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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 06-01-2011 , and ending 05-31-2012

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
The Witter Bynner Foundation for Poetry

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO Box 10169

City or town, state, and ZIP code
Santa Fe, NM 87504

A Employer identification number
23-7169999

B Telephone number (see page 10 of the instructions)
(505) 988-3251

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,765,705

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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)	500			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	94	94	94	
	4	Dividends and interest from securities	61,159	61,159	61,159	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	44,303			
	b	Gross sales price for all assets on line 6a 2,484,556				
	7	Capital gain net income (from Part IV, line 2)		44,303		
	8	Net short-term capital gain			44,303	
	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)	1,535		1,535	
	12	**Total.** Add lines 1 through 11	107,591	105,556	107,091	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	85,884	21,471	21,471	64,413
	14	Other employee salaries and wages	15,448	3,750	3,750	11,698
	15	Pension plans, employee benefits	9,200	2,300	2,300	6,900
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,705			2,705
	c	Other professional fees (attach schedule)	30,782	30,782	30,782	
	17	Interest	22	22	22	
	18	Taxes (attach schedule) (see page 14 of the instructions)	8,520	3,072	2,693	5,448
	19	Depreciation (attach schedule) and depletion	640			
	20	Occupancy	16,968			16,968
	21	Travel, conferences, and meetings	1,038			1,038
	22	Printing and publications				
	23	Other expenses (attach schedule)	9,909	632	632	9,277
	24	**Total operating and administrative expenses.** Add lines 13 through 23	181,116	62,029	61,650	118,447
	25	Contributions, gifts, grants paid	62,050			62,050
	26	**Total expenses and disbursements.** Add lines 24 and 25	243,166	62,029	61,650	180,497
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-135,575			
	b	**Net investment income** (if negative, enter -0-)		43,527		
	c	**Adjusted net income** (if negative, enter -0-)			45,441	

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	14,404	21,548	
2	Savings and temporary cash investments	28,193	221,476	
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	1,634	1,252	
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	2,340,117	2,505,137	2,765,705
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	500,000		
14	Land, buildings, and equipment basis ▶ 19,444 Less accumulated depreciation (attach schedule) ▶ 18,522	1,562	922	
15	Other assets (describe ▶)	1,414	1,414	
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,887,324	2,751,749	2,765,705
Liabilities				
17	Accounts payable and accrued expenses	456	2,146	
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)	456	2,146	
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	2,886,868	2,749,603	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,886,868	2,749,603	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,887,324	2,751,749	

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	2,886,868
2	Enter amount from Part I, line 27a	2	-135,575
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,751,293
5	Decreases not included in line 2 (itemize) ▶	5	1,690
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,749,603

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				

	(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				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
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	44,303
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	44,303

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	183,800	2,924,035	0 06286
2009	171,768	2,778,682	0 06182
2008	231,149	3,638,104	0 06354
2007	248,229	4,337,573	0 05723
2006	219,258	4,247,680	0 05162

2	**Total** of line 1, column (d).	2	0 29706
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 05941
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,792,911
5	Multiply line 4 by line 3.	5	165,930
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	435
7	Add lines 5 and 6.	7	166,365
8	Enter qualifying distributions from Part XII, line 4.	8	180,497

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	435
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	435
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	435
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	80		
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	80
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	355
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	**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) ▶ NM			
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 ▶bynnerfoundation org

14 The books are in care of ▶The Witter Bynner Foundation Telephone no ▶(505) 988-3251

Located at ▶PO Box 10169 Santa Fe NM ZIP+4 ▶87504

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
See Additional Data Table				

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**	2,751,097
b	Average of monthly cash balances	**1b**	84,346
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**	2,835,443
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**	2,835,443
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	**4**	42,532
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	**5**	2,792,911
6	**Minimum investment return.** Enter 5% of line 5	**6**	139,646

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**	139,646
2a	Tax on investment income for 2011 from Part VI, line 5 **2a** 435		
b	Income tax for 2011 (This does not include the tax from Part VI) **2b**		
c	Add lines 2a and 2b	**2c**	435
3	Distributable amount before adjustments Subtract line 2c from line 1	**3**	139,211
4	Recoveries of amounts treated as qualifying distributions	**4**	
5	Add lines 3 and 4	**5**	139,211
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**	139,211

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**	180,497
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**	180,497
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**	435
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	180,062

