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 , 2011, and ending ,

Name of foundation: Fifth Avenue Foundation	A Employer identification number: 75-1659424
Number and street (or P O box number if mail is not delivered to street address): 600 W. 6th Street — Room/suite: 300	B Telephone number (see the instructions): (817) 877-2800
City or town: Fort Worth — State: TX — ZIP code: 76102	C If exemption application is pending, check here ► ☐
G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1 Foreign organizations, check here ► ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐
H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 1,045,894. — J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	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).)*

	Line	(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 (att sch)				
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	6,449.	6,449.	6,449.	
	4 Dividends and interest from securities	14,802.	14,802.	14,802.	
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	73,809.			
	b Gross sales price for all assets on line 6a 285,482.				
	7 Capital gain net income (from Part IV, line 2)		73,809.		
	8 Net short-term capital gain			73,809.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) Oil Royalties	625.	625.	625.	
	12 **Total.** Add lines 1 through 11	95,685.	95,685.	95,685.	
OPERATING AND ADMINISTRATIVE EXPENSES	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 sch) L-16b Stmt	2,450.	2,450.	2,450.	
	c Other prof fees (attach sch) L-16c Stmt	7,992.	7,992.	7,992.	
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	1,873.	1,873.	1,873.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	430.	430.	430.	
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,745.	12,745.	12,745.	
	25 Contributions, gifts, grants paid	52,250.			52,250.
	26 **Total expenses and disbursements.** Add lines 24 and 25	64,995.	12,745.	12,745.	52,250.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	30,690.			
	b **Net investment income** (if negative, enter -0-)		82,940.		
	c **Adjusted net income** (if negative, enter -0-)			82,940.	

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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)

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	62,534.	3,591.	3,591.
	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 sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	86.		
	10a	Investments – U S and state government obligations (attach schedule) L-10a Stmt	174,525.	174,525.	195,424.
	b	Investments – corporate stock (attach schedule) L-10b Stmt	501,025.	514,480.	669,404.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt	106,992.	183,741.	177,475.
	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)	845,162.	876,337.	1,045,894.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)			
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 ► [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	845,162.	876,337.	
	30	**Total net assets or fund balances** (see instructions)	845,162.	876,337.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	845,162.	876,337.	

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	845,162.
2	Enter amount from Part I, line 27a	2	30,690.
3	Other increases not included in line 2 (itemize) ► Adjustment to Basis	3	485.
4	Add lines 1, 2, and 3	4	876,337.
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	876,337.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Attached Sheet - Short Term	P	various	various
b	See Attached Sheet - Long Term	P	various	various
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	39,698.		40,573.	-875.
b	245,784.		171,100.	74,684.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-875.
b	0.	0.	0.	74,684.
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	73,809.
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	73,809.

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 (column (b) divided by column (c))
2010	42,000.	963,703.	0.043582
2009	37,250.	865,591.	0.043034
2008	73,000.	996,343.	0.073268
2007	43,500.	1,156,720.	0.037606
2006	55,750.	1,093,122.	0.051001

2	**Total** of line 1, column (d)	2	0.248491
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	0.049698
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,060,163.
5	Multiply line 4 by line 3	5	52,688.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	829.
7	Add lines 5 and 6	7	53,517.
8	Enter qualifying distributions from Part XII, line 4	8	52,250.

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. Date of ruling or determination letter _______ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b	1	1,659.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,659.
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	1,659.
6	Credits/Payments		
a	2011 estimated tax pmts and 2010 overpayment credited to 2011 — 6a: 2,000.		
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	2,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	1.
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	340.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 340. **Refunded** ►	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the 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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If 'Yes,' attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX - Texas			
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

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Harry Bartel Telephone no ► (817) 877-2800

Located at ► 600 W 6th Street Fort Worth TX ZIP + 4 ► 76102

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

		Line	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		X
	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.

				Line	Yes	No
1 a	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		
	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		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			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__					
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)			2b		
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__					
3 a	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		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?			4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** | | X

If 'Yes' to 6b, file Form 8870

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

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

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
Harry E. Bartel 600 W 6th Street Fort Worth TX 76102	Pres/Treas 1.00	0.	0.	0.
Michael G. Appleman 600 W 6th Street Fort Worth TX 76102	Sec/Asst Treas 2.00	0.	0.	0.
Dale Harper 600 W 6th Street Fort Worth TX 76102	VP/Asst Sec 1.00	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				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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 ►		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

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

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	1,045,750.
b	Average of monthly cash balances	1b	9,799.
c	Fair market value of all other assets (see instructions)	1c	20,759.
d	**Total** (add lines 1a, b, and c)	1d	1,076,308.
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	1,076,308.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	16,145.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,060,163.
6	**Minimum investment return.** Enter 5% of line 5	6	53,008.

