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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation****2011**

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

For calendar year 2011 or tax year beginning **MAY 1, 2011**, and ending **APR 30, 2012**

Name of foundation <b>R CATHLEEN COX MCFARLANE CHARITABLE FOUNDATION, INC</b>		<b>A Employer identification number</b>  <b>65-0856300</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>622 NORTH FLAGLER DRIVE</b>	Room/suite <b>201</b>	<b>B Telephone number</b> <b>(561) 833-6370</b>
City or town, state, and ZIP code <b>WEST PALM BEACH, FL 33401</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input type="checkbox"/> \$ <b>20,127,533.</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received		<b>7,892,389.</b>		<b>N/A</b>	
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
<b>3</b> Interest on savings and temporary cash investments		<b>1,145.</b>	<b>102.</b>		<b>STATEMENT 1</b>
<b>4</b> Dividends and interest from securities		<b>310,329.</b>	<b>310,329.</b>		<b>STATEMENT 2</b>
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		<b>10,210,710.</b>			
<b>b</b> Gross sales price for all assets on line 6a <b>19,793,350.</b>			<b>10,210,710.</b>		
<b>7</b> Capital gain net income (from Part IV, line 2)					
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss)					
<b>11</b> Other income					
<b>12</b> Total. Add lines 1 through 11		<b>18,414,573.</b>	<b>10,521,141.</b>		
<b>13</b> Compensation of officers, directors, trustees, etc.		<b>6,825.</b>	<b>3,412.</b>		<b>3,413.</b>
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16a</b> Legal fees <b>STMT 3</b>		<b>1,369.</b>	<b>0.</b>		<b>1,369.</b>
<b>b</b> Accounting fees <b>STMT 4</b>		<b>6,680.</b>	<b>6,400.</b>		<b>280.</b>
<b>17</b> Other professional fees					
<b>18</b> Interest <b>STMT 5</b>		<b>75,908.</b>	<b>75,908.</b>		<b>0.</b>
<b>19</b> Taxes					
<b>20</b> Depreciation and depletion		<b>43,582.</b>	<b>21,791.</b>		<b>21,791.</b>
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses <b>STMT 6</b>		<b>48,918.</b>	<b>46,219.</b>		<b>2,699.</b>
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23		<b>183,282.</b>	<b>153,730.</b>		<b>29,552.</b>
<b>25</b> Contributions, gifts, grants paid		<b>440,456.</b>			<b>440,456.</b>
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		<b>623,738.</b>	<b>153,730.</b>		<b>470,008.</b>
<b>27</b> Subtract line 26 from line 12		<b>17,790,835.</b>			
<b>a</b> Excess of revenue over expenses and disbursements			<b>10,367,411.</b>		
<b>b</b> Net investment income (if negative, enter -0-)					
<b>c</b> Adjusted net income (if negative, enter -0-)				<b>N/A</b>	

SCANNED OCT 01 2012

Revenue

Operating and Administrative Expenses

RECEIVED  
SEP 17 2012  
STMT 3  
STMT 4  
STMT 5  
STMT 6

J21-25

19

**R CATHLEEN COX MCFARLANE  
CHARITABLE FOUNDATION, INC**

65-0856300

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**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	295,032.	315,096.	315,096.
	2 Savings and temporary cash investments		584,302.	584,302.
	3 Accounts receivable ▶ 50,000.		50,000.	50,000.
	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	9,920.		
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	0.	15,534,873.	17,311,710.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	0.	1,611,496.	1,866,425.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	304,952.	18,095,767.	20,127,533.	
<b>Liabilities</b>	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			
	22 Other liabilities (describe ▶ PAYABLE TO ESTATE)	20.	0.	
23 Total liabilities (add lines 17 through 22)	20.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	304,932.	18,095,767.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	304,932.	18,095,767.		
31 Total liabilities and net assets/fund balances	304,952.	18,095,767.		