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					139,211
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2011					
a From 2006.	10,844				
b From 2007.	37,121				
c From 2008.	49,792				
d From 2009.	32,992				
e From 2010.	38,280				
f Total of lines 3a through e.		169,029			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 180,497					
a Applied to 2010, but not more than line 2a					
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.					139,211
e Remaining amount distributed out of corpus		41,286			
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		210,315			
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					0
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)		10,844			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		199,471			
10 Analysis of line 9					
a Excess from 2007. . . .	37,121				
b Excess from 2008. . . .	49,792				
c Excess from 2009. . . .	32,992				
d Excess from 2010. . . .	38,280				
e Excess from 2011. . . .	41,286				

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

The Witter Bynner Foundation for Po
PO Box 10169
Santa Fe,NM 87504
(505) 988-3251

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

Applications are available at the Foundation's address The application is a standardized form that requires the same information from all applicants Supplemental information is specified in the application A letter of intent must be submitted between August 1 and December 31 and Applications must be submitted by February 15 of each year

c Any submission deadlines

February 15

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

Promotion of Poetry

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**				62,050
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	94	
4 Dividends and interest from securities. . . .			14	61,159	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					44,303
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Royalty & Other			15	1,535	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				62,788	44,303

13 **Total.** Add line 12, columns (b), (d), and (e). 13 107,091

(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)
8	Gains from sales of investment assets allow the Foundation to make qualified distributions to schools and other nonprofit organizations that support poetry related projects

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

****** | 2013-01-09 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
Richard D Sandoval			
Firm's name ▶ Zlotnick Laws & Sandoval PC		Firm's EIN ▶	
Firm's address ▶ One Calle Medico Santa Fe, NM 87505		Phone no (505) 982-3894	

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: 23-7169999
Name: The Witter Bynner Foundation for Poetry

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 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
Douglas W Schwartz 29 N Cloudstone Dr Santa Fe, NM 87505	Director 0 00	0		
Mark McDaniel Washington University St Louis, MO 631304899	Director 0 00	0		
Fletcher Catron PO Box 788 Santa Fe, NM 87504	Sec/Treasurer 0 00	0		
Robert Kurth 132 Arroyo Hondo Tr Santa Fe, NM 87508	Vice President 0 00	0		
Steven Schwartz PO Box 10169 Santa Fe, NM 87504	Executive Direc 40 00	77,000	8,884	

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*				
Monte Del Sol Charter School Founda 4157 Walking Rain Road SANTA FE, NM 87507	N/A	501C3	The Foundation has been supporting ongoing workshops with poet JohnBrandi in Santa Fe Charter Schools that include reading, writing and thepublication of a student anthology	5,250
Partners in EducationPO Box 23374 SANTA FE, NM 87502	N/A	501C3	The Foundation helped to establish and has provided continuing supportfor Art Works Poetry Project Art Works provides training in poetry forteachers, writing workshops in K-6 classes, student poetry readings, andthe publication of a student poetry anthology	4,000
Indian Valley Arts FoundationPO Box 69268 Telford, PA 18969	N/A	Priv	Introductory poetry workshops in elementary schools	1,000
Action Council on Aging50 Audubon Drive Action, MA 01720	N/A	501C3	Explore a variety of themes related to seniors and the aging process	800
Manoa1733 Donaghho Road Honolulu, HI 96822	None	Priv	Translation of Traditional & Modern Okinawan Poetry	4,500
Teatro Paraguas39 Saltbush Rd SANTA FE, NM 87508	N/A	Priv	Poetry in performance	1,500
NM State University FoundationPO Box 3590 LAS CRUCES, NM 88003	N/A	Priv	Writers in the Schools	5,000
Forest Woods Media Productions1821 Glade Court Annapolis, MD 21403	N/A	Priv	Poet & the Poem	5,000
Santa Fe Playhouse142 East DeVargas SANTA FE, NM 87501	N/A	Priv	Bench Warmers Series	4,000
Santa Fe Girl's School310 West Zia Road SANTA FE, NM 87505	N/A	Priv	Poetry Workshops with Joan Logghe	4,000
Library of CongressLJ-120 Washington, DC 20540	N/A	Priv	Felloships in Poetry	25,000
New Mexico Culture Net2 Little Tesuque Creek SANTA FE, NM 87506	N/A	Priv	Poets in the Schools	2,000
Total . . . . ▶ **3a**				62,050

