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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation Leonard X Bosack & Bette M Kruger Charitable Foundation, Inc		A Employer identification number 75-3089497
Number and street (or P O box number if mail is not delivered to street address) 8458 West Main Street		B Telephone number (see instructions) (540) 364-8062
City or town, state, and ZIP code Marshall VA 20115		C If exemption application is pending, check here ☐
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: ☒ 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, col (c), line 16) \$ 8,177,536		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	100	100		
4 Dividends and interest from securities	12,436	12,436		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	324,987			
b Gross sales price for all assets on line 6a 1,526,385				
7 Capital gain net income (from Part IV, line 2)		324,800		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less. Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	60,253	43,701		
12 Total. Add lines 1 through 11	397,776	381,037		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	101,225			101,225
17 Interest				
18 Taxes (attach schedule) (see instructions)	800			
19 Depreciation (attach schedule) and depletion				
20 Occupancy	33			33
21 Travel, conferences, and meetings	15,836			15,836
22 Printing and publications				
23 Other expenses (attach schedule)	129,842	80,013		49,304
24 Total operating and administrative expenses. Add lines 13 through 23	247,736	80,013		166,398
25 Contributions, gifts, grants paid	1,742,798			1,742,798
26 Total expenses and disbursements. Add lines 24 and 25.	1,990,534	80,013		1,909,196
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,592,758			
b Net investment income (if negative, enter -0-)		301,024		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

914 -24NE

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	958,440	1,039,864	1,039,864
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,579,451	1,089,589	1,115,029
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis			
Liabilities	Less accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	6,990,818	5,806,498	6,022,643
	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)	9,528,709	7,935,951	8,177,536
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	9,528,709	7,935,951	
	30 Total net assets or fund balances (see instructions)	9,528,709	7,935,951	
	31 Total liabilities and net assets/fund balances (see instructions)	9,528,709	7,935,951	

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	9,528,709
2 Enter amount from Part I, line 27a	2	-1,592,758
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	7,935,951
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	7,935,951

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded Securities			
b Passthrough K1 Capital Gain			
c BAY RESOURCE PARTNERS OFFSHORE FUND LTD	P	4/29/2010	12/30/2011
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 526,385		489,862	36,523
b			250,511
c 1,000,000		962,234	37,766
d			
e			

(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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			36,523
b			250,511
c			37,766
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	324,800
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	2,052,036	10,588,704	0.193795
2009	1,941,752	11,535,705	0.168325
2008	2,553,991	10,118,224	0.252415
2007	2,577,479	19,041,384	0.135362
2006	3,164,794	18,425,489	0.171762

2 Total of line 1, column (d)	2	0.921659
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	0.184332
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,678,573
5 Multiply line 4 by line 3	5	1,599,739
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,010
7 Add lines 5 and 6	7	1,602,749
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,909,196

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 instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	3,010	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0	
3 Add lines 1 and 2		3	3,010	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-		5	3,010	
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	800		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	3,516		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d	7	4,316		
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	0		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,306		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 1,306 Refunded	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶				
14	The books are in care of ▶ Brook Middleton Telephone no ▶ (540) 364-8062			
	Located at ▶ 8458 West Main Street Marshall VA ZIP+4 ▶ 20115			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**

X

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**6b**

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870☐ Yes ☒ No**7b**

N/A

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?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

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

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

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

▶

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Alicia Falsetto 1830 Santa Cruz Avenue, Menlo Park, CA 94025	Grant Program Services	98,992

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1		
2		
3		
4		

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

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

Amount

1	
2	
3	

All other program-related investments See instructions

Total. Add lines 1 through 3

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	1,457,563
b	Average of monthly cash balances	1b	333,268
c	Fair market value of all other assets (see instructions)	1c	7,019,903
d	Total (add lines 1a, b, and c)	1d	8,810,734
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	8,810,734
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	132,161
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,678,573
6	Minimum investment return. Enter 5% of line 5	6	433,929

