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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THOMAS & NEPHELE WING DOMENCICH
FOUNDATION, INC.

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

429 S. BEACH ROAD

A Employer identification number

65-0753476

B Telephone number

561-545-9571

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► Foreign organizations meeting the 85% test,
2. 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 ► G Check all that apply: Initial return Initial return of a former public charity Final return Amended return Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **J** Accounting method: Cash Accrual
(from Part II, col (c), line 16) Other (specify) _____

► \$ 1,336,086. (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))		(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				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		37,596.	37,596.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,113.			
b Gross sales price for all assets on line 6a	484,456.				
7 Capital gain net income (from Part IV, line 2)			4,113.		
8 Net short-term capital gain					
9 Income modifications					
Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-6,617.	-6,617.		STATEMENT 2
12 Total Add lines 1 through 11		35,092.	35,092.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	1,850.	925.			925.
c Other professional fees					
17 Interest					
18 Taxes	167.	167.			0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	13,120.	10,942.			0.
24 Total operating and administrative expenses. Add lines 13 through 23	15,137.	12,034.			925.
25 Contributions, gifts, grants paid	67,150.				67,150.
26 Total expenses and disbursements Add lines 24 and 25	82,287.	12,034.			68,075.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-47,195.				
b Net investment income (if negative, enter -0-)		23,058.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
			(c) Fair Market Value	
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments		65,464.	46,004.
3	Accounts receivable ►			46,004.
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock	STMT 6	492,704.	351,281.
c	Investments - corporate bonds	STMT 7	478,345.	600,995.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	STMT 8	238,681.	229,719.
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers)		1,275,194.	1,227,999.
				1,336,086.
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		
Net Assets or Fund Balances	22	Other liabilities (describe ►)		
	23	Total liabilities (add lines 17 through 22)	0.	0.
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>		
		and complete lines 24 through 26 and lines 30 and 31		
	25	Unrestricted		
	26	Temporarily restricted		
	27	Permanently restricted		
	28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>		
		and complete lines 27 through 31		
	29	Capital stock, trust principal, or current funds	0.	0.
	30	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.
	31	Retained earnings, accumulated income, endowment, or other funds	1,275,194.	1,227,999.
	30	Total net assets or fund balances	1,275,194.	1,227,999.
	31	Total liabilities and net assets/fund balances	1,275,194.	1,227,999.

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	1,275,194.
2	Enter amount from Part I, line 27a	2	-47,195.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,227,999.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,227,999.

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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					
b	SEE ATTACHED STATEMENTS				
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	484,456.		480,343.	4,113.	
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				4,113.	
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	4,113.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	68,878.	1,334,528.	.051612
2009	64,295.	1,244,221.	.051675
2008	72,711.	1,579,848.	.046024
2007	83,986.	1,693,139.	.049604
2006	80,579.	1,630,190.	.049429

2 Total of line 1, column (d)

2 .248344

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 .049669

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 1,389,269.

5 Multiply line 4 by line 3

5 69,004.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 231.

7 Add lines 5 and 6

7 69,235.

8 Enter qualifying distributions from Part XII, line 4

8 68,075.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

6a 1,402.

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 1,402.

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

11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►

941. Refunded ►

11

0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b 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.

1c X

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 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

3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

N/A

6 X

7 X

FL

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 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

9 X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10 X

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>THOMAS A. DOMENCICH</u>	Telephone no. ► <u>561-545-9571</u>
	Located at ► <u>429 S. BEACH ROAD, HOBE SOUND, FL</u>	ZIP+4 ► <u>33455</u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► <u>15</u> <u>N/A</u>
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	► <u>16</u> <u>Yes</u> <u>No</u> <u>X</u>

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	► <u>1b</u>
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?		► <u>1c</u> <u>X</u>
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____		
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.)	<u>N/A</u>	► <u>2b</u>
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	<u>N/A</u>	► <u>3b</u>
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?	<u>4a</u> <u>X</u>	► <u>4b</u> <u>X</u>

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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)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

►

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

N/A

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?

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

6b

X

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS A. DOMENCICH 429 S. BEACH RD. HOBE SOUND, FL 33455	CHAIRMAN & TREASURER			
NEPHELE WING DOMENCICH 429 S. BEACH RD. HOBE SOUND, FL 33455	SECRETARY	0.00	0.	0.
SCHUYLER C. RILEY 3655 MIDDLEBURG DR. WELLINGTON, FL 33414	VICE CHAIRMAN	0.00	0.	0.
		0.00	0.	0.

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

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

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

►

0

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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. 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 ►

0

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**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ►		0.

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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	1,370,355.
b Average of monthly cash balances	1b	40,070.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,410,425.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,410,425.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,156.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,389,269.
6 Minimum investment return Enter 5% of line 5	6	69,463.

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	69,463.
2a Tax on investment income for 2011 from Part VI, line 5	2a	461.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	461.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	69,002.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	69,002.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	69,002.

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	68,075.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	68,075.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	68,075.

