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

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

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation

ARCTOS FOUNDATION

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

C/O CROWE HORWATH LLP, 488 MADISON AVE FL 3

City or town, state, and ZIP code

NEW YORK, NY 10022

G Check all that apply:

 Initial return Final return Address change Initial return of a former public charity Amended return Name change

H Check type of organization:

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 8,886,473.

J Accounting method:  Cash  Accrual Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

A Employer identification number

80-0561039

B Telephone number (see instructions)

( ) -

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

## 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)	8,689,679.		
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	222,993.	222,993.	ATCH 1
	4 Dividends and interest from securities	10,115.	10,115.	ATCH 2
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10			
	b Gross sales price for all assets on line 6a	14,133.		
	7 Capital gain net income (from Part IV, line 2)		0	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
Operating and Administrative Expenses	b Less Cost of goods sold			
	c Gross profit or (loss) (attach schedule)			
	11 Other income (attach schedule)			
	12 Total. Add lines 1 through 11	8,922,147.	233,108.	
	13 Compensation of officers, directors, trustees, etc	10,000.	5,000.	5,000.
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule) ATCH 3	2,275.		2,275.
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)			
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy	3,386.	1,693.	1,693.
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule) ATCH 4	18,140.	6,318.	11,822.
	24 Total operating and administrative expenses.	33,801.	13,011.	20,790.
	Add lines 13 through 23	6,500.		6,500.
	Contributions, gifts, grants paid	40,301.	13,011.	0
	25 Total expenses and disbursements. Add lines 24 and 25	8,881,846.		27,290.
	26 Subtract line 26 from line 12			
	27 Excess of revenue over expenses and disbursements		220,097.	
	Net investment income (if negative, enter -0-)			
	Adjusted net income (if negative, enter -0-)			

For Paperwork Reduction Act Notice, see instructions.

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .		2,098,132.	2,098,132.
	2	Savings and temporary cash investments . . . . .		4,195,655.	4,195,655.
	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 . . . . .			
	10a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) <b>ATTCH. 5</b> . . . . .		364,212.	364,993.
	c	Investments - corporate bonds (attach schedule) . . . . .			
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . . <b>ATTCH. 6</b>		2,222,500.	2,226,346.
	14	Land, buildings, and equipment basis ►			
Net Assets or Fund Balances		Less accumulated depreciation ►			
	15	Other assets (describe ► <b>ATTCH. 7</b> ) . . . . .		1,347.	1,347.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	0	8,881,846.	8,886,473.
	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
Liabilities	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	0
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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. ► <input checked="" type="checkbox"/>				
	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 . . . . .		8,881,846.	
	30	Total net assets or fund balances (see instructions) . . . . .	0	8,881,846.	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	0	8,881,846.	

**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	0
2	Enter amount from Part I, line 27a . . . . .	2	8,881,846.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	8,881,846.
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	8,881,846.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>		
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	<b>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</b>		<b>2</b>	<b>-640.</b>	
<b>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 . . . . .</b>			<b>3</b>	<b>0</b>	

**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**

<b>(a) Base period years Calendar year (or tax year beginning in)</b>	<b>(b) Adjusted qualifying distributions</b>	<b>(c) Net value of noncharitable-use assets</b>	<b>(d) Distribution ratio (col (b) divided by col (c))</b>
2010			
2009			
2008			
2007			
2006			
<b>2 Total of line 1, column (d) . . . . .</b>		<b>2</b>	<b>0</b>
<b>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 . . . . .</b>		<b>3</b>	
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . . . .</b>		<b>4</b>	<b>3,292,694.</b>
<b>5 Multiply line 4 by line 3 . . . . .</b>		<b>5</b>	
<b>6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .</b>		<b>6</b>	<b>2,201.</b>
<b>7 Add lines 5 and 6 . . . . .</b>		<b>7</b>	<b>2,201.</b>
<b>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.</b>		<b>8</b>	<b>27,290.</b>

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . . .	(attach copy of letter if necessary - see instructions)	1	2,201.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). . . . .			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .			
3	Add lines 1 and 2 . . . . .	2	3	2,201.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4		0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5		2,201.
<b>6 Credits/Payments</b>				
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a		
b	Exempt foreign organizations - tax withheld at source . . . . .	6b		
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	10,000.	
d	Backup withholding erroneously withheld . . . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . . . .	7		10,000.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8		28.
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		7,771.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ►	11	7,771. Refunded ►	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6		X
7		X
8a		
b		
9		
10		X

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

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.

