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

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

2011

06/30, 2012

For calendar year 2011 or tax year beginning

07/01, 2011, and ending

Name of foundation THE TOWNSEND FAMILY FOUNDATION		A Employer identification number 13-3748079		
		B Telephone number (see instructions) (518) 640-5000		
Number and street (or P O box number if mail is not delivered to street address) C/O THE AYCO CO., L.P. 321 BROADWAY		Room/suite		
City or town, state, and ZIP code SARATOGA SPRINGS, NY 12866		C If exemption application is pending, check here ► <input type="checkbox"/>		
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		<b>G</b> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		<b>H</b> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,446,010.		<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
<b>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 instructions))</b>				
Revenue	(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 (attach schedule)	717,669.		
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	39.	39.	ATTACH 1
	4 Dividends and interest from securities	57,904.	57,565.	ATTACH 2
	5a Gross rents			
	b Net rental income or (loss)	75,056.		RECEIVED
	6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	86,565.		30
	7 Capital gain net income (from Part IV, line 2)		75,056.	03 APR 11 2013 01
	8 Net short-term capital gain			IRS
	9 Income modifications			
	10a Gross sales less returns and allowances			OGDEN, UT
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-18,211.	-18,210.	ATTACH 3	
12 Total. Add lines 1 through 11	832,457.	114,450.	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)			
	17 Interest. ATTACHMENT 4	320.	240.	
	18 Taxes (attach schedule) (see instructions)	7,045.	455.	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule) ATCH 6	38,677.	38,377.	
	24 Total operating and administrative expenses.	46,042.	39,072.	
Add lines 13 through 23	130,650.		130,650.	
25 Contributions, gifts, grants paid	176,692.	39,072.	0 130,650.	
26 Total expenses and disbursements Add lines 24 and 25				
27 Subtract line 26 from line 12	655,765.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)	75,378.			
c Adjusted net income (if negative, enter -0-)	0			

For Paperwork Reduction Act Notice, see instructions.

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .				
	2 Savings and temporary cash investments . . . . .	18,217.	18,400.	18,400.	
	3 Accounts receivable ►				
	Less, allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable . . . . .				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use . . . . .				
	9 Prepaid expenses and deferred charges . . . . .				
	10 a Investments - U S and state government obligations (attach schedule) . . . . .				
	b Investments - corporate stock (attach schedule) <b>ATTACH 7</b> . . . . .	214,330.	534,018.	939,790.	
	c Investments - corporate bonds (attach schedule) . . . . .				
	11 Investments - land, buildings, and equipment basis ►				
Less accumulated depreciation ►					
12 Investments - mortgage loans . . . . .					
13 Investments - other (attach schedule) . . . . .	<b>ATTACH 8</b>	2,151,758.	2,191,336.	2,487,820.	
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation ►					
15 Other assets (describe ►) . . . . .					
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	2,384,305.	2,743,754.	3,446,010.		
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .				
	18 Grants payable . . . . .				
	19 Deferred revenue . . . . .				
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21 Mortgages and other notes payable (attach schedule) . . . . .				
	22 Other liabilities (describe ►) . . . . .				
	23 Total liabilities (add lines 17 through 22) . . . . .			0	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted . . . . .				
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds . . . . .	2,384,305.	2,743,754.		
	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 instructions) . . . . .	2,384,305.	2,743,754.		
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	2,384,305.	2,743,754.		
	<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>				
	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	2,384,305.		
	2 Enter amount from Part I, line 27a . . . . .	2	655,765.		
	3 Other increases not included in line 2 (itemize) ► <b>ATTACHMENT 9</b> . . . . .	3	1,665.		
	4 Add lines 1, 2, and 3 . . . . .	4	3,041,735.		
5 Decreases not included in line 2 (itemize) ► <b>ATTACHMENT 10</b> . . . . .	5	297,981.			
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	2,743,754.			

