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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 05-01-2011 , and ending 04-30-2012

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation THOMAS W DOWER FOUNDATION	**A Employer identification number** 36-6071665
Number and street (or P O box number if mail is not delivered to street address) PO BOX 416 — Room/suite	**B** Telephone number (see page 10 of the instructions) (847) 256-0600
City or town, state, and ZIP code KENILWORTH, IL 60043	**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 ▶ ☐
H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,327,697 **J** Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	66	66		
	4	Dividends and interest from securities	231,370	231,370		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	21,856			
	b	Gross sales price for all assets on line 6a 1,024,202				
	7	Capital gain net income (from Part IV, line 2)		21,856		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	41			
	12	**Total.** Add lines 1 through 11	253,333	253,292		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	150,000	112,500		37,500
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	16,875	12,656		4,219
	c	Other professional fees (attach schedule)	191	191		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	4,370	1,370		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	4,236	3,178		1,058
	24	**Total operating and administrative expenses.** Add lines 13 through 23	175,672	129,895		42,777
	25	Contributions, gifts, grants paid	63,950			63,950
	26	**Total expenses and disbursements.** Add lines 24 and 25	239,622	129,895		106,727
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	13,711			
	b	**Net investment income** (if negative, enter -0-)		123,397		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	512,759	719,730	719,730
	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 page 15 of the 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)	15,895		
	b Investments—corporate stock (attach schedule)	4,451,401	4,200,001	4,200,001
	c Investments—corporate bonds (attach schedule)	508,551	691,586	691,586
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	891,774	716,380	716,380
	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)	6,380,380	6,327,697	6,327,697
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted	6,380,380	6,327,697	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	6,380,380	6,327,697	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,380,380	6,327,697	

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	6,380,380
2	Enter amount from Part I, line 27a	2	13,711
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,394,091
5	Decreases not included in line 2 (itemize) ▶	5	66,394
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,327,697

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)
1 a	LONG-TERM (SEE ATTACHED SCHEDULE)	P	2000-05-01	2012-04-30
b	SHORT-TERM (SEE ATTACHED SCHEDULE)	P	2011-05-01	2012-04-30
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	474,993		527,574	-52,581
b	549,209		474,772	74,437
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-52,581
b				74,437
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	21,856
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	168,978	5,980,824	0 02825
2009	338,502	5,674,999	0 05965
2008	242,939	5,542,823	0 04383
2007	396,577	7,315,658	0 05421
2006	372,529	7,294,638	0 05107

2	**Total** of line 1, column (d)	2	0 23701
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 04740
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,021,831
5	Multiply line 4 by line 3	5	285,447
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,234
7	Add lines 5 and 6	7	286,681
8	Enter qualifying distributions from Part XII, line 4	8	106,727

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,468
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	2,468
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,468
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a — 4,231		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	4,231
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,763
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 1,763 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶MARY K HARTIGAN Telephone no ▶(847) 256-0600

Located at ▶PO BOX 416 KENILWORTH IL ZIP+4 ▶60043

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 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

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 page 22 of the 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
MARY K HARTIGAN PO BOX 416 KENILWORTH, IL 60043	Trustee 30 00	85,000		
MARY HARTIGAN ESQUIRE PO BOX 416 KENILWORTH, IL 60043	TRUSTEE 20 00	50,000		
EILEEN MADIGAN PO BOX 416 KENILWORTH, IL 60043	Trustee 5 00	15,000		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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				
Total number of other employees paid over $50,000 ▶				

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	5,671,706
b	Average of monthly cash balances	1b	441,828
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	6,113,534
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,113,534
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	91,703
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,021,831
6	**Minimum investment return.** Enter 5% of line 5	6	301,092

Part XI Distributable Amount (see page 25 of the 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	301,092
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 2,468		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,468
3	Distributable amount before adjustments Subtract line 2c from line 1	3	298,624
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	298,624
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	298,624

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	106,727
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	106,727
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 page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	106,727

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				298,624
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			63,638	
b Total for prior years 20___, 20___, 20___				
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 ▶ $ 106,727				
a Applied to 2010, but not more than line 2a			63,638	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				43,089
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 page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				255,535
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
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 page 27 of the instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the 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