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .

1c Did the foundation file Form 1120-POL for this year? . . . . .

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

(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

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

4a 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

4b 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 . . . . .

5a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .

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

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

If "Yes," attach the statement required by General Instruction T

6a 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? . . . . .

6b 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

7a Enter the states to which the foundation reports or with which it is registered (see instructions) ► DE,

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .

8a 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 . . . . .

9a Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . . ATTACHMENT 8 . . . . .

**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 ► N/A			
14	The books are in care of ► CHRISTOPHER VOJTA Telephone no ► 612/965-9547 Located at ► EDINA EXEC PLZ, 5200 WILLSON RD, STE 150 EDINA, MN ZIP + 4 ► 55424		
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? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►	Yes	No 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here . . . . . ►	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? . . . . . If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) . . . . .	3b	
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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
(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)	<input checked="" type="checkbox"/>	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
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)?	<input type="checkbox"/>			5b	X
	Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/>				
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? ATTACHMENT 9	<input checked="" type="checkbox"/>	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/>			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>			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
ATTACHMENT 10		10,000.	0	0
-----				
-----				
-----				
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**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				
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Total number of other employees paid over \$50,000 ►

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**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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NONE		
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**Total number of others receiving over \$50,000 for professional services . . . . .** ►

## Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
<b>1</b>	NONE	
	-----	
<b>2</b>	-----	
	-----	
All other program-related investments See instructions		
<b>3</b>	NONE	
	-----	
<b>Total</b> Add lines 1 through 3		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	208,920.
b	Average of monthly cash balances	1b	3,133,917.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	3,342,837.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,342,837.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	50,143.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,292,694.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	164,635.

**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	164,635.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,201.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,201.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	162,434.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	162,434.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	162,434.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	27,290.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	27,290.
b	Cash distribution test (attach the required schedule)	5	2,201.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	25,089.
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)		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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 . . . . .				162,434.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . .				
b From 2007 . . . . .				
c From 2008 . . . . .				
d From 2009 . . . . .				
e From 2010 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 27,290.				
a Applied to 2010, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2011 distributable amount . . . . .				27,290.
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				135,144.
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) . . . . .				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9				
a Excess from 2007 . . . . .				
b Excess from 2008 . . . . .				
c Excess from 2009 . . . . .				
d Excess from 2010 . . . . .				
e Excess from 2011 . . . . .				

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

NOT APPLICABLE

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

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

 4942(j)(3) or 4942(j)(5)

2a	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	
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)(ii)				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income				

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

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

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

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
<b>a Paid during the year</b>				
ATTACHMENT 11				
<b>Total</b>			► 3a	6,500.
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

## 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) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue						
a						
b						
c						
d						
e						
f						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments	.....					
<b>3</b> Interest on savings and temporary cash investments				14	222,993.	
<b>4</b> Dividends and interest from securities	.....			14	10,115.	
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property	.....					
b Not debt-financed property	.....					
<b>6</b> Net rental income or (loss) from personal property	.....					
<b>7</b> Other investment income	.....					
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	-640.	
<b>9</b> Net income or (loss) from special events	...					
<b>10</b> Gross profit or (loss) from sales of inventory	..					
<b>11</b> Other revenue a						
b						
c						
d						
e						
<b>12</b> Subtotal Add columns (b), (d), and (e)	.....				232,468.	
<b>13</b> Total Add line 12, columns (b), (d), and (e)	.....				13	232,468.

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

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



## Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization  
ARCTOS FOUNDATION

Employer identification number  
80-0561039

Organization type (check one):

Filers of:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

### General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

### Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization ARCTOS FOUNDATION

Employer identification number

80-0561039

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF GEORGE VOJTA PROSKAUER, ELEVEN TIMES SQUARE NEW YORK, NY 10036-8299	\$ 8,689,679.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

**Name of organization** ARCTOS FOUNDATION

**Employer identification number**

80-0561039

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received

Name of organization ARCTOS FOUNDATION

Employer identification number

80-0561039

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

Use duplicate copies of Part III if additional space is needed.

