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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

2011

OMB No 1545-0052

For calendar year 2011 or tax year beginning 3/1/2011 , and ending 2/29/2012 A Employer identification number Axe-Houghton Foundation 13-6200200 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see instructions) 3rd FI (800) 839-1754 Foundation Source 55 Walls Dr City or town, state, and ZIP code C If exemption application is pending, check here Fairfield 06824 G Check all that apply Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return 2. Foreign organizations meeting the 85% test, Address change Name change check here and attach computation H Check type of organization X Section 501(c)(3) exempt private foundation E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here X Cash I Fair market value of all assets at end J Accounting method F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here of year (from Part II, col (c), Other (specify) line 16) ▶ \$ (Part I, column (d) must be on cash basis 7,087,214 (d) Disbursements Analysis of Revenue and Expenses (The total of (a) Revenue and (c) Adjusted net (b) Net investment for chantable amounts in columns (b), (c), and (d) may not necessarily equal expenses per income purposes income the amounts in column (a) (see instructions)) hooks (cash basis only) Contributions, gifts, grants, etc., received (attach schedule) Check ► X If the foundation is not required to attach Sch B Interest on savings and temporary cash investments 181.757 181.757 Dividends and interest from securities 5 a Gross rents **b** Net rental income or (loss) 131,301 6 a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 131,301 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 25 1 -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) RECEIVED 12 Total. Add lines 1 through 11 313,062 313.062 13 Compensation of officers, directors, trustees, etc Ō 14 Other employee salaries and wages JUL 2 4 |2012 15 Pension plans, employee benefits 16 a Legal fees (attach schedule) **b** Accounting fees (attach schedule) CADEN 31,258 31.258 c Other professional fees (attach schedule) 18 5.683 Taxes (attach schedule) (see instructions) :19 Depreciation (attach schedule) and depletion 20 21 255 255 Travel, conferences, and meetings -22 Printing and publications -23 40,174 40.174 Other expenses (attach schedule) Total operating and administrative expenses. 77,370 31,258 40,429 Add lines 13 through 23 291,000 291,000 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 368,370 31,258 331,429 Subtract line 26 from line 12 -55,308 a Excess of revenue over expenses and disbursements 281,804 **b** Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)

For Paperwork Reduction Act Notice, see instructions.

Рa	rt II	Balance Sheets Attached schedules and amounts in the description column	Beginning of year	End o	of year
		should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash—non-interest-bearing .			
	2	Savings and temporary cash investments	37,887	49,041	49,041
	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			
S	8	Inventories for sale or use			
set	9	Prepaid expenses and deferred charges .			
Assets	10 a	a investments—U S and state government obligations (attach schedule)			
		b Investments—corporate stock (attach schedule)	5,849,656	5,783,194	7,038,173
		c Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)	-		
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		-	
	14	Land, buildings, and equipment basis ▶			
	` `	Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe)			
	16	Total assets (to be completed by all filers—see the			
		instructions Also, see page 1, item I)	5,887,543	5,832,235	7,087,214
	17	Accounts payable and accrued expenses	5,555,75		
	18	Grants payable			
Liabilities	19	Deferred revenue			1. 7.3%
≝	20	Loans from officers, directors, trustees, and other disqualified persons .			
ap	21	Mortgages and other notes payable (attach schedule)			53, 4
	22	Other Lab Man (danagha N			
	23	Total liabilities (add lines 17 through 22) .	0	0	, i
	1	. 🗖			1/30
S		Foundations that follow SFAS 117, check here	1		* * * * * * * * * * * * * * * * * * * *
Balances		and complete lines 24 through 26 and lines 30 and 31.			X .
曺	24	Unrestricted			
ã	25	Temporarily restricted			
פ	26	Permanently restricted		•	
Net Assets or Fun		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			,
Ĕ	27				^
Š	27	Capital stock, trust principal, or current funds .		-	٠ ٠,
šet	28	Paid-in or capital surplus, or land, bldg , and equipment fund	5 007 E42	5,832,235	1
Š	30	Retained earnings, accumulated income, endowment, or other funds	5,887,543 5,887,543	5,832,235	,
7	l	Total net assets or fund balances (see instructions)	3,007,043	3,032,233	
ž	31	Total liabilities and net assets/fund balances (see instructions)	5,887,543	5,832,235	,
Da	- 111	<u> </u>	5,007,043	0,632,230	<u> </u>
	Total	Analysis of Changes in Net Assets or Fund Balances net assets or fund balances at beginning of year—Part II, column (a), line	30 (must agree with		
'			oo (must agree with	1	5,887,543
2		of-year figure reported on prior year's return) .	•	2	-55,308
_		r amount from Part I, line 27a .		3	-55,508
3		r increases not included in line 2 (itemize)		4	5,832,235
4		lines 1, 2, and 3		5	0,002,200
5		eases not included in line 2 (itemize) ► I net assets or fund balances at end of year (line 4 minus line 5)—Part II, o	olump (b) liso 20	6	5 000 505
_0	ı otal	net assets of fund palances at end of year (line 4 minus line 5)—Part II, c	olullili (b), illie 30	. 0	5,832,235

