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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

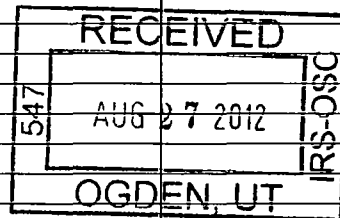
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning 07/01, 2011, and ending 06/30, 2012

Name of foundation MOLYNEAUX FOUNDATION		CT 31001722		A Employer identification number 51-0154432
Number and street (or P.O. box number if mail is not delivered to street address) 300 HIGH STREET		Room/suite		B Telephone number (see instructions) (513) 867-4818
City or town, state, and ZIP code HAMILTON, OH 45011		C If exemption application is pending, check here <input type="checkbox"/>		
G Check all that apply:		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		
<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		
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) \$ 1,821,137.		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 checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)				

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	8.	8.		STMT 1
4 Dividends and interest from securities	49,008.	49,008.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	63,008.			
b Gross sales price for all assets on line 6a 678,699.				
7 Capital gain net income (from Part IV, line 2)		63,008.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	112,024.	112,024.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	17,774.	10,640.		7,134.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) STMT 4	990.	NONE	NONE	990.
b Accounting fees (attach schedule) STMT 5	650.	130.	NONE	520.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 6	2,363.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 7	200.			200.
24 Total operating and administrative expenses. Add lines 13 through 23	21,977.	10,770.	NONE	8,844.
25 Contributions, gifts, grants paid	78,510.			78,510.
26 Total expenses and disbursements. Add lines 24 and 25	100,487.	10,770.	NONE	87,354.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	11,537.			
b Net investment income (if negative, enter -0-)		101,254.		
c Adjusted net income (if negative, enter -0-)				



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For Paperwork Reduction Act Notice, see instructions.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	294.	298.	298.
	2 Savings and temporary cash investments	54,829.	39,945.	39,945.
	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) . STMT 8.	918,727.	991,513.	1,159,833.
	c Investments - corporate bonds (attach schedule) . STMT 11.	605,046.	558,679.	621,061.
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item f)	1,578,896.	1,590,435.	1,821,137.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons .			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ STMT 12)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	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	1,578,896.	1,590,435.	
	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)	1,578,896.	1,590,435.	
31 Total liabilities and net assets/fund balances (see instructions)	1,578,896.	1,590,435.		

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	1,578,896.
2 Enter amount from Part I, line 27a	2	11,537.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	2.
4 Add lines 1, 2, and 3	4	1,590,435.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,590,435.

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 PUBLICLY TRADED SECURITIES					
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 671,644.		615,691.	55,953.		
b					
c					
d					
e					
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			
a			55,953.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	63,008.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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.

(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	82,026.	1,743,429.	0.047049
2009	110,191.	1,677,145.	0.065702
2008	123,094.	1,962,351.	0.062728
2007	130,268.	2,764,228.	0.047126
2006	140,587.	2,850,626.	0.049318
2 Total of line 1, column (d)			2 0.271923
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.054385
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,777,475.
5 Multiply line 4 by line 3			5 96,668.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,013.
7 Add lines 5 and 6			7 97,681.
8 Enter qualifying distributions from Part XII, line 4			8 87,354.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	2,025.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	2,025.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,025.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,340.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,340.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	685.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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
c 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? 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?	X	
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) ► OH		
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

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?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>FIRST FINANCIAL BANK, N.A.</u> Telephone no. <u>(513) 867-4818</u> Located at <u>300 HIGH STREET, HAMILTON, OH</u> ZIP + 4 <u>45011</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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 <u></u>	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 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 <u></u>		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		17,774.	-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
SEE STATEMENT 15		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 16		NONE
Total number of others receiving over \$50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	1,804,272.
b	Average of monthly cash balances	1b	271.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,804,543.
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	NONE
3	Subtract line 2 from line 1d	3	1,804,543.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,068.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,777,475.
6	Minimum investment return. Enter 5% of line 5	6	88,874.

