITIES	27,580.	24,318.
ML 04141 POWERSHARES BASIS ADJ		
TOTALS	<u>1,725,972.</u>	<u>1,636,683.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
POWERSHARES K-1 BASIS ADJUSTMENT	10,539.
TOTAL	<u>10,539.</u>

THE STRUTHERS FAMILY FOUNDATION

51-0392526

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

RICHARD K STRUTHERS
900 OLD KENNETT ROAD
GREENVILLE, DE 19807-1520

PRESIDENT & TREASURER

0 0 0

SHARON M STRUTHERS
900 OLD KENNETT ROAD
GREENVILLE, DE 19807-1520

VICE PRESIDENT & SECRETARY

0 0 0

GRAND TOTALS

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

RICHARD K STRUTHERS
SHARON M STRUTHERS

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BRAND+WINE BAROQUE 1205 N ORANGE STREET WILMINGTON, DE 19801	NONE 509(A) (1)	TO EDUCATE AND ENTERTAIN THE PUBLIC BY PRESENTING A SERIES OF BAROQUE MUSIC CONCERTS	250
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403	NONE 509(A) (1)	TO SAVE THE BAY, AND KEEP IT SAVED, AS DEFINED BY REACHING A 70 ON CBF'S HEALTH INDEX	1,000
CHESAPEAKE BAY MARITIME MUSEUM PO BOX 636 ST MICHAELS, MD 21663	NONE 509(A) (2)	TO INSPIRE AN UNDERSTANDING OF AND APPRECIATION FOR THE RICH MARITIME HERITAGE OF THE CHESAPEAKE BAY AND ITS TIDAL REACHES, TOGETHER WITH THE ARTIFACTS, CULTURES AND CONUECTIONS BETWEEN THIS PLACE AND ITS PEOPLE	270
DELAWARE COMMUNITY FOUNDATION PO BOX 1636 WILMINNTON, DE 19899	NONE 509(A) (1)	TO MAKE DELAWARE A BETTER PLACE TO LIVE AND WORK	1,000
DELAWARE FINANCIAL LITERACY INSTITUTE 3301 GREEN STREET CLAYMONT, DE 19703	NONE 509(A) (1)	PROMOTE FINANCIAL LITERACY; EDUCATION	500
DFRC INC 640 PLAZA DRIVE NEWARK, DE 19702	NONE 509(A) (1)	TO ENRICH THE LIVES OF DELAWAREANS WITH INTELLECTUAL DISABILITIES	500

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAITHFUL FRIENDS 12 GERMAN DRIVE, SUITE 4 WILMINGTON, DE 19804	NONE 509(A) (1)	TO REDUCE THE HOMELESS POPULATION OF DOGS AND CATS	11,100
HISTORICAL SOCIETY OF TALBOT COUNTY 25 S WASHINGTON STREET EASTON, MD 21601	NONE 509(A) (1)	PRESERVE, COMMUNICATE AND CELEBRATE THE HERITAGE OF TALBOT COUNTY, MARYLAND BY EDUCATING PESIDENTS AND VISITORS	250
HOCKESSIN FIRE COMPANY 1225 OLD LANCASTER PIKE HOCKESSIN, DE 19707	NONE 509(A) (1)	TO SUPPORT OPERATING COSTS, INCLUDING EQUIPMENT MAINTENANCE, TRAINING AND PERSONAL PROTECTIVE GEAR	500
CLEMSON UNIVERSITY: ITFA PO BOX 1529 CLEMSON, SC 29633	NONE 509(A) (1)	TO PROVIDE SCHOLARSHIP SUPPORT	2,800
JAMES MADISON UNIVERSITY 1320 SOUTH MAIN STREET HARRISONBURG, VA 22807	NONE 509(A) (1)	TO PROVIDE STUDENT-ATHLETES WITH THE OPPORTUNITY TO PECEIVE AN EXCELLENT EDUCATION AND TO COMETE AT A HIGH LEVEL	3,500
MS SOCIETY 17 WITHERS WAY HOCKESSIN, DE 19707	NONE 509(A) (1)	TO PROVIDE PROGRAMS AND SERVICES TO MORE THAN 1,500 DELAWAREANS LIVING WITH MS AS WELL AS FUND RESEARCH THAT WILL ULTIMATELY FIND A CURE	500