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	433,929
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,010
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	3,010
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	430,919
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	430,919
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	430,919

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	1,909,196
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,909,196
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	3,010
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,906,186

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				430,919
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	2,273,887			
b From 2007	1,635,390			
c From 2008	2,048,080			
d From 2009	1,364,967			
e From 2010	1,522,601			
f Total of lines 3a through e	8,844,925			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,909,196				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				430,919
e Remaining amount distributed out of corpus	1,478,277			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,323,202			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	2,273,887			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	8,049,315			
10 Analysis of line 9				
a Excess from 2007	1,635,390			
b Excess from 2008	2,048,080			
c Excess from 2009	1,364,967			
d Excess from 2010	1,522,601			
e Excess from 2011	1,478,277			

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)

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.

[illegible]

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

1 Information Regarding Foundation Managers:

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

Len Bosack

Sandy Lerner

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

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

c. Any submission deadlines

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

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

Recipient 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				
ALASKA WILDLIFE ALLIANCE PO BOX 202022 ANCHORAGE AK 99520	N/A	509(a)(1)	Public Forum on the Plight of Polar Bears	4,000
ALLNC FOR CONTRACEPTION IN CATS & DOGS 14245 NW BELLE CT PORTLAND OR 97229	N/A	509(a)(1)	General & Unrestricted	8,500
AMER FUND FOR SOUTHAMPTON UNIVERSITY 1000 N W ST 1200 WILMINGTON DE 19801	N/A	509(a)(1)	Support of the Chawton Post-Doctoral Research Fellow Position	45,262
AMER FUND FOR SOUTHAMPTON UNIVERSITY 1000 N W ST 1200 WILMINGTON DE 19801	N/A	509(a)(1)	Supp of Chawton House Library Post Doc Research Fellow & Adm	55,039
ANIMAL HUMANE ASSOC OF NEW MEXICO INC 615 VIRGINIA ST SE ALBUQUERQUE NM 87108	N/A	509(a)(1)	General & Unrestricted	2,000
ANIMALS ASIA FOUNDATION LIMITED 300 BROADWAY STE 32 SAN FRANCISCO CA 94133	N/A	509(a)(1)	Research of the Bile Trade Conducted by TRAFFIC	20,000
BLUE RIDGE WILDLIFE CENTER PO BOX 326 MILLWOOD VA 22646	N/A	509(a)(1)	General & Unrestricted	500
BUFFALO HUMANE 3380 SHERIDAN DR #276 BUFFALO NY 14226	N/A	509(a)(1)	General & Unrestricted	500
CENTER FOR BIOLOGICAL DIVERSITY INC PO BOX 710 TUCSON AZ 85702	N/A	509(a)(1)	Get the Lead Out Program	6,000
CHAWTON HOUSE LIBRARY CHAWTON, ALTON UK GU34 1SJ UNITED KINGDOM	N/A	Other	Expenditure Responsibility Grant	883,513
COLORADO STATE UNIVERSITY FOUNDATION 410 UNIVERSITY SERVICES CTR FT COLLINS CO 80523	N/A	509(a)(1)	Simulation Exchange Conference Program	30,000
Total See Attached Statement			3a	1,742,798
b Approved for future payment				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	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	100	
4	Dividends and interest from securities			14	12,436	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	525990	187	18	324,800	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>K-1 Pass-Through Income</u>	525990	16,471	14	43,782	
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		16,658		381,118	0
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

[illegible]

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

Gross Sales	Cost Basis	Net Gain or Loss
0	0	187
TOTAL:		

	Description	Gross Sales Price	Cost Basis	Valuation Method	Expense of Sale & Imprv Cost	Deprec	Net Gain or Loss
1	METROPOLITAN RE PARTNERS IV-B LP Pass- Through UBI						251
2	PALLADIAN PARTNERS IV LLC Pass- Through UBI						-64
3							
4							
5							
6							
7							
8							
9							
10							