TY 2011 Accounting Fees Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bookkeeping and tax prep	2,705	0	0	2,705

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 11000144

Software Version: 2011v1.2

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
iMac Notebook	2008-09-22	1,197	638	91	5 0000	239			
BOOK SHELVES	2007-02-22	2,808	1,805	91	7 0000	401			

TY 2011 Investments Corporate Stock Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 11000144

Software Version: 2011v1.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Gardner Russo	345,735	448,276
Karsch Capital		
Vanguard/Pimco	2,159,402	2,317,429
Fidelity		

TY 2011 Land, Etc. Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 11000144

Software Version: 2011v1.2

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	19,444	18,522	922	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491009005073

TY 2011 Other Assets Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 11000144

Software Version: 2011v1.2

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Deposits	1,414	1,414	

TY 2011 Other Decreases Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 11000144

Software Version: 2011v1.2

Description	Amount
Cash to Accrual Adjustment	1,690

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TY 2011 Other Expenses Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Website	311			311
Utilities	1,132			1,132
Telephone	1,407			1,407
Supplies & materials	459			459
PRC Fee	10			10
Postage	467			467
Insurance	1,003			1,003
Increase in A/P	-1,690			-1,690
Employee benefits	2,526	632	632	1,894
Dues and Memberships	500			500
Bank service charges	10			10
Annual Meeting	2,363			2,363
Aministrative Expenses	1,411			1,411

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TY 2011 Other Income Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Royalty & Other	1,535		1,535

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491009005073

TY 2011 Other Professional Fees Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Fees	608	608	608	0
Investment Fees	33,531	33,531	33,531	0
	3,357	-3,357	-3,357	0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491009005073

TY 2011 Taxes Schedule

Name: The Witter Bynner Foundation for Poetry

EIN: 23-7169999

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Taxes	7,264	1,816	1,816	5,448
Foreign Taxes	835	835	835	
Excise Taxes	421	421	42	