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	88,874.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,025.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,025.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,849.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	86,849.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	86,849.

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	87,354.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	87,354.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	87,354.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				86,849.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			78,510.	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>87,354.</u>				
a Applied to 2010, but not more than line 2a			78,510.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				8,844.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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				78,005.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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

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

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 18

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year SEE STATEMENT 23				
Total			▶ 3a	78,510.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

Kind of Property		Description				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	Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS				666.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				6,389.	
50,000.00		4351.609 VANGUARD INTERMEDIATE-TERM BOND PROPERTY TYPE: SECURITIES 44,473.00				01/16/2007 5,527.00	07/27/2011
20,625.00		710. AT&T INC. PROPERTY TYPE: SECURITIES 20,191.00				12/31/2008 434.00	11/14/2011
13,185.00		500. ALLSTATE CORP. PROPERTY TYPE: SECURITIES 15,780.00				12/21/2010 -2,595.00	11/14/2011
2,268.00		30. BERKSHIRE HATHAWAY INC. CL B NEW PROPERTY TYPE: SECURITIES 2,409.00				06/21/2010 -141.00	11/14/2011
7,568.00		100. BHP BILLITON LTD. - ADR AU PROPERTY TYPE: SECURITIES 9,104.00				12/21/2010 -1,536.00	11/14/2011
8,481.00		80. CHEVRONTExACO CORP PROPERTY TYPE: SECURITIES 7,138.00				12/21/2010 1,343.00	11/14/2011
25,271.00		1143. COMCAST CORP CL A PROPERTY TYPE: SECURITIES 19,696.00				VAR 5,575.00	11/14/2011
15,908.00		160. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES 14,643.00				10/12/2010 1,265.00	11/14/2011
18,633.00		250. DEERE AND COMPANY PROPERTY TYPE: SECURITIES 20,870.00				12/21/2010 -2,237.00	11/14/2011
16,490.00		296. ECOLAB INC PROPERTY TYPE: SECURITIES 12,534.00				08/24/2009 3,956.00	11/14/2011

**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		Gain or (loss)	
6,291.00		80. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 6,041.00					12/02/2008 250.00	11/14/2011
4,320.00		270. GENERAL ELECTRIC COMPANY PROPERTY TYPE: SECURITIES 5,557.00					03/04/2011 -1,237.00	11/14/2011
20,638.00		110. INTERNATIONAL BUSINESS MACHINES COR PROPERTY TYPE: SECURITIES 12,565.00					VAR 8,073.00	11/14/2011
12,679.00		332. JACOBS ENGINEERING GROUP PROPERTY TYPE: SECURITIES 15,136.00					05/06/2010 -2,457.00	11/14/2011
10,341.00		110. MC DONALDS CORPORATION PROPERTY TYPE: SECURITIES 6,884.00					09/29/2008 3,457.00	11/14/2011
1,332.00		50. MICROSOFT CORPORATION PROPERTY TYPE: SECURITIES 1,476.00					04/07/2010 -144.00	11/14/2011
6,283.00		90. NATIONAL OILWELL VARCO PROPERTY TYPE: SECURITIES 5,801.00					12/21/2010 482.00	11/14/2011
10,487.00		140. NORFOLK SOUTHERN CORPORATION PROPERTY TYPE: SECURITIES 8,790.00					12/21/2010 1,697.00	11/14/2011
35,801.00		571. PEPSICO INCORPORATED PROPERTY TYPE: SECURITIES 29,613.00					VAR 6,188.00	11/14/2011
37,247.00		1884. PFIZER INCORPORATED PROPERTY TYPE: SECURITIES 31,882.00					VAR 5,365.00	11/14/2011
30,543.00		535. QUALCOMM INCORPORATED PROPERTY TYPE: SECURITIES 20,398.00					VAR 10,145.00	11/14/2011