(a) List and describe the	kind(s) of property sold (e.g., real estate, or common stock, 200 shs MLC Co	te,	(b) How acquired P—Purchase D—Donation	(c) Date a		(d) Date sold (mo , day, yr)
1a Publicly-traded Securities			D Donadon			
b						
С	· · · · · · · · · · · · · · · · · · ·					
<u>d</u>						
е	-		<u> </u>			
(e) Gross sales price	(f) Depreciation allowed (or allowable)		or other basis ense of sale		(h) Gain (e) plus (f)	
a 734,100			602,799			131,301
_b						
<u>c</u>						
d						
Complete only for accets show	ng gain in column (h) and owned	by the foundat	op op 12/21/60	45		
Complete only for assets show		<u></u>				(h) gain minus ess than -0-) or
(i) F M ∨ as of 12/31/69	(j) Adjusted basis as of 12/31/69		ess of col (ı) ol (ı), ıfany	CO;	Losses (fro	
а			· · ·		•	131,301
b						<u> </u>
С						
d						
е				_		
2 Capital gain net income or (so enter in Pa enter -0- in Pa		2		131,301
3 Net short-term capital gain of	• •		· ·			
If gain, also enter in Part I, li in Part I, line 8	ne 8, column (c) (see instructi	ions) If (loss)	, enter -0-	3		
Part V Qualification Und	er Section 4940(e) for Red	duced Tax	on Net Investme	ent Incon	ne	
If section 4940(d)(2) applies, lead Was the foundation liable for the If "Yes," the foundation does no	e section 4942 tax on the distr t qualify under section 4940(e) Do not com	plete this part			Yes X No
	unt in each column for each ye	ear, see the I	nstructions before	making ar	y entries	(d)
(a) Base period years	(b)		(c) of noncharitable-use a		Distri	bution ratio
Calendar year (or tax year beginning in					(col (b) dı	vided by col (c))
2010	314,		_6,689			0 047024
2009	439,		6,140	·		0 071583
2008	419,		6,709			0 062521
2007 2006	359,	648	8,173 7,805			0 047060 0 046049
2000	1 339,	,4331	7,000),040 		0 0-00-3
2 Total of line 1, column (d)3 Average distribution ratio for	the Ever been period dur	do the total o	n lina 2 hy 5, ar hy	, 2		0 274237
	ndation has been in existence			3_		0 054847
4 Enter the net value of nonch	arıtable-use assets for 2011 f	rom Part X, II	ne 5	4		6,992,306
5 Multiply line 4 by line 3				5	<u> </u>	383,507
6 Enter 1% of net investment	income (1% of Part I, line 27b)		6_		2,818
7 Add lines 5 and 6				7	ļ	386,325
8 Enter qualifying distributions If line 8 is equal to or greate	from Part XII, line 4 r than line 7, check the box in	Part VI line	1b, and complete	8_	sing a 1%	331,429
the Part VI instructions	. a.a.r. mile i j oriook trio box iii	. G.C VI, IIIIG	, a complete	purt ut		

