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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 10-01-2011 , and ending 09-30-2012

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Name of foundation
ANN & ROBERT BENSON FOUNDATION INC

A Employer identification number
22-3696348

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO Box 1501 NJ2-130-03-31

B Telephone number (see page 10 of the instructions)
(609) 274-6834

City or town, state, and ZIP code
PENNINGTON, NJ 085341501

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 507,445

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	11,859	10,859		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	24,229			
	b	Gross sales price for all assets on line 6a 238,453				
	7	Capital gain net income (from Part IV, line 2)		24,229		
	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	36,088	35,088		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,500			1,500
	c	Other professional fees (attach schedule)	3,760	2,256		1,504
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	1,389	175		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,649	2,431		3,004
	25	Contributions, gifts, grants paid	15,000			15,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	21,649	2,431		18,004
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	14,439			
	b	**Net investment income** (if negative, enter -0-)		32,657		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	69	649	649
2	Savings and temporary cash investments	18,858	14,292	14,292
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	402,397	420,924	492,504
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
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 I)	421,324	435,865	507,445
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 ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	421,324	435,865	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	421,324	435,865	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	421,324	435,865	

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	421,324
2	Enter amount from Part I, line 27a	2	14,439
3	Other increases not included in line 2 (itemize) ▶	3	102
4	Add lines 1, 2, and 3	4	435,865
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	435,865

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) 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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	24,229
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	29,242	468,278	000 062446
2009	20,353	427,512	000 047608
2008	31,855	402,265	000 079189
2007	30,448	586,188	000 051942
2006	21,971	605,914	000 036261

2	**Total** of line 1, column (d)	2	000 277446
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	000 055489
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	470,771
5	Multiply line 4 by line 3	5	26,123
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	327
7	Add lines 5 and 6	7	26,450
8	Enter qualifying distributions from Part XII, line 4	8	18,004

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	653
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	653
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	653
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	671		
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	671
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	18
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 18	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ________			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶ Telephone no ▶(609) 274-6834

Located at ▶PO Box 1501 NJ2-130-03-31 Pennington NJ ZIP+4 ▶085341501

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☐ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** **Yes**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ANN T BENSON 304 BERKSHIRE AVENUE NEW MILFORD, NJ 07646	PRESIDENT 002 00	0		
RYAN D BENSON 304 BERKSHIRE AVENUE NEW MILFORD, NJ 07646	VICE PRESIDENT 002 00	0		
SAMANTHA A BENSON 304 BERKSHIRE AVENUE NEW MILFORD, NJ 07646	SECRETARY 002 00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

Total number of other employees paid over $50,000 ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	0
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	459,362
b	Average of monthly cash balances	1b	18,578
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	477,940
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	477,940
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	7,169
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	470,771
6	**Minimum investment return.** Enter 5% of line 5	6	23,539

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	23,539
2a	Tax on investment income for 2011 from Part VI, line 5	2a	653		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	653
3	Distributable amount before adjustments Subtract line 2c from line 1			3	22,886
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	22,886
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	22,886

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	18,004
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	18,004
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	18,004

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				22,886
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			11,448	
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 18,004				
a Applied to 2010, but not more than line 2a			11,448	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				6,556
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).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				16,330
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

ROBERT D BENSON

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

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

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
RESPONSIBILITY 565 BLACKSHAW LANE SAN YSIDRO, CA 92173	NONE	501(C)(3)	GENERAL OPERATING	15,000
Total . . . . ▶ **3a**				15,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(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			14	11,859	
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			18	24,229	
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)				36,088	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 36,088

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

******	2013-01-19	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☑	PTIN
Preparer's Signature	DONALD J ROMAN	2013-01-19		
Firm's name	PRICEWATERHOUSECOOPERS LLP		Firm's EIN	
Firm's address	600 GRANT STREET PITTSBURGH, PA 15219		Phone no (412) 355-6000	