WITTER BYNNER FOUNDATION FOR POETRY, INC			EIN 23-7169999		REALIZED GAINS or LOSSES ON SALE OF EQUITIES			
FNB - FIRST SANTA FE WEALTH ADVISORS					FY 06-01-2011 / 05-31-2012			
Form 990-PF Part IV								
		DATE				SALES	TOTAL GAIN	HOLDING
Account	STOCK/EQUITY	ACQUIRED	DATE SOLD	QUANTITY	COST BASIS	PROCEEDS	or (LOSS)	PERIOD
674-734004	Pimco Total Return		06/20/11	4090 909	42,913 64	44,975 00	2,061 36	S
	TOTAL 06-30-2011				42,913 64	44,975 00	2,061 36	
636-449768	Rivanna Offshore Ptrs Ltd	06/30/09	07/11/11		500,000 00	501,585 73	1,585 73	L
	Subtotal				*500 000 00*	*501 585 73*	*1 585 73*	
636-481700	AT&T Inc		07/20/11	130 000	5,257 20	3,919 81	(1,337 39)	L
636-481700	Altria Group Ins		07/20/11	120 000	2,596 65	3,180 27	583 62	L
636-481700	Astrazeneca ADR		07/20/11	30 000	1,409 65	1,475 42	65 77	L
636-481700	Boeing Co		07/20/11	60 000	2,620 44	4,257 56	1,637 12	L
636-481700	Bristol Myers Squibb		07/20/11	100 000	2,893 91	2,874 11	(19 80)	L
636-481700	Chron Corp New		07/20/11	50 000	4,436 00	5,275 98	839 98	L
636-481700	ConocoPhillips		07/20/11	40 000	2,061 02	3,043 59	982 57	L
636-481700	Diageo ADR		07/20/11	60 000	5,508 05	4,811 95	(696 10)	L
636-481700	Dominion Resources		07/20/11	40 000	1,694 06	1,908 41	214 35	S
636-481700	Du Pont E I DE		07/20/11	110 000	3,704 82	5,902 13	2,197 31	L
636-481700	Genuine Parts Co		07/20/11	70 000	3,432 80	3,943 97	511 17	L
636-481700	HCP Inc Com		07/20/11	30 000	976 00	1,100 72	124 72	L
636-481700	HSBC Holdings PLC		07/20/11	60 000	2,625 80	2,885 43	259 63	L
636-481700	Heinze H J Co		07/20/11	60 000	2,736 85	3,183 16	446 31	L
636-481700	Johnson & Johnson		07/20/11	20 000	1,115 01	1,325 82	210 81	L
636-481700	Kimberly Clark Corp		07/20/11	40 000	2,769 52	2,645 99	(123 53)	L
636-481700	Kraft Foods Inc		07/20/11	140 000	4,395 16	4,935 32	540 16	L
636-481700	Lilly Eli & Co		07/20/11	40 000	1,915 61	1,506 02	(409 59)	L
636-481700	Nextera Energy Inc		07/20/11	40 000	1,921 76	2,255 20	333 44	L
636-481700	Philip Morris Intl		07/20/11	40 000	1,996 20	2,646 79	650 59	L
636-481700	Royal Dutch Shell		07/20/11	20 000	1,470 07	1,428 42	(41 65)	S
636-481700	3M Company		07/20/11	60 000	2,968 47	5,689 18	2,720 71	L
636-481700	Travelers COS Inc		07/20/11	20 000	794 36	1,140 29	345 93	L
636-481700	Unilever NV		07/20/11	50 000	2,756 71	2,547 10	(209 61)	L
636-481700	Verizon Communcations		07/20/11	50 000	2,072 11	1,821 51	(250 60)	L
636-481700	Vodafone Group Spon		07/20/11	160 000	6,168 85	4,105 36	(2,063 49)	L
	Subtotal				*72 297 08*	*79 809 51*	*7 512 43*	
674-734705	Altria Group Inc		07/20/11	250 000	5,472 60	6,627 30	1,154 70	L
674-734705	Anheuser-Busch Inbev		07/20/11	75 000	3,658 40	4,177 46	519 06	L
674-734705	Berkshire Hathaway		07/20/11	190 000	17,279 42	14,248 30	(3,031 12)	L
674-734705	Berkshire Hathaway		07/20/11	10 000	909 44	731 93	(177 51)	L
674-734705	British American Tobacco		07/20/11	100 000	6,344 82	9,024 95	2,680 13	L
674-734705	Brown Forman Corp		07/20/11	75 000	5,403 75	5,347 44	(56 31)	L
674-734705	Comcast Corp	12/05/07	07/20/11	200 000	3,853 80	4,638 18	784 38	L
674-734705	Compagnie Financiere		07/20/11	1250 000	3,527 22	8,165 64	4,638 42	L
674-734705	Diageo ADR		07/20/11	60 000	5,238 60	4,795 75	(442 85)	L
674-734705	Heinken NV Spon		07/20/11	425 000	13,819 39	12,204 81	(1,614 58)	L
674-734705	Martin Marietta		07/20/11	25 000	2,914 70	1,915 51	(999 19)	L
674-734705	Mastercard Inc CL A		07/20/11	25 000	5,034 01	7,652 90	2,618 89	L
674-734705	Nestles SA Spon ADR		07/20/11	325 000	15,811 25	20,456 65	4,645 40	L
674-734705	Pernod Ricard ADR		07/20/11	425 000	7,011 53	7,980 39	968 86	L
674-734705	Philip Morris Intl		07/20/11	275 000	14,118 40	18,294 63	4,176 23	L
674-734705	Sabmiller ADR		07/20/11	300 000	7,479 00	11,279 83	3,800 83	L
674-734705	Scripps Networks	11/23/07	07/20/11	50 000	2,075 33	2,360 50	285 17	L
674-734705	Unilever NV Euro		07/20/11	200 000	7,137 36	6,394 22	(743 14)	L
674-734705	Washington Post		07/20/11	5 000	4,011 06	2,042 86	(1,968 20)	L
674-734705	Wells Fargo & Co		07/20/11	225 000	6,930 00	6,075 18	(854 82)	L
	Subtotal				138,030 08	*154 414 43*	*16 384 35*	
	TOTAL 07-31-2011				710,327 16	735,809 67	25,482 51	
	YEAR-TO-DATE				**753,240 80**	**780,784 67**	**27,543 87**	