THOMAS W DOWER FOUNDATION
PO BOX 416
KENILWORTH,IL 60043
(847) 256-0600

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

WRITTEN REQUEST MAILED

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				63,950
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	66	
4 Dividends and interest from securities. . . .			14	231,370	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	41	
8 Gain or (loss) from sales of assets other than inventory			18	21,856	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				253,333	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 253,333

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2012-09-21	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature BRETT MOELLER	Date	Check if self-employed ☐	PTIN
Firm's name ▶ O Neill & Gaspardo LLC		Firm's EIN ▶	
Firm's address ▶ 9697 West 191st Street Suite 201 Mokena, IL 60448		Phone no (708) 478-2900	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☑ Yes ☐ No

Additional Data

Software ID: 11000144
Software Version: 2011v1.2
EIN: 36-6071665
Name: THOMAS W DOWER FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNIVERSITY OF NOTRE DAME1100 GRACE HALL NOTRE DAME,IN 46556	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	10,000
TRILOGY1400 WEST GREENLEAF AVE CHICAGO,IL 60626	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	5,000
STS FAITH HOPE & CHARITY CHURCH191 LINDEN STREET WINNETKA,IL 60093	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	1,500
ST RITA HIGH SCHOOL7740 S WESTERN AVE CHICAGO,IL 60620	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	4,000
ST PETERS CHURCH110 WEST MADISON STREET CHICAGO,IL 60602	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	1,000
ST PATRICKS RESIDENCE1400 BROOKDALE ROAD NAPERVILLE,IL 60563	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	1,000
ST MARY PARISH1012 LAKE STREET EVANSTON,IL 60201	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	1,000
ST MALACHY SCHOOL2252 W WASHINGTON BLVD CHICAGO,IL 60612	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	2,500
ST JOSEPH COLLEGE SEMINARY 1120 W LOYOLA AVENUE CHICAGO,IL 60626	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	3,000
SISTERS OF CHARITY BVM6157 N SHERIDAN RD CHICAGO,IL 60660	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	1,000
RETIREMENT BOARD FOR RELIGIOUSARCHDIOCESE OF CHICAGO-PO BOX 1979 CHICAGO,IL 60690	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	2,500
RAVINIA FESTIVAL418 SHERIDAN ROAD HIGHLAND PARK,IL 60035	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	3,500
OPERATION HELMET74 GREENVIEW STREET MONTGOMERY,TX 77356	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	3,750
MERCY HOME FOR BOYS & GIRLS 1140 W JACKSON BLVD CHICAGO,IL 60607	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	1,000
LYRIC OPERA20 N WACKER DRIVE CHICAGO,IL 60606	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	5,000
KENILWORTH PARK DISTRICT347 IVY CT KENILWORTH,IL 60043	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	2,500
KENILWORTH GARDEN CLUB2215 CHESTNUT AVENUE WILMETTE,IL 60091	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	500
JOSEPH SEARS PARENT VOLUNTEER ASSOC542 ABBOTSFORD ROAD KENILWORTH,IL 60043	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	5,000
IRISH GEORGIAN SOCIETY115 EAST 89TH ST SUITE 3B NEW YORK,NY 10128	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	3,000
ILLINOIS CLUB FOR CATHOLIC WOMEN820 N MICHIGAN AVE RM 513 CHICAGO,IL 60611	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	2,500
HOUSE OF GOOD SHEPARD1114 W GRACE STREET CHICAGO,IL 60613	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	1,000
GLENWOOD SCHOOL FOR BOYS & GIRLS500 W 187TH STREET GLENWOOD,IL 60425	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	1,500
COLLEGE OF THE HOLY CROSSPO BOX DEV 1 COLLEGE STREET WORCESTER,MA 01610	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	500
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVENUE CHICAGO,IL 60604	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	1,000
BOY SCOUTS USA - TROOP 131231 E LINCOLN HWY DEKALB,IL 60115	N/A	N/A	TO PROVIDE FOR GENERAL CHARITABLE ACTIVITIES AS DETERMINED BY THE RECIPIENT ORGANIZATION	700
Total . . . . ▶ **3a**				63,950