May the IRS discuss this return with the preparer shown above? See instructions ☑ Yes ☐ No

Additional Data

Software ID:	11000218
Software Version:	2012.0.0
EIN:	22-3696348
Name:	ANN & ROBERT BENSON FOUNDATION INC
Part VI Line 7 - Tax Paid Original Return:	671

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CARDINAL HEALTH INC OHIO		2010-04-05	2012-07-16
CARDINAL HEALTH INC OHIO		2010-04-05	2012-07-12
CARDINAL HEALTH INC OHIO		2010-03-03	2012-07-12
CARDINAL HEALTH INC OHIO		2010-03-03	2012-07-11
CARDINAL HEALTH INC OHIO		2010-03-03	2012-07-10
CARDINAL HEALTH INC OHIO		2010-04-05	2012-07-13
CARDINAL HEALTH INC OHIO		2010-03-03	2012-07-09
CARDINAL HEALTH INC OHIO		2010-03-02	2012-07-09
CARDINAL HEALTH INC OHIO		2010-03-02	2012-06-29
CARDINAL HEALTH INC OHIO		2010-03-02	2012-06-28
CARDINAL HEALTH INC OHIO		2010-03-02	2012-06-27
CARDINAL HEALTH INC OHIO		2010-03-02	2012-06-26
CARDINAL HEALTH INC OHIO		2010-03-01	2012-06-26
CARDINAL HEALTH INC OHIO		2010-03-01	2012-06-26
CARDINAL HEALTH INC OHIO		2010-03-01	2012-06-12
CAPITAL ONE FINL		2010-04-05	2012-09-12
CAPITAL ONE FINL		2010-04-05	2012-01-31
CAPITAL ONE FINL		2010-03-30	2012-01-31
CAPITAL ONE FINL		2010-03-30	2012-01-30
CAPITAL ONE FINL		2010-03-29	2012-01-30
CA INC		2007-09-19	2012-09-12
CVS CAREMARK CORP		2012-07-09	2012-09-12
CF INDS HLDGS INC		2012-02-06	2012-09-12
APPLE INC		2010-05-03	2012-09-12
APACHE CORP		2012-03-06	2012-08-28
APACHE CORP		2012-03-05	2012-08-28
AMGEN INC COM PV 0 0001		2008-11-04	2012-08-27
AMGEN INC COM PV 0 0001		2008-11-03	2012-08-17
AMGEN INC COM PV 0 0001		2008-11-03	2012-08-16
AMGEN INC COM PV 0 0001		2008-11-03	2012-08-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AMGEN INC COM PV 0 0001		2008-11-03	2012-08-14
AMGEN INC COM PV 0 0001		2008-11-03	2012-08-13
AMGEN INC COM PV 0 0001		2008-11-03	2012-06-12
AMERIPRISE FINL INC		2011-01-11	2012-09-12
ALTERA CORP COM		2010-11-08	2012-01-04
ALTERA CORP COM		2010-11-08	2012-01-03
AETNA INC NEW		2007-07-30	2012-08-30
AETNA INC NEW		2007-07-30	2012-08-29
AETNA INC NEW		2007-07-30	2012-08-28
ATT INC		2008-11-18	2012-09-24
ATT INC		2008-11-17	2012-09-24
AETNA INC NEW		2004-11-29	2012-08-28
AETNA INC NEW		2004-11-29	2012-08-27
AETNA INC NEW		2004-11-29	2012-06-11
ACTIVISION BLIZZARD INC		2011-08-16	2012-02-14
ACTIVISION BLIZZARD INC		2011-08-16	2012-02-13
ACTIVISION BLIZZARD INC		2011-08-15	2012-02-13
LYONDELLBASELL INDUSTRIE		2011-08-09	2012-09-12
LYONDELLBASELL INDUSTRIE		2011-08-09	2012-03-06