FORM 990, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIVITY PREP SCHOOL OF WILMINGTON 1515 LINDEN STREET WILMINGTON, DE 19805	NONE		509 (A) (1)	TO SUPPORT EDUCATION, STUDENT ACCOMPLISHMENTS, AND PERSONAL GROWTH	19,000
OCEAN CITY VOLUNTEER FIRE COMPANY 1409 PHILADELPHIA AVENUE, PO BOX 27 OCEAN CITY, MD 21843	NONE		509 (A) (1)	TO PROTECT THE VISITORS AND CITIZENS OF OCEAN CITY	100
PENN STATE UNIVERSITY 210 HETZEL UNION BUILDING UNIVERSITY PARK, PA 16802	NONE		509 (A) (1)	PENN STATE DANCE MARATHON TO CONQUER CHILDHOOD CANCER BY PROVIDING OUTSTANDING EMOTIONAL AND FINANCIAL SUPPORT TO THE KIDS, FAMILIES, RESEARCHERS, AND STAFF OF THE FOUR DIAMONDS FUND	1,000
RICE ELEMENTARY PTA RICE ELEMENTARY SCHOOL 3700 CHURCH ROAD MOUNTAIN TWP, PA 18707	NONE		509 (A) (1)	RACE FOR EDUCATION	50
SANFORD SCHOOL PO BOX 888 HOCKESSIN, DE 19707	NONE		509 (A) (1)	TO SUPPORT EDUCATION	25,500
SERVIAM GIRLS ACADEMY PO BOX 7907 WILMINGTON, DE 19803	NONE		509 (A) (1)	TO EMPOWER YOUNG WOMEN OF DIVERSE BACKGROUNDS TO BECOME AGENTS OF POSITIVE TRANSFORMATION IN THEIR COMMUNITIES THROUGH EDUCATIONAL OPPORTUNITIES	100

FORM 990E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE GRAND OPERA HOUSE 818 N MARKET STREET WILMINGTON, DE 19801	NONE 509 (A) (2)	ENTERTAIN AND ENGAGE ITS COMMUNITIES THROUGH EXCEPTIONAL, DIVERSE LIVE PERFORMANCES AND EDUCATIONAL OUTREACH	2,500
UNIVERSITY OF DELAWARE 413 ACADEMY STREET, ROOM 250 NEWARK, DE 19716	NONE 509 (A) (1)	TO CULTIVATE LEARNING, DEVELOP KNOWLEDGE, AND FOSTER THE FREE EXCHANGE OF IDEAS	2,500
WIDENER UNIVERSITY ONE UNIVERSITY PLACE CHESTER, PA 19013	NONE 509 (A) (1)	TO ENHANCE ACADEMIC SUCCESS THROUGH UPGRADED CLASSROOMS AND LAB TECHNOLOGY	1,500
RACHEL AND DAVIS MACKELCAN EDUCATION FUND C/O JIM STERLING, WELLS FARGO ADVISORS 2 SOUTH MAIN STREET BEL AIR, MD 21014	NONE 509 (A) (1)	EDUCATION	250
CHRISTIANA CARE HEALTH SYSTEM PO BOX 1668 WILMINGTON, DE 19805	NONE 509 (A) (1)	CHARITABLE HEALTH CARE SERVICES AND EDUCATION	7,500
DELAWARE NATURE SOCIETY, INC PO BOX 700 HOCKESSIN, DE 19707	NONE 509 (A) (1)	FOSTERING UNDERSTANDING, APPRECIATION AND ENJOYMENT OF THE NATURAL WORLD THROUGH EDUCATION. PRESERVE ECOLOGICALLY SIGNIFICANT AREAS, AND ADVOCATE STEWARDSHIP AND CONSERVATION	10,100