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	53,008.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,659.		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,659.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	51,349.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	51,349.
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	51,349.

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	52,250.
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	52,250.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	52,250.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				51,349.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			4,381.	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006 — 1,845.				
b From 2007 — 13,078.				
c From 2008 — 23,580.				
d From 2009 — 0.				
e From 2010 — 0.				
f **Total** of lines 3a through e	38,503.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 52,250.				
a Applied to 2010, but not more than line 2a			4,381.	
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				47,869.
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))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	38,503.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				3,480.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	3,470.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	35,033.			
10 Analysis of line 9:				
a Excess from 2007 — 11,453.				
b Excess from 2008 — 23,580.				
c Excess from 2009 — 0.				
d Excess from 2010 — 0.				
e Excess from 2011 — 0.				

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

1 a 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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a 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 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))

N/A

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

Harry Bartel
600 W 6th Street
Fort Worth TX 76102 (817) 877-2800

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

Letter with information specifying need and proof of status as recognized charitable organization.

c Any submission deadlines

None

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

Grants limited to arts organizations and programs operating primarily in the Dallas/Fort Worth area.

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				
Amphibian Productions 2429 Colonial Parkway Fort Worth TX 76109		501(c)3	To Support Charitable Purpose	1,000.
Artes de la Rosa 1440 N. Main Street Fort Worth TX 76164		501(c)3	To Support Charitable Purpose	1,000.
Arts Council of Fort Worth & Tarrant County 1300 Gendy Street Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	1,500.
Arts Fifth Avenue 1628 5th Avenue Fort Worth TX 76104		501(c)3	To Support Charitable Purpose	1,500.
Casa Manana 3101 W. Lancaster St. Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	2,500.
Chamber Music Society of FW 2501 Parkview Drive, Suite 620 Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	1,000.
Happy Hill Farm 3846 N Hwy 144 Granbury TX 76048		501(c)3	To Support Charitable Purpose	1,000.
Imagination Celebration 1300 Gendy Street Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	1,500.
Jubilee Theatre 506 Main Street Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	2,000.
See Line 3a statement				39,250.
Total			► 3a	52,250.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	6,449.	
4 Dividends and interest from securities			14	14,802.	
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					73,809.
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)				21,251.	73,809.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 95,060.

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		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

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

Harry E. Bartel | 5/15/2012 | PRESIDENT

Signature of officer or trustee | 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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
T. Field Lange, CPA	T. Field Lange CPA	5/9/12		P00174565

Firm's name ► Lange & Associates, P.C. Firm's EIN ► 75-2858189

Firm's address ► 6300 Ridglea Place, Suite 500, Fort Worth TX 76116 Phone no (817) 335-3800

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2011

Name	Employer Identification Number
Fifth Avenue Foundation	75-1659424

Asset Information:

Description of Property: Short Term Capital Transactions
Date Acquired: various — How Acquired: Purchased
Date Sold: various — Name of Buyer:
Sales Price: 39,698. — Cost or other basis (do not reduce by depreciation): 40,573.
Sales Expense: — Valuation Method:
Total Gain (Loss): -875. — Accumulation Depreciation:

Description of Property: Long Term Capital Transactions
Date Acquired: various — How Acquired: Purchased
Date Sold: various — Name of Buyer.
Sales Price: 245,784. — Cost or other basis (do not reduce by depreciation): 171,100.
Sales Expense: — Valuation Method:
Total Gain (Loss): 74,684. — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired.
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired.
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Property Taxes	54.	54.	54.	
Federal Income Tax	1,814.	1,814.	1,814.	
Severance Taxes	5.	5.	5.	
Total	1,873.	1,873.	1,873.	