TY 2011 Accounting Fees Schedule

Name: THOMAS W DOWER FOUNDATION

EIN: 36-6071665

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & AUDIT	16,875	12,656	0	4,219

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491265000022

TY 2011 Other Decreases Schedule

Name: THOMAS W DOWER FOUNDATION

EIN: 36-6071665

Software ID: 11000144

Software Version: 2011v1.2

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	66,394

TY 2011 Other Expenses Schedule

Name: THOMAS W DOWER FOUNDATION

EIN: 36-6071665

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE	257	193		64
INSURANCE	1,353	1,015		338
DUES & SUBSCRIPTIONS	2,626	1,970		656

TY 2011 Other Income Schedule

Name: THOMAS W DOWER FOUNDATION

EIN: 36-6071665

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	41		

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491265000022

TY 2011 Other Professional Fees Schedule

Name: THOMAS W DOWER FOUNDATION

EIN: 36-6071665

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FINANCIAL CONSULTING	191	191	0	0

TY 2011 Taxes Schedule

Name: THOMAS W DOWER FOUNDATION

EIN: 36-6071665

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	1,370	1,370		
EXCISE TAX ON INVESTMENT INCOME	3,000			

THOMAS W. DOWER FOUNDATION
36-6071665
INVESTMENT DETAIL
LINES 10a,b & c and Line 13 OF PART II

LINE 10b - Corporate Stock

	FAIR MARKET VALUE @4-30-12
3M COMPANY	26,808
ABBOTT LABS	21,721
ACCENTURE PLC CL A	16,238
AES TIETE SA ADR	2,543
AES TIETE SA ADR	12,717
ALTRIA GROUP INC	19,326
AMAZON COM INC	46,380
AMERICA MOVIL SAB	5,330
AMERICAN CAPITAL LTD	6,335
AMERICAN INTL GROUP NEW	17,015
AMERICAN WTR WKS CO INC	17,120
ANNALY CAPITAL MGMT REIT	16,320
Arcelor Mittal	12,131
ARCH COAL INC	976
AUTO DATA PROCESSING	38,934
BAIDU INC ADR	13,270
BAIDU INC ADR	13,270
BANK OF AMERICA CORP	8,110
BAXTER INTERNATIONAL INC	6,926
BECTON DICKINSON & CO	23,535
BED BATH & BEYOND	14,078
BERKSHIRE HATHAWAY B NEW	201,125
BEST BUY INC	6,621
BEST BUY INC	7,725
BGC PARTNERS CLASS A	6,970
BOEING CO	38,400
BP PLC ADR	17,364
BRISTOL-MYERS SQUIBB CO	17,019
BROADRIDGE FINL SOLUTION	6,963
C V S CAREMARK CORP	22,310
CAPITALSOURCE INC.	3,225
CARNIVAL CORP NEW	16,248
CATERPILLAR INC	20,554
CBRE GROUP INC	2,539
CENTURYLINK INC SHS	23,136
CHEROKEE INC NEW NEW DEL	1,428
CHEROKEE INC NEW NEW DEL	1,168

THOMAS W. DOWER FOUNDATION
36-6071665
INVESTMENT DETAIL
LINES 10a,b & c and Line 13 OF PART II

	FAIR MARKET VALUE @4-30-12
CHESAPEAKE ENERGY CORP	3,227
CHEVRON CORPORATION	76,190
CHINA UNICOM HK ADR FSPONSORED	34,760
CITIGROUP CAPITAL XIII	13,315
CITIGROUP INC COM NEW	3,305
CME GROUP INC CL A	79,746
COACH INC	14,632
COINSTAR INC	942
COINSTAR INC	6,279
COINSTAR INC	17,895
COLGATE-PALMOLIVE CO	29,682
COMCAST CORP NEW CL A SPL	11,932
Conocophillips	10,745
CONSOLIDATED EDISON INC	59,450
CORNING INC	2,870
CPFL ENERGIA SA ADR	42,300
CROSSTEX ENERGY LP	7,120
DANAHER CORP DEL	21,688
DELL INC	4,911
Deutsche Bank	24,460
DISCOVER FINANCIAL SVCS	13,560
DOW CHEMICAL COMPANY	13,552
DU PONT E I DE NEMOUR&CO	26,730
DUFF & PHELPS UTIL & CP BD	20,804
EARTHLINK INC	8,120
ENTERPRISE PRDTS PRTN LP	34,635
ENTERPRISE PRDTS PRTN LP	15,462
ESTN AMN N GAS SPRCPRPST	55,450
EV TAX MAN GLB DIV EQTY	6,713
EXELON CORPORATION	70,218
EXPEDITORS INTL WASH	20,000
EXPRESS SCRIPTS HLDG CO	13,557
FEDEX CORP DELAWARE COM	17,769
FIFTH ST FIN CORP	19,640
First Industrial Realty	21,222
FREEPRT-MCMRAN CPR & GLD	15,320
FUSION-IO INC	12,825
GE CBN ISSUER BAC	10,320
GENERAL ELECTRIC COMPANY	9,790