WITTER BYNNER FOUNDATION FOR POETRY, INC			EIN 23-7169999		REALIZED GAINS or LOSSES ON SALE OF EQUITIES			
FNB - FIRST SANTA FE WEALTH ADVISORS					FY 06-01-2011 / 05-31-2012			
Form 990-PF Part IV								
		DATE				SALES	TOTAL GAIN	HOLDING
	STOCK/EQUITY	ACQUIRED	DATE SOLD	QUANTITY	COST BASIS	PROCEEDS	or (LOSS)	PERIOD
					0 00	0 00	0 00	
	TOTAL 08-31-2011				0 00	0 00	0 00	
	YEAR-TO-DATE				**753,240 80**	**780,784 67**	**27,543 87**	
					0 00	0 00	0 00	
	TOTAL 09-30-2011				0 00	0 00	0 00	
	YEAR-TO-DATE				**753,240 80**	**780,784 67**	**27,543 87**	
674-734705	Comcast Corp		10/26/11	100 000	1,926 90	2,023 27	**96 37**	L
	TOTAL 10-31-2011				1,926 90	2,023 27	96 37	
	YEAR-TO-DATE				**755,167 70**	**782,807 94**	**27,640 24**	
674-734004	Fairholme Fund		11/15/11	5680 204	200,025 00	148,625 94	**(51,399 06)**	S
674-734705	Comcast Corp		11/01/11	75 000	1,445 17	1,771 76	**326 59**	L
	TOTAL 11-30-2011				201,470 17	150,397 70	(51,072 47)	
	YEAR-TO-DATE				**956,637 87**	**933,205 64**	**(23,432 23)**	
674-734004	Columbia Acorn Class Z		12/07/11	39 881		1,115 86	1,115 86	L
674-734004	Permanent Portfolio		12/07/11	27 709		1,318 68	1,318 68	L
674-734004	T Rowe Price Small Cap		12/14/11	34 560		1,140 47	1,140 47	L
674-734004	Primecap Odyssey		12/13/11	9 586		139 96	139 96	S
674-734004	T Rowe Price Small Cap		12/14/11	0 634		20 93	20 93	S
	Subtotal				0 00	3,735 90	**3,735 90**	
	TOTAL 12-31-2011				0 00	3,735 90	3,735 90	
	YEAR-TO-DATE				**956,637 87**	**936,941 54**	**(19,696 33)**	
674-734705	Philip Morris Intl		01/10/12	50 000	2,566 98	3,832 97	**1,265 99**	**L**
	TOTAL 01-31-2012				2,566 98	3,832 97	1,265 99	
	YEAR-TO-DATE				**959,204 85**	**940,774 51**	**(18,430 34)**	
							0 00	
	TOTAL 02-28-2012				0 00	0 00	0 00	
	YEAR-TO-DATE				**959,204 85**	**940,774 51**	**(18,430 34)**	
	TOTAL 03-31-2012				0 00	0 00	0 00	
	YEAR-TO-DATE				**959,204 85**	**940,774 51**	**(18,430 34)**	