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox Amount
a Paid during the year				
Lone Star Filim Society 2501 Forest Park Blvd Fort Worth TX 76110		501(c)3	To Support Charitable Purpose	Person or [ ] Business [X] 1,500.
Mayfest 3228 Camp Bowie Blvd Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	Person or [ ] Business [X] 1,000.
Modern Art Museum 3200 Darnell Street Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	Person or [ ] Business [X] 2,000.
Fort Worth Symphony Orchestra 330 E. 4th Street Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	Person or [ ] Business [X] 5,000.
Fort Worth Opera 1300 Gendy Street Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	Person or [ ] Business [X] 7,500.
Circle Theatre 230 W. 4th Street Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	Person or [ ] Business [X] 2,000.
Texas Christian University TCU Box 297500 Fort Worth TX 76129		501(c)3	To Support Charitable Purpose	Person or [ ] Business [X] 1,500.
Van Cliburn Foundation 2525 Ridgmar Blvd, Ste 307 Fort Worth TX 76116		501(c)3	To Support Charitable Purpose	Person or [ ] Business [X] 2,500.
Fort Worth Country Day School 4200 Country Day Lane Fort Worth TX 76109		501(c)3	To Support Charitable Purpose	Person or [ ] Business [X] 1,500.
Ballet Concerto 3803 Camp Bowie Blvd Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	Person or [ ] Business [X] 1,000.
Hip Pocket Theatre 1950 Silver Creek Rd. Fort Worth TX 76136		501(c)3	To Support Charitable Purpose	Person or [ ] Business [X] 1,250.

Form 990-PF, Page 11, Part XV, line 3a Continued
Line 3a statement

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	Person or Business Checkbox / Amount
a *Paid during the year*				
Trinity Valley School 7500 Dutch Branch Rd Fort Worth TX 76132		501(c)3	To Support Charitable Purpose	Person or Business X 2,500.
Lena Pope Home 3131 Sanguinet Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	Person or Business X 2,000.
Performing Arts of Fort Worth 330 E. 4th St., Suite 300 Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	Person or Business X 2,500.
Texas Boys Choir 3901 S Hulen St. Fort Worth TX 76109		501(c)3	To Support Charitable Purpose	Person or Business X 1,000.
Eagle Mountain-Saginaw ISD 1200 Old Decatur Road Fort Worth TX 76179		501(c)3	To Support Charitable Purpose	Person or Business X 1,500.
Stage West, Inc. 821 W. Vickery Fort Worth TX 76104		501(c)3	To Support Charitable Purpose	Person or Business X 2,000.
Youth Orchestra of Greater FW 4401 Trail Lake Drive Fort Worth TX 76109		501(c)3	To Support Charitable Purpose	Person or Business X 1,000.
Total				39,250.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Lange & Associates, PC	Tax	2,450.	2,450.	2,450.	
Total		2,450.	2,450.	2,450.	

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LKCM	Brokerage Fees	7,992.	7,992.	7,992.	
Total		7,992.	7,992.	7,992.	

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	End of Year State and Local Obligations FMV	End of Year US Government Obligations Book Value	End of Year US Government Obligations FMV
See Attached Statement			174,525.	195,424.
Total			174,525.	195,424.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
See Attached Statement	514,480.	669,404.
Total	514,480.	669,404.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
See Attached Statement	183,741.	177,475.
Total	183,741.	177,475.

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10a and 10c

Corporate Bonds	Balance 12/31/10	Purchases	Sale/ Redemption	Interest Inc/(Loss)	Balance 12/31/11	FMV 12/31/11
Express Scripts 5.25% Due 6/15/12	54,217.75	-	-	-	54,217.75	50,927 45
Enterprise Prod 4.6% Due 8/1/12		64,294 53		(1,349.33)	62,945.20	60,863 28
JP Morgan Chase 2 05% Due 1/24/14		25,564 24		(237.74)	25,326 50	25,071.70
Prudential Finl 2.75% Due 1/14/13		41,252 08			41,252.08	40,612.64
Oracle Corp 5% Due 1/15/11	51,538.50	-	50,000.00	(1,538.50)	-	-
Total Corporate Bonds	105,756 25	131,110.85	50,000.00	(3,125 57)	183,741 53	177,475.07
U S Treasury Bonds						
US Treasury Bill Due 07/15/20	49,789.60	-	-	-	49,789.60	58,724.15
UST INFL IDX 0.5% Due 4/15/15	124,735 08	-	-	-	124,735.08	136,699.50
Total U.S. Treasury Bonds	174,524.68	-	-	-	174,524.68	195,423 65
Total Bonds	280,280.93	131,110.85	50,000.00	(3,125.57)	358,266.21	372,898.72

