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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 01-01-2011 , and ending 12-31-2011

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

Name of foundation
Patterson Barclay Memorial Foundation Inc

A Employer identification number
58-0904580

Number and street (or P O box number if mail is not delivered to street address) Room/suite
Foundation Source 501 Silverside Rd

B Telephone number (see page 10 of the instructions)
(800) 839-1754

City or town, state, and ZIP code
Wilmington, DE 198091377

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 11,412,920

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

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 page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	52	52		
	4	Dividends and interest from securities	266,582	266,582		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	127,901			
	b	Gross sales price for all assets on line 6a 2,960,982				
	7	Capital gain net income (from Part IV, line 2)		127,901		
	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)				
	12	**Total.** Add lines 1 through 11	394,535	394,535		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	85,199			85,199
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	14,362			14,362
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	101,615	97,615		4,000
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	6,287			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	317			317
	21	Travel, conferences, and meetings	3,208			3,208
	22	Printing and publications				
	23	Other expenses (attach schedule)	46,444	80		46,364
	24	**Total operating and administrative expenses.** Add lines 13 through 23	257,432	97,695		153,450
	25	Contributions, gifts, grants paid	392,000			392,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	649,432	97,695		545,450
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-254,897			
	b	**Net investment income** (if negative, enter -0-)		296,840		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,820,233	3,835,985	3,835,985
	3 Accounts receivable ▶ 350			
	Less allowance for doubtful accounts ▶		350	350
	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 page 15 of the 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			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	8,746,381	6,475,382	7,576,585
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	10,566,614	10,311,717	11,412,920
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			
	29 Retained earnings, accumulated income, endowment, or other funds	10,566,614	10,311,717	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	10,566,614	10,311,717	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,566,614	10,311,717	

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	10,566,614
2	Enter amount from Part I, line 27a	2	-254,897
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,311,717
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	10,311,717

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)
1 a	Publicly-traded Securities			
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	2,960,982		2,833,081	127,901
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				127,901
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	127,901
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	447,657	10,026,992	000 044645
2009	515,838	9,270,036	000 055646
2008	267,089	11,281,968	000 023674
2007	401,937	13,102,155	000 030677
2006	591,800	11,967,557	000 049450

2	**Total** of line 1, column (d)	2	000 204092
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	000 040818
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,905,717
5	Multiply line 4 by line 3	5	445,150
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,968
7	Add lines 5 and 6	7	448,118
8	Enter qualifying distributions from Part XII, line 4	8	545,450

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	2,968
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	2,968
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	2,968
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,400		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	5,400
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	2,432
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	2,432	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
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)?	1b		No
	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?	1c		No
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? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ____________			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶Foundation Source Telephone no ▶(800) 839-1754

Located at ▶501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶198091377

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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 ▶

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 page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 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 page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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 page 22 of the 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 page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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** No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes

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 page 22 of the 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
Hugh Allen Foundation Source 501 Silverside Rd Wilmington, DE 19809	Trustee 001 00	0		
Jack W Allen Foundation Source 501 Silverside Rd Wilmington, DE 19809	Vice President / Trustee 001 00	0		
Lee Allen Foundation Source 501 Silverside Rd Wilmington, DE 19809	President / Trustee 001 00	0		
Laurell L Millirons Foundation Source 501 Silverside Rd Wilmington, DE 19809	Executive Director / Secretary / Treasurer / Trustee 040 00	85,943	7,844	

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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

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 page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Oppenheimer & Co 125 Broad St New York, NY 10004	Investment Management	97,695

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 page 23 of the 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 page 24 of the instructions 3	

Total. Add lines 1 through 3. . . . . ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	7,340,839
b	Average of monthly cash balances	1b	3,730,955
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	11,071,794
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	11,071,794
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	166,077
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,905,717
6	**Minimum investment return.** Enter 5% of line 5	6	545,286

Part XI Distributable Amount (see page 25 of the 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	545,286
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,968		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,968
3	Distributable amount before adjustments Subtract line 2c from line 1			3	542,318
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	542,318
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	542,318

Part XII Qualifying Distributions (see page 25 of the 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	545,450
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	545,450
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 page 26 of the instructions)	5	2,968
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	542,482

