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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

OMB No 1545-0052

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 **JUL 1, 2011**, and ending **JUN 30, 2012**

Name of foundation THE COUNTESS MOIRA CHARITABLE FOUNDATION		A Employer identification number 11-3551993
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 8078	Room/suite	B Telephone number (914) 246-0280
City or town, state, and ZIP code PELHAM, NY 10803		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 33,237,261. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH		

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		66.	66.		
4 Dividends and interest from securities		976,333.	976,333.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		326,586.			
b Gross sales price for all assets on line 6a		7,220,798.			
7 Capital gain net income (from Part IV, line 2)			326,586.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		1,302,985.	1,302,985.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		14,558.	0.		14,558.
c Other professional fees		348,461.	348,461.		0.
17 Interest					
18 Taxes		52,442.	15,244.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		4,559.	60.		4,499.
24 Total operating and administrative expenses. Add lines 13 through 23		420,020.	363,765.		19,057.
25 Contributions, gifts, grants paid		2,017,000.			2,017,000.
26 Total expenses and disbursements. Add lines 24 and 25		2,437,020.	363,765.		2,036,057.
27 Subtract line 26 from line 12		<1,134,035.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			939,220.		
c Adjusted net income (if negative, enter -0-)				N/A	

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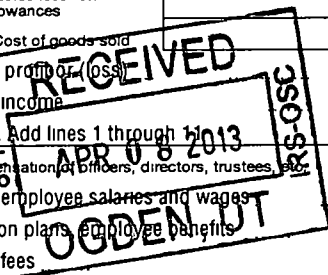
LHA For Paperwork Reduction Act Notice, see instructions.

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SCANNED APR 10 2013

Revenue

Operating and Administrative Expenses



15

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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,286,346.	799,805.	799,805.
	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			
	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 STMT 8	0.	60,621.	60,621.
	b Investments - corporate stock STMT 9	14,167,868.	12,866,730.	12,866,730.
	c Investments - corporate bonds STMT 10	1,296,242.	1,254,935.	1,254,935.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	18,653,434.	18,255,170.	18,255,170.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	35,403,890.	33,237,261.	33,237,261.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X			
	24 Unrestricted	35,403,890.	33,237,261.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	35,403,890.	33,237,261.	
	31 Total liabilities and net assets/fund balances	35,403,890.	33,237,261.	

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	35,403,890.
2 Enter amount from Part I, line 27a	2	<1,134,035.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	34,269,855.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1,032,594.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	33,237,261.

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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 SALE OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b			
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 7,220,798.		6,894,212.	326,586.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			326,586.
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	326,586.
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

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	1,539,882.	35,139,998.	.043821
2009	1,476,933.	33,722,411.	.043797
2008	1,498,168.	33,353,182.	.044918
2007	1,936,992.	42,502,060.	.045574
2006	1,996,144.	39,246,092.	.050862

2 Total of line 1, column (d)	2	.228972
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	.045794
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	34,381,576.
5 Multiply line 4 by line 3	5	1,574,470.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,392.
7 Add lines 5 and 6	7	1,583,862.
8 Enter qualifying distributions from Part XII, line 4	8	2,036,057.

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)

1a	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	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	9,392.
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	0.
3	Add lines 1 and 2	3	9,392.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	9,392.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	25,000.
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	25,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	27.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,581.
11	Enter the amount of line 10 to be credited to 2012 estimated tax <input checked="" type="checkbox"/> 15,581. Refunded <input checked="" type="checkbox"/>	11	0.

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?		X
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
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.		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?		
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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NY		
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	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 WWW.COUNTESSMOIRAFDN.ORG	13	X	
14	The books are in care of TAYLOR T. GRAY Telephone no 914-246-0280 Located at P.O. BOX 8078, PELHAM, NY ZIP+4 10803			
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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

5b

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?

6b

If "Yes" to 6b, file Form 8870

X

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

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 12		0.	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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	32,676,398.
b	Average of monthly cash balances	1b	2,228,755.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	34,905,153.
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	0.
3	Subtract line 2 from line 1d	3	34,905,153.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	523,577.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,381,576.
6	Minimum investment return. Enter 5% of line 5	6	1,719,079.

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

1	Minimum investment return from Part X, line 6	1	1,719,079.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	9,392.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,392.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,709,687.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,709,687.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,709,687.