LYONDELLBASELL INDUSTRIE		2011-08-09	2012-03-05
LYONDELLBASELL INDUSTRIE		2011-08-08	2012-03-05
UNUM GROUP		2008-11-03	2012-06-28
UNUM GROUP		2008-10-21	2012-06-28
UNUM GROUP		2008-10-21	2012-06-27
UNUM GROUP		2008-10-20	2012-06-27
UNUM GROUP		2008-10-20	2012-06-26
UNUM GROUP		2008-10-14	2012-06-26
UNUM GROUP		2008-10-20	2012-06-26
UNITEDHEALTH GROUP INC		2010-12-13	2012-09-12
UNITEDHEALTH GROUP INC		2010-12-13	2012-06-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
TRAVELERS COS INC		2007-01-22	2012-09-12
TRAVELERS COS INC		2007-01-11	2011-11-15
TRAVELERS COS INC		2006-04-11	2011-11-15
TRAVELERS COS INC		2005-09-28	2011-11-15
TRAVELERS COS INC		2007-01-22	2011-11-15
TRAVELERS COS INC		2007-01-11	2011-11-15
3M COMPANY		2012-06-25	2012-09-12
TEXAS INSTRUMENTS		2011-02-28	2011-11-15
TEXAS INSTRUMENTS		2009-10-06	2011-11-15
TEXAS INSTRUMENTS		2009-10-06	2011-11-15
TEXAS INSTRUMENTS		2009-10-05	2011-11-15
TEXAS INSTRUMENTS		2009-10-05	2011-10-11
TEXAS INSTRUMENTS		2009-10-05	2011-10-10
ROSS STORES INC COM		2009-05-04	2012-09-12
ROSS STORES INC COM		2008-10-21	2012-09-12
RAYTHEON CO DELAWARE NEW		2006-05-03	2012-09-12
PRUDENTIAL FINANCIAL INC		2010-05-24	2012-09-12
PHILLIPS 66 SHS		2010-02-18	2012-05-24
PHILLIPS 66 SHS		2010-02-18	2012-05-08
PHILLIPS 66 SHS		2010-02-17	2012-05-08
PHILLIPS 66 SHS		2010-02-16	2012-05-08
PHILLIPS 66 SHS		2008-06-09	2012-05-08
PHILLIPS 66 SHS		2008-06-09	2012-05-07
PHILLIPS 66 SHS		2008-06-05	2012-05-07
PHILLIPS 66 SHS		2008-06-04	2012-05-07
PHILLIPS 66 SHS		2008-06-03	2012-05-07
OCCIDENTAL PETE CORP CAL		2008-07-08	2011-10-17
OCCIDENTAL PETE CORP CAL		2008-02-12	2011-10-17
OCCIDENTAL PETE CORP CAL		2007-07-06	2011-10-17
OCCIDENTAL PETE CORP CAL		2005-10-17	2011-10-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NORTHROP GRUMMAN CORP		2009-08-05	2012-09-24
NORTHROP GRUMMAN CORP		2009-08-05	2012-09-21
NORTHROP GRUMMAN CORP		2009-08-04	2012-09-21
NORTHROP GRUMMAN CORP		2009-08-04	2012-09-20
NORTHROP GRUMMAN CORP		2009-08-04	2012-09-19
NORTHROP GRUMMAN CORP		2009-08-04	2012-09-18
NORTHROP GRUMMAN CORP		2009-08-04	2012-09-17
MURPHY OIL CORP		2011-03-15	2012-06-13
MURPHY OIL CORP		2011-03-15	2012-06-12
MURPHY OIL CORP		2011-03-15	2012-06-11
MURPHY OIL CORP		2011-03-14	2012-06-11
MURPHY OIL CORP		2011-03-14	2012-06-08
MURPHY OIL CORP		2011-03-14	2012-06-07
MOTOROLA SOLUTIONS INC		2011-02-01	2012-06-15
MOTOROLA SOLUTIONS INC		2011-02-01	2012-06-14