**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.)
<b>1a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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 }		<b>2</b>	75,056.	
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 instructions). If (loss), enter -0- in Part I, line 8 . . . . .			<b>3</b>	0	

**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 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	273,450.	2,796,753.	0.097774
2009	989,102.	2,898,911.	0.341198
2008	564,638.	3,310,165.	0.170577
2007	1,715,422.	5,745,134.	0.298587
2006	960,810.	8,143,079.	0.117991
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 1.026127
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 . . . . .			<b>3</b> 0.205225
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . . . .			<b>4</b> 2,834,842.
<b>5</b> Multiply line 4 by line 3 . . . . .			<b>5</b> 581,780.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 754.
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 582,534.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .			<b>8</b> 130,650.
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)	1	1,508.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .		
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	1,508.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . .	5	1,508.
6	<b>Credits/Payments</b>		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . .	6a	2,401.
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	2,401.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . ► 9	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . ► 10	10	893.
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> ► 893. <b>Refunded</b> ► 11	11	

**Part VII-A Statements Regarding Activities**

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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . <i>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</i>	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 ► \$ _____ (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? . . . <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? . . .	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? . . .	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NEW YORK		
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? <i>If "No," attach explanation</i> . . .	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)? <i>If "Yes," complete Part XIV</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

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

11		X
12		X
13	X	
Website address ► N/A		
14	THE AYCO COMPANY, LP-NTG	Telephone no ► (518) 640-5000
Located at ► 25 BRITISH AMERICAN BOULEVARD, LATHAM, NY ZIP + 4 ► 12110		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input checked="" type="checkbox"/> 15 and enter the amount of tax-exempt interest received or accrued during the year	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-221. 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? . . . . .	<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 type="checkbox"/> Yes	<input checked="" 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)? . . . . .	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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) . . . . .	2b	N/A
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) . . . . .	3b	N/A
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

**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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 instructions) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>					
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? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		6b	X
	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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		7b	N/A

**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 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
ATTACHMENT 11		0	0	0
-----				
-----				
-----				
-----				

**2 Compensation of five highest-paid employees (other than those included on line 1 - see 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
N/A		0	0	0
-----				
-----				
-----				
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Total number of other employees paid over \$50,000 . . . . . ►

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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 448,309.
b	Average of monthly cash balances	1b 36,692.
c	Fair market value of all other assets (see instructions)	1c 2,393,011.
d	<b>Total</b> (add lines 1a, b, and c)	1d 2,878,012.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 2,878,012.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 43,170.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 2,834,842.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 141,742.

**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	1 141,742.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 1,508.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 1,508.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 140,234.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 140,234.
6	Deduction from distributable amount (see instructions)	6
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 140,234.

**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 130,650.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 130,650.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 130,650.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2011)

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				140,234.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . .	576,445.			
b From 2007 . . . . .	1,429,009.			
c From 2008 . . . . .	399,130.			
d From 2009 . . . . .	854,078.			
e From 2010 . . . . .	142,711.			
f Total of lines 3a through e . . . . .		3,401,373.		
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 130,650.				
a Applied to 2010, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2011 distributable amount . . . . .				130,650.
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2011 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a))		9,584.		9,584.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		3,391,789.		
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 instructions . . . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .		566,861.		
9 Excess distributions carryover to 2012.				
Subtract lines 7 and 8 from line 6a . . . . .		2,824,928.		
10 Analysis of line 9.				
a Excess from 2007 . . . . .	1,429,009.			
b Excess from 2008 . . . . .	399,130.			
c Excess from 2009 . . . . .	854,078.			
d Excess from 2010 . . . . .	142,711.			
e Excess from 2011 . . . . .	0.			

**Part XIV** **Private Operating Foundations** (see 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 . . . . . ►

1b Check box to indicate whether the foundation is a private operating foundation described in section

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)			
	Tax year		(e) Total
	(a) 2011	(b) 2010	
2 a 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)(ii) . . . . .			
(3) Largest amount of support from an exempt organization . . . . .			
(4) Gross investment income . . . . .			