**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	304,932.
2 Enter amount from Part I, line 27a	2	17,790,835.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	18,095,767.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,095,767.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 19,793,350.		9,582,640.	10,210,710.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			10,210,710.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	10,210,710.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

**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 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	198,745.	143,510.	1.384886
2009	204,223.	154,019.	1.325960
2008	268,174.	318,709.	.841438
2007	170,116.	59,682.	2.850374
2006	53,453.	36,559.	1.462102

2 Total of line 1, column (d)	2	7.864760
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	1.572952
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,755,993.
5 Multiply line 4 by line 3	5	16,918,661.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	103,674.
7 Add lines 5 and 6	7	17,022,335.
8 Enter qualifying distributions from Part XII, line 4	8	470,008.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate  
See the Part VI instructions

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	<b>1</b>	207,348.
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0.
<b>3</b> Add lines 1 and 2	<b>3</b>	207,348.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	207,348.
<b>6</b> Credits/Payments		
<b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>	
<b>b</b> Exempt foreign organizations - tax withheld at source	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	0.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	3,824.
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	211,172.
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
<b>1c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NONE		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		X
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

SEE STATEMENT 9

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WALTER M ROSS Telephone no ▶ (561) 833-6370 Located at ▶ 622 N FLAGLER DRIVE, #201, WEST PALM BEACH, FL ZIP+4 ▶ 33401			
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 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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**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)?

☐ Yes ☒ No

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

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

N/A

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?

N/A

☐ 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?

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?

N/A

5b 6b 7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		6,825.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). 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

0

Form 990-PF (2011)





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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	9,377,041.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,542,749.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	10,919,790.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	10,919,790.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	163,797.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	10,755,993.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	537,800.

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	537,800.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	207,348.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	207,348.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	330,452.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	330,452.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	330,452.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	470,008.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	470,008.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	470,008.

**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.

Form 990-PF (2011)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				330,452.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	51,625.			
<b>b</b> From 2007	167,132.			
<b>c</b> From 2008	252,239.			
<b>d</b> From 2009	196,522.			
<b>e</b> From 2010	191,569.			
<b>f</b> Total of lines 3a through e	859,087.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	470,008.			
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				330,452.
<b>e</b> Remaining amount distributed out of corpus	139,556.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	998,643.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	51,625.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	947,018.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	167,132.			
<b>b</b> Excess from 2008	252,239.			
<b>c</b> Excess from 2009	196,522.			
<b>d</b> Excess from 2010	191,569.			
<b>e</b> Excess from 2011	139,556.			

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

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

**1 Information Regarding Foundation Managers:**

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

NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

N/A

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

N/A

**c** Any submission deadlines

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
ADOPT A FAMILY WEST PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	1,000.
AMERICAN HEART ASSOCIATION WEST PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	1,488.
BROADWAY HOUSING COMMUNITIES NEW YORK CITY, NY	NONE	PUBLIC	UNRESTRICTED	10,000.
COMPREHENSIVE ALCOHOL REHAB PROGRAM WEST PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	73,533.
COVENANT HOUSE FT LAUDERDALE, FL	NONE	RELIGIOUS	UNRESTRICTED	10,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>440,456.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

(See worksheet in line 13 instructions to verify calculations )

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

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?

	Yes	No
--	-----	----

**a Transfers from the reporting foundation to a noncharitable exempt organization of**

1a(1)	X
-------	---

(1) Cash

**(2) Other assets**

1a(2)		X
-------	--	---

**b Other transactions**

**(1) Sales of assets to a noncharitable exempt organization**

1b(1)	X
-------	---

**(2) Purchases of assets from a noncharitable exempt organization**

1b(2)		X
-------	--	---

**(3) Rental of facilities, equipment, or other assets**

1b(3)	X
-------	---

#### (4) Reimbursement arrangements

1b(4)		X
-------	--	---

**(5) Loans or loan guarantees**

1b(5)		X
-------	--	---

**(6) Performance of services or membership or fundraising solicitations**

1b(6)		X
-------	--	---

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

1c		X
----	--	---

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

[illegible]