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

**SCHEDULE D  
(Form 1041)**Department of the Treasury  
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

**2011**

Name of estate or trust

ARCTOS FOUNDATION

Employer identification number

80-0561039

**Note: Form 5227 filers need to complete only Parts I and II****Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	1b				-640.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	2				
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	3				
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .	4				( )
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ►	5				-640.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	6b				
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	7				
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	8				
9 Capital gain distributions . . . . .	9				
10 Gain from Form 4797, Part I . . . . .	10				
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .	11				( )
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ►	12				

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

Schedule D (Form 1041) 2011

<b>Part III</b> <b>Summary of Parts I and II</b> <b>Caution: Read the instructions before completing this part.</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss) . . . . .	13			-640 .
14 Net long-term gain or (loss):				
a Total for year . . . . .	14a			
b Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	14b			
c 28% rate gain . . . . .	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			-640 .

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

#### **Part IV Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	(	640 .)
a The loss on line 15, column (3) or b \$3,000			

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

#### **Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	17			
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	18			
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	19			
20 Add lines 18 and 19 . . . . .	20			
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	21			
22 Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	22			
23 Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	23			
24 Enter the smaller of the amount on line 17 or \$2,300 . . . . .	24			
25 Is the amount on line 23 equal to or more than the amount on line 24?				
<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box	25			
<input type="checkbox"/> No. Enter the amount from line 23 . . . . .	26			
26 Subtract line 25 from line 24 . . . . .	27			
27 Are the amounts on lines 22 and 26 the same?				
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	28			
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	29			
28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	29			
29 Subtract line 28 from line 27 . . . . .	30			
30 Multiply line 29 by 15% (15) . . . . .	31			
31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	32			
32 Add lines 30 and 31 . . . . .	33			
33 Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	34			
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .				

Schedule D (Form 1041) 2011

Department of the Treasury  
Internal Revenue Service

**Name of estate or trust**

**Name of estate or trust**

- See instructions for Schedule D (Form 1041).
- Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

**Name of estate or trust**

## ARCTOS FOUNDATION

**Employer identification number**

80-0561039

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

**1b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . .

-640.

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

**Schedule D-1 (Form 1041) 2011**

JSA

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PAGE 36

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
14,133.		425 ST JUDE MEDICAL INC PROPERTY TYPE: SECURITIES 14,773.				P	12/13/2011	12/21/2011 -640.
TOTAL GAIN(LOSS) .....								<u>-640.</u>

FORM 990PE, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
LINCOLN LIFE & ANNUITY CO	213,300. 9,693.	213,300. 9,693.
CITIBANK		
TOTAL	<u>222,993.</u>	<u>222,993.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
THRU BESSEMBER TRUST	10,115.	10,115.
TOTAL	<u><u>10,115.</u></u>	<u><u>10,115.</u></u>

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL EXPENSES	2,275.			2,275.
TOTALS	<u>2,275.</u>			<u>2,275.</u>

ATTACHMENT 3

## FORM 990PE, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INSURANCE EXPENSES	3,760.		3,760.
DUES & MEMBERSHIPS EXPENSES	20.		20.
OFFICE EXPENSES	1,629.		1,629.
BANK & OTHER FEES	45.		
MISCELLANEOUS EXPENSES	140.		
INVESTMENT SET-UP & MANAGEMENT EXPENSES	12,546.	6,273.	6,273.
TOTALS	<u><u>18,140.</u></u>	<u><u>6,318.</u></u>	<u><u>11,822.</u></u>

ATTACHMENT 4

FORM 990PF, PART III - CORPORATE STOCKDESCRIPTION

SEE ATTACHMENT 12

TOTALS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
	364,212.	364,993.
	<u>364,212.</u>	<u>364,993.</u>

ATTACHMENT 5

FORM 990PF, PART III - OTHER INVESTMENTSDESCRIPTION

SEE ATTACHMENT 13

TOTALS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
	2,222,500.	2,226,346.
	<u>2,222,500.</u>	<u>2,226,346.</u>

ATTACHMENT 6

FORM 990PF, PART III - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITY DEPOSITS	1,347.	1,347.
TOTALS	<u>1,347.</u>	<u>1,347.</u>

ATTACHMENT 7

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORSNAME AND ADDRESS

ESTATE OF GEORGE VOJTA  
c/o PROSKAUER, ELEVEN TIMES SQUARE  
NEW YORK, NY 10036-8299

TOTAL CONTRIBUTION AMOUNTS

DIRECT  
PUBLIC  
SUPPORT

DATE

8,689,679.