**Part XV      Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**

## 1 Information Regarding Foundation Managers:

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

JOHN L. TOWNSEND, III

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

NONE

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

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

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

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

### **c. Any submission deadlines:**

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

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

Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
ATTACHMENT 12				
<b>Total</b>			► 3a	130,650.
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
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					
4 Dividends and interest from securities					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		338.		114,450.	
13 Total Add line 12, columns (b), (d), and (e)					114,788.
				13	

13 Total. Add line 12, columns (b), (d), and (e). . . . .  
(See worksheet in line 13 instructions to verify calculations.)

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

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash . . . . .	1a(1)	X
(2)	Other assets . . . . .	1a(2)	X
b	Other transactions.		
(1)	Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	X
(3)	Rental of facilities, equipment, or other assets . . . . .	1b(3)	X
(4)	Reimbursement arrangements . . . . .	1b(4)	X
(5)	Loans or loan guarantees . . . . .	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations . . . . .	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

**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

(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) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date \_\_\_\_\_

**Title**

May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name CHRISTINE W. DIONNA	Preparer's signature 	Date 3/21/2013	Check <input type="checkbox"/> if self-employed	PTIN P00999533
	Firm's name ► THE AYCO COMPANY, LP	Firm's EIN ► 33-1187432			
	Firm's address ► PO BOX 15014 ALBANY, NY	12212-5014	Phone no	518-640-5000	

Name of the organization	Employer identification number
THE TOWNSEND FAMILY FOUNDATION	13-3748079

**Organization type (check one)**

**Filers of:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE TOWNSEND FAMILY FOUNDATION

Employer identification number  
13-3748079**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN L. TOWNSEND, III C/O THE AYCO CO., L.P. 321 BROADWAY SARATOGA SPRINGS, NY 12866	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	JOHN L. TOWNSEND, III C/O THE AYCO CO., L.P. 321 BROADWAY SARATOGA SPRINGS, NY 12866	\$ 438,195.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	MARREE S. TOWNSEND C/O THE AYCO CO., L.P., 321 BROADWAY SARATOGA SPRINGS, NY 12866	\$ 179,474.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE TOWNSEND FAMILY FOUNDATION

Employer identification number

13-3748079

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	VARIOUS SECURITIES - SEE ATTACHED LIST	\$ 438,195.	05/07/2012
3	VARIOUS SECURITIES - SEE ATTACHED LIST	\$ 179,474.	5/7/2012
		\$	
		\$	
		\$	
		\$	

THE TOWNSEND FAMILY FOUNDATION      FYE: 6/30/2012  
 ATTACHMENT FOR SCHEDULE B  
 EIN: 13-3748079

DONATED BY JOHN L. TOWNSEND III						
	Date	Shares	Avg Price	FMV	Cost	Appreciation
ABBOTT LABORATORIES	05/07/12	89	62 320	5,546 48	3,531 74	2,014 74
AT&T INC	05/07/12	1,164	32 780	38,155 92	14,395 37	23,760 55
BB&T CORPORATION	05/07/12	1,118	31 735	35,479 73	12,717 25	22,762 48
BERKSHIRE HATHAWAY INC	05/07/12	1,047	81 770	85,613 19	61,789 18	23,824 01
BRISTOL-MYERS SQUIBB COMPANY	05/07/12	358	33 415	11,962 57	5,094 10	6,868 47
COMCAST CORPORATION	05/07/12	224	29 455	6,597 92	5,556 88	1,041 04
ENTERPRISE PRODUCTS	05/07/12	671	51 945	34,855 10	16,636 85	18,218 25
GLAXOSMITHKLINE PLC	05/07/12	179	46 315	8,290 39	3,345 78	4,944 61
JOHNSON & JOHNSON	05/07/12	314	64 765	20,336 21	15,625 28	4,710 93
MACQUARIE INFRASTRUCTURE CO	05/07/12	268	35 280	9,455 04	7,130 81	2,324 23
MERCK & CO., INC.	05/07/12	895	38 655	34,596 23	18,295 09	16,301 14
ROYAL BANK OF CANADA	05/07/12	2,148	55 225	118,623 30	5,038 45	113,584 85
VERIZON COMMUNICATIONS INC	05/07/12	380	40 255	15,296 90	7,516 16	7,780 74
WELLS FARGO & CO	05/07/12	403	33 215	13,385 65	10,989 00	2,396 65
			TOTALS	438,194.61	187,661.94	250,532.67