**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
N/A		

**Sign  
Here,**

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

		
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☒ self-employed

PTIN	
------	--

RONALD V ALBERT

RONALD V ALBERT

08/30/12

P00082783

Firm's name ▶ RONALD V ALBERT, CPA, LLC

Firm's EIN ▶ 56-2488025

Firm's address ► 400 COLUMBIA DRIVE, SUITE 101  
WEST PALM BEACH, FL 33409

Phone no (561) 688-2121

Form **990-PF** (2011)

R CATHLEEN COX MCFARLANE  
CHARITABLE FOUNDATION, INC

65-0856300

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
FOOD FOR THE POOR COCONUT CREEK, FL	NONE	PUBLIC	UNRESTRICTED	1,000.
FRIENDS OF THE NEEDY INC WEST PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	5,000.
FRIENDS OF THE SEMINARY WEST PALM BEACH, FL	NONE	RELIGIOUS	UNRESTRICTED	5,000.
HABITAT FOR HORSES HITCHCOCK, TX	NONE	PUBLIC	UNRESTRICTED	500.
IT HAPPENED TO ALEXA FOUNDATION LEWISTON, NY	NONE	PUBLIC	UNRESTRICTED	5,000.
KIDS SANCTUARY PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	3,000.
KRAVIS CENTER FOR THE PERFORMING ARTS WEST PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	7,705.
MENTAL HEALTH ASSOCIATION WEST PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	1,000.
OPPORTUNITY INC NORFOLK, VA	NONE	PUBLIC	UNRESTRICTED	1,000.
PALM BEACH FLAPPERS PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	24,100.
Total from continuation sheets				344,435.

R CATHLEEN COX MCFARLANE  
CHARITABLE FOUNDATION, INC

65-0856300

**Part XV** Supplementary Information

**3 - Grants and Contributions Paid During the Year (Continuation)**

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
PALM BEACH ISLAND CATS PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	1,000.
PALM BEACH SYMPHONY PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	1,430.
PALM BEACH ZOO WEST PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	8,000.
PEGGY ADAMS ANIMAL RESCUE LEAGUE WEST PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	800.
SACRED HEART SCHOOL LAKE WORTH, FL	NONE	EDUCATION	UNRESTRICTED	25,000.
SALVATION ARMY WEST PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	11,000.
SEASON TO SHARE WEST PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	7,000.
SMILE TRAIN NEW YORK CITY, NY	NONE	PUBLIC	UNRESTRICTED	5,000.
SOCIETY OF THE FOUR ARTS PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	18,400.
ST ANN'S PLACE WEST PALM BEACH, FL	NONE	RELIGIOUS	UNRESTRICTED	45,000.
Total from continuation sheets				



R CATHLEEN COX MCFARLANE  
CHARITABLE FOUNDATION, INC

65-0856300

**Part XV** **Supplementary Information**

**3 . Grants and Contributions Paid During the Year (Continuation)**

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
ST ANN'S SCHOOL WEST PALM BEACH, FL	NONE	EDUCATION	UNRESTRICTED	8,000.
ST MARY'S CATHOLIC CHURCH PAHOKEE, FL	NONE	RELIGIOUS	UNRESTRICTED	15,000.
THE HUMANE FARMING ASSN SAN RAFAEL, CA	NONE	PUBLIC	UNRESTRICTED	500.
THE LORD'S PLACE WEST PALM BEACH, FL	NONE	PUBLIC	UNRESTRICTED	20,000.
THE SHAW FESTIVAL LEWISTON, NY	NONE	PUBLIC	UNRESTRICTED	25,000.
VILLAGES OF HOPE PALM BEACH GARDENS, FL	NONE	PUBLIC	UNRESTRICTED	100,000.
Total from continuation sheets				