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10b

Stocks	Date of Acquisition	Beg # of Shares	Cost 12/31/2010	Change Shares	Cost Purchased	Date of Sale	Basis of Sold	Basis 12/31/2011	# Shares 12/31/2011	FMV 12/31/2011	Sale Proceeds
Equities											
A E S Corp	12/1/2010	400	4,384 15	-	-	7/1/2011	4,384 15	-	-	-	5,167 75
A T & T, Inc	2/4/2005	100	2,407 50					2,407 50	100	3,024 00	
A T & T, Inc	7/1/2011			200	6,334 55			6,334 55	200	6,048 00	
Abbot Laboratories	11/12/1999	300	10,219 17					10,219 17	300	16,869 00	
Abercrombie & Fitch	7/1/2009	300	7,648 65	-				7,648 65	300	14,652 00	
Adobe Systems, Inc	7/1/2011			100	3,161 75			3,161 75	100	2,827 00	
Agilent Technologies Inc	12/1/2010	100	3,601 75					3,601 75	100	3,493 00	
Air Prod & Chemicals Inc	7/1/2011			100	9,645 55			9,645 55	100	8,519 00	
American Express Company	7/1/2011			100	5,240 75			5,240 75	100	4,717 00	
AOL Inc	5/3/2010	73	1,618 60	(73)		12/19/2011	1,618 60	-	-		1,027 89
AOL Inc	7/1/2009	27	514 74	(27)		12/19/2011	514 74	-	-		380 18
Autodesk, Inc	4/1/2003	200	1,588 00					1,588 00	200	6,066 00	
Borg Warner	12/1/2009	100	3,077 30					3,077 30	100	6,374 00	
Camden Property Trust	5/3/2010	100	5,081 54	(100)		7/1/2011	5,081 54	-	-		6,450 73
Camden Property Trust	12/1/2009	100	3,914 80					3,914 80	100	6,224 00	
Catalyst Health Sols Inc	12/1/2009	400	13,930 32	(100)		7/1/2011	3,482 58	10,447 74	300	15,600 00	5,637 04
Chevron/Texaco	9/3/2003	100	3,743 50					3,743 50	100	10,640 00	
Coca Cola Company	7/1/2009	300	14,789 70	(100)		7/1/2011	4,929 90	9,859 80	200	13,994 00	6,771 02
Conocophillips	4/1/2003	100	2,722 50	(100)		7/1/2011	2,722 50	-	-		7,527 11
Corrections CP Amer New CXW	12/1/2010	400	9,808 15					9,808 15	400	8,148 00	
D R Horton Co	7/1/2011			800	9,407 35			9,407 35	800	10,088 00	
D S T Systems Inc	7/1/2011			100	5,342 85			5,342 85	100	4,552 00	
Dean Foods Co New	12/1/2010	700	5,194 55					5,194 55	700	7,840 00	
Discover Financial Svcs	12/1/2010	200	3,782 75					3,782 75	200	4,800 00	
Emcor Group, Inc	12/5/2008	100	1,412 75	(100)		7/1/2011	1,412 75	-	-		2,982 39
Emerson Electric	12/1/2009	300	12,674 40	(300)		7/1/2011	12,674 40	-	-		17,073 32
Energen Corp	12/5/2008	200	5,321 95					5,321 95	200	10,000 00	
Entergy Corp New	7/1/2011			200	13,682 55			13,682 55	200	14,610 00	
Exxon Mobil Corporation	2/4/2005	200	12,871 70					12,871 70	200	16,952 00	
Freeport McMoran Copper	5/3/2010	200	7,343 35	(200)		7/1/2011	7,343 35	-	-		10,601 25