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		Gain or (loss)	
14,232.00		200. ENERGY SELECT SECTOR SPDR FUND PROPERTY TYPE: SECURITIES 15,672.00					03/04/2011 -1,440.00	11/14/2011
28,236.00		2194. SECTOR SPDR TR FINANCIALS PROPERTY TYPE: SECURITIES 46,755.00					07/29/2008 -18,519.00	11/14/2011
29,278.00		1130. TECHNOLOGY SELECT SECTOR SPDR PROPERTY TYPE: SECURITIES 29,978.00					03/04/2011 -700.00	11/14/2011
22,856.00		280. 3M COMPANY PROPERTY TYPE: SECURITIES 16,095.00					VAR 6,761.00	11/14/2011
13,026.00		353. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 9,474.00					05/06/2010 3,552.00	11/14/2011
12,907.00		220. WAL MART STORES INCORPORATED PROPERTY TYPE: SECURITIES 13,079.00					06/05/2008 -172.00	11/14/2011
18,282.00		230. WATERS CORP PROPERTY TYPE: SECURITIES 12,619.00					VAR 5,663.00	11/14/2011
25,313.00		458. YUM! BRANDS INC PROPERTY TYPE: SECURITIES 15,442.00					10/28/2009 9,871.00	11/14/2011
28,107.00		3154.574 PIMCO HIGH-YIELD FD - INSTL PROPERTY TYPE: SECURITIES 30,000.00					03/04/2011 -1,893.00	12/19/2011
24,469.00		510. AFLAC INCORPORATED PROPERTY TYPE: SECURITIES 22,583.00					11/14/2011 1,886.00	02/16/2012
5,033.00		10. APPLE COMPUTER, INCORPORATED PROPERTY TYPE: SECURITIES 3,795.00					11/14/2011 1,238.00	02/16/2012

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		Gain or (loss)	
3,680.00		30. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES 2,746.00					10/12/2010 934.00	02/16/2012
3,276.00		120. EMC CORPORATION PROPERTY TYPE: SECURITIES 2,942.00					11/14/2011 334.00	02/16/2012
14,292.00		360. GENERAL MILLS INCORPORATED PROPERTY TYPE: SECURITIES 14,177.00					11/14/2011 115.00	02/16/2012
6,027.00		110. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 4,461.00					11/14/2011 1,566.00	02/16/2012
1,512.00		40. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 1,594.00					10/12/2010 -82.00	02/16/2012
2,526.00		30. NATIONAL OILWELL VARCO PROPERTY TYPE: SECURITIES 1,934.00					12/21/2010 592.00	02/16/2012
3,178.00		30. NIKE INCORPORATED CLASS B PROPERTY TYPE: SECURITIES 2,872.00					11/14/2011 306.00	02/16/2012
14,693.00		430. TJX COS INC PROPERTY TYPE: SECURITIES 13,023.00					11/14/2011 1,670.00	02/16/2012
18,698.00		490. NOBLE CORP. PROPERTY TYPE: SECURITIES 18,203.00					11/14/2011 495.00	02/16/2012
18,510.00		974. CISCO SYSTEMS PROPERTY TYPE: SECURITIES 18,003.00					VAR 507.00	05/07/2012
9,122.00		480. CISCO SYSTEMS PROPERTY TYPE: SECURITIES 9,263.00					VAR -141.00	05/07/2012

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		Gain or (loss)	
TOTAL GAIN (LOSS)							----- 63,008. =====	

FEDERAL CAPITAL GAIN DIVIDENDS

=====

SHORT-TERM CAPITAL GAIN DIVIDENDS

BAIRD AGGREGATE BD FD	131.00
PIMCO HIGH-YIELD FD - INSTL	32.00
VANGUARD INTERMEDIATE-TERM BD INDEX FD 1350	503.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