Part XII Qualifying Distributions (see 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	2,036,057.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	2,036,057.
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	5	9,392.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,026,665.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,709,687.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,468,541.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,036,057.				
a Applied to 2010, but not more than line 2a			1,468,541.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				567,516.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				1,142,171.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

SEE ATTACHMENT B

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

SOURCE	AMOUNT
MONEY MARKET INTEREST	66.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	66.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST	976,333.	0.	976,333.
TOTAL TO FM 990-PF, PART I, LN 4	976,333.	0.	976,333.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	14,558.	0.		14,558.
TO FORM 990-PF, PG 1, LN 16B	14,558.	0.		14,558.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY	348,461.	348,461.		0.
TO FORM 990-PF, PG 1, LN 16C	348,461.	348,461.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	15,244.	15,244.		0.
EXCISE TAX	37,198.	0.		0.
TO FORM 990-PF, PG 1, LN 18	52,442.	15,244.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	750.	0.		750.
FOREIGN SECURITY FEE	60.	60.		0.
INSURANCE	3,054.	0.		3,054.
DUES	695.	0.		695.
TO FORM 990-PF, PG 1, LN 23	4,559.	60.		4,499.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED LOSS ON INVESTMENTS	1,032,594.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,032,594.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BOND, SEE ATTACHMENT A	X		60,621.	60,621.
TOTAL U.S. GOVERNMENT OBLIGATIONS			60,621.	60,621.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			60,621.	60,621.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK, SEE ATTACHMENT A	12,866,730.	12,866,730.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,866,730.	12,866,730.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS, SEE ATTACHMENT A	1,254,935.	1,254,935.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,254,935.	1,254,935.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EXCHANGE TRADED FUNDS, SEE ATTACHMENT A	COST	18,255,170.	18,255,170.
TOTAL TO FORM 990-PF, PART II, LINE 13		18,255,170.	18,255,170.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROLYN B. GRAY P.O. BOX 8078 PELHAM, NY 10803	PRESIDENT/CHAIRPERSON 3.00	0.	0.	0.
MICHELE J. LE MOAL-GRAY P.O. BOX 8078 PELHAM, NY 10803	VICE-CHAIRPERSON 3.00	0.	0.	0.
MARC E. GARLASCO P.O. BOX 8078 PELHAM, NY 10803	TRUSTEE 3.00	0.	0.	0.
PETER G. GRAY P.O. BOX 8078 PELHAM, NY 10803	SECRETARY & VICE-PRESIDENT 3.00	0.	0.	0.
TAYLOR T. GRAY P.O. BOX 8078 PELHAM, NY 10803	TREASURER & VICE-PRESIDENT 3.00	0.	0.	0.
KATHLEEN M. GRAY P.O. BOX 8078 PELHAM, NY 10803	TRUSTEE 3.00	0.	0.	0.
DONNA M. FITZGERALD P.O. BOX 8078 PELHAM, NY 10803	TRUSTEE 3.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

THE COUNTESS MOIRA CHARITABLE FOUNDATION
INVESTMENT HOLDINGS
6/30/2012

Security	Symbol	Quantity	Cost	Value
Corporate Stock				
MONSANTO CO NEW COM	mon	11,400	\$ 724,242	\$ 943,692
DU PONT E I DE NEMOURS & CO COM	dd	14,100	728,946	713,037
VERIZON COMMUNICATIONS COM	vz	19,600	588,489	871,024
TARGET CORP COM	tgt	6,000	339,967	349,140
CLOROX CO COM	clx	11,200	624,625	811,552
CONAGRA FOODS INC COM	cag	26,600	710,752	689,738
KINDER MORGAN MGMT LLC SHS	kmr	12,973	498,132	952,478
EXXON MOBIL CORP COM	xom	8,340	499,242	713,654
STATOIL ASA SPONSORED ADR ISIN#US85771P102	sto	31,700	704,520	756,362
BANK OF NOVA SCOTIA HALIFAX COM SHS ISIN#C	bns	15,400	401,185	796,888
CHUBB CORP	cb	4,800	356,177	349,536
TEVA PHARMACEUTICAL INDUSTRIES	teva	15,700	715,024	619,208
ILLINOIS TOOL WORKS INC COM	itw	15,400	669,928	814,506
GENERAL ELECTRIC CO COM	ge	18,000	345,060	375,120
QUALCOMM INC	qcom	14,640	709,061	815,155
NETAPP INC COM	ntap	12,500	541,364	397,750
DUKE ENERGY CORP NEW COM	duk	43,500	892,041	1,003,110
DOMINION RES INC VA COM	d	16,570	716,339	894,780
Total Corporate Stock			\$ 10,765,094	\$ 12,866,730
Government Bonds				
FEDERAL HOME LN BKS FIXED RATE 3 000% Due 10-12-21	313375te7	200,000	\$ 60,727	\$ 60,621
Corporate Bonds				
VERIZON COMMUNICATIONS INC NT 4 350% Due 02-15-13	92343vaj3	639,000	593,950	653,793
GEN ELEC CAPTL CORP MTN 5.450% Due 01-15-13	36962gzy3	586,000	564,048	601,142
Total Corporate Bonds			\$ 1,157,998	\$ 1,254,935
Exchange Traded Fund				
ISHARES TR BARCLAYS TIPS BD FD	tip	22,240	2,278,248	2,662,128
ISHARES TR BARCLAYS AGGREGATE BD FD	agg	21,230	2,232,233	2,362,899
ISHARES TR S&P U S PFD STK INDEX FD	pff	54,830	1,985,358	2,140,015
ISHARES TR IBOXX USD INVT GRADE CORP BD FD	lqd	19,100	1,907,259	2,245,969
VANGUARD BD INDEX FD INC TOTAL BD MARKET E	bnd	23,850	1,969,877	2,012,463
ISHARES INC MSCI CDA INDEX FD	ewc	35,090	953,491	906,726
SPDR GOLD TR GOLD SHS	gld	11,090	1,085,707	1,721,057
SPDR SER TR S&P DIVID ETF	sdv	31,300	1,552,462	1,741,845
ISHARES U S REAL ESTATE INDEX	iyf	24,340	1,455,485	1,556,178
ISHARES INC MSCI SINGAPORE INDEX FD	ews	73,530	977,414	905,890
Total Exchange Traded Fund			\$ 16,397,534	\$ 18,255,170
Total Investments			\$ 28,381,353	\$ 32,437,456