	•			
For	n 990-PF (2011) Axe-Houghton Foundation 13-62	00200	P	age 4
Pa	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instru			
1 8	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)			
ŀ	Domestic foundations that meet the section 4940(e) requirements in Part V, check		,636	
	here ▶ ☐ and enter 1% of Part I, line 27b			
•	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-)		0	<u> </u>
3	Add lines 1 and 2		,636	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	,636	<u> </u>
6	Credits/Payments			
•	2011 estimated tax payments and 2010 overpayment credited to 2011 6a 3,300			
ı	Exempt foreign organizations—tax withheld at source . 6b			
	Tax paid with application for extension of time to file (Form 8868) 6c 0			
(Backup withholding erroneously withheld 6d 6d			
7	Total credits and payments Add lines 6a through 6d	3	3,300	
8	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached		1	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	2	2,337	<u> </u>
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		0	<u> </u>
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 0 Refunded ▶ 11		0	
Pa	rt VII-A Statements Regarding Activities			
1 8	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it		Yes	No
	participate or intervene in any political campaign?	1a	i	X
ı	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the		T	
	instructions for definition)?	1 _b		Ιx
	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			لكنينا
(Did the foundation file Form 1120-POL for this year?	1c		X
	1 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation ▶ \$ (2) On foundation managers. ▶ \$			
(Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed	İ		
	on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles	i		
	of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4 :	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
	o if "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	-	Х
	if "Yes," attach the statement required by General Instruction T			i
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	By language in the governing instrument, or			
	By state legislation that effectively amends the governing instrument so that no mandatory directions			
	that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Х]
	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	NY			
ı	of the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney		Ì	l.
	General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3)			
	or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes,"			

complete Part XIV

their names and addresses .

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

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Par	t 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		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address			
14	The books are in care of ▶ Foundation Source Telephone no ▶	(800) 839-	1754
	Located at ► 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ► 19809-1377	, 		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here		•	• \square
	and enter the amount of tax-exempt interest received or accrued during the year			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority	1	Yes	No
	over a bank, securities, or other financial account in a foreign country?	16	L	X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of		ĉ,	
	the foreign country		,	
Pa	rt 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.	. ; 5	Yes	No
1a	During the year did the foundation (either directly or indirectly)	1.	\$ 17	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . Lyes X No	100	ζ, ,	.57
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)		<i>(</i>	
	a disqualified person? Yes X No	111	-	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1		
	(5) Transfer any income or assets to a disqualified person (or make any of either available	1	[.]	
	for the benefit or use of a disqualified person)?			
	(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)			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations	L	<i>£</i>	
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	8 3	F . 1	*
C	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts,	y~ .	<u></u>	·
	that were not corrected before the first day of the tax year beginning in 2011?	1c		Х
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private	1	ŀ	
	operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
а	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 20, 20, 20		10 ch	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)	35	\$:**	14
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2)		بممسيد	
	to all years listed, answer "No" and attach statement—see instructions)	2b	N/A	
С	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			٠,
	20, 20, 20	136	· ()	, N
3a	Did the foundation hold more than a 2% direct or indirect interest in any business	13.3	14.00 15.00	`
	enterprise at any time during the year? Yes X 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 L	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<u>4a</u>	 	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		Х