THOMAS W. DOWER FOUNDATION
36-6071665
INVESTMENT DETAIL
LINES 10a,b & c and Line 13 OF PART II

	FAIR MARKET VALUE @4-30-12
GENERAL MOTORS CO	46
GENERAL MOTORS CO	115
GENERAL MOTORS CO	23
GENERAL MOTORS CO	69
GLAXOSMITHKLINE PLC ADRF	18,492
GOLDMAN SACHS 6.20% PFD	25,070
GOODYER STEPS ISSUER BAC	5,173
HARLEY DAVIDSON INC	31,398
HARRIS CORPORATION	13,662
HARRIS PFD CAP 7.375% PFD	50,640
HARTFORD FINL SVCS GRP	8,220
Healthcare Services Group Inc.	15,915
HERBALIFE LTD	14,064
HOME DEPOT INC	7,769
HUANENG PWR INTL ADR FSPONSORED	7,137
INDIA FUND INC	3,188
INFOSYS TECH SPON ADR FSPONSORED	9,460
INNOPHOS HOLDINGS INC	19,668
INTL BUSINESS MACHINES	62,124
INTRCONTINENTALEXCHANGE	26,608
INVESCO VAN KAMPEN SR (Was Van Kampen Amern Cap Sr Income)	38,400
ISHARES S&P US PFD FUND	30,724
JACOBS ENGINEERING GROUP	4,383
JP Morgan Chase Cap XIV	50,400
JPMChase Capital XVI	25,350
JPMORGAN CHASE & CO	17,192
KINDER MORGAN ENERGY LP	41,220
KKR & CO L P DEL	7,060
KOHLS CORP	5,013
KON PHILIPS ELEC NV NEWF	45,657
KYOCERA LTD ADR	9,731
LILLY ELI & COMPANY	20,695
LOCKHEED MARTIN CORP	18,108
MAIDEN HOLDINGS NA LTD	10,392
MANITOWOC COMPANY INC	4,155
MEDTRONIC INC	26,740
MEDTRONIC INC	7,640
Metlife Inc	25,300

THOMAS W. DOWER FOUNDATION
36-6071665
INVESTMENT DETAIL
LINES 10a,b & c and Line 13 OF PART II

	FAIR MARKET VALUE @4-30-12
MGM STEPS ISSUER BARC	9,240
MICROSOFT CORP	19,209
MICROSOFT CORP	12,806
MOLEX INCORPORATED	11,036
Morgan Stanley Cap VIII	24,550
MURPHY OIL CORP HLDG	21,988
MVC CAPITAL INC.	9,240
NASDAQ OMX GROUP INC	7,371
NETAPP INC	19,413
NEUBERGER BERMAN HI YLD	24,390
NEW ORIENTAL ED ADR	32,076
NEW YORK CMNTY BANCORP	4,047
NEXTERA ENERGY INC	32,175
NUANCE COMMUN INC	7,329
NUCOR CORP	2,353
NUSTAR ENERGY LP	5,499
NUSTAR ENERGY LP	5,499
NUVEEN CREDIT STRAT INCM (JQC)	18,380
NUVEEN EQTY PREM INC FD	30,000
NUVEEN FLOATING RATE	23,920
NUVEEN PFD INC OPPTY FD	36,200
NYSE EURONEXT N V	2,575
OWENS ILLINOIS INC NEW	2,441
PAYCHEX INC	16,884
PAYCHEX INC	9,294
PDL BIOPHARMA INC	6,290
PEABODY ENERGY CORP	9,333
Pengrowth Energy	897
Pengrowth Energy	1,794
Penn RL Est Inv Tr	7,045
PENN VIRGINIA RES PTNRS	10,196
PEOPLES UNITED FINL INC	12,325
PEPSICO INCORPORATED	72,600
PEPSICO INCORPORATED	13,200
PFIZER INCORPORATED	41,678
PHILIP MORRIS INTL INC	31,329
PIMCO CORP INCOME FUND	27,132
PLAINS ALL AMERN PPLN LP	49,158
PPG Industries	21,048