The Countess Moira Charitable Foundation

Grant Application Guidelines

FUNDING PRIORITIES

Specifically, we only consider unsolicited inquiries from organizations in the New York tri-state area, or national organizations that may also utilize funds in the broader international arena. Please be advised the foundation only makes grants to nonprofit organizations that have been granted tax-exempt status under section 501(c)(3) of the Internal Revenue Code. Qualified organizations may submit inquiries for operating, program, endowment and capital funding needs that support the mission of our foundation. We specifically do not give grants for events or fundraisers. We also do not give grants to individuals.

APPLICATION GUIDELINES

Inquiries will be accepted throughout the year. It is suggested that you make an initial contact to inquiries@countessmoirafdn.org before making a formal grant proposal. Please do not send unsolicited inquiries or grant proposals via paper mail to the foundation's mailing address, as these will not be considered or responded to.

In order for the trustees to consider requests for funding, we require the submission of a written, uniform synopsis in the following format and which you can retrieve in either DOC or PDF format below:

In addition, we will be pleased to receive any brochures and a narrative page that you may wish to share with us.

The Countess Moira Charitable Foundation
Grants Paid
Fiscal 2012

Recipient	Address	Amount	Status	Purpose	Website
Astor Services for Children and Families	6339 Mill Street Rhinebeck NY 12572 www.astorservices.org	25,000	Public Charity	Provide children's mental health services, child welfare services, and early childhood development programs	http://www.astorservices.org
The ALS Association	4 Oxford Road Unit D1 Milford CT 06460 www.alsa.org	20,000	Public Charity	To care for and support all people living with Lou Gehrig's disease as we leave no stone unturned in our relentless search for a cure	http://www.alsa.org
Blythedale Children's Hospital	95 Bradhurst Avenue Valhalla, NY 10595 www.blythedale.org	50,000	Public Charity	The diagnosis, care and treatment of children with complex medical and rehabilitative needs	http://www.blythedale.org
Boston College Trustees	Boston College Advancement More Hall 220 140 Commonwealth Ave Chestnut Hill MA 02467 www.bc.edu/schools/son.html	40,000	Public Charity	Nursing care and supplies for Central American regions	http://www.bc.edu/schools/son.html
Campaign for Innocent Victims	1700 Connecticut Ave NW Washington Washington DC 20009 www.civicworldwide.org	75,000	Public Charity	Recognition and help for civilians caught in the crossfire of armed conflict	http://www.civicworldwide.org
Camp Exclamation Point	PO Box 91 Richmond, Vermont 05477 www.campexclamationpoint.org	5,000	Public Charity	Provides continuity and community to underserved rural Vermont kids through a weeklong residential summer camp	www.campexclamationpoint.org
Concordia Conservatory	171 White Plains Road Bronxville NY 10708 www.concordiaconservatory.org	27,000	Public Charity	Inspire, instruct and enrich lives through music the tuition-free Music Outreach Program	http://www.concordiaconservatory.org
Doctors Without Borders USA	333 Seventh Avenue, 2nd Floor New York NY 10001 www.doctorswithoutborders.org	60,000	Public Charity	To assist people whose survival is threatened by violence, neglect, or catastrophe	http://www.doctorswithoutborders.org
Don Bosco Community Center	22 Don Bosco Drive Port Chester NY 10573 www.donboscocenter.com	50,000	Public Charity	Multi-lingual youth and adult social / support services to the community-at-large without regard to sex, race, and religion	http://www.donboscocenter.com
ENACT	630 Ninth Avenue, Suite 301 New York NY 10036 www.enact.org	30,000	Public Charity	Help New York City public school students learn social and emotional skills through creative drama and drama therapy techniques	http://enact.org
Fiver Children's Foundation	240 West 35th Street Suite 305 New York NY 10001 www.fiver.org	50,000	Public Charity	Empower children from underserved communities to develop life skills and to reach their full potential	http://www.fiver.org