		-								-	
	m 990-PF (2							13-620	0200	Р	age 6
Pa	art VII-B	Statements Regarding Activities	es for Which F	orm 4	720 May Be R	equired (d	continued)		,		
5a	During th	e year did the foundation pay or incur any	amount to								
		rry on propaganda, or otherwise attempt to	•	•			Yes	X No			
		uence the outcome of any specific public ϵ , directly or indirectly, any voter registration		on 4955)	, or to carry		Yes	X No			
	(3) Pr	ovide a grant to an individual for travel, stu	dv. or other sımıla	r purpos	es? .		Yes	X No			
	(4) Pr	ovide a grant to an organization other than section 509(a)(1), (2), or (3), or section 494	a chantable, etc ,	organiza	ation described		Yes	_ ⊠ No			
		ovide for any purpose other than religious, ucational purposes, or for the prevention o			•			X No			}
b		swer is "Yes" to 5a(1)-(5), did any of the ti	•			ns describe	_	٠.٠٠ (يت			
	•	ons section 53 4945 or in a current notice i		•	· ·				5b	N/A	
	-	ations relying on a current notice regarding			•	•	•				
C	If the an	swer is "Yes" to question 5a(4), does the fo	oundation claim ex	xemption	from the						
		use it maintained expenditure responsibilit attach the statement required by Regulation		45–5(d)			Yes	No No			
6a		oundation, during the year, receive any fur s on a personal benefit contract?	nds, directly or ind	lirectly, to	pay		Yes	X No			
b		oundation, during the year, pay premiums, to 6b, file Form 8870	directly or indirec	ctly, on a	personal benefit	contract?			6b		X
7a	At any ti	me during the tax year, was the foundation	a party to a proh	ibited tax	shelter transaction	on?	Yes	X No			
		did the foundation receive any proceeds o						_	7b	N/A	
E	art VIII	Information About Officers, and Contractors	Directors, Tr	ustees	, Foundation	Manager	s, Highly	Paid Em	ploy	ees,	
1	List all	officers, directors, trustees, founda	tion managers	and th	eir compensat	ion (see in	structions).			
		(a) Name and address	(b) Title, and avera hours per week	age (c) Compensation If not paid, enter	(d) Cor employe	ntributions to e benefit plans	(e)		se acco	
SE	E ATTA	CHMENT	devoted to position	on	-0-)	and deterre	ed compensati	011			
								_			
				_							
_											
2		nsation of five highest-paid employ NONE."	ees (other that	n those	included on li	ne 1—see	instruction	ns). If noi	ne,		
(a	a) Name and	d address of each employee paid more than \$50,	(b) Title, and 000 hours per devoted to	week	(c) Compensati	on em	Contributions to ployee benefit and deferred ompensation	(e)		se acco	
NC	NE			00							
				00							

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00

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

▶

Form 990-PF (2011)	Axe-Houghton Foundation		13-6200200 Page /
	Information About Officers, Directors, Trustees	, Foundation Managers, Highly Paid	Employees,
	and Contractors (continued)		
	-paid independent contractors for professional services (s		
	me and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE			
Total number of	others receiving over \$50,000 for professional services	•	
Part IX-A	Summary of Direct Charitable Activities		
	four largest direct charitable activities during the tax year. Include relevanizations and other beneficiaries served, conferences convened, researc		Expenses
1			
2			
••••			
<u> </u>			
3			
4		· · · · · · · · · · · · · · · · · · ·	
	Summary of Program-Related Investments (see		
Describe the two lar	gest program-related investments made by the foundation during the tax	year on lines 1 and 2	Amount
1		•••••	
2			
-		•••••	
	lated investments. See instructions		
3		•••••	
Total. Add lines	1 through 3	>	0

Pai		foundat	tions,
	see instructions)	amearts	
1	Fair market value of assets not used (or held for use) directly in carrying out chantable, etc.,		
_	purposes		7 077 706
a	Average monthly fair market value of securities	1a 1b	7,077,796
b	Average of monthly cash balances .	 	20,992
C	Fair market value of all other assets (see instructions)	1c	7,000,700
d	Total (add lines 1a, b, and c)	1d	7,098,788
е	Reduction claimed for blockage or other factors reported on lines 1a and		
•	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	7.000.700
3	Subtract line 2 from line 1d	3	7,098,788
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see		400 400
_	instructions) .	4	106,482
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,992,306
6	Minimum investment return. Enter 5% of line 5	6	349,615
Par			
	foundations and certain foreign organizations check here and do not complete this part)		212.215
1	Minimum investment return from Part X, line 6	3000000	349,615
2a	Tax on investment income for 2011 from Part VI, line 5	122000	
b	Income tax for 2011 (This does not include the tax from Part VI)	2000000	
C	Add lines 2a and 2b	2c	5,636
3	Distributable amount before adjustments Subtract line 2c from line 1	3	343,979
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	343,979
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,	l _ l	
	line 1	7	343,979
Par	Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
а	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	331,429
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		
а	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	331,429
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	331,429
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the found	dation	
	qualifies for the section 4940(e) reduction of tax in those years		