666.00

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

BAIRD AGGREGATE BD FD	421.00
TEMPLETON GLOBAL	175.00
VANGUARD INTERMEDIATE-TERM BD INDEX FD 1350	5,752.00
VANGUARD INFLATION-PROTECTED SECS INV	41.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

6,389.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

6,389.00

=====

MOLYNEAUX FOUNDATION

CT 31001722

51-0154432

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
NORTHERN INSTITUTIONAL	8.	8.
	-----	-----
TOTAL	8.	8.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INCORPORATED	168.	168.
AT&T INC.	1,244.	1,244.
ABBOTT LABORATORIES	942.	942.
AIR PRODUCTS & CHEMICALS INCORPORATED	183.	183.
ALLSTATE CORP.	210.	210.
BAIRD AGGREGATE BD FD	674.	674.
BAKER HUGHES INCORPORATED	111.	111.
BHP BILLITON LTD. - ADR AU	110.	110.
BLACKROCK INC	730.	730.
CME GROUP INC.	797.	797.
CHEVRONTXACO CORP	1,154.	1,154.
CISCO SYSTEMS	314.	314.
COCA-COLA COMPANY	481.	481.
COMCAST CORP CL A	257.	257.
CUMMINS ENGINE INC	424.	424.
DEERE AND COMPANY	205.	205.
DISNEY COM STK	228.	228.
DU PONT (E I) DE NEMOURS & COMPANY	592.	592.
EATON CORPORATION	266.	266.
ECOLAB INC	104.	104.
EXXON MOBIL CORP	901.	901.
GENERAL ELECTRIC COMPANY	548.	548.
GENERAL MILLS INCORPORATED	677.	677.
INTEL CORPORATION	403.	403.
INTERNATIONAL BUSINESS MACHINES CORPORAT	818.	818.
ISHARES MSCI EMERGING MKTS INDEX TR	440.	440.
J P MORGAN CHASE & CO COM	701.	701.
JOHNSON & JOHNSON COMPANY	1,381.	1,381.
KOHL'S CORPORATION (WISCONSIN)	186.	186.
LOWES COMPANIES INCORPORATED	203.	203.
MC DONALDS CORPORATION	1,056.	1,056.
MCKESSON HBOC INC	172.	172.
ARF915 5890 07/12/2012 14:30:09	31001722	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MICROSOFT CORPORATION	887.	887.
NATIONAL OILWELL VARCO	194.	194.
NIKE INCORPORATED CLASS B	393.	393.
NORFOLK SOUTHERN CORPORATION	446.	446.
ORACLE CORPORATION	233.	233.
PIMCO HIGH-YIELD FD - INSTL	1,171.	1,171.
PEPSICO INCORPORATED	294.	294.
PFIZER INCORPORATED	754.	754.
PIMCO ALL ASSETS ALL AUTHORITY INST	2,295.	2,295.
PROCTER & GAMBLE COMPANY	931.	931.
QUALCOMM INCORPORATED	228.	228.
SPDR S&P MIDCAP 400 ETF TR UNIT SER 1	190.	190.
SCHLUMBERGER LIMITED	248.	248.
ENERGY SELECT SECTOR	53.	53.
SECTOR SPDR TR	110.	110.
TECHNOLOGY SELECT	106.	106.
UTILITIES SELECT SECTOR SPDR	1,217.	1,217.
SYSCO CORP	211.	211.
TJX COS INC	127.	127.
TEMPLETON GLOBAL	1,833.	1,833.
3M COMPANY	154.	154.
UNITED PARCEL SERVICE	456.	456.
UNITED TECHNOLOGIES CORPORATION	389.	389.
VANGUARD INTERMEDIATE-TERM BD INDEX FD 1	15,330.	15,330.
VANGUARD S/T CORPORATE ADM #539	795.	795.
VANGUARD INFLATION-PROTECTED SECS INV	1,191.	1,191.
VERIZON COMMUNICATIONS COM	349.	349.
WAL MART STORES INCORPORATED	804.	804.
WELLS FARGO & CO NEW	624.	624.
YUM! BRANDS INC	245.	245.
NOBLE CORP.	70.	70.
-----	-----	-----
	49,008.	49,008.
	31001722	=====
		25
ARF915 5890 07/12/2012 14:30:09	TOTAL	STATEMENT 3