MOTOROLA SOLUTIONS INC		2011-01-31	2012-06-14
MOTOROLA SOLUTIONS INC		2011-01-31	2012-06-13
MOTOROLA SOLUTIONS INC		2010-10-25	2012-06-13
MOTOROLA SOLUTIONS INC		2010-10-25	2012-03-14
MOTOROLA SOLUTIONS INC		2010-10-25	2012-03-13
MOTOROLA SOLUTIONS INC		2010-09-14	2012-03-13
CONOCOPHILLIPS		2010-02-17	2012-07-10
CONOCOPHILLIPS		2010-02-16	2012-07-10
CONOCOPHILLIPS		2008-06-09	2012-07-09
CONOCOPHILLIPS		2008-06-05	2012-07-09
CONOCOPHILLIPS		2008-06-04	2012-07-09
CONOCOPHILLIPS		2008-06-03	2012-07-09
CONAGRA FOODS INC		2009-06-24	2012-06-18
CONAGRA FOODS INC		2009-06-24	2012-06-15
CONAGRA FOODS INC		2009-06-23	2012-06-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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CONAGRA FOODS INC		2009-06-23	2012-06-14
CONAGRA FOODS INC		2009-06-23	2012-06-13
CITIGROUP INC COM NEW		2012-06-12	2012-09-12
CHUBB CORP		2008-02-27	2012-09-12
CHEVRON CORP		2002-04-30	2012-09-12
CARDINAL HEALTH INC OHIO		2010-04-07	2012-07-17
CARDINAL HEALTH INC OHIO		2010-04-06	2012-07-17
CARDINAL HEALTH INC OHIO		2010-04-06	2012-07-16
NABORS INDUSTRIES LTD		2009-11-25	2012-08-29
NABORS INDUSTRIES LTD		2009-11-24	2012-08-29
NABORS INDUSTRIES LTD		2009-11-24	2012-08-28
NABORS INDUSTRIES LTD		2009-11-23	2012-08-28
WESTERN UN CO		2011-06-13	2012-09-12
WELLPOINT INC		2008-10-27	2012-06-29
WELLPOINT INC		2008-10-27	2012-06-28
WELLPOINT INC		2008-10-27	2012-06-27
WELLPOINT INC		2008-02-12	2012-06-27
TARGET CORP COM		2010-04-06	2012-09-25
TARGET CORP COM		2010-04-06	2012-09-24
WELLPOINT INC		2003-10-27	2012-06-26
WELLPOINT INC		2008-02-12	2012-06-26
WELLPOINT INC		2007-07-06	2012-06-26
WELLPOINT INC		2003-10-27	2012-06-26
WELLPOINT INC		2003-10-27	2012-06-12
WELLPOINT INC		2003-10-27	2012-06-11
VERIZON COMMUNICATNS COM		2009-07-28	2012-09-12
VERIZON COMMUNICATNS COM		2009-07-28	2012-06-29
VERIZON COMMUNICATNS COM		2009-04-06	2012-06-29
VERIZON COMMUNICATNS COM		2009-04-06	2012-06-28
VERIZON COMMUNICATNS COM		2009-04-06	2012-06-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
VERIZON COMMUNICATNS COM		2009-04-06	2012-06-26
VERIZON COMMUNICATNS COM		2009-04-06	2012-06-26
VALERO ENERGY CORP NEW		2011-11-14	2012-09-12
VALERO ENERGY CORP NEW		2011-11-14	2012-06-11
UNUM GROUP		2008-11-04	2012-06-29
UNUM GROUP		2008-11-03	2012-06-29
TARGET CORP COM		2010-04-07	2012-09-25
TARGET CORP COM		2010-04-05	2012-09-24
TARGET CORP COM		2010-03-03	2012-09-24
SYMANTEC CORP COM		2010-09-27	2012-09-12
SPRINT NEXTEL CORP		2011-07-11	2012-06-29