b Excess from 2008

c Excess from 2009 d Excess from 2010 e Excess from 2011

0

0

	990-PF (2011) Axe-Houghton Foundation				13-620	
Par	t XIV Private Operating Foundations (s	ee instructions ar	nd Part VII-A, q	uestion 9)		N/A
1 a	If the foundation has received a ruling or determination, and the ruling is effective for 2011, ent			•		
b	Check box to indicate whether the foundation is a	private operating foun	idation described in	section	4942(j)(3) or	4942(j)(5)
2 a	Enter the lesser of the adjusted net	Tax year		Prior 3 years		
	income from Part I or the minimum investment return from Part X for each	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
	year listed	0				0
b	85% of line 2a	0	0	0	0	0
С	Qualifying distributions from Part XII, line 4 for each year listed	0				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities					0
	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 a	Complete 3a, b, or c for the alternative test relied upon "Assets" alternative test—enter					
	(1) Value of all assets					0
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
С	"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)					0
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
	(3) Largest amount of support from an exempt organization					0
	(4) Gross investment income					0
Pa	rt XV Supplementary Information (Co	mplete this part	only if the four	ndation had \$5	000 or more in	
	assets at any time during the ye	ar—see instruct	ions.)			
1	Information Regarding Foundation Manag	ers:			 	
а	List any managers of the foundation who have corbefore the close of any tax year (but only if they have				the foundation	
NO	NE					
b	List any managers of the foundation who own 10% ownership of a partnership or other entity) of which		•		ortion of the	
<u>NO</u>	 					
2	Information Regarding Contribution, Gran Check here ► X if the foundation only makes unsolicited requests for funds If the foundation matcher conditions, complete items 2a, b, c, and d	contributions to pres	elected charitable	organizations and de	pes not accept anizations under	
а	The name, address, and telephone number of the	person to whom appl	ications should be	addressed		· ————
b	The form in which applications should be submitte	d and information and	d materials they sho	ould include	·· · · · · · · · · · · · · · · · · · ·	
С	Any submission deadlines					
d	Any restrictions or limitations on awards, such as t factors.	by geographical areas	s, charitable fields,	kınds of institutions,	or other	

13-6200200

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During t	the Year or Approved	for Future	Payment	
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
a Paid during the year ABINGDON THEATRE COMPANY 312 W 36TH ST	N/A	509(a)(1)	Lost on the Natchez Trace Project	4,000
NEW YORK NY 10018 ACTORS COMPANY THEATRE INC 900 BROADWAY STE 905	N/A	509(a)(1)	Production of Lost in Yonkers by Neil Simon	4,000
NEW YORK NY 10003 AMERICAN GLOBE THEATRE LTD 145 W 46TH ST 3RD FL	N/A	509(a)(1)	Shakespeare for Schools, School Tour	6,000
NEW YORK NY 10036 AQUILA THEATRE COMPANY 4 WASHINGTON SQ N NEW YORK NY 10003	N/A	509(a)(2)	Shakespeare Leaders in Harlem	2,000
ATLANTIC THEATER COMPANY 76 9TH AVE NEW YORK NY 10011	N/A	509(a)(1)	Atlantic Stage 2 New Play Development and Production	5,000
CHERRY LANE ALTERNATIVE INC 38 COMMERCE ST NEW YORK NY 10014	N/A	509(a)(1)	Mentor Project	6,000
CHILD INC CENTRAL HARLEM INITIATIVE 223 W 132ND ST NEW YORK NY 10027	N/A	509(a)(1)	The Oratory Program	3,500
CITY COLLEGE FUND 160 CONVENT AVE S 166 NEW YORK NY 10031	N/A	509(a)(1)	The Poetry Outreach Center	. 2,500
CIVILIANS INC 138 S OXFORD ST, 3C BROOKLYN NY 11217	N/A	509(a)(1)	The Civilians' Cabaret and Podcast Series Project	4,000
CLASSICAL THEATRE OF HARLEM INC 566 W 159TH ST , STE 44 NEW YORK NY 10032	N/A	509(a)(2)	Future Classics A Play Reading Series	4,000
COMMUNITY-WORD PROJECT INC 42 BROADWAY 18TH FL NEW YORK NY 10004	N/A	509(a)(1)	Classroom Arts Residencies Writing and Performing Poetry	3,000
Total See Attached Statement			▶ 3a	291,000
b Approved for future payment				
Total			▶ 3b	0