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				542,318
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			493,860	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 545,450				
a Applied to 2010, but not more than line 2a			493,860	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				51,590
e Remaining amount distributed out of corpus				
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				
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 page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				490,728
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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

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 page 28 of the 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data TableSee Additional Data Table				
Total . . . . ▶ **3a**				392,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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	52	
4 Dividends and interest from securities. . . .			14	266,582	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	127,901	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				394,535	

13 Total. Add line 12, columns (b), (d), and (e). **13** 394,535

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2012-04-30	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature ▶ Jeffrey D Haskell	Date 2012-04-30	Check if self-employed ▶ ☐	PTIN
Firm's name ▶ Foundation Source		Firm's EIN ▶	
Firm's address ▶ 55 Walls Drive Fairfield, CT 06824		Phone no (800) 839-1754	

May the IRS discuss this return with the preparer shown above? See instructions. ▶ ☑ **Yes** ☐ **No**

TY 2011 General Explanation Attachment

Name: Patterson Barclay Memorial Foundation Inc

EIN: 58-0904580

Software ID: 11000218

Software Version: 2011.0.0

Identifier	Return Reference	Explanation

TY 2011 Investments Corporate Stock Schedule

Name: Patterson Barclay Memorial Foundation Inc

EIN: 58-0904580

Software ID: 11000218

Software Version: 2011.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
15925 shares of ALTRIA GROUP INC MO	188,820	472,176
19484 shares of ATT CORP COM NEW T	481,523	589,196
8356 shares of BECTON DICKINSON CO BDX	325,626	624,361
16715 shares of BRISTOL-MYERS SQUIBB CO BMY	559,509	589,037
2632 shares of CHEVRONTEXACO CORP CVX	284,202	280,045
16640 shares of CISCO SYSTEMS INC CSCO	347,676	300,851
28895 shares of DUKE ENERGY CO DUK	604,693	635,691
3979 shares of EXXON MOBIL CORP XOM	159,638	337,260
5262 shares of H.J. HEINZ COMPANY HNZ	277,879	284,358
10595 shares of HEWLETT PACKARD CO HPQ	280,604	272,927
25460 shares of INTEL CORP INTC	637,808	617,405
18315 shares of MICROSOFT CORPORATION MSFT	502,619	475,457
23270 shares of PFIZER INC. PFE	748,529	503,563
7400 shares of PHILIP MORRIS INTL PM	169,509	580,752
13395 shares of VERIZON COMMUNICATIONS VZ	422,395	537,407
17225 shares of XCEL ENERGY INC XEL	484,352	476,099

TY 2011 Other Expenses Schedule

Name: Patterson Barclay Memorial Foundation Inc

EIN: 58-0904580

Software ID: 11000218

Software Version: 2011.0.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	40,315			40,315
Administrative SetUp Fee	3,000			3,000
Bank Charges	80	80		
Equipment Purchase and Maintenance	1,580			1,580
Office Supplies	526			526
Payroll Processing Fees	754			754
Postage	189			189

TY 2011 Other Professional Fees Schedule

Name: Patterson Barclay Memorial Foundation Inc

EIN: 58-0904580

Software ID: 11000218

Software Version: 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	97,615	97,615		
Philanthropic Consultant	4,000			4,000

TY 2011 Taxes Schedule

Name: Patterson Barclay Memorial Foundation Inc
EIN: 58-0904580
Software ID: 11000218
Software Version: 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2011	5,400	0	0	0
Excise Tax for 2010	887	0	0	0

Additional Data

Software ID:	11000218
Software Version:	2011.0.0
EIN:	58-0904580
Name:	Patterson Barclay Memorial Foundation Inc
Part VI Line 7 - Tax Paid Original Return:	5400