8,689,679.

8,689,679.

ATTACHMENT 8

ATTACHMENT 9FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: THE COLONY FOUNDATION  
GRANTEE'S ADDRESS: PO BOX 89  
CITY, STATE & ZIP: NEW HAVEN, CT 06501  
GRANT DATE:  
GRANT AMOUNT: 1,000.  
GRANT PURPOSE: STRENGTHENING THE INTELLECTUAL AND MORAL  
DEVELOPMENT OF A GOURP OF YOUNG MEN AND WOMEN  
AMOUNT EXPENDED: 1,000.  
ANY DIVERSION? NO  
DATES OF REPORTS: 11/12/2012  
VERIFICATION DATE: 11/12/2012  
RESULTS OF VERIFICATION:  
SEE ATTACHMENT 14 AND 15

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
		<u>10,000.</u>	<u>0</u>	<u>0</u>
CHRISTOPHER VOJTA C/O CROWE HORWATH LLP, 488 MADISON NEW YORK, NY 10022 THE COMPANY PAID \$10,000 TO VOJTA & ASSOCIATES LLC, WHICH IS A DISREGARDED ENTITY SOLELY OWNED BY CHRISTOPHER VOJTA.	PRESIDENT, DIRECTOR 10.00	10,000.	0	0
TIMOTHY VOJTA C/O CROWE HORWATH LLP, 488 MADISON NEW YORK, NY 10022	DIRECTOR 1.00	0	0	0
	GRAND TOTALS	<u><u>10,000.</u></u>	<u><u>0</u></u>	<u><u>0</u></u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
YALE UNIVERSITY 157 CHURCH STREET NEW HAVEN, CT 06510-2100	NONE 501 (C) (3) PUB. CHARITY	EDUCATION	5,000.
THE COLONY FOUNDATION PO BOX 89 NEW HAVEN, CT 06501	NONE 501 (C) (3) PRIVATE EDN	STRENGTHENING THE INTELLECTUAL AND MORAL DEVELOPMENT OF A GROUP OF YOUNG MEN AND WOMEN	1,000
THE WHARTON SCHOOL OF UNIVERSITY OF PENNSYLVANIA 344 VANCE HALL 3733 SPRUCE STREET PHILADELPHIA, PA 19104-6360	NONE 501 (C) (3) PUB. CHARITY	EDUCATION	500.
		TOTAL CONTRIBUTIONS PAID	<u>6,500.</u>

ATTACHMENT 11

ARCTOS FOUNDATION (FEIN: 80-0561039)  
 FORM 990-PF, PART II - BALANCE SHEETS, LINE 10B - CORPORATE STOCKS  
 FOR THE YEAR ENDED DECEMBER 31, 2011