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	
1	

Form 990-PF	(⁽²⁰¹¹⁾ Axe-Hought	ton Foundatior	n		13-6	200200	Pag	e 13
Part XVII	Information Reg	arding Trans	sfers To and Transactions a	nd Rel	ationships With Noncha	ritable	-	
ın sec		or indirectly ei	engage in any of the following with section 501(c)(3) organizations) or				Yes	No
(1) C: (2) O	ash ther assets		a noncharitable exempt organizat	tion of.		1a(1) 1a(2)		X
(1) Sa (2) Pa (3) Ra	ental of facilities, equip	m a noncharita oment, or other	able exempt organization		·	1b(1) 1b(2) 1b(3)		X X
(5) Lo (6) Po		es s or membersh	 hip or fundraising solicitations sts, other assets, or paid employee	es	· · · · ·	1b(4) 1b(5) 1b(6) 1c		X X X
value	of the goods, other as	sets, or servici	complete the following schedule ses given by the reporting foundation ement, show in column (d) the va	on If th	e foundation received less t	han fair ma	ırket	
(a) Line no	(b) Amount involved	(c) Name o	of nonchantable exempt organization	(d) Des	scription of transfers, transactions, a	nd shanng arr	angem	ents
			ated with, or related to, one or mo					
	s," complete the follow	ıng schedule	other than section 501(c)(3)) or in s	section		Yes X] No	
	(a) Name of organization	1	(b) Type of organization		(c) Description of r	elationship		
		of preparer (other than	I this return, including accompanying schedules and s in taxpayer) is based on all information of which preparation between the paraticles and sometimes are taxpayer.		knowledge May the	IRS discuss the	n b <u>elo</u> v	

Preparer's signature

Jeffrey D. Haskell

Print/Type preparer's name

Firm's name Foundation Source

Firm's address ► 55 Walls Drive, Fairfield, CT 06824

Jeffrey D Haskell

Paid

Preparer

Use Only

PTIN

(800) 839-1754

P01345770

Check ____ if

self-employed

Phone no

Firm's EIN > 51-0398347

Date

6/19/2012

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

tion Expenses per Books Income Income Income Purpose 31,258 31,258 0 0
(a) (b) (b) Expenses per Net Investment Books Income 31,258 31,258 31,258
(a) (b) (b) Expenses per Net Investment Books Income 31,258 31,258 31,258
(a) Expenses per Books 31,258 31,258
TOTAL
Descriptinvestment Management Services
7 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0

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

Axe-Houghton Foundation

0		0	0								
	(d) Charitable Purpose			•							
0	(c) Adjusted Net Income	0	0								
0	(b) Net Investment Income	0	0								
5,683	(a) Expenses per Books	3,300	2,383								
TOTAL:											
	Description	2012	11								
		1 Estimated Tax for 2012	2 Excise Tax for 2011	3	4	2	9	7	8	6	10}

Axe-Houghton Foundation

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

40,174			39,924	250				_				
40,	(p)	Charitable Purpose	39,									
0	(0)	Adjusted Net	0	0								
0	(q)	Net Investment	0	0								
40,174	(a)	Expenses per	39,924	250								
TOTAL:												
		Contain		ing Fees								
			Administrative Fees	2 State or Local Filing Fees								0
			1	4	n	4	ည	9	\Box	8	6	9