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	990.			990.
TOTALS	990.	NONE	NONE	990.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	650.	130.		520.
TOTALS	650.	130.	NONE	520.
	=====	=====	=====	=====

MOLYNEAUX FOUNDATION

CT 31001722

51-0154432

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX PAYMENT - PRIOR YE	1,023.
FEDERAL ESTIMATES - PRINCIPAL	1,340.

TOTALS	2,363.
	=====

MOLYNEAUX FOUNDATION

CT 31001722

51-0154432

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER NON-ALLOCABLE EXPENSE -	200.	200.
TOTALS	----- 200. =====	----- 200. =====

MOLYNEAUX FOUNDATION CT 31001722

51-0154432

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
INTEL CORPORATION		23,654.	25,584.
3M COMPANY	16,095.		
ABBOTT LABORATORIES	14,511.	35,769.	44,484.
ALLSTATE CORP	15,780.		
APPLE COMPUTER INC	4,645.	12,235.	42,048.
AT&T INC	30,197.	10,006.	12,980.
DU PONT (E I) DE NEMOURS & CO	9,994.	24,954.	25,791.
BHP BILLITON LTD ADR	9,104.		
BLACKROCK INC		28,018.	28,869.
DEERE AND COMPANY	20,870.		
CUMMINS ENGINE CO INC	36,607.	19,219.	20,351.
CISCO SYSTEMS	18,003.		
COMCAST CORP CL A	19,696.		
EATON CORPORATION			
EMC CORPORATION			
GOOGLE INC CL A	9,601.	16,149.	13,871.
GENERAL ELECTRIC COMPANY	20,580.	24,765.	25,886.
GENERAL MILLS INC	14,164.	15,739.	17,982.
GILEAD SCIENCES INC		15,023.	15,213.
JP MORGAN CHASE & CO		16,920.	19,270.
JOHNSON & JOHNSON CO	23,887.	19,059.	24,102.
MCKESSON HBOC INC	28,577.	24,884.	24,189.
MCDONALDS CORP	10,464.	38,968.	43,711.
NATIONAL OILWELL VARCO	28,441.	21,995.	27,188.
LOWES COMPANIES INC	18,366.	21,557.	32,313.
NIKE INC CL B		10,631.	24,294.
NORFOLK SOUTHERN CORP	13,176.	21,275.	24,458.
ORACLE CORP	18,835.	17,962.	27,036.
PRUDENTIAL FINANCIAL INC	18,740.	15,529.	17,225.
		24,565.	31,452.
		18,814.	15,013.

MOLYNEAUX FOUNDATION CT 31001722

51-0154432

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
PEPSICO INC	29,613.		
PFIZER INC	31,882.		
PROCTER & GAMBLE CO	18,874.	33,452.	34,055.
QUALCOMM INC	20,398.	27,802.	25,056.
UNITED PARCEL SERVICE CL B		28,076.	31,504.
UNITED TECHNOLOGIES CORP		21,359.	20,393.
TECHNOLOGY SELECT SECTOR SPDR	29,978.		
WELLS FARGO & CO	19,155.	25,681.	33,774.
WAL-MART STORES INC	38,646.	27,428.	34,093.
WATERS CORP	12,619.		
EXXON MOBIL CORP	33,236.	34,881.	41,159.
ENERGY SELECT SECTOR	15,672.		
SECTOR SPDR TR FINANCIALS	46,755.		
SCHLUMBERGER LIMITED NE	16,508.	24,170.	19,473.
UTIL SELECT SECTOR SPD	20,927.	25,146.	34,475.
AIR PRODUCTS & CHEMICALS		12,833.	12,110.
INTERNATIONAL BUSINESS MACHINE	35,750.	27,048.	44,006.
KOHL'S CORPORATION (WISC)		15,100.	13,192.
JACOBS ENGINEERING GROUP	15,136.		
MICROSOFT CORP	34,603.	33,128.	35,362.
SYSCO CORP		10,807.	11,626.
VERIZON COMMUNICATIONS	9,474.		
YUM! BRANDS INC	15,442.		
TJX COS IINC		12,417.	17,601.
BAKER HUGHES INCORPORATED		25,571.	19,728.
BERKSHIRE HATHAWAY INC	28,211.	27,376.	28,499.
CME GROUP INC		23,110.	24,130.
CHEVRON TEXACO CORP	32,981.	30,099.	37,980.
COCA-COLA COMPANY		34,617.	39,877.