THOMAS W. DOWER FOUNDATION
36-6071665
INVESTMENT DETAIL
LINES 10a,b & c and Line 13 OF PART II

	FAIR MARKET VALUE @4-30-12
PROCTER & GAMBLE	57,276
PRUDENTIAL FINANCIAL INC	18,162
PRUDENTIAL FINANCIAL INC	6,054
Prudential PLC	12,685
Public Storage	50,820
Qualcomm Inc	25,532
QWEST CORPORATION $25 PAR SR NOTES	10,168
REDWOOD TRUST INC	11,680
SANOFI AVENTIS ADR	19,090
SARA LEE CORP	22,040
SCHEIN HENRY INC	23,022
SCHLUMBERGER LTD	22,242
SEADRILL LTD	11,739
SECTOR SPDR FINCL SELECT	2,777
SINA CORPORATION	5,851
SJM HOLDINGS LTD	3,295
SJM HOLDINGS LTD	9,884
STERICYCLE INC	2,944
STERICYCLE INC	14,376
STRYKER CORP	21,828
SYMANTEC CORP	9,293
Teekey Corp	18,050
TELEFONICA SPON ADR F	30,723
TELLABS INC	1,883
TEMPLETON GLOBAL INCM FD	47,650
TEREX CORP	1,358
TEVA PHARM INDS LTD ADRF	84,665
THERMO FISHER SCIENTIFIC	66,780
TIFFANY & CO. NEW	27,384
TOTAL S A ADR F	24,055
TOYOTA MOTOR CP ADR NEWF	24,534
TRACTOR SUPPLY COMPANY	59,046
TRIANGLE CAP CORP	15,158
TUPPERWARE BRANDS CORP	31,145
ULTA SALON COSM & FRAG	17,636
UNITEDHEALTH GROUP INC	44,920
VAIL RESORTS INC	16,312
VALE SA ADR	4,440
VALE SA ADR	6,660

THOMAS W. DOWER FOUNDATION
36-6071665
INVESTMENT DETAIL
LINES 10a,b & c and Line 13 OF PART II

	FAIR MARKET VALUE @4-30-12
VALERO ENERGY CORP NEW	1,853
VANGUARD ENERGY ETF	10,406
VANGUARD INTL EQTY INDEX	17,368
VANGUARD MSCI EMERGING	12,767
Verizon Communicatns Com	20,190
VISA INC CL A	24,596
W P CAREY AND CO LLC	23,555
WASH R E INV TR SBI $ 01	14,775
WASTE MANAGEMENT INC NEW	10,260
WEATHERFORD INTL LTD	2,854
WELLS FARGO & CO NEW	53,464
WELLS FARGO ADV MULTI SECTOR	8,737
Wells Fargo Capital IX	62,975
Wells Fargo Capital VIII	50,860
WT07 16GENERAL MOTORS CO	28
WT07 16GENERAL MOTORS CO	56
WT07 16GENERAL MOTORS CO	14
WT07 16GENERAL MOTORS CO	42
WT07 19GENERAL MOTORS CO	19
WT07 19GENERAL MOTORS CO	37
WT07 19GENERAL MOTORS CO	9
WT07 19GENERAL MOTORS CO	28
	4,200,001