Garmin, Ltd	12/5/2008	100	1,595 15					1,595 15	100	3,981 00	
General Dynamics Corp	12/1/2010	100	6,773 55	(100)	-	7/1/2011	6,773 55	-	-		7,547 00
General Dynamics Corp	12/5/2008	100	4,918 05					4,918 05	100	6,641 00	
General Electric Company	12/1/2010	100	1,632 85					1,632 85	100	1,791 00	
Graco Incorporated	12/1/2009	200	5,707 80					5,707 80	200	8,178 00	
Guess Inc	7/1/2011			100	4,242 75			4,242 75	100	2,982 00	
Helmerich & Payne Inc	12/1/2009	200	7,542 20	(100)		7/1/2011	3,771 10	3,771 10	100	5,836 00	6,677 02
Hewlett Packard	9/4/2002	200	2,570 00					2,570 00	200	5,152 00	
Hartford Fin'l Services Grp	12/5/2008	100	2,455 80	(100)		7/1/2011	2,455 80	-	-		2,689 20
Hill Rom Holdings Inc	7/1/2011			100	4,756 55			4,756 55	100	3,369 00	
Home Depot Inc	12/1/2010	500	15,828 15					15,828 15	500	21,020 00	
IAC/Interactive Corp New	7/1/2011			200	7,500 75			7,500 75	200	8,520 00	
Intel Corp	5/3/2010	200	4,686 75					4,686 75	200	4,850 00	
Intel Corp	4/1/2003	100	1,666 00					1,666 00	100	2,425 00	
Intersil Corp CL A	7/1/2011			-	1,310 85	12/19/2011	1,310 85	-			1,015 18
Intrepid Potash Inc	12/1/2010	200	6,254 15	(200)	-	7/1/2011	6,254 15	-	-		6,470 53
JDS Uniphase Corp	7/1/2011			-	1,704 85	12/19/2011	1,704 85				939 18
Johnson & Johnson	4/7/2008	100	5,415 00					5,415 00	100	6,558 00	
Johnson & Johnson		-	1,178 95					1,178 95	-		
JP Morgan Chase & Co	10/28/1999	264	7,507 50					7,507 50	264	8,778 00	
JP Morgan Chase & Co	7/1/2009	100	3,389 90					3,389 90	100	3,325 00	
JP Morgan Chase & Co (fka Bank One)	7/1/2004	36	1,385 87					1,385 87	36	1,197 00	
Legg Mason Inc	12/1/2010	300	10,073 35					10,073 35	300	7,215 00	
Lincoln National Corp	12/1/2010	100	2,449 85	(100)		7/1/2011	2,449 85	-	-		2,891 19
McDonalds Corp	4/7/2008	200	11,388 95					11,388 95	200	20,066 00	
Medtronic Inc	12/1/2009	300	12,787 65	(100)		7/1/2011	4,262 55	8,525 10	200	7,650 00	3,893 09
Merck & Co, Inc	12/5/2008	200	5,198 95					5,198 95	200	7,540 00	
Merck & Co, Inc	7/1/2011			100	3,556 75			3,556 75	100	3,770 00	
Microsoft Corp	5/3/2010	300	9,300 41					9,300 41	300	7,788 00	
Microsoft Corporation	12/5/2008	100	1,884 85					1,884 85	100	2,596 00	
Myriad Genetics Inc	5/3/2010	300	7,310 65	(300)		7/1/2011	7,310 65	-	-		6,908 92
N V Energy Inc	12/1/2010	500	6,958 45	(500)		7/1/2011	6,958 45	-	-		7,776 90
National Semiconductor Corp	7/1/2009	900	11,446 31	(900)		5/23/2011	11,446 31	-	-		22,013 78
News Corp Ltd CL A	5/3/2010	600	9,632 35	(600)		7/1/2011	9,632 35	-	-		10,708 88