MOLYNEAUX FOUNDATION CT 31001722 51-0154432

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
ECOLAB INC	12,534.	13,722.	18,430.
WALT DISNEY CO	-----	-----	-----
TOTALS	918,727. =====	991,513. =====	1,159,833. =====

MOLYNEAUX FOUNDATION CT 31001722

51-0154432

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
VANGUARD INTM-TRM BD	410,174.	365,700.	431,418.
PIMCO HIGH-YIELD FD-INSTL	30,000.		
TEMPLETON GLOBAL BOND FD-AD	30,000.	30,000.	28,299.
VANGUARD INFLATION-PROTECTED	30,000.	30,000.	33,257.
VANGUARD S/T CORPORATE-ADM#539	30,000.	30,000.	29,889.
PIMCO ALL ASSETS ALL AUTHORITY	30,000.	30,000.	29,387.
SPDR S&P MIDCAP 400 ETF TR	19,767.	19,767.	19,700.
ISHARES MSCI EMERGING MKTS	25,105.	25,105.	21,133.
BAIRD AGGREGATE BD FD		28,107.	27,978.
	-----	-----	-----
TOTALS	605,046.	558,679.	621,061.
	=====	=====	=====

MOLYNEAUX FOUNDATION

CT 31001722

51-0154432

FORM 990PF, PART II - OTHER LIABILITIES

=====

DESCRIPTION

APPROVED FOR FUTURE PYMT

TOTALS

STATEMENT 12

XD576 2 000

ARF915 5890 07/12/2012 14:30:09

31001722

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MOLYNEAUX FOUNDATION

CT 31001722

51-0154432

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

DESCRIPTION

AMOUNT

ROUNDING ADJUSTMENT

2.

TOTAL

2.

STATEMENT 13

MOLYNEAUX FOUNDATION

CT 31001722

51-0154432

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

FIRST FINANCIAL BANK

ADDRESS:

300 HIGH ST. - WM

HAMILTON, OH 45011

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 17,774.

TOTAL COMPENSATION:

17,774.

=====

MOLYNEAUX FOUNDATION

CT 31001722

51-0154432

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

NONE

STATEMENT 15

XD576 2 000

ARF915 5890 07/12/2012 14:30:09

31001722

37 -

MOLYNEAUX FOUNDATION

CT 31001722

51-0154432

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
=====

NAME:
NONE

STATEMENT 16

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	1,837,961.	179.	NONE
FEBRUARY	1,861,207.	96.	NONE
MARCH	1,888,401.	146.	NONE
APRIL	1,885,224.	203.	NONE
MAY	1,802,349.	47.	NONE
JUNE	1,820,840.	298.	NONE
JULY	1,801,586.	NONE	NONE
AUGUST	1,758,730.	NONE	NONE
SEPTEMBER	1,684,693.	404.	NONE
OCTOBER	1,773,742.	159.	NONE
NOVEMBER	1,764,937.	NONE	NONE
DECEMBER	1,771,592.	1,714.	NONE
	-----	-----	-----
TOTAL	21,651,262.	3,246.	NONE
	=====	=====	=====
AVERAGE FMV	1,804,272.	271.	NONE
	=====	=====	=====