Description	# of Shares	Beginning Book Value	Ending Book Value	Ending FMV
CARNIVAL CORP CL A (CCL)	275	\$ -	\$ 9,446	\$ 8,976
COMCAST CORP CL A NEW (CMCS)	325	\$ -	\$ 7,624	\$ 7,705
MACY'S INC (M)	70	\$ -	\$ 2,207	\$ 2,252
MCGRAW-HILL COMPANIES INC (MHP)	100	\$ -	\$ 4,330	\$ 4,497
TARGET CORP (TGT)	125	\$ -	\$ 6,689	\$ 6,402
YUM BRANDS INC (YUM)	200	\$ -	\$ 11,726	\$ 11,802
CVS/CAREMARK CORP (CVS)	175	\$ -	\$ 6,677	\$ 7,136
CONOCOPHILLIPS (COP)	40	\$ -	\$ 2,837	\$ 2,914
MARATHON OIL CORP (MRO)	200	\$ -	\$ 5,673	\$ 5,854
NOBLE CORPORATION	100	\$ -	\$ 3,256	\$ 3,022
ACE LIMITED	225	\$ -	\$ 15,401	\$ 15,777
JOHNSON & JOHNSON (JNJ)	100	\$ -	\$ 6,363	\$ 6,558
UNITEDHEALTH GROUP INC (UNH)	125	\$ -	\$ 6,075	\$ 6,335
GENERAL DYNAMICS CORP (GD)	55	\$ -	\$ 3,546	\$ 3,652
ACCENTURE PLC CL A	125	\$ -	\$ 7,318	\$ 6,653
INTERNATIONAL BUS MACHINES (IBM)	30	\$ -	\$ 5,809	\$ 5,516
MICROSOFT CORP (MSFT)	600	\$ -	\$ 15,612	\$ 15,576
WESTERN UNION CO (WU)	300	\$ -	\$ 5,259	\$ 5,478
FREEPORT-MCMRN CPPR&GOLD (FCX)	150	\$ -	\$ 5,841	\$ 5,518
NEWMONT MINING CORP (NEM)	200	\$ -	\$ 12,712	\$ 12,002
CENTURYLINK INC (CTL)	125	\$ -	\$ 4,496	\$ 4,650
DETROIT ENERGY CO (DTE)	85	\$ -	\$ 4,463	\$ 4,628
EXELON CORP (EXC)	125	\$ -	\$ 5,461	\$ 5,421
FIRSTENERGY CORP (FE)	125	\$ -	\$ 5,590	\$ 5,537
MAGNA INTL INC CL A	100	\$ -	\$ 3,420	\$ 3,331
AB FOODS LTD ADR	500	\$ -	\$ 8,626	\$ 8,602
AJINOMOTO INC ADR	35	\$ -	\$ 4,210	\$ 4,203
IMPERIAL TOBACCO LT ADR	100	\$ -	\$ 7,394	\$ 7,568
KON AHOULD ADR	450	\$ -	\$ 5,773	\$ 6,078
UNILEVER NV ADR	200	\$ -	\$ 6,722	\$ 6,874
ENI S.P.A ADR	275	\$ -	\$ 11,413	\$ 11,349
SINOPEC/CHINA PETE&CHM ADR	65	\$ -	\$ 6,657	\$ 6,828
TOTAL SA ADR	150	\$ -	\$ 7,570	\$ 7,666
ALLIANZ AKTIENGES ADR	300	\$ -	\$ 2,877	\$ 2,878
BARCLAYS PLC ADR	400	\$ -	\$ 4,483	\$ 4,396
CHINA CONSTRUCTION ADR	600	\$ -	\$ 8,446	\$ 8,374
MUNICH RE GROUP ADR	550	\$ -	\$ 6,633	\$ 6,767
NORDEA BK SWEDEN AB ADR	875	\$ -	\$ 6,694	\$ 6,797
SUMITOMO MITSUI FIN ADR	800	\$ -	\$ 4,600	\$ 4,408
SUNCORP GROUP ADR	350	\$ -	\$ 2,986	\$ 3,006
WHARF HOLDINGS ADR	600	\$ -	\$ 5,470	\$ 5,423
MERCK KGAA ADR	90	\$ -	\$ 2,905	\$ 2,999
SANOFI - ADR	200	\$ -	\$ 6,945	\$ 7,308
TEVA PHARM IND LTD ADR	175	\$ -	\$ 7,167	\$ 7,063
ABERTIS INFRAESTR ADR	275	\$ -	\$ 2,137	\$ 2,202
DEUTSCHE POST AG ADR	475	\$ -	\$ 7,104	\$ 7,325
EAST JAPAN RAIL ADR	1,300	\$ -	\$ 13,338	\$ 13,798
ITOCHU CORP ADR	225	\$ -	\$ 4,622	\$ 4,573
KON PHILIP ELEC ADR	125	\$ -	\$ 2,470	\$ 2,618
AKZO NOBEL NV ADR	45	\$ -	\$ 2,056	\$ 2,182
BARRICK GOLD CORP	150	\$ -	\$ 7,086	\$ 6,787
BHP BILLITON PLC-ADR	125	\$ -	\$ 7,303	\$ 7,298
CHINA TELECOM ADR	225	\$ -	\$ 13,444	\$ 12,854
SK TELECOM ADR	300	\$ -	\$ 4,304	\$ 4,083
TELE2 AB ADR	450	\$ -	\$ 4,121	\$ 4,394
GDF SUEZ ADR	80	\$ -	\$ 2,127	\$ 2,193
SSE PLC ADR	100	\$ -	\$ 1,990	\$ 2,006
TOKYO GAS LTD ADR	150	\$ -	\$ 6,708	\$ 6,901
<b>Total</b>		<b>\$ -</b>	<b>\$ 364,212</b>	<b>\$ 364,993</b>