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

		TOTAL:	60,253	43,701	0
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income	
1	FOUNDACTION VARIOUS FINANCIAL K-1 Pass-Through Share of Partnership Income/loss	-4,379	-10,540	0	
2		-64	664	0	
3		64,696	53,577	0	
4					
5					
6					
7					
8					
9					
10					

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

		TOTAL:	101,225	0	0	0	101,225
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose		
1	Philanthropic Consulting Fees	2,233	0	0	2,233		
2	Grant Program Services	98,992	0	0	98,992		
3							
4							
5							
6							
7							
8							
9							
10							

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

		TOTAL:				800	0	0	0	0
		Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose				
1		Estimated Tax for 2011	800	0	0	0				0
2										
3										
4										
5										
6										
7										
8										
9										
10										

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

TOTAL:					129,842	80,013	0	49,304
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	46,712	0	0	46,712			
2	Bank Charges	15	15	0	0			
3	EQUASTONE VALUE FUND LLC K-1 Pass-Through Expenses	78	78	0	0			
4	State or Local Filing Fees	35	0	0	35			
5	Foundation Dues & Memberships	1,600	0	0	1,600			
6	LEVENSOHN VENTURE PARTNERS III, LP K-1 Pass-Through Expenses	11,223	11,223	0	0			
7	METROPOLITAN RE PARTNERS IV-B LP K-1 Pass-Through Expenses	4,525	4,363	0	0			
8	Miscellaneous Expense	3	0	0	3			
9	PALLADIAN PARTNERS IV LLC K-1 Pass-Through Expenses	64,697	64,334	0	0			
10	Postage	15	0	0	15			
11	Premium Payment for Indemnification Insurance	750	0	0	750			
12	Registered Agent Fee	189	0	0	189			
13								
14								

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

TOTAL:				1,089,589	1,115,029
	Description	Shares	Book Value End of Year	FMV End of Year	
1	VANGUARD EMERGING MARKETS STOCK INDEX VIPERS (VWO)	3,411	142,068	130,334	
2	VANGUARD GROWTH INDEX FD ADMIRAL SHS (VIGAX)	7,365	232,570	234,147	
3	VANGUARD MID-CAP INDEX FD ADMIRAL SHS (VIMAX)	2,178	204,814	194,195	
4	YACKTMAN FOCUSED FUND (YAFFX)	29,625	510,137	556,353	
5					
6					
7					
8					
9					
10					

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

		TOTAL:	5,806,498	6,022,643
		Asset Description	Book Value End of Year	FMV End of Year
1	BAY RESOURCE PARTNERS OFFSHORE FUND, LTD		1,037,766	1,078,496
2	CRESTWOOD CAPITAL INTERNATIONAL, LTD SERIES A02		1,500,000	1,682,856
3	EQUASTONE VALUE FUND LLC		110,838	49,539
4	LEVENSOHN VENTURE PARTNERS III, LP		466,825	100,078
5	METROPOLITAN RE PARTNERS IV-B LP		254,818	159,110
6	PALLADIAN PARTNERS IV LLC		1,436,251	1,677,727
7	PLATINUM PARTNERS VALUE ARBITRAGE FUND (INTL) LTD		1,000,000	1,274,837
8				
9				
10				