WITTER BYNNER FOUNDATION FOR POETRY, INC			EIN 23-7169999		REALIZED GAINS or LOSSES ON SALE OF EQUITIES			
FNB - FIRST SANTA FE WEALTH ADVISORS					FY 06-01-2011 / 05-31-2012			
Form 990-PF Part IV								
		DATE				SALES	TOTAL GAIN	HOLDING
	STOCK/EQUITY	ACQUIRED	DATE SOLD	QUANTITY	COST BASIS	PROCEEDS	or (LOSS)	PERIOD
636-481700	Dominion Resources		04/13/12	50 000	2,117 57	2,498 43	380 86	L
636-481700	Nokia Oyj Adr		04/13/12	750 000	9,246 03	3,759 29	(5,486 74)	L
	TOTAL 04-30-2012				11,363 60	6,257 72	**(5,105 88)**	
	YEAR-TO-DATE				**970,568 45**	**947,032 23**	**(23,536 22)**	
636-481700	AT&T, Inc		05/25/12	250 000	9,735 90	8,392 21	167 97	L
636-481700	AT&T, Inc		05/25/12				(1,511 66)	L
636-481700	Altria Group		05/25/12	310 000	6,516 98	9,819 69	3,302 71	L
636-481700	Astrazeneca Adr		05/25/12	180 000	8,318 19	7,507 31	34 07	L
636-481700	Astrazeneca Adr		05/25/12				(844 95)	L
636-481700	Boeing Co		05/25/12	90 000	3,930 65	6,409 35	2,478 70	L
636-481700	Bristol Myers Squibb		05/25/12	310 000	8,145 78	10,182 23	2,036 45	L
636-481700	Chevron Corp new		05/25/12	80 000	7,097 60	7,933 47	835 87	L
636-481700	ConocoPhillips		05/25/12	110 000	4,394 14	5,681 31	1,287 17	L
636-481700	Diageo Adr Each Repr		05/25/12	90 000	8,262 07	8,542 33	280 26	L
636-481700	Dupont E I DE		05/25/12	140 000	4,715 23	6,811 47	2,096 24	L
636-481700	Dominion Resources		05/25/12	110 000	4,658 66	5,758 88	1,100 22	L
636-481700	General Electric Co		05/25/12	470 000	19,002 10	8,997 89	(10,004 21)	L
636-481700	Genuine Parts Co		05/25/12	110 000	5,394 40	6,720 59	1,326 19	L
636-481700	HCP Inc Com		05/25/12	210 000	6,674 70	8,558 13	1,883 43	L
636-481700	HSBC Holdings Plc		05/25/12	160 000	7,002 15	6,552 36	(449 79)	L
636-481700	Health Care REIT Inc		05/25/12	180 000	6,985 61	9,879 54	2,893 93	L
636-481700	Heinz H J Co		05/25/12	170 000	7,754 42	9,181 36	1,426 94	L
636-481700	Intel Corp		05/25/12	280 000	5,427 52	7,281 71	1,854 19	L
636-481700	JPMorgan Chase & Co		05/25/12	120 000	5,462 84	3,972 37	(1,490 47)	L
636-481700	Johnson & Johnson		05/25/12	130 000	7,505 79	8,237 07	761 19	L
636-481700	Johnson & Johnson		05/25/12				(29 91)	L
636-481700	Kimberly Clark Corp		05/25/12	110 000	7,616 18	8,635 90	1,019 72	L
636-481700	Kraft Foods Inc		05/25/12	250 000	7,848 49	9,662 83	1,814 34	L
636-481700	Lilly Eli & Co		05/25/12	230 000	11,014 73	9,323 56	(1,691 17)	L
636-481700	Merck & Co new		05/25/12	225 000	6,974 58	8,447 36	1,472 78	L
636-481700	Microsoft Corp		05/25/12	300 000	6,866 81	8,872 57	120 99	S
636-481700	Microsoft Corp		05/25/12				1,884 77	L
636-481700	Nextera Energy Inc		05/25/12	160 000	7,687 03	10,455 81	2,768 78	L
636-481700	Philip Morris Intl		05/25/12	120 000	5,988 61	10,188 44	4,199 83	L
636-481700	Phillips 66 Com		05/25/12	55 000	1,273 68	1,749 26	475 58	L
636-481700	Raytheon Co Com new		05/25/12	160 000	8,235 79	8,060 66	(175 13)	S
636-481700	Royal Dutch Shell		05/25/12	110 000	8,085 40	7,195 21	(890 19)	L
636-481700	3M Company		05/25/12	70 000	3,463 21	5,879 61	2,416 40	L
636-481700	Travelers Cos Inc		05/25/12	120 000	4,766 16	7,472 08	2,705 92	L
636-481700	Unilever NV		05/25/12	240 000	8,270 14	7,684 06	(586 08)	L
636-481700	Verizon Comm		05/25/12	240 000	9,562 22	9,923 60	377 54	L
636-481700	Verizon Comm		05/25/12				(16 16)	L
636-481700	Vodafone Group Spon		05/25/12	300 000	11,566 59	8,056 40	(3,510 19)	L
	Subtotal				***246,204.35***	***268,026.62***	***21,822.27***	
674-734004	Pimco Total Return		05/24/12	33214 604	348,983 69	372,975 00	23,991 31	L
674-734004	Permanent Portfolio		05/24/12	4462 106	203,164 83	206,104 68	43 82	S
674-734004	Permanent Portfolio		05/24/12				2,896 03	L
674-734004	Pimco Unconstrained		05/24/12	4521 277	51,186 29	50,975 00	(211 29)	L
674-734004	Vanguard Short Term		05/24/12	44734 390	474,044 57	479,975 00	5,930 43	L
674-734004	Sector SPDR TR shares		05/25/12	11432 000	146,100 37	159,467 70	13,367 33	S
	Subtotal				***1,223,479.75***	***1,269,497.38***	***46,017.63***	
	TOTAL 05-31-2012				1,469,684 10	1,537,524 00	67,839 90	
	YEAR-TO-DATE				**2,440,252 55**	**2,484,556 23**	**44,303 68**	