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10b

Stocks	Date of Acquisition	Beg # of Shares	Cost 12/31/2010	Change Shares	Cost Purchased	Date of Sale	Basis of Sold	Basis 12/31/2011	# Shares 12/31/2011	FMV 12/31/2011	Sale Proceeds
Equities											
Newfield Exploration Co	7/1/2011			100	13,756 95	12/19/2011	6,878 48	6,878 47	100	3,773 00	3,646 23
Norfolk Southern	4/4/2003	200	3,743 00					3,743 00	200	14,572 00	
Nu Skin Enterprises CL A	12/1/2010	100	3,216 75					3,216 75	100	4,857 00	
Occidental Pete Corp	7/1/2009	100	6,519 90					6,519 90	100	9,370 00	
Omnicare Inc	12/1/2010	400	9,048 15					9,048 15	400	13,780 00	
Open Text Corp	12/5/2008	300	7,908 55	(200)		7/1/2011	5,272 37	2,636 18	100	5,114 00	12,871 80
P S S World Medical Inc	12/1/2010	200	4,198 75					4,198 75	200	4,838 00	
Perrigo Co	5/3/2010	100	6,317 35					6,317 35	100	9,730 00	
Petroleo Brasileiro ADRF	5/3/2010	200	8,230 75	(200)		7/1/2011	8,230 75	-	-		6,807 32
Phillips-Van Heusen Corp	7/1/2009	100	2,894 80	(100)		7/1/2011	2,894 80	-	-		6,670 12
PNM Resources Inc	12/1/2010	300	3,650 56					3,650 56	300	5,469 00	
Polyone Corp	7/1/2011			500	7,878 25			7,878 25	500	5,775 00	
Pool Corporation	7/1/2011			100	3,065 65			3,065 65	100	3,010 00	
Principal Financial Grp	12/5/2008	500	6,074 97					6,074 97	500	12,300 00	
Procter & Gamble - Merged w/Gillette	9/5/2001	200	6,846 81					6,846 81	200	13,342 00	
Proctor & Gamble	12/1/2010	100	6,233 75					6,233 75	100	6,671 00	
Progressive Corp Ohio	5/3/2010	200	4,074 61					4,074 61	200	3,902 00	
Progressive Corp Ohio	12/1/2009	100	1,696 80					1,696 80	100	1,951 00	
Prudential Financial Inc	7/1/2011			100	6,467 75			6,467 75	100	5,012 00	
Public Service Enterprise Group		400	5,395 00					5,395 00	400	13,204 00	
S P X Corp	2/4/2005	100	4,208 95					4,208 95	100	6,027 00	
SAIC Inc	7/1/2011			200	3,394 55			3,394 55	200	2,458 00	
Sandisk Corp	7/1/2011			400	17,128 15			17,128 15	400	19,684 00	
Sara Lee Corp	12/1/2009	400	4,930 20	(100)		7/1/2011	1,232 55	3,697 65	300	5,676 00	1,910 21
Schlumberger Ltd	12/1/2009	100	6,520 80					6,520 80	100	6,831 00	
Scripps Ntwk Interactiv	12/1/2010	200	10,267 57					10,267 57	200	8,484 00	
Sigma Aldrich Group	9/6/2005	200	6,159 58					6,159 58	200	12,492 00	
Simon PPTY Group	4/1/2003	100	3,649 33					3,649 33	100	12,894 00	
Sonoco Products Co	4/1/2003	400	8,168 00					8,168 00	400	13,184 00	
Teradata Corp	10/1/2007	400	1,934 51	(400)		7/1/2011	1,934 51	-	-		24,296 18
Time Warner,Inc	12/1/2009	100	4,218 80	(100)		7/1/2011	4,218 80	-	-		7,887 50
U M B Financial Corp	12/1/2010	100	3,858 85	(100)		7/1/2011	3,858 85	-	-		4,244 17
U R S Corp New	12/1/2010	100	4,072 75					4,072 75	100	3,512 00	
United Health Group, Inc (Oxford Hea	4/4/2001	200	2,895 60	(100)		7/1/2011	1,447 80	1,447 80	100	5,068 00	5,251 15
Valley National Bancorp	7/1/2011			700	9,695 55			9,695 55	700	8,659 00	
Valueclick Inc	7/1/2011			200	3,402 75			3,402 75	200	3,258 00	
Verifone Systems Inc	7/1/2011			400	17,643 35			17,643 35	400	14,208 00	
Verisign Inc	5/3/2010	400	11,100 55	(300)		7/1/2011	7,278 38	3,822 17	100	3,572 00	10,161 45
VF Corp	9/3/2003	100	4,106 00					4,106 00	100	12,699 00	
Vodafone Group New	7/31/2006	262	4,483 73					4,483 73	262	7,343 86	
Vodafone Group New	11/1/2007	38	648 31					648 31	38	1,065 14	
Vodafone Group New ADR F	5/3/2010	100	2,261 85					2,261 85	100	2,803 00	
Wal-mart Stores Inc	12/1/2010	100	5,470 75					5,470 75	100	5,976 00	
Washington Federal Inc	12/1/2010	700	10,536 25					10,536 25	700	9,793 00	
Wells Fargo & Co New	12/1/2009	300	8,392 65	(300)		7/1/2011	8,392 65	-	-		8,586 48
Whole Foods Market, Inc	12/5/2008	100	982 88					982 88	100	6,958 00	
Xilinx Inc	7/1/2011			400	14,784 15			14,784 15	400	12,824 00	
Totals			501,509 67		173,104 95		160,134 91	514,479 71		669,404 00	235,482 16

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part IV
Short-Term Capital Gain/Loss