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2011**

Name of the organization

R CATHLEEN COX MCFARLANE  
CHARITABLE FOUNDATION, INC

Employer identification number

65-0856300

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

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

☐

501(c)(3) taxable private foundation

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

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

**Special Rules**☐

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

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

## Name of organization

R CATHLEEN COX MCFARLANE  
CHARITABLE FOUNDATION, INC

## Employer identification number

65-0856300

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF R CATHLEEN MCFARLANE ROSS 622 N FLAGLER DRIVE, #201 WEST PALM BEACH, FL 33401	\$ 7,879,329.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

R CATHLEEN COX MCFARLANE  
CHARITABLE FOUNDATION, INC

Employer identification number

65-0856300

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

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

Name of organization

R CATHLEEN COX MCFARLANE  
CHARITABLE FOUNDATION, INC

Employer identification number

65-0856300

**Part III**

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

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

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

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FIDELITY BROK 126500 (SEE ATTACHED)	P		
b	FIDELITY BROK 126500 - WASH SALES (SEE ATTACHED)	P		
c	FIDELITY BROK 917249 (SEE ATTACHED)	P		
d	1,665 GENUINE PARTS CO	P	09/30/11	02/08/12
e	14,265 SPECTRA ENERGY CORP	P	09/30/11	02/08/12
f	5,225 AT&T INC	P	09/30/11	03/22/12
g	855 UNITED TECHNOLOGIES CORP	P	09/30/11	03/22/12
h	MARSH MCCLELLAN SETTLEMENT	P		
i	HOUSE - 456 WORTH AVENUE, PALM BEACH, FL	P		09/20/11
j	FURNISHINGS - 456 WORTH AVENUE, PALM BEACH, FL	P		09/20/11
k	ESTATE OF CATHLEEN COX MCFARLANE ROSS	P		
l	ESTATE OF CATHLEEN COX MCFARLANE ROSS	P		
m	CAPITAL GAINS DIVIDENDS			
n				
o				

(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 1,134,927.		1,053,370.	81,557.
b		-1,663.	1,663.
c 2,448,100.		2,341,959.	106,141.
d 106,772.		83,490.	23,282.
e 434,691.		380,246.	54,445.
f 165,678.		147,454.	18,224.
g 72,692.		59,239.	13,453.
h 110.			110.
i 15,170,000.		5,488,520.	9,681,480.
j 3,800.		30,025.	-26,225.
k 52,917.			52,917.
l 201,717.			201,717.
m 1,946.			1,946.
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			81,557.
b			1,663.
c			106,141.
d			23,282.
e			54,445.
f			18,224.
g			13,453.
h			110.
i			9,681,480.
j			-26,225.
k			52,917.
l			201,717.
m			1,946.
n			
o			

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	10,210,710.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ESTATE OF CATHLEEN COX MCFARLANE ROSS	1,043.
NATIONAL FINANCIAL SERVICES LLC	102.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,145.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NATIONAL FINANCIAL SERVICES LLC	312,275.	1,946.	310,329.
TOTAL TO FM 990-PF, PART I, LN 4	312,275.	1,946.	310,329.

## FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CASEY CIKLIN ET AL	1,369.	0.		1,369.
TO FM 990-PF, PG 1, LN 16A	1,369.	0.		1,369.

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RONALD V ALBERT, CPA, LLC	1,400.	1,120.		280.
PALEN ANDERSON	5,280.	5,280.		0.
TO FORM 990-PF, PG 1, LN 16B	6,680.	6,400.		280.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
REAL ESTATE TAXES	59,200.	59,200.			0.
FOREIGN TAXES	16,708.	16,708.			0.
TO FORM 990-PF, PG 1, LN 18	75,908.	75,908.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANNUAL REPORT FEE	61.	0.			61.
ADMINISTRATIVE COSTS	2,452.	1,226.			1,226.
MANAGEMENT FEES	44,993.	44,993.			0.
FUNDRAISING EXPENSES	1,412.	0.			1,412.
TO FORM 990-PF, PG 1, LN 23	48,918.	46,219.			2,699.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
FIDELITY STOCKS	15,534,873.		17,311,710.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,534,873.		17,311,710.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
FIDELITY OTHER INVESTMENTS	COST	1,611,496.	1,866,425.	
TOTAL TO FORM 990-PF, PART II, LINE 13		1,611,496.	1,866,425.	



FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	9
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## EXPLANATION

FLORIDA FILING IS NOT REQUIRED AFTER THE INITIAL YEAR.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WALTER M ROSS 622 N FLAGLER DRIVE, #201 WEST PALM BEACH, FL 33401	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
CHRISTY L PETERSON 622 N FLAGLER DRIVE, #201 WEST PALM BEACH, FL 33401	SECRETARY/DIRECTOR 4.00	6,825.	0.	0.
DENIS P COLEMAN 622 N FLAGLER DRIVE, #201 WEST PALM BEACH, FL 33401	TREASURER/DIRECTOR 0.00	0.	0.	0.
BRIDGET CATHLEEN HEALEY 622 N FLAGLER DRIVE, #201 WEST PALM BEACH, FL 33401	DIRECTOR 0.00	0.	0.	0.
JEFF SMITH 622 N FLAGLER DRIVE, #201 WEST PALM BEACH, FL 33401	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		6,825.	0.	0.



# 2011 Informational Tax Reporting Statement

R C COX MCFARLANE FOUNDATION Account No 656-126500 Customer Service 513-287-6100  
Recipient ID No \*\*\*6300 Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

## 2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) \$	Cost or Other Basis (3) \$	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
BANK OF NOVA SCOTIA COM NPV ISIN #CA0641 064149107	09/23/11	10/05/11 Short-Term	100 000 Sale	4,837 47	4,913 70	-76 23	76 23	
	09/23/11	10/05/11 Short-Term	100 000 Sale	4,837 47	4,913 75	-76 28	76 28	
Sub Totals				9,674.94	9,827.45 z	-152 51		
Short-Term Losses						-152 51		
Short-Term Disallowed Losses						103 15		
BLACKROCK INC 09247X101	09/23/11	10/05/11 Short-Term	85 000 Sale	12,555.65	12,452.50	103 15		
BRISTOL MYERS SQUIBB 110122108	09/23/11	10/05/11 Short-Term	100 000 Sale	3,212 67	3,100 88	111 79		
	09/23/11	10/05/11 Short-Term	200 000 Sale	6,425 33	6,201.00	224 33		
	09/23/11	10/05/11 Short-Term	50 000 Sale	1,606 33	1,550 45	55 88		
	09/23/11	10/28/11 Short-Term	250 000 Sale	8,147 07	7,752 25	394 82		
	09/23/11	10/28/11 Short-Term	2,250 000 Sale	73,323 66	69,768 00	3,555 66		
Sub Totals				92,715.06	88,372.58 z			
Short-Term Gains						4,342 48		
COCA COLA CO 191216100	09/23/11	10/05/11 Short-Term	100 000 Sale	6,481 93	6,705 93	-224 00	224 00	
CONOCOPHILLIPS 20825C104	09/23/11	11/15/11 Short-Term	200 000 Sale	14,332 57	12,533 92	1,798 65		
	09/23/11	11/15/11 Short-Term	1,000 000 Sale	71,662 84	62,666 00	8,996 84		

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# 2011 Informational Tax Reporting Statement

R C COX MCFARLANE FOUNDATION Account No 666-126500 Customer Service 513-287-6100  
Recipient ID No \*\*\*6300 Payer's Fed ID Number 04-3523567