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility

	Grantee Name	Street	City	Zip Code	Foreign Country	Grant Date	Grant Amount	Grant Purpose	Amt Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Verification
	Chawton House Library	Chawton, Alton	Hampshire	GU34 1SJ	United Kingdom	3/24/09	193,817	Support for the Chawton House Library	193,817	To the knowledge of the grantor, no funds have been diverted	9/21/10 and 9/21/11	None necessary
1	Chawton House Library	Chawton, Alton	Hampshire	GU34 1SJ	United Kingdom	6/17/09	194,098	Support for the Chawton House Library	194,098	To the knowledge of the grantor, no funds have been diverted	9/21/10 and 9/21/11	None necessary
2	Chawton House Library	Chawton, Alton	Hampshire	GU34 1SJ	United Kingdom	9/11/09	194,551	Support for the Chawton House Library	194,551	To the knowledge of the grantor, no funds have been diverted	9/21/10 and 9/21/11	None necessary
3	Chawton House Library	Chawton, Alton	Hampshire	GU34 1SJ	United Kingdom	12/11/09	225,297	Support for the Chawton House Library	225,297	To the knowledge of the grantor, no funds have been diverted	9/21/10 and 9/21/11	None necessary
4	Chawton House Library	Chawton, Alton	Hampshire	GU34 1SJ	United Kingdom	3/8/10	218,584	Support for the Chawton House Library	218,584	To the knowledge of the grantor, no funds have been diverted	9/21/2011 and 9/12/12	None necessary
5	Chawton House Library	Chawton, Alton	Hampshire	GU34 1SJ	United Kingdom	6/17/10	203,198	Support for the Chawton House Library	203,198	To the knowledge of the grantor, no funds have been diverted	9/21/11 and 9/12/12	None necessary
6	Chawton House Library	Chawton, Alton	Hampshire	GU34 1SJ	United Kingdom	8/31/10	212,651	Support for the Chawton House Library	212,651	To the knowledge of the grantor, no funds have been diverted	9/21/11 and 9/12/12	None necessary
7	Chawton House Library	Chawton, Alton	Hampshire	GU34 1SJ	United Kingdom	12/6/10	215,254	Support for the Chawton House Library	215,254	To the knowledge of the grantor, no funds have been diverted	9/21/11 and 9/12/12	None necessary
8	Chawton House Library	Chawton, Alton	Hampshire	GU34 1SJ	United Kingdom							

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility

	Grantee Name	Street	City	Zip Code	Foreign Country	Grant Date	Grant Amount	Grant Purpose	Amt Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Verification
	Chawton House Library	Chawton, Alton	Hampshire	GU34 1SJ	United Kingdom	3/7/11	223,146	Support for the Chawton House Library	223,146	To the knowledge of the grantor, no funds have been diverted.	9/12/12	None necessary
9	Chawton House Library	Chawton, Alton	Hampshire	GU34 1SJ	United Kingdom	6/8/11	225,639	Support for the Chawton House Library	225,639	To the knowledge of the grantor, no funds have been diverted	9/12/12	None necessary
10	Chawton House Library	Chawton, Alton	Hampshire	GU34 1SJ	United Kingdom	9/13/11	219,912	Support for the Chawton House Library	219,912	To the knowledge of the grantor, no funds have been diverted	9/12/12	None necessary
11	Chawton House Library	Chawton, Alton	Hampshire	GU34 1SJ	United Kingdom	12/12/11	214,816	Support for the Chawton House Library	0	To the knowledge of the grantor, no funds have been diverted	9/12/12	None necessary
12	Asociacion Internacional Para La Proteccion de Animales A C.	Lomas Del Campestre San Pedro Garza Garcia	Nuevo Leon		Mexico	10/26/09	52,900	To provide funding for the stationary veterinarian clinic and to promote spaying and neutering Installment 1 of 2	52,900	To the knowledge of the grantor, no funds have been diverted	9/11/10	None necessary
13	Asociacion Internacional Para La Proteccion de Animales A C	Lomas Del Campestre San Pedro Garza Garcia	Nuevo Leon		Mexico	10/25/10	57,900	To provide funding for the stationary veterinarian clinic and to promote spaying and neutering Installment 2 of 2	57,900	To the knowledge of the grantor, no funds have been diverted	3/29/11	None necessary
14												