DONATED BY MARREE S. TOWNSEND						
	Date	Shares	Avg Price	FMV	Cost	Appreciation
ABBOTT LABORATORIES	05/07/12	35	62 320	2,181 20	1,388 89	792 31
ALLIANCEBERNSTEIN	05/07/12	105	14 140	1,484 70	1,270 92	213 78
AT&T INC CMN	05/07/12	455	32 780	14,914 90	12,054 25	2,860 65
BB&T CORPORATION	05/07/12	440	31 735	13,963 40	7,040 00	6,923 40
BERKSHIRE HATHAWAY INC	05/07/12	410	81 770	33,525 70	24,168 02	9,357 68
BRISTOL-MYERS SQUIBB COMPANY	05/07/12	140	33 415	4,678 10	1,992 10	2,686 00
COMCAST CORPORATION	05/07/12	87	29 455	2,562 59	2,158 25	404 34
ENTERPRISE PRODUCTS	05/07/12	261	51 945	13,557 65	6,667 33	6,890 32
GLAXOSMITHKLINE PLC	05/07/12	70	46 315	3,242 05	1,939 00	1,303 05
JOHNSON & JOHNSON	05/07/12	122	64 765	7,901 33	1,531 10	6,370 23
MACQUARIE INFRASTRUCTURE CO	05/07/12	105	35 280	3,704 40	2,793 79	910 61
MERCK & CO., INC.	05/07/12	350	38 655	13,529 25	8,230 42	5,298 83
ROYAL BANK OF CANADA	05/07/12	840	55 225	46,389 00	46,590 06	(201 06)
U S BANCORP	05/07/12	210	31 750	6,667 50	6,516 04	151 46
VERIZON COMMUNICATIONS INC	05/07/12	148	40 255	5,957 74	2,927 35	3,030 39
WELLS FARGO & CO	05/07/12	157	33 215	5,214 76	4,758 69	456 07
			Totals:	179,474.26	132,026.21	47,448.05

THE TOWNSEND FAMILY FOUNDATION

13-3748079

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
16,378.								
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				2,832.		
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				67,355.		
		KINDER MORGAN ENERGY PARTNERS, LP PROPERTY TYPE: SECURITIES				03/13/2008	12/22/2011	
		11,509.				4,869.		
		TOTAL GAIN(LOSS) .....						<u>75,056.</u>

JSA  
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FORM 990PE, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
BANK OF NEW YORK #71178	9.		9.
BANK OF NEW YORK #00737	1.		1.
GOLDMAN SACHS #93794	29.		29.
TOTAL	<u><u>39.</u></u>	<u><u>39.</u></u>	<u><u>39.</u></u>

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

ATTACHMENT 2

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
GOLDMAN SACHS #93794 - DIVIDENDS	7,004.	7,004.	
GS CAP PTRS VI PARALLEL K-1 - DIVIDENDS	23,360.	23,360.	
GS DYNAMIC EQUITY K-1 - DIVIDENDS	20,294.	20,294.	
KINDER MORGAN K-1 - DIVIDENDS	156.	156.	
KINDER MORGAN K-1 - INTEREST	355.	355.	
GS CAP PTRS VI PARALLEL K-1 - INTEREST	6,735.	6,396.	
TOTAL	<u>57,904.</u>	<u>57,565.</u>	