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
12STONE CHURCH INC1322 BUFORD DR LAWRENCEVILLE, GA 30043	N/A	509(a)(1)	General Unrestricted	5,000
ALPHA TAU OMEGA FOUNDATION 32 E WASHINGTON ST STE 1350 INDIANAPOLIS, IN 46204	N/A	509(a)(1)	Alpha Zeta Educational Endowment Scholarship	10,000
APPALACHIAN ST UNIV FINANCIAL SERVIASU BOX 32059 BOONE, NC 28608	N/A	509(a)(1)	Jack and Julie Allen Scholarship	20,000
ATLANTA COMMUNITY FOOD BANK INC732 JOSEPH E LOWERY BLVD NW ATLANTA, GA 30318	N/A	509(a)(1)	General Unrestricted	20,000
ATLANTA UNION MISSION CORPORATIONPO BOX 1807 ATLANTA, GA 30301	N/A	509(a)(1)	Support of Homelessness Services	10,000
ATLANTA YOUTH ACADEMIES INC PO BOX 18237 ATLANTA, GA 30316	N/A	509(a)(1)	General Unrestricted	10,000
CALVARY CHAPEL OF VENICE594 N QUINCY RD VENICE, FL 34293	N/A	509(a)(1)	Special Needs Fund	10,000
CAMP SUNSHINE INC1850 CLAIRMONT RD DECATUR, GA 30033	N/A	509(a)(1)	Camp Sunshines Year Round Programs for Children with Cancer	5,000
CANINE ASSISTANTS INC3160 FRANCIS RD ALPHARETTA, GA 30004	N/A	509(a)(1)	Sponsorship and Training Of One Dog	20,000
CASA OF FORSYTH COUNTY INC 875 LANIER 400 PKWY STE 201 BOX 7 CUMMING, GA 30040	N/A	509(a)(1)	General Unrestricted	5,000
CASA OF FORSYTH COUNTY INC 875 LANIER 400 PKWY STE 201 BOX 7 CUMMING, GA 30040	N/A	509(a)(1)	Provide Suitcases to the Children in Need	1,000
CHILDSPRING INTERNATIONAL INC1328 PEACHTREE ST NE ATLANTA, GA 30309	N/A	509(a)(1)	Internship Program	5,000
COAL MOUNTAIN BAPTIST CHURCH OF FOR3220 DAHLONEGA HWY CUMMING, GA 30040	N/A	509(a)(1)	General Unrestricted	5,000
CROSSBRIDGE FAMILY MINISTRIES INC1177 GREGORIE FERRY RD MOUNT PLEASANT, SC 29466	N/A	509(a)(1)	General Unrestricted	5,000
CUMMING FIRST UNITED METHODIST CHUR770 CANTON HWY CUMMING, GA 30028	N/A	509(a)(1)	General Unrestricted	5,000
DRUID HILLS PRESBYTERIAN CHURCH FOU1026 PONCE DE LEON AVE NE ATLANTA, GA 30306	N/A	509(a)(1)	Night Shelter Program	15,000
EAST COBB LIONS CLUB FOUNDATIONPO BOX 6325 MARIETTA, GA 30065	N/A	509(a)(2)	General Unrestricted	1,000
FAMILIES OF CHILDREN UNDER STRESS I3825 PRESIDENTIAL PKWY STE 103 ATLANTA, GA 30340	N/A	509(a)(1)	Camp Hollywood Where Everyones a Star	10,000
FIRST BAPTIST CUMMING1597 SAWNEE DR CUMMING, GA 30040	N/A	509(a)(1)	General Unrestricted	5,000
FORSYTH COUNTY FAMILY HAVEN INCPO BOX 1160 CUMMING, GA 30028	N/A	509(a)(1)	Supportive Services Project	5,000
FREEDOM ALLIANCE22570 MARKEY CT STE 240 DULLES, VA 20166	N/A	509(a)(1)	Freedom Alliance Scholarship Fund Support our Troops	20,000
GENESIS SHELTER INC173 BLVD NE ATLANTA, GA 30312	N/A	509(a)(1)	General Unrestricted	10,000
GEORGIA LIONS LIGHTHOUSE FOUNDATION1775 CLAIRMONT RD DECATUR, GA 30033	N/A	509(a)(2)	General Unrestricted	5,000
GEORGIA MOUNTAIN FOOD BANK PO BOX 233 GAINESVILLE, GA 30503	N/A	509(a)(1)	General Unrestricted	5,000