Shares	Stocks	Date of Acquisition	Date of Sale	Sale Proceeds	Basis of Sold	Gain/ (Loss)
400	A E S CORP	12/1/2010	7/1/2011	5,167.75	4,384.15	784
100	GENERAL DYNAMICS CORP	12/1/2010	7/1/2011	7,547.00	6,773.55	773
100	INTERSIL CORP CL A CLASS A	7/1/2011	12/19/2011	1,015.18	1,310.85	(296)
200	INTREPID POTASH INC	12/1/2010	7/1/2011	6,470.53	6,254.15	216
100	JDS UNIPHASE CORP NEW	7/1/2011	12/19/2011	939.18	1,704.85	(766)
100	LINCOLN NATIONAL CORP	12/1/2010	7/1/2011	2,891.19	2,449.85	441
500	N V ENERGY INC	12/1/2010	7/1/2011	7,776.90	6,958.45	818
100	NEWFIELD EXPLORATION CO	7/1/2011	12/19/2011	3,646.23	6,878.48	(3,232)
100	U M B FINANCIAL CORP	12/1/2010	7/1/2011	4,244.17	3,858.85	385
Totals				39,698.13	40,573.18	(875.05)

Fifth Avenue Foundation
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Attachment to Part IV
Long-Term Capital Gain/Loss

Shares	Stocks	Date of Acquisition	Date of Sale	Sale Proceeds	Basis of Sold	Gain/ (Loss)
73	AOL INC	5/3/2010	12/19/2011	$1,027.89	$1,618.60	(591)
27	AOL INC	7/1/2009	12/19/2011	$380.18	$514.74	(135)
100	CAMDEN PROPERTY TRUST REIT	5/3/2010	7/1/2011	$6,450.73	$5,081.54	1,369
100	CATALYST HEALTH SOLS INC	12/1/2009	7/1/2011	$5,637.04	$3,482.58	2,154
100	COCA COLA COMPANY	7/1/2009	7/1/2011	$6,771.02	$4,929.90	1,841
100	CONOCOPHILLIPS	4/29/2004	7/1/2011	$7,527.11	2,722.50	4,805
100	EMCOR GROUP INC	12/2/2008	7/1/2011	$2,982.39	$1,412.75	1,570
300	EMERSON ELECTRIC CO	12/1/2009	7/1/2011	$17,073.32	$12,674.40	4,399
200	FREEPORT MCMORAN COPPER	5/3/2010	7/1/2011	$10,601.25	$7,343.35	3,258
100	HARTFORD FINL SVCS GRP	12/1/2009	7/1/2011	$2,689.20	$2,455.80	233
100	HELMERICH & PAYNE INC	12/1/2009	7/1/2011	$6,677.02	$3,771.10	2,906
100	MEDTRONIC INC	12/1/2009	7/1/2011	$3,893.09	$4,262.55	(369)
300	MYRIAD GENETICS INC	5/3/2010	7/1/2011	$6,908.92	$7,310.65	(402)
600	NATL SEMICONDUCTOR CORP	7/1/2009	5/23/2011	$14,721.37	$7,630.88	7,090
100	NATL SEMICONDUCTOR CORP	7/1/2009	5/16/2011	$2,433.10	$1,271.81	1,161
200	NATL SEMICONDUCTOR CORP	7/1/2009	5/10/2011	$4,859.31	$2,543.62	2,316
600	NEWS CORP LTD CL A CLASS A	5/3/2010	7/1/2011	$10,708.88	$9,632.35	1,077
200	OPEN TEXT CORP F	12/2/2008	7/1/2011	$12,871.80	$5,272.37	7,599
200	PETROLEO BRASILEIRO ADRFSPONSOF	5/3/2010	7/1/2011	$6,807.32	$8,230.75	(1,423)
100	PHILLIPS-VAN HEUSEN CORP	7/1/2009	7/1/2011	$6,670.12	$2,894.80	3,775
100	SARA LEE CORP	12/1/2009	7/1/2011	$1,910.21	$1,232.55	678
400	TERADATA CORP	4/29/2004	7/1/2011	$24,296.18	1,934.51	22,362
100	TIME WARNER CABLE	12/1/2009	7/1/2011	$7,887.50	$4,218.80	3,669
100	UNITEDHEALTH GROUP INC	7/30/2004	7/1/2011	$5,251.15	1,447.80	3,803
300	VERISIGN INC	5/3/2010	7/1/2011	$10,161.45	$7,278.38	2,883
300	WELLS FARGO & CO NEW	12/1/2009	7/1/2011	$8,586.48	$8,392.65	194
Totals				$195,784.03	$119,561.73	76,222.30