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## 2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange Type of Gain or Loss (1a) (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) \$	Cost or Other Basis (3) \$	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
CONOCOPHILLIPS ~925C104	09/27/11	11/15/11 Short-Term	1,210 000 Sale	86,712 04	79,295 86	7,416 18		
	10/07/11	11/15/11 Short-Term	450 000 Sale	32,248.28	28,887.52	3,360.76		
Sub Totals				204,955.73	183,383.30 z			
CRESCENT POINT ENERGY CORP COM NPV ISIN 22576C101	09/23/11	11/15/11 Short-Term	100 000 Sale	4,012 08	3,727 67	284 41		
	09/23/11	11/15/11 Short-Term	100 000 Sale	4,012.08	3,727 99	284 09		
	09/23/11	11/15/11 Short-Term	150 000 Sale	6,018 11	5,592 00	426 11		
	09/23/11	11/15/11 Short-Term	200 000 Sale	8,024 15	7,455 84	568 31		
	09/23/11	11/15/11 Short-Term	390 000 Sale	15,647.10	14,535 07	1,112 03		
Sub Totals				37,713.52	35,038.57 z			
DIGITAL RLTY TR INC COM 29250N105	09/23/11	10/05/11 Short-Term	100 000 Sale	5,428 05	5,265 99	162 06		
	09/23/11	10/05/11 Short-Term	25 000 Sale	1,357 01	1,316 50	40 51		
Sub Totals				6,785.06	6,582.49 z			
ENBRIDGE INC COM NPV ISIN #CA29250N1050 S 29250N105	09/23/11	10/05/11 Short-Term	200 000 Sale	6,291.36	6,180 00	111 36		

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# 2011 Informational Tax Reporting Statement

R C COX MCFARLANE FOUNDATION Account No 656-126500 Customer Service 513-287-6100  
Recipient ID No 6300 Payer's Fed ID Number 04-3523567

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## 2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) \$		Cost or Other Basis (3) ¢	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
GENUINE PARTS CO 372460105	09/23/11	10/05/11 Short-Term	150 000 Sale	7,537 65		7,393 50	144 15		
XOSMITHKLINE ADR EACH CNV INTO 2 ORD 31733W105	09/23/11	12/15/11 Short-Term	100 000 Sale	4,517 93		4,041 79	476 14		
	09/23/11	12/15/11 Short-Term	100 000 Sale	4,517 93		4,041 81	476 12		
	09/23/11	12/15/11 Short-Term	100 000 Sale	4,517 93		4,041 83	476 10		
	09/23/11	12/15/11 Short-Term	600 000 Sale	27,107 56		24,250 80	2,856 76		
	09/23/11	12/15/11 Short-Term	1,300 000 Sale	58,733 05		52,544 70	6,188 35		
	09/27/11	12/15/11 Short-Term	2,070 000 Sale	93,521 08		87,408 96	6,112 12		
Sub Totals				192,916.48		176,329.89	16,585.59		
HCP INC COM 40414L109	09/23/11	10/05/11 Short-Term	180 000 Sale	6,225.78		6,266 16	-40 38	40 38	
HEALTHCARE SERVICES GROUP INC 421906108	09/23/11	10/05/11 Short-Term	100 000 Sale	1,668 55		1,565.91	102 64		
	09/23/11	10/05/11 Short-Term	100 000 Sale	1,668 55		1,565 95	102 60		
	09/23/11	10/05/11 Short-Term	100 000 Sale	1,668 55		1,565 99	102 56		
	09/23/11	10/05/11 Short-Term	100 000 Sale	1,668 55		1,570 94	97 61		
	09/23/11	10/05/11 Short-Term	100 000 Sale	1,668 53		1,565 90	102 63		

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# 2011 Informational Tax Reporting Statement

R C COX MCFARLANE FOUNDATION Account No 656-126500 Customer Service 513-287-6100  
Recipient ID No \*\*\*6300 Payer's Fed ID Number 04-3523567