LINE 10c - Corporate Bonds

BAC CAP TR VIII 6.00%35	47,780
BANK OF AMER CP 5 50%33	49,440
BNY CAPITAL V TR 5.95%33	25,300
GEN ELEC CAP 5.875%33	76,590
GEN ELEC CAP 6.625%32	41,632
GEN ELECTRIC CAP 6.10%32	77,220
GENERAL ELECTRIC 6%47	50,460
GENWORTH FINL 6.515%18NOTES	10,000
HOUSEHOLD FIN VAR 2013	76,532
H S B C HLDGS 6.20% ADRF	25,060
JP MORGAN CAP X 7.00%32	51,200
JP MORGAN CHASE CAP 8%78	10,408
MS CAP TR III 6.25%33	73,350
WELLS FARGO CAP 5.625%33	50,860
Nuveen Investments	4,550

THOMAS W. DOWER FOUNDATION
36-6071665
INVESTMENT DETAIL
LINES 10a,b & c and Line 13 OF PART II

	FAIR MARKET VALUE @4-30-12
SILVER CLIRN ISSUER BAC	5,925
USD ARCELORMITTAL	15,279
	691,586

LINE 13 - Other

Mutual Funds	594,887
Futures	-
Limited Partnership	121,493
Real Estate Investment Trusts	-
	716,380