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				69,002.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	969.			
b From 2007	1,710.			
c From 2008				
d From 2009	2,166.			
e From 2010	2,850.			
f Total of lines 3a through e	7,695.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 68,075.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount			68,075.	
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	927.			927.
6 Enter the net total of each column as indicated below:	6,768.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	42.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	6,726.			
10 Analysis of line 9:				
a Excess from 2007	1,710.			
b Excess from 2008				
c Excess from 2009	2,166.			
d Excess from 2010	2,850.			
e Excess from 2011				

THOMAS & NEPHELE WING DOMENCICH
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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)				
<i>a Paid during the year</i>				
1000 FRIENDS OF FLORIDA	NONE	501(C)(3)	UNRESTRICTED	1,000.
ANIMAL BIRTH CONTROL	NONE	501(C)(3)	UNRESTRICTED	500.
BOYS & GIRLS CLUB OF MARTIN COUNTY	NONE	501(C)(3)	UNRESTRICTED	1,000.
CATNIP CAT RESCUE	NONE	501(C)(3)	UNRESTRICTED	500.
CHRIST MEMORIAL CHAPEL	NONE	501(C)(3)	UNRESTRICTED	1,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 67,150.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

12 Subtotal. Add columns (b), (d), and (e)

13 Total. Add line 12, columns (b), (d), and (e)
(See worksheet in line 13 instructions to verify calculations.)

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

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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DOMINOS CAT RESCUE	NONE	501(C)(3)	UNRESTRICTED	500.
ERAF	NONE	501(C)(3)	UNRESTRICTED	1,000.
EVERGLADES FOUNDATION	NONE	501(C)(3)	UNRESTRICTED	1,000.
FELINE RESCUE	NONE	501(C)(3)	UNRESTRICTED	300.
FIDELITY CHARITABLE GIFT FUND	NONE	501(C)(3)	UNRESTRICTED	5,000.
FISHERMAN'S MARK	NONE	501(C)(3)	UNRESTRICTED	300.
FRIENDS OF NEW BOLTON	NONE	501(C)(3)	UNRESTRICTED	2,000.
HOBE SOUND ANIMAL PROTECTION LEAGUE	NONE	501(C)(3)	UNRESTRICTED	8,250.
HOBE SOUND BIBLE COLLEGE	NONE	501(C)(3)	UNRESTRICTED	1,000.
HOBE SOUND CHILD CARE CENTER	NONE	501(C)(3)	UNRESTRICTED	500.
Total from continuation sheets				63,150.

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOBE SOUND COMMUNITY CHEST	NONE	501(C)(3)	UNRESTRICTED	5,000.
HOOVED ANIMAL SOCIETY	NONE	501(C)(3)	UNRESTRICTED	1,000.
HOSPITAL FOR SPECIAL SURGERY	NONE	501(C)(3)	UNRESTRICTED	2,000.
HUMANE SOCIETY OF TREASURE COAST	NONE	501(C)(3)	UNRESTRICTED	1,000.
JOSLIN DIABETES CENTER	NONE	501(C)(3)	UNRESTRICTED	2,500.
JUPITER MEDICAL CENTER FOUNDATION	NONE	501(C)(3)	UNRESTRICTED	2,000.
MEMORIAL SLOAN KETTERING	NONE	501(C)(3)	UNRESTRICTED	2,000.
MGH FUND	NONE	501(C)(3)	UNRESTRICTED	1,000.
MOSES BROWN SCHOOL	NONE	501(C)(3)	UNRESTRICTED	1,000.
MYLESTONE EQUINE	NONE	501(C)(3)	UNRESTRICTED	500.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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)				
NEW JERSEY ANIMEALS	NONE	501(C)(3)	UNRESTRICTED	500.
PEGASUS FOUNDATION	NONE	501(C)(3)	UNRESTRICTED	3,000.
PEGGY ADAMS ANIMAL RESCUE LEAGUE	NONE	501(C)(3)	UNRESTRICTED	1,000.
RIPON COLLEGE	NONE	501(C)(3)	UNRESTRICTED	1,000.
SEER FARMS	NONE	501(C)(3)	UNRESTRICTED	300.
THOROGBRED RETIREMENT FOUNDATION	NONE	501(C)(3)	UNRESTRICTED	1,000.
TOWNSHIP OF DELAWARE	NONE	501(C)(3)	UNRESTRICTED	5,000.
TUFTS UNIVERSITY	NONE	501(C)(3)	UNRESTRICTED	1,000.
UNIVERSITY OF TEXAS HEALTH SCIENCES CENTER	NONE	501(C)(3)	UNRESTRICTED	500.
USET FOUNDATION	NONE	501(C)(3)	UNRESTRICTED	10,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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	1000 WESTPORT INNOVATIONS	P	09/30/09	01/11/11
b	500 TAIWAN SEMICONDUCTOR	P	01/31/10	01/24/11
c	500 VEECO INSTRUMENTS	P	09/30/10	01/25/11
d	1000 CHESAPEAKE ENERGY	P	06/30/09	02/01/11
e	400 TAIWAN SEMICONDUCTOR	P	VARIOUS	02/02/11
f	200 CEPHALON INC	P	05/31/09	02/17/11
g	25M DENBURY RESOURCES	P	12/31/10	02/17/11
h	300 NEWMONT MINING	P	11/30/10	03/14/11
i	25M CHESAPEAKE ENERGY	P	09/30/09	04/05/11
j	1000 CORNING INC	P	05/31/10	04/15/11
k	25M RANGE RES CORP	P	06/17/10	06/24/11
l	25M MASSEY ENERGY	P	07/31/10	07/01/11
m	300 CREE INC	P	09/30/10	07/05/11
n	500 MARATHON OIL	P	11/30/10	07/13/11
o	250 MARATHON OIL	P	11/30/10	07/13/11