GOOD NEWS CLINICS INC810 PINE ST GAINESVILLE, GA 30501	N/A	509(a)(1)	Electronic Medical Records Project	15,000
HIGHTOWER BAPTIST ASSOCIATION5975 PKWY N BLVD STE A CUMMING, GA 30040	N/A	509(a)(1)	General Unrestricted	12,000
HISTORIC OAKLAND FOUNDATION248 OAKLAND AVE SE ATLANTA, GA 30312	N/A	509(a)(1)	Restoration Project	10,000
HOLY FAMILY CATHOLIC CHURCH 3401 LOWER ROSWELL RD MARIETTA, GA 30068	N/A	509(a)(1)	Habitat for Humanity	2,500
LAGRANGE COLLEGE601 BROAD ST LAGRANGE, GA 30240	N/A	509(a)(1)	Laurell Allen Scholarship	5,000
LIGHTHOUSE CHURCH1177 GREGORIE FERRY RD MT PLEASANT, SC 29466	N/A	509(a)(1)	Preschool Continuing Education	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
LIGHTHOUSE CHURCH1177 GREGORIE FERRY RD MT PLEASANT,SC 29466	N/A	509(a)(1)	Teacher Training Fund	5,000
MENTOR ME - NORTH GEORGIA INC 210 DAHLONEGA ST STE 203 CUMMING,GA 30040	N/A	509(a)(1)	Continued REACH Expansion Project	2,000
MH4455 UPLAND COURT CUMMING,GA 30040	NONE	N/A	Hardship Assistance Grant	2,500
NORTH CONGREGATIONAL CHURCH UNITEDPO BOX 307 NEW HARTFORD,CT 06057	N/A	509(a)(1)	Special Needs Project	12,000
PARKVIEW BAPTIST CHURCH5435 BELLE TERRE PKWY Palm Coast,FL 32137	N/A	509(a)(1)	General Unrestricted	5,000
PHI MU FOUNDATION400 WESTPARK DR PEACHTREE CITY,GA 30269	N/A	509(a)(1)	Kappa Phi Chapter Scholarship	5,000
PKD FOUNDATION8330 WARD PKWY STE 510 KANSAS CITY,MO 64114	N/A	509(a)(1)	General Unrestricted	25,000
PLACE OF FORSYTH COUNTY INC 2550 THE PL CIR CUMMING,GA 30040	N/A	509(a)(1)	Survival Needs Program Support	5,000
RICHMONT GRADUATE UNIVERSITY1815 MCCALLIE AVE CHATTANOOGA,TN 37404	N/A	509(a)(1)	Trauma Specialization Project	5,000
SAINTS RAPHAEL NICHOLAS IRENE GR3074 BETHELVIEW RD CUMMING,GA 30040	N/A	509(a)(1)	General Unrestricted	2,000
SHRINERS HOSPITALS FOR CHILDREN2900 N ROCKY POINT DR TAMPA,FL 33607	N/A	509(a)(1)	General Unrestricted	3,000
SPECIAL OLYMPICS GEORGIA INC 4000 DEKALB TECHNOLOGY PKWY BLDG 40 ATLANTA,GA 30340	N/A	509(a)(1)	Support of Camp Inspire	5,000
SW712 SEMINOLE RD LAGRANGE,GA 30240	NONE	N/A	Hardship Assistance Grant	5,000
SUSAN G KOMEN BREAST CANCER FOUNDAT5005 LBJ FWY STE 250 DALLAS,TX 75244	N/A	509(a)(2)	General Unrestricted	4,000
SR152 ODOM RD SENOIA,GA 30276	NONE	N/A	Hardship Assistance Grant	5,000
THE CORPORATION OF MERCER UNIVERSIT1400 COLEMAN AVE MACON,GA 31207	N/A	509(a)(1)	Mercer Press Division	5,000
THE SALVATION ARMY1424 NE EXPRESS WAY ATLANTA,GA 30329	N/A	509(a)(1)	Red Shield Shelter Family Program	20,000
WELLSTAR FOUNDATION INC805 SANDY PLAINS RD MARIETTA,GA 30066	N/A	509(a)(1)	Matching Grant from an Anonymous Foundation	10,000
WWP INC - WOUNDED WARRIOR PROJECT I4899 BELFORT RD STE 300 JACKSONVILLE,FL 32256	N/A	509(a)(1)	General Unrestricted	5,000
Total . . . . ▶ 3a				392,000