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VILLANOVA UNIVERSITY; 800 LANCASTER AVE VILLANOVA, PA 19085	NONE 509 (A) (1)	TO SUPPORT THE CATHOLIC AUGUSTINIAN COMMUNITY OF HIGHER EDUCATION	100
HOSPICE CAPE OF THE VNA 80 E NORTHAMPTON STREET WILKES BARRE, PA 18701	NONE 509 (A) (2)	TO PROVIDE HOSPICE CARE AND RELATED SERVICES	125
MAKE A WISH FOUNDATION 3519 SILVERSIDE ROAD RIDGELY BUILDING SUITE 100 WILMINGTON, DE 19810	NONE 509 (A) (1)	TO GIVE HOPE, STRENGTH AND JOY TO CHILDREN WITH LIFE-THREATENING MEDICAL CONDITIONS	125
AMERICAN CANCER SOCIETY 1037 HAVEN ROAD HAGERSTOWN, MD 21742	NONE 509 (A) (1)	SAVING LIVES BY HELPING PEOPLE STAY WELL, GET WELL, FIND CURES, & FIGHT BACK	100
CHRIST CHURCH CHRISTIANA HUNDRED PO BOX 3510 GREENVILLE, DE 19807	NONE 509 (A) (1)	TO SUPPORT THE CHRISTIAN FAITH	10,000
DELAWARE BREAST CANCER COALITION 111 WEST 11TH STREET, SUITE 3 WILMINGTON, DE 19801	NONE 509 (A) (1)	TO FIGHT AGAINST BREAST CANCER	3,250

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DELTA GAMMA-FOUNDATION 3120 DANIEL AVE DALLAS, TX 75205	NONE 509(A) (1)	SIGHT PRESERVATIONS AND SERVICE TO THOSE WHO ARE VISUALLY IMPAIRED OR BLIND	250
MARCH OF DIMES 236C NORTH JAMES STREET NEWPORT, DE 19804	NONE 509(A) (1)	TO IMPROVE THE HEALTH OF BABIES BY PREVENTING BIRTH DEFECTS, PREMATURITY AND INFANT MORTALITY	5,000
PENN STATE UNIVERSITY ONE OLD MAIN UNIVERSITY PARK, PA 16802	NONE 509(A) (1)	TO SUPPORT A PREMIER INSTITUTION OF HIGHER EDUCATION	57,500
POWER UP GAMBIA 245 S FAIRVILLE ROAD CHADDS FORD, PA 19317	NONE 509(A) (1)	TO SUPPORT THE GAMBIA WOMEN'S INITIATIVE	100
ST MARK'S LUTHERAN CHURCH 501 DUNCAN ROAD WILMINGTON, DE 19809	NONE 509(A) (1)	TO SUPPORT THE CHURCH IN HONOR OF BOB WAYNEN	100
STATE STREET ELEMENARY SCHOOL 355 EAST STATE STREET LARKSVILLE, PA 18704	NONE 509(A) (1)	TO RAISE FUNDS FOR MATH, READING, & SCIENCE RESOURCES, EDUCATIONAL FIELD TRIPS, AND ASSEMBLIES	75

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

THE BLUESTONE

MSC 7505

800 SOUTH MAIN STREET

HARRISONBURG, VA 22807

NONE

509(A) (1)

TO CAPTURE AND PRESERVE THE ENTHUSIASM, DIVERSITY

AND UNIQUENESS OF JAMES MADISON UNIVERSITY

STUDENT BODY AND ACADEMIC COMMUNITY

100

MURIEL E GILMAN SCHOLARSHIP

GEORGE EVANS HOUSE

NEWARK, DE 19716

509(A) (1)

FOR RETURNING STUDENTS OF NURSING

200

HOMEWARD BOUND, INC

PO BOX 9740

NEWARK, DE 19807

NONE

509(A) (1)

TO SUPPORT FAMILIES SERVED AT EMMAUS HOUSE

750

TOTAL CONTRIBUTIONS PAID

170,045

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 STRUTHERS FAMILY FOUNDATION

Employer identification number

51-0392526

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

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

-67.

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

-67.

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					
ATTACHMENT 1			377,429.	353,287.	24,142.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b

6b

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

206.

9 Capital gain distributions

9

2,712.

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

27,060.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2011

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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		-67.
14	Net long-term gain or (loss):			
a	Total for year	14a		27,060.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		26,993.

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 a The loss on line 15, column (3) or b \$3,000	16	()
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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		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
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		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
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		
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		
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		

Schedule D (Form 1041) 2011

51-0392526
ATTACHMENT 1

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