(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 19,279.		10,042.	9,237.
b 6,820.		5,563.	1,257.
c 22,957.		17,875.	5,082.
d 27,646.		22,120.	5,526.
e 5,271.		4,204.	1,067.
f 11,838.		12,984.	-1,146.
g 26,031.		26,714.	-683.
h 15,617.		18,218.	-2,601.
i 30,913.		25,625.	5,288.
j 19,437.		19,914.	-477.
k 25,531.		25,282.	249.
l 25,430.		24,875.	555.
m 9,856.		15,314.	-5,458.
n 16,207.		10,203.	6,004.
o 10,414.		6,533.	3,881.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			9,237.
b			1,257.
c			5,082.
d			5,526.
e			1,067.
f			-1,146.
g			-683.
h			-2,601.
i			5,288.
j			-477.
k			249.
l			555.
m			-5,458.
n			6,004.
o			3,881.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

3

If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

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.)
a	1200 PETROHAWK ENERGY	P	VARIOUS	07/20/11
b	1000 APPLIED MATERIALS	P	08/31/10	08/05/11
c	600 TAIWAN SEMICONDUCTOR	P	09/30/10	08/05/11
d	400 ALPHA NAT RESOURCES	P	03/31/11	08/12/11
e	50 CF INDUSTRIES	P	01/31/11	09/01/11
f	500 RUBICON TECHNOLOGY	P	09/30/10	09/01/11
g	250 RUBICON TECHNOLOGY	P	10/31/10	09/06/11
h	250 RUBICON TECHNOLOGY	P	10/31/10	10/12/11
i	700 VALE SA	P	VARIOUS	11/08/11
j	300 VERTEX PHARMACEUTICALS	P	07/31/11	11/15/11
k	500 ABBOTT LABS	P	VARIOUS	12/07/11
l	400 DEVON ENERGY	P	VARIOUS	12/07/11
m	4000 GERON CORP	P	05/31/11	12/09/11
n	25M L-3 COMMUNICATIONS	P	12/31/09	12/22/11
o				

(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 45,831.		23,239.	22,592.
b 12,122.		11,842.	280.
c 7,359.		6,182.	1,177.
d 11,140.		22,361.	-11,221.
e 9,335.		6,653.	2,682.
f 6,763.		13,204.	-6,441.
g 3,286.		5,473.	-2,187.
h 2,722.		5,473.	-2,751.
i 17,806.		25,060.	-7,254.
j 9,029.		15,210.	-6,181.
k 27,108.		23,246.	3,862.
l 26,465.		32,303.	-5,838.
m 6,712.		19,818.	-13,106.
n 25,531.		24,813.	718.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			22,592.
b			280.
c			1,177.
d			-11,221.
e			2,682.
f			-6,441.
g			-2,187.
h			-2,751.
i			-7,254.
j			-6,181.
k			3,862.
l			-5,838.
m			-13,106.
n			718.
o			

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	4,113.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY, NOMINEE	39,294.	0.	39,294.
LESS: INTEREST PURCHASED	-1,708.	0.	-1,708.
POINT ENTERTAINMENT LLC	10.	0.	10.
TOTAL TO FM 990-PF, PART I, LN 4	37,596.	0.	37,596.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
POINT ENTERTAINMENT LLC	-6,617.	-6,617.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-6,617.	-6,617.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,850.	925.		925.
TO FORM 990-PF, PG 1, LN 16B	1,850.	925.		925.

FORM 990-PF	TAXES	STATEMENT	4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	167.	167.		0.
TO FORM 990-PF, PG 1, LN 18	167.	167.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	10,836.	10,836.		0.
NONDEDUCTIBLE EXPENSES	2,178.	0.		0.
ADR FEES	36.	36.		0.
CORPORATE FEES	70.	70.		0.
TO FORM 990-PF, PG 1, LN 23	13,120.	10,942.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	351,281.	421,336.
TOTAL TO FORM 990-PF, PART II, LINE 10B	351,281.	421,336.

FORM 990-PF

CORPORATE BONDS

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DEBENTURES	600,995.	639,027.
TOTAL TO FORM 990-PF, PART II, LINE 10C	600,995.	639,027.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LLC INVESTMENT	COST	229,719.	229,719.
TOTAL TO FORM 990-PF, PART II, LINE 13		229,719.	229,719.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGER

THOMAS A. DOMENCICH
NEPHELE WING DOMENCICH