Total Investments	**5,607,967**

THOMAS W DOWER FOUNDATION
36-6071665
CAPITAL GAINS AND LOSSES
PART IV, Lines 1a and 1b

DESCRIPTION	#SH	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
SHORT-TERM						
APPLE INC	300 0000	VARIOUS S/T	1/25/2012	134,838	109,327	25,512
BAIDU INC ADR	100 0000	8/5/2011	8/11/2011	14,891	13,929	962
CAPITAL ONE FINL	500 0000	7/14/2011	7/21/2011	25,004	25,000	4
CARBONITE INC	100 0000	8/16/2011	8/17/2011	1,270	1,000	270
COINSTAR INC	55 0000	6/13/2011	10/27/2011	3,056	2,592	464
COINSTAR INC	245 0000	6/13/2011	10/27/2011	13,614	11,547	2,068
EKSPORT STARS C 1	1,000 0000	2/7/2011	12/2/2011	10,000	10,000	-
F5 NETWORKS INC	100 0000	1/20/2011	1/24/2012	11,665	11,276	389
FIRST SOLAR INC	100 0000	5/10/2011	6/30/2011	13,832	12,891	941
GOOGLE INC CLASS A	200 0000	3/11/2011	12/23/2011	126,389	115,259	11,130
INTUITIVE SURGICAL NEW	180 0000	10/13/2010	7/5/2011	68,211	52,553	15,658
INTUITIVE SURGICAL NEW	38 0000	8/4/2011	10/24/2011	15,783	13,720	2,064
INTUITIVE SURGICAL NEW	162 0000	8/4/2011	10/24/2011	67,286	58,489	8,797
NUANCE COMMUN INC	200 0000	8/5/2011	1/6/2012	5,371	3,459	1,912
PROGRESS ENERGY INC	400 0000	9/8/2010	7/22/2011	19,147	17,500	1,648
RENREN INC SPON ADR	200 0000	5/4/2011	5/19/2011	2,802	2,800	2
TTM TECHNOLOGIES INC	200 0000	8/5/2011	1/18/2012	2,371	2,071	300
VARIAN MEDICAL SYSTEMS	200 0000	8/8/2011	4/25/2012	13,679	11,359	2,320
TOTAL SHORT-TERM				**549,209**	**474,772**	**74,437**
LONG-TERM						
ALEXANDER & BALDWIN INC	2 0000	7/14/2010	4/25/2012	101	65	36
ALEXANDER & BALDWIN INC	98 0000	7/14/2010	4/25/2012	4,966	3,182	1,785
ALEXANDER & BALDWIN INC	100 0000	7/14/2010	4/25/2012	5,068	3,248	1,820
ALEXANDER & BALDWIN INC	200 0000	7/14/2010	4/25/2012	10,135	6,495	3,640
ALLIANCE RESRC PTNRS LP	400 0000	1/29/2010	4/19/2012	24,191	16,319	7,872
APERAM	35 0000	VARIOUS L/T	6/22/2011	1,075	2,713	(1,637)
APTARGROUP INC	400 0000	5/22/2007	7/6/2011	21,457	15,099	6,358
AVIS BUDGET GROUP INC	1,000 0000	11/17/2010	3/16/2012	14,032	13,531	502
BAC CURR LINK STEP UP	1,000 0000	10/29/2009	11/1/2011	11,125	10,118	1,007
CATALYST HEALTH SOLS INC	100 0000	6/4/2010	4/18/2012	8,376	3,762	4,614
COGDELL SPENCER INC	2,000 0000	3/17/2011	4/3/2012	8,500	11,531	(3,031)
COMCAST CORP	308 0000	9/14/2006	2/27/2012	7,700	7,700	-
COMCAST CORP	292 0000	9/14/2006	4/20/2012	7,300	7,300	-
COPPER ARN ISSUER SEK	1,000 0000	2/24/2011	4/12/2012	8,953	10,000	(1,047)
DUFF & PHELPS CORP	200 0000	5/24/2010	3/26/2012	3,188	3,120	68
DUFF & PHELPS CORP	600 0000	5/24/2010	3/26/2012	9,563	9,359	205
FORD STEPS ISSUER SEK	1,000 0000	3/10/2011	3/23/2012	8,860	10,000	(1,140)
FRONTIER COMMUNICATIONS	1,120 0000	VARIOUS L/T	3/16/2012	4,687	8,851	(4,164)
FSLR STEPS ISSUER SEK	500 0000	1/13/2011	1/27/2012	1,613	5,000	(3,387)
GENERAL MOTORS CO	100 0000	5/14/2003	5/9/2011	3,101	12,271	(9,170)
GENERAL MOTORS CO	90 0000	5/14/2003	5/9/2011	2,796	11,044	(8,248)
GENERAL MOTORS CO	96 0000	6/23/2004	5/9/2011	2,982	11,673	(8,690)
GENERAL MOTORS CO	FRAC	5/14/2003	5/2/2012	23	-	23
GENERAL MOTORS CO	FRAC	5/14/2003	9/21/2011	14	-	14
GENERAL MOTORS CO	FRAC	5/14/2003	9/21/2011	5	-	5
GENERAL MOTORS CO	FRAC	5/14/2003	11/17/2011	20	-	20
GENERAL MOTORS CO	FRAC	5/14/2003	11/22/2011	22	-	22
GOVT NATL MTG-RETURN OF PRINCIPLE		VARIOUS L/T	10/20/2011	543	543	-
GOVT NATL MTG-RETURN OF PRINCIPLE		VARIOUS L/T	11/21/2011	4,696	4,696	-
GOVT NATL MTG-RETURN OF PRINCIPLE		VARIOUS L/T	12/20/2011	4,382	4,382	-
GOVT NATL MTG-RETURN OF PRINCIPLE		VARIOUS L/T	1/20/2012	4,371	4,371	-
GOVT NATL MTG-RETURN OF PRINCIPLE		VARIOUS L/T	2/20/2012	1,911	1,413	498
HEWLETT-PACKARD COMPANY	600 0000	4/24/2000	3/21/2012	14,129	41,852	(27,724)
INTUITIVE SURGICAL NEW	20 0000	5/24/2010	7/5/2011	7,579	5,839	1,740
JP MORGAN CHASE CAP XXIV	400 0000	7/25/2007	6/16/2011	9,995	10,000	(5)