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

		TOTAL:	5,783,194	7,038,173
			Book Value	FMV
	Description	Shares	End of Year	End of Year
-	ARTIO GLOBAL INVESTMENT FUNDS (JIEIX)	3,553	103,409	91,028
2	COLUMBIA FDS SRS TR I DIVIDEND INCOME FUND CLASS (GSFTX)	11,509	144,930	164,921
3	CRM MID CAP VALUE FUND (CRIMX)	3,495	65,593	101,851
4	ETFS GOLD TRUST (SGOL)	1,077	128,976	180,398
5	HARBOR CAPITAL APPRECIATION FUND #1012 (HACAX)	6,793	214,778	285,577
9		1,747	70,646	105,198
7	ISHARES GOLD TRUST (IAU)	5,490	64,550	90,475
8	ISHARES SILVER TRUST (SLV)	3,539	292'39	118,733
6	PIMCO FUNDS FOREIGN BOND FUND INSTITUTIONAL SHARES (PFORX)	12,954	138,547	138,607
10	PIMCO LOW DURATION INSTL (PTLDX)	43,069	450,152	448,774
1	PIMCO TOTAL RETURN FUND (PTTRX)	20,508	223,749	228,051
12		5,364	236,725	230,496
13	SPDR GOLD TR GOLD SHS (GLD)	549	64,505	90,195
14	T ROWE PRICE MID CAP VALUE (TRMCX)	7,035	154,369	164,701
15	T ROWE PRICE HIGH YIELD FUND (PRHYX)	6,130	35,213	41,625
16		2,343	78,198	87,591
17	THIRD AVENUE SMALL-CAP VALUE FUND (TASCX)	4,200	90,551	89,747
18	TWEEDY BROWNE GLOBAL VALUE FUND (TBGVX)	3,607	74,013	83,939
19	TWEEDY, BROWNE GLOBAL VALUE FD II (TBCUX)	1,853	19,182	21,482
2	VANGAURD HIGH-YIELD CORPORATE FUND ADMIRAL SHARES (VWEAX)	7,049	35,185	41,588
72	VANGUARD GNMA FUND (VFIIX)	12,466	139,587	137,751
22	VANGUARD GROWTH INDEX FUND SIGNAL SHARES (VIGSX)	9,138	193,316	299,814
23	VANGUARD INFLATION-PROTECTED SEC FD-AD (VAIPX)	13,669	308,198	385,742
24	VANGUARD INTERMEDIATE-TERM CORPORATE FUND (VFICX)	12,225	116,815	124,812
25	VANGUARD INTL GROWTH FD ADMIRAL SHS (VMLX)	1,740	95,109	103,188
56	VANGUARD SHORT-TERM CORPORATE FD ADMIRAL SHS (VFSUX)	89,925	937,414	969'996
27	VANGUARD TOTAL BOND MARKET INDEX FUND SIGNAL SHARE (VBTSX)	22,533	230,573	248,761
88	VANGUARD TOTAL INTERNATION	13,443	288,260	397,367
53	VANGUARD TOTAL STOCK MARKET INDEX FUND SIGNAL SH (VTSSX)	36,108	735,260	1,195,162
ရွ	30 VANGUARD VALUE INDEX FUND SIGNAL SHARES (VVISX)	13,055	180,677	298,819
31	31 VANGUARD WINDSOR II FD ADMIRAL SHS (WWNAX)	1,513	69,347	75,084

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

Axe-Houghton Foundation

						T	TOTAL:	0	0	
	Name	Street	City	State	Zip Code	Trtle	Avg Hrs	Сомр	Benefits	Expense Acct
	1 Lynn F Angelson	Foundation Source 55 Walls Dr	Wilmington	DE	19809	President / Director	ю	0	0	0
2	Suzanne Davidson	Foundation Source 55 Walls Dr	Wilmington	DE	19809	Director / Secretary	-	0	0	0
3	Bruce D Harms	Foundation Source 55 Walls Dr	Wilmington	DE	19809	Director / Treasurer	~	0	0	0
4	Jeffrey Steinman	Foundation Source 55 Walls Dr	Wilmington	DE	19809	Director	-	0	0	0
လ	S Robert B von Mehren	Foundation Source 55 Walls Dr	Wilmington	DE	19809	Vice President / Director	-	0	0	0
9	Carolyn Weber	Foundation Source 55 Walls Dr	Wilmington	DE	19809	Director	-	0	O	0
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New York Theatre Workshop's 2011/12 Season