MOLYNEAUX FOUNDATION CT 31001722
FORM 990PF, PART XV - LINES 2a - 2d
=====

51-0154432

RECIPIENT NAME:

FIRST FINANCIAL BANK, C/O CATHY KUHL
ADDRESS:

300 HIGH STREET, WRG
HAMILTON, OH 45011

RECIPIENT'S PHONE NUMBER: 513-867-4831

FORM, INFORMATION AND MATERIALS:

SEE ATTACHED

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

LIMITED TO THE OXFORD, OH AREA & THE SURROUNDING
BUTLER CO., OHIO AREA

STATEMENT 18

MOLYNEAUX FOUNDATION CT 31001722 51-0154432
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
HAMILTON CITY SCHOOL DISTRICT
ADDRESS:
533 DAYTON STREET
HAMILTON, OH 45011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SPECIAL NEEDS PLAYGROUND
FOUNDATION STATUS OF RECIPIENT:
SCHOOL
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
PEOPLE UNITED FOR SELF
HELP (PUSH)
ADDRESS:
P.O. BOX 392
OXFORD, OH 45056
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
501(C)(3) GENERAL OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
EMERGENCY MONEY FUND INC.
ADDRESS:
P.O. BOX 142
HAMILTON, OH 45012
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
501(C)(3) GENERAL OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

MOLYNEAUX FOUNDATION

CT 31001722

51-0154432

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

GREAT MIAMI VALLEY YMCA

ADDRESS:

105 NORTH SECOND ST.

HAMILTON, OH 45011

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

YOUTH DEPT EXPENSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

Y.W.C.A.

ADDRESS:

244 DAYTON STREET

HAMILTON, OH 45011

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

501(C)(3) GENERAL OPERATING EXPENSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

PARTNERS IN PRIME

ATTN: STEPHEN SCHNABL

ADDRESS:

140 ROSS AVENUE

HAMILTON, OH 45013

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXERCISE EQUIPMENT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

STATEMENT 20

MOLYNEAUX FOUNDATION CT 31001722 51-0154432
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
Abilities First
ADDRESS:
4710 TIMBER TRAIL DRIVE
Middletown, OH 45044
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE OF MEDICAL EQUIPMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 6,818.

RECIPIENT NAME:
TALBERT HOUSE
ADDRESS:
2600 VICTORY PARKWAY
CINCINNATI, OH 45206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
501(C)(3) GENERAL OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
BIG BROTHERS BIG SISTERS
BUTLER COUNTY
ADDRESS:
1501 MILLVILLE AVENUE
HAMILTON, OH 45013
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM EXPENSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 14,042.

RECIPIENT NAME:
ONE WAY FARM OF FAIRFIELD
ADDRESS:
6131 RIVER ROAD
FAIRFIELD, OH 45014
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PSYCHIATRIC & COUNSELING SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
OXFORD SENIORS
ADDRESS:
922 TOLLGATE DRIVE
OXFORD, OH 45056
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUNDING OF OUTREACH COORDINATOR POSITION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 9,000.

RECIPIENT NAME:
COMMUNITY PREGNANCY CNTR
ADDRESS:
2330 CENTRAL AVENUE
MIDDLETOWN, OH 45044
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
501(C)(3) GENERAL OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

MOLYNEAUX FOUNDATION CT 31001722 51-0154432
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

PARACHUTE

ADDRESS:

280 NORTH FAIR AVENUE

HAMILTON, OH 45011

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RECRUIT & TRAINING OF CASA VOLUNTEERS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,650.

RECIPIENT NAME:

JUNIOR ACHIEVEMENT

ADDRESS:

P.O. BOX 13274

HAMILTON, OH 45012

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

501(C)(3) GENERAL OPERATING EXPENSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

TOTAL GRANTS PAID:

78,510.

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