ARCTOS FOUNDATION (FEIN: 80-0561039)  
 FORM 990-PF, PART II - BALANCE SHEETS, LINE 13 - INVESTMENTS - OTHER  
 FOR THE YEAR ENDED DECEMBER 31, 2011

Description	# of Shares	Beginning Book Value	Ending Book Value	Ending FMV
HK DOLLAR DEPOSIT - BNYM	778,210	\$ -	\$ 100,000	\$ 100,155
NO KRONE DEPOSIT - BNYM	296,735	-	50,000	49,762
SG DOLLAR DEPOSIT - BNYM	81,069	-	62,500	62,552
OW FIXED INCOME FUND	104,530	-	1,200,000	1,202,090
OW LARGE CAP STRATEGIES FUND	19,814	-	170,000	173,764
OW GLOBAL SML & MID CAP FUND	20,532	-	270,000	276,570
OW GLOBAL OPPORTUNITIES FUND	32,904	-	230,000	223,090
OW REAL RETURN FUND	14,878	-	140,000	138,363
<b>Total</b>		<b>\$ -</b>	<b>\$ 2,222,500</b>	<b>\$ 2,226,346</b>

November 12, 2012

Mr. Christopher L Vojta, President  
Arctos Foundation (f/k/a Vojta Family Globalization Foundation)  
Edina Executive Plaza, Suite 150  
5200 Willson Road, Edina, MN 55424

Dear Mr. Vojta,

**Re: Annual report of grant funds expended under Expenditure Responsibility Agreement**

On behalf of The Colony Foundation, I want to again say how grateful our organization is for the support we receive from your foundation. The specific purpose of this letter is to report in accordance with our expenditure responsibility agreement dated June 11, 2011.

Your annual support gift of \$1,000.00 was expended during our fiscal year ending 2012, for the  
purpose of strengthening the intellectual  
and moral development of a group of young men  
+ women.

No portion of the gift was expended for a non-charitable purpose; particularly, no amounts were expended to carry on propaganda or otherwise to attempt to influence legislation, to attempt to influence an election, or to make a grant to an individual. We maintain detailed documentation evidencing the nature of our expenditures and would welcome your inspection of the records if you so desire.

Thank you again for your financial support. If any additional information is required, please let us know.

Nikki S. Toole, Secretary  
The Colony Foundation The Colony Foundation

# VOJTA FAMILY GLOBALIZATION FOUNDATION

June 11, 2011

The Chair of Trustees  
The Colony Foundation  
PO Box 89  
New Haven, CT 06501

Dear Ms. Toole,

Vojta Family Globalization Foundation is pleased to inform you that its Board of Directors has approved a grant of \$1,000.00 to The Colony Foundation.

Since both our organization and The Colony Foundation are private foundations, we must enter into an expenditure responsibility agreement.

## Use of Funds

Our grants must be expended for charitable, scientific, literary, or educational purposes as defined under Internal Revenue Code § 501(c)(3).

## Expenditure Report

The Colony Foundation will provide an explanation to us by November 15, 2012. The narrative portion should include a copy of publications, catalogs, and other materials describing the accomplishments of the program or project. The explanation must contain details of expenditures, such as salaries, travel, supplies and the like.

Although grant funds need to be physically separated, records of receipts and expenditures under the grant, as well as copies of the report furnished to us, should be kept available for our inspection until December 31, 2015.

## Payment Terms

A single payment of \$1,000.00 under the grant will be made on June 14, 2011.

## Sign and Return

If this agreement meets with your approval, kindly sign it and return one copy to us. On behalf of Vojta Family Globalization Foundation, I extend every good wish for this endeavor.

Acknowledged by:

Vojta Family Globalization Foundation

06/11/2011  
Date

*Nikki S. Toole, Secretary*  
The Colony Foundation  
06/13/2011  
Date

## VOJTA FAMILY GLOBALIZATION FOUNDATION

June 11, 2011

The Chair of Trustees  
The Colony Foundation  
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Acknowledged by:

  
\_\_\_\_\_  
Vojta Family Globalization Foundation

The Colony Foundation

\_\_\_\_\_  
06/11/2011  
Date

\_\_\_\_\_  
06/13/2011  
Date