THOMAS W DOWER FOUNDATION
36-6071665
CAPITAL GAINS AND LOSSES
PART IV, Lines 1a and 1b

DESCRIPTION	#SH	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
KEYCORP CAPITAL IX	1,000 0000	11/16/2006	12/15/2011	25,000	25,000	-
KON PHILIPS ELEC NV NEWF	FRAC	7/10/1998	5/4/2011	11	9	2
MACYS STEPS ISSUER SEK	500 0000	12/21/2010	1/10/2012	5,078	5,000	78
MARSH & MC LENNAN CO INC	100 0000	1/14/2005	3/21/2012	3,288	3,194	94
MARSH & MC LENNAN CO INC	100 0000	1/14/2005	3/21/2012	3,288	3,194	94
MARSH & MC LENNAN CO INC	100 0000	1/14/2005	3/21/2012	3,288	3,194	94
MEDCOHEALTH SOLUTIONS	300 0000	5/24/2010	4/3/2012	8,640	-	8,640
MOTOROLA SOLUTIONS INC	300 0000	1/10/2011	2/15/2012	14,362	11,806	2,556
NCR CORP NEW	300 0000	4/4/2005	7/22/2011	6,096	4,811	1,284
ORACLE CORPORATION	300 0000	5/7/2010	10/27/2011	9,951	7,212	2,739
PARAGON SHIPPING CL A	100 0000	12/28/2007	4/23/2012	71	1,913	(1,842)
PARAGON SHIPPING CL A	200 0000	12/28/2007	4/23/2012	142	3,818	(3,676)
POTLATCH CORPORATION NEW	167 0000	5/24/2010	7/5/2011	6,050	5,829	221
POTLATCH CORPORATION NEW	233 0000	5/24/2010	7/5/2011	8,441	8,132	309
PUBLIC STORAGE INC	375 0000	12/7/2005	9/30/2011	9,375	9,375	-
RALCORP HOLDINGS INC	400 0000	2/29/2008	12/9/2011	33,390	22,333	11,058
RUSSIA STARS ISSUER BAC	1,000 0000	4/19/2011	4/27/2012	8,092	10,000	(1,908)
SALLY BEAUTY HOLDINGS	337 0000	11/17/2006	5/12/2011	5,349	3,442	1,907
SILICON LABORATORIES INC	100 0000	5/24/2010	10/24/2011	3,557	4,741	(1,184)
SILICON LABORATORIES INC	100 0000	5/24/2010	10/24/2011	3,557	4,741	(1,184)
SILICON LABORATORIES INC	100 0000	5/24/2010	10/24/2011	3,557	4,741	(1,184)
SOC QUIMICA MINER B ADRF	200 0000	6/23/2008	7/7/2011	13,275	10,824	2,451
TELECOM CP NZ SPON	711 0000	5/25/2004	10/24/2011	7,337	12,053	(4,716)
TELECOM ITALIZ SPA ADR	400 0000	3/5/2010	3/16/2012	3,638	4,516	(879)
TELEPHONE & DATA SYS CLD	1,086 0000	11/28/2001	5/2/2011	27,025	27,025	-
UNITEDHEALTH GROUP INC	200 0000	8/24/2005	1/17/2012	10,563	10,438	124
USB CAPITAL VI	1,000 0000	3/2/2005	9/8/2011	25,000	25,000	-
WT07 16GENERAL MOTORS CO	173 0000	5/14/2003	5/9/2011	3,825	15,056	(11,231)
WT07 16GENERAL MOTORS CO	87 0000	6/23/2004	5/9/2011	1,923	7,503	(5,579)
WT07 16GENERAL MOTORS CO	FRAC	5/14/2003	5/2/2012	9	-	9
WT07 16GENERAL MOTORS CO	FRAC	5/14/2003	9/21/2011	5	-	5
WT07 16GENERAL MOTORS CO	FRAC	5/14/2003	9/21/2011	10	-	10
WT07 16GENERAL MOTORS CO	FRAC	5/14/2003	11/17/2011	11	-	11
WT07 16GENERAL MOTORS CO	FRAC	5/14/2003	11/17/2011	8	-	8
WT07 19GENERAL MOTORS CO	173 0000	5/14/2003	5/9/2011	2,856	11,479	(8,623)
WT07 19GENERAL MOTORS CO	87 0000	6/23/2004	5/9/2011	1,436	5,720	(4,284)
WT07 19GENERAL MOTORS CO	FRAC	5/14/2003	5/2/2011	7	-	7
WT07 19GENERAL MOTORS CO	FRAC	5/14/2003	9/21/2011	3	-	3
WT07 19GENERAL MOTORS CO	FRAC	5/14/2003	9/21/2011	7	-	7
WT07 19GENERAL MOTORS CO	FRAC	5/14/2003	11/17/2011	8	-	8
WT07 19GENERAL MOTORS CO	FRAC	5/14/2003	11/17/2011	5	-	5
TOTAL LONG-TERM				**474,993**	**527,574**	**(52,583)**
TOTAL				**1,024,202**	**1,002,346**	**21,856**