Friends of Mills Mansion	Staatsburgh State Historic Site PO Box 308 Staatsburgh, NY 12580 www.staatsburgh.org	10,000	Public Charity	Sponsor educational programs and secure funds for the preservation and interpretation of the mansion	http://www.staatsburgh.org
Make a Wish Hudson Valley	The WISH HOUSE 832 South Broadway Tarrytown, NY 10591	25,000	Public Charity	Grant the wishes of children in the Hudson Valley region with life-threatening medical conditions	http://www.hudson.wish.org
Special Olympics New York	PO Box 744 Holmes NY 12531 www.specialolympicsny.org	50,000	Public Charity	To provide year-round sports training and athletic competition in a variety of Olympic-style sports for all children and adults with intellectual disabilities	http://www.specialolympicsny.org
St Dominics Home	500 Western Highway Blauvelt NY 10913 www.stdominichome.org	40,000	Public Charity	Meet the needs of individuals and families of all backgrounds who are developmentally disabled, socially disadvantaged and, or, vocationally challenged	http://www.stdominichome.org
St Jude Children's Research	501 St Jude Pl Memphis TN 38105 www.stjude.org	250,000	Public Charity	Finding cures and saving children with cancer and other catastrophic diseases	http://www.stjude.org
Storytelling Arts	P O Box 995 Princeton Junction, New Jersey 08550 www.storytellingarts.net	30,000	Public Charity	Storytelling Arts programs serve to boost literacy and build community through classroom residencies, teacher development, and services in juvenile detention centers	http://www.storytellingarts.net
Student Conservation Association	PO Box 550 Charlestown NH 03603 www.thesca.org	60,000	Public Charity	Provides hands-on conservation service opportunities	http://www.thesca.org
The Community Word Project	42 Broadway, Suite 1827 New York NY 10004 www.communitywordproject.org	30,000	Public Charity	Classroom residencies in schools	http://www.communitywordproject.org
The New York Hall of Science	47-01 111th Street Queens NY 11368 www.nysci.org	70,000	Public Charity	Professional development opportunities for teachers	http://www.nysci.org
Thru My Eyes	PO Box 31H Scarsdale NY 10583 www.thruveyes.org	20,000	Public Charity	Programs in community organizations	http://www.thruveyes.org/
Westhampton Beach Performing Arts	76 Main Street Westhampton Beach NY 11978 www.whbpac.org	1,000,000	Public Charity	Educational services in juvenile detention centers	http://www.whbpac.org
		\$2,017,000			

The Countess Moira Charitable Foundation **Grants Payable**

Fiscal 2013

Recipient	Address	Amount	Status	Purpose	Website
St. Jude Children's Research	501 St. Jude Pl. Memphis TN 38105 www.stjude.org	500,000 over next 3 years (fiscal 2013-2015)	Public Charity	Finding cures and saving children with cancer and other catastrophic diseases.	http://www.stjude.org
Blythedale Children's Hospital	95 Bradhurst Avenue Valhalla, NY 10595 www.blythedale.org	50,000 over next 1 year (fiscal 2013)	Public Charity	The diagnosis, care and treatment of children with complex medical and rehabilitative needs.	http://www.blythedale.org
Thru My Eyes	PO Box 31H Scarsdale NY 10583 www.thumyeyes.org	10,000 over next 1 year (fiscal 2013)	Public Charity	Programs in community organizations	http://www.thrumye.org

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE COUNTESS MOIRA CHARITABLE FOUNDATION	<input checked="" type="checkbox"/> 11-3551993
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	P.O. BOX 8078	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PELHAM, NY 10803	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

TAYLOR T. GRAY

- The books are in the care of ☒ P.O. BOX 8078 - PELHAM, NY 10803

Telephone No ☒ 914-246-0280

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until MAY 15, 2013.
- For calendar year 2011, or other tax year beginning JUL 1, 2011, and ending JUN 30, 2012.
- If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

- State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 15,581.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$ 15,581.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

Title ☐

Date ☐

Form 8868 (Rev. 1-2012)