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

	Name	Street	City	State	Zip Code	Title	TOTAL:				Expense Acct
							Avg Hrs	Comp	Benefits		
1	Len Bosack	8458 West Main Street	Marshall	VA	20115	Director / Secretary	1	0	0	0	0
2	Sandy Lerner	8458 West Main Street	Marshall	VA	20115	President / Director	1	0	0	0	0
3	Robert Liebscher	8458 West Main Street	Marshall	VA	20115	Director	1	0	0	0	0
4	Brook Middleton	8458 West Main Street	Marshall	VA	20115	Treasurer	1	0	0	0	0
5											
6											
7											
8											
9											
10											

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

Recipient(s) paid during the year

Name

EARTH ISLAND INSTITUTE INC

Street

2150 ALLSTON WAY, STE 460

City

BERKELEY

State

CA

Zip Code

94704

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

WildFutures Project

Amount

5,000

Name

EAST BAY ZOOLOGICAL SOCIETY

Street

9777 GOLF LINKS RD

City

OAKLAND

State

CA

Zip Code

94605

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Tiger Rescue Project

Amount

10,000

Name

ESPANOLA VALLEY HUMANE SOCIETY

Street

108 HAMM PKWY

City

ESPANOLA

State

NM

Zip Code

87532

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Name

FRIENDS OF THE FOLSOM ZOO INCORPORATED

Street

PO BOX 704

City

FOLSOM

State

CA

Zip Code

95763

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

New Aviary Project

Amount

35,000

Name

GLOBAL FEDERATION OF ANIMAL SANCTUARIES

Street

2289 N FLOWING SPRINGS RD

City

PAYSON

State

AZ

Zip Code

85541

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Little River Animal Rescue Project

Amount

4,500

Name

INTERNATIONAL FUND FOR ANIMAL WELFARE INC

Street

290 SUMMER ST

City

YARMOUTHPORT

State

MA

Zip Code

02675

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

8,450

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

Recipient(s) paid during the year

Name

INTERNATIONAL FUND FOR ANIMAL WELFARE INC

Street

290 SUMMER ST

City

YARMOUTHPORT

State

MA

Zip Code

02675

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Ivory Ban Program

Amount

62,000

Name

INTERNATIONAL FUND FOR ANIMAL WELFARE INC

Street

290 SUMMER ST

City

YARMOUTHPORT

State

MA

Zip Code

02675

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

INTERPOL Project

Amount

50,000

Name

SHELTER OUTREACH SERVICES

Street

78 DODGE RD

City

ITHACA

State

NY

Zip Code

14850

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

500

Name

STANFORD UNIVERSITY - SCHOOL OF ENGINEERING

Street

475 VIA ORTEGA

City

STANFORD

State

CA

Zip Code

94305

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Radio Science Laboratory Project

Amount

164,434

Name

UC DAVIS SCHOOL OF VETERINARY MEDICINE

Street

ONE SHIELDS AVE

City

DAVIS

State

CA

Zip Code

95616

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

Name

UC DAVIS SCHOOL OF VETERINARY MEDICINE

Street

ONE SHIELDS AVE

City

DAVIS

State

CA

Zip Code

95616

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Shelter Medicine Division

Amount

161,100

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

Recipient(s) paid during the year

Name

UNITED ANIMAL NATIONS

Street

PO BOX 188890

City

SACRAMENTO

State

CA

Zip Code

95818

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

4,000

Name

UNIVERSITY OF MONTANA

Street

32 CAMPUS DRIVE

City

MISSOULA

State

MT

Zip Code

59812

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Montana Cooperative Wildlife Research Unit Program

Amount

80,000

Name

UNIVERSITY OF WASHINGTON FOUNDATION

Street

1900 COMMERCE ST

City

TACOMA

State

WA

Zip Code

98402

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Conservation Biology Division

Amount

50,000

Name

WILDEARTH GUARDIANS

Street

516 ALTO ST

City

SANTA FE

State

NM

Zip Code

87501

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Protection of Bobcats

Amount

25,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0