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
SECTION 988 GAIN/LOSS FROM K-1	622.	622.	
SECTION 1256 GAIN/LOSS FROM K-1	8.	8.	
SECTION 1231 GAIN/LOSS FROM K-1	220.	220.	
ORDINARY INCOME/LOSS FROM K-1	-16,914.	-16,914.	
OTHER INCOME/LOSS FROM K-1	-2,147.	-2,146.	
 TOTALS	 <u>-18,211.</u>	 <u>-18,210.</u>	

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INTEREST EXPENSE	320.	240.	240.	
TOTALS	<u>320.</u>	<u>240.</u>	<u>240.</u>	

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES FROM K-1	455.	455.	455.	
ESTIMATED FEDERAL TAX PAYMENTS	2,401.	0.		
FEDERAL TAX PAYMENTS	4,189.	0.		
<b>TOTALS</b>	<b><u>7,045.</u></b>	<b><u>455.</u></b>		

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	21,292.	21,292.		
FILING FEES	250.	0.		
PORTFOLIO DEDUCTIONS FROM K-1	17,085.	17,085.		
NONDEDUCTIBLE EXPENSE FROM K-1	50.	0.		
<b>TOTALS</b>	<b><u>38,677.</u></b>	<b><u>38,377.</u></b>		

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS #93794	534,018.	939,790.
TOTALS	<u>534,018.</u>	<u>939,790.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
K-1 GS GMS ALPHA PLUS	1,426,775.	1,624,457.
K-1 GS CAPITAL PTR VI PARALLEL	682,556.	632,152.
K-1 KINDER MORGAN ENERGY PTRS	19,019.	172,876.
K-1 GSCP VI PARALLEL AIV	62,986.	58,335.
<b>TOTALS</b>	<b><u>2,191,336.</u></b>	<b><u>2,487,820.</u></b>

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
--------------------	------------------------------	-----------------------

K-1 GS GMS ALPHA PLUS	1,426,775.	1,624,457.
K-1 GS CAPITAL PTR VI PARALLEL	682,556.	632,152.
K-1 KINDER MORGAN ENERGY PTRS	19,019.	172,876.
K-1 GSCP VI PARALLEL AIV	62,986.	58,335.
<b>TOTALS</b>	<b><u>2,191,336.</u></b>	<b><u>2,487,820.</u></b>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENT - K-1 INVESTMENT	1,665.
TOTAL	<u>1,665.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
APPRECIATION OVER DONORS COST OF STOCK DONATED INTO THE FOUNDATION	297,981.
TOTAL	<u>297,981.</u>

ATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOHN L. TOWNSEND, III C/O THE AYCO CO., L.P. 321 BROADWAY SARATOGA SPRINGS, NY 12866	TRUSTEE - AS NEEDED	0	0	0
MARREE S. TOWNSEND C/O THE AYCO CO., L.P. 321 BROADWAY SARATOGA SPRINGS, NY 12866	TRUSTEE - AS NEEDED	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

## FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

SEE ATTACHED LIST

NONE

501 (C) (3)