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## 2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange Type of Gain or Loss (1a)	Quantity Event	Sales Price of		Cost or		Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal	
				Bonds etc (2) \$	Stocks, Bonds etc (2) \$	Other Basis (3) \$	Other Basis (3) \$			Income Tax Withheld (4)	Income Tax Withheld (4)
HEALTHCARE SERVICES GROUP INC 1906108	09/23/11	10/28/11 Short-Term	100 000 Sale	1,775.10	1,775.10	1,565.90	1,565.90	209.20			
	09/23/11	10/28/11 Short-Term	200 000 Sale	3,550.20	3,550.20	3,139.60	3,139.60	410.60			
	09/23/11	10/28/11 Short-Term	300 000 Sale	5,325.30	5,325.30	4,697.10	4,697.10	628.20			
	09/23/11	10/28/11 Short-Term	300 000 Sale	5,325.30	5,325.30	4,703.40	4,703.40	621.90			
	09/23/11	10/28/11 Short-Term	300 000 Sale	5,325.30	5,325.30	4,715.40	4,715.40	609.90			
	09/23/11	10/28/11 Short-Term	350 000 Sale	6,212.85	6,212.85	5,501.65	5,501.65	711.20			
	09/23/11	10/28/11 Short-Term	400 000 Sale	7,100.39	7,100.39	6,263.20	6,263.20	837.19			
	09/23/11	10/28/11 Short-Term	400 000 Sale	7,100.39	7,100.39	6,284.00	6,284.00	816.39			
	09/23/11	10/28/11 Short-Term	700 000 Sale	12,425.69	12,425.69	10,995.60	10,995.60	1,430.09			
	09/23/11	10/28/11 Short-Term	450 000 Sale	7,987.93	7,987.93	7,072.20	7,072.20	915.73			
	09/23/11	12/15/11 Short-Term	1,450 000 Sale	25,383.34	25,383.34	22,788.20	22,788.20	2,595.14			
	09/27/11	12/15/11 Short-Term	5,070 000 Sale	88,754.15	88,754.15	85,115.51	85,115.51	3,638.64			
	10/07/11	12/15/11 Short-Term	1,900 000 Sale	33,260.92	33,260.92	32,238.41	32,238.41	1,022.51			
	10/10/11	12/15/11 Short-Term	1,850 000 Sale	32,385.64	32,385.64	31,268.51	31,268.51	1,117.13			

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# 2011 Informational Tax Reporting Statement

R C COX MCFARLANE FOUNDATION Account No 656-126500 Customer Service 513-287-6100  
Recipient ID No \*\*\*6300 Payer's Fed ID Number 04-3523567

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## 2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Bonds etc (2) §	Cost or Other Basis (3) a	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
HEALTHCARE SERVICES GROUP INC 421906108	10/12/11	12/15/11 Short-Term	975 000 Sale	17,068 10	17,606.27	-538 17	538 17	
Sub Totals				267,323.33	261,789.64 z			
				Short-Term Gains		16,071 86		
				Short-Term Losses		-538 17		
				Short-Term Disallowed Losses			538 17	
MCDONALDS CORP 580135101	09/23/11	10/05/11 Short-Term	401 000 Sale	34,383 08	34,809 93	-426 85	426 85	
PHILIP MORRIS INTL INC COM 718172109	09/23/11	12/15/11 Short-Term	200 000 Sale	15,148 55	12,739 00	2,409 55		
	09/23/11	12/15/11 Short-Term	25 000 Sale	1,893 57	1,592 38	301 19		
	09/23/11	12/15/11 Short-Term	910 000 Sale	68,925.88	57,964 27	10,961 61		
Sub Totals				85,968.00	72,295.65 z			
				Short-Term Gains		13,672.35		
PRAXAIR INC 74005P104	09/23/11	10/05/11 Short-Term	100 000 Sale	9,519 04	9,315 00	204 04		
	09/23/11	10/05/11 Short-Term	80 000 Sale	7,615 23	7,451 84	163 39		
Sub Totals				17,134.27	16,766.84 z			
				Short-Term Gains		367 43		
REALTY INCOME CORP (MARYLAND) 756109104	09/23/11	10/05/11 Short-Term	140 000 Sale	4,338 44	4,619 86	-281 42	281 42	
UNITED TECHNOLOGIES CORP 913017109	09/23/11	10/05/11 Short-Term	250 000 Sale	17,364 71	17,321 25	43 46		

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# 2011 Informational Tax Reporting Statement

R C COX MCFARLANE FOUNDATION Account No 666-126500 Customer Service 513-287-6100  
Recipient ID No \*\*6300 Payer's Fed ID Number 04-3523567

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## 2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
VERMILION ENERGY INCCOM NPV ISIN #CA9237 1725105	09/23/11	11/15/11 Short-Term	100,000 Sale	4,665 28	4,077 30	587 98		
	09/23/11	11/15/11 Short-Term	100,000 Sale	4,665 28	4,069 65	595 63		
	09/27/11	11/15/11 Short-Term	1,580,000 Sale	73,711 46	69,802 08	3,909 38		
	09/27/11	11/15/11 Short-Term	200,000 Sale	9,330 56	8,825 20	505 36		
	09/27/11	11/15/11 Short-Term	690,000 Sale	32,190 46	30,460 39	1,730 07		
Sub Totals				124,563.04	117,234.62 z	7,328 42		
TOTALS				1,134,927.03	1,053,370.16 z			0.00
SHORT-TERM TOTALS				1,134,927.03	1,053,370.16 z			
				Gains		83,220 20		
				Losses		-1,663 33		
				Disallowed Losses			1,663 33	
LONG-TERM TOTALS				0.00	0.00 z			
				Gains		0 00		
				Losses		0 00		
				Disallowed Losses			0 00	

§ Gross proceeds less commissions

æ Cost or other basis provided may include adjustments including but not limited to dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

z Totals of Cost or Other Basis include all tax lots with known basis Totals do not include tax lots with unknown basis

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

For securities bought in a foreign currency, we have provided estimated cost basis in United States Dollars (USD) by converting the foreign currency cost into USD based on exchange rates on the trade date of the purchase For securities sold (or redeemed) in a foreign currency, we have provided the USD proceeds by converting the foreign currency proceeds into USD based on exchange rates on the trade date of the sale If you acquired the foreign currency cost, or sold the foreign currency proceeds in exchange for USD in a separate currency transaction linked to the security transaction, then the trade date exchange rate we used is the spot rate at the time of the linked currency transaction Otherwise, the trade date exchange rate we used is the end-of-day exchange rate For tax reporting purposes, you may be required to determine your actual USD cost basis, proceeds, and gain/loss based on the exchange rates on the settlement dates of the applicable transactions Consult your tax advisor for more information

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# 2011 Informational Tax Reporting Statement

R C COX MCFARLANE FOUNDATION Account No 272-917249 Customer Service 800-544-5704  
Recipient ID No \*\*\*6300 Payer's Fed ID Number 04-3523567

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## 2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) \$		Cost or Other Basis (3) ¢		Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)	
ISHARES TR S&P 500 INDEX FD 464287200	09/23/11	11/22/11	600 000	72,076.61		68,730.00		3,346.61			
		Short-Term	Sale								
	09/23/11	11/22/11	500 000	60,063.85		57,269.00		2,794.85			
		Short-Term	Sale								
	09/23/11	11/22/11	5,400 000	648,635.54		618,505.20		30,130.34			
		Short-Term	Sale								
	09/28/11	11/22/11	1,500 000	180,176.54		177,495.00		2,681.54			
		Short-Term	Sale								
	09/28/11	11/29/11	4,000 000	484,438.69		473,320.00		11,118.69			
		Short-Term	Sale								
Sub Totals	09/28/11	11/30/11	4,000 000	498,750.42		473,320.00		25,430.42			
		Short-Term	Sale								
	09/28/11	12/09/11	4,000 000	503,958.32		473,320.00		30,638.32			
TOTALS		Short-Term		2,448,099.97		2,341,959.20		106,140.77			0.00
		Short-Term Gains									
				2,448,099.97		2,341,959.20					
SHORT-TERM TOTALS		Gains						106,140.77			
		Losses						0.00			
		Disallowed Losses							0.00		
IG-TERM TOTALS				0.00		0.00					
		Gains						0.00			
		Losses						0.00			
		Disallowed Losses							0.00		

\$ Gross proceeds less commissions

¢ Cost or other basis provided may include adjustments including but not limited to: dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

z Totals of Cost or Other Basis include all tax lots with known basis. Totals do not include tax lots with unknown basis

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

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