PURPOSE OF GRANT OR CONTRIBUTION

## TOTAL CONTRIBUTIONS PAID

AMOUNT130,650

**THE TOWNSEND FAMILY FOUNDATION  
CHARITABLE CONTRIBUTION LIST  
FYE: 6/30/12**

<b>Date</b>	<b>CHECK #</b>	<b>Description</b>	<b>AMOUNT</b>
07/13/11	963	Breast Cancer Alliance, Inc , Greenwich, CT	1,000 00
07/28/11	966	St Barnabas Episcopal Church, Greenwich, CT	500 00
01/04/12	973	St Luke's Lifeworks, Stamford, CT	750 00
01/04/12	976	Vail Valley Medical Center, Vail, CO	500 00
01/04/12	978	Greenwich United Way, Greenwich, CT	25,000 00
01/04/12	979	Second Stage Theatre, New York, NY	10,000 00
01/05/12	969	The Chapel at Roslyn, Richmond, VA	7,500 00
01/05/12	970	USGA, Greenwich, CT	1,500 00
01/05/12	971	The Madeira School, McLean, VA	20,000 00
01/05/12	972	The Madeira School, McLean, VA	2,500 00
01/05/12	980	Posse Foundation, New York, NY	10,000 00
01/05/12	981	Family ReEntry, Norwalk, CT	500 00
01/09/12	977	Grand Teton National Park Foundation, Moose, WY	15,000 00
01/09/12	982	Merritt Parkway Conservancy Inc , Stamford, CT	500 00
01/11/12	974	Meals-On-Wheels, Inc , Greenwich, CT	1,000 00
01/13/12	968	Summit School, Winston-Salem, NC	20,000 00
01/13/12	975	Greenwich Tree Conservancy, Greenwich, CT	1,000 00
02/06/12	983	Thomas Jefferson Foundation, Charlottesville, VA	500 00
02/07/12	985	Centenary United Methodist Church, Winston-Salem, NC	250 00
03/05/12	986	Women's Justice Initiative, Miami Springs, FL	500 00
03/19/12	984	Central Park Conservancy, New York, NY	2,000 00
05/08/12	987	New York City Ballet, New York, NY	500 00
05/10/12	988	Museum of Modern Art, New York, NY	2,000 00
05/10/12	991	Friends of Nathaniel Witherell, Greenwich, CT	400 00
05/11/12	990	ReadWorks, Brooklyn, NY	5,000 00
05/14/12	992	The American Alpine Club, Golden, CO	500 00
05/21/12	989	The Nature Conservancy, Arlington, VA	1,500 00
06/29/12	993	St Paul's Episcopal Church, Greenwich, CT	250 00

**Total Charitable Contributions Paid \$ 130,650.00**

*All contributions were made to the general purpose fund of public charitable organizations that were classified under Section 501(c) (3) of the Internal Revenue Code.*

**SCHEDULE D  
(Form 1041)**Department of the Treasury  
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

**2011**► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for  
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

Name of estate or trust

THE TOWNSEND FAMILY FOUNDATION

Employer identification number

13-3748079

Note: Form 5227 filers need to complete only Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	1b				
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	2				
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	3	2,832.			
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .	4	( )			
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ►	5	2,832.			

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	6b	4,869.			
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	7				
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	8	67,355.			
9 Capital gain distributions . . . . .	9				
10 Gain from Form 4797, Part I . . . . .	10				
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .	11	( )			
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ►	12	72,224.			

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b>		<b>(1) Beneficiaries' (see instr.)</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
<b>Caution: Read the instructions before completing this part.</b>				
13 Net short-term gain or (loss) . . . . .	13			2,832 .
14 Net long-term gain or (loss):				
a Total for year . . . . .	14a			72,224 .
b Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	14b			
c 28% rate gain . . . . .	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			75,056 .

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

<b>Part IV Capital Loss Limitation</b>	
16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	
a The loss on line 15, column (3) or b \$3,000 . . . . .	

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

<b>Part V Tax Computation Using Maximum Capital Gains Rates</b>	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	17			
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	18			
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	19			
20 Add lines 18 and 19 . . . . .	20			
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ► . . . . .	21			
22 Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	22			
23 Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	23			
24 Enter the smaller of the amount on line 17 or \$2,300 . . . . .	24			
25 Is the amount on line 23 equal to or more than the amount on line 24?				
<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.	25			
<input type="checkbox"/> No. Enter the amount from line 23 . . . . .	26			
26 Subtract line 25 from line 24 . . . . .	26			
27 Are the amounts on lines 22 and 26 the same?	27			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27			
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	28			
28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	28			
29 Subtract line 28 from line 27 . . . . .	29			
30 Multiply line 29 by 15% (15) . . . . .	30			
31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	31			
32 Add lines 30 and 31 . . . . .	32			
33 Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	33			
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	34			

Schedule D (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

**Employer identification number**

13-3748079

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

**6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .**

4,869.

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**Schedule D-1 (Form 1041) 2011**

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