SPRINT NEXTEL CORP		2011-07-11	2012-06-28
SPRINT NEXTEL CORP		2011-07-11	2012-06-27
SPRINT NEXTEL CORP		2011-07-11	2012-06-26
SPRINT NEXTEL CORP		2011-07-11	2012-06-26
SARA LEE CORP COM		2010-06-23	2012-03-14
SARA LEE CORP COM		2010-06-22	2012-03-13
SARA LEE CORP COM		2010-06-22	2012-03-12
SARA LEE CORP COM		2010-06-21	2012-03-12
SAFEWAY INC NEW		2007-07-06	2012-07-11
SAFEWAY INC NEW		2007-01-11	2012-07-11
SAFEWAY INC NEW		2006-04-11	2012-07-11
SAFEWAY INC NEW		2006-04-11	2012-07-10
SAFEWAY INC NEW		2006-01-11	2012-07-10
SAFEWAY INC NEW		2006-01-11	2012-07-09
SAFEWAY INC NEW		2006-01-10	2012-07-09
LOCKHEED MARTIN CORP		2008-08-18	2012-09-18
LIMITED BRANDS INC		2010-06-02	2012-06-28
LIMITED BRANDS INC		2010-06-02	2012-06-27
LOCKHEED MARTIN CORP		2007-01-11	2012-09-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
LOCKHEED MARTIN CORP		2007-01-11	2012-09-17
LOCKHEED MARTIN CORP		2005-11-25	2012-09-17
LIMITED BRANDS INC		2010-06-02	2012-09-12
LIMITED BRANDS INC		2010-06-02	2012-06-29
LIMITED BRANDS INC		2010-06-01	2012-06-26
LIMITED BRANDS INC		2010-06-02	2012-06-26
LIMITED BRANDS INC		2010-06-01	2012-06-26
LIMITED BRANDS INC		2010-06-01	2011-10-03
L-3 COMMNCTNS HLDGS		2007-10-10	2012-08-17
L-3 COMMNCTNS HLDGS		2007-10-09	2012-08-17
L-3 COMMNCTNS HLDGS		2007-10-09	2012-08-16
L-3 COMMNCTNS HLDGS		2007-10-09	2012-08-15
L-3 COMMNCTNS HLDGS		2007-10-08	2012-08-15
L-3 COMMNCTNS HLDGS		2007-10-08	2012-08-14
L-3 COMMNCTNS HLDGS		2007-08-22	2012-08-14
L-3 COMMNCTNS HLDGS		2007-08-22	2012-08-13
KROGER CO		2011-03-28	2012-07-17
KROGER CO		2011-03-28	2012-07-16
KROGER CO		2011-03-28	2012-07-13
KROGER CO		2011-02-28	2012-07-13
KROGER CO		2011-02-28	2012-07-12
KROGER CO		2011-02-28	2012-07-11
KROGER CO		2008-02-12	2012-07-11
KROGER CO		2006-12-14	2012-07-11
KROGER CO		2006-12-14	2012-07-10
MOTOROLA SOLUTIONS INC		2010-09-13	2012-03-13
MOTOROLA SOLUTIONS INC		2010-09-13	2012-03-12
MOTOROLA SOLUTIONS INC		2010-09-13	2011-10-11
MOTOROLA SOLUTIONS INC		2010-09-13	2011-10-10
MICROSOFT CORP		2003-07-02	2012-09-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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MERCK AND CO INC SHS		2012-06-25	2012-09-12
MCKESSON CORPORATION COM		2006-01-04	2012-09-12
MARATHON OIL CORP		2009-07-06	2012-09-12
LORILLARD INC		2011-10-11	2012-09-25
LORILLARD INC		2011-10-10	2012-09-24
LOCKHEED MARTIN CORP		2011-04-06	2012-09-25
LOCKHEED MARTIN CORP		2011-04-05	2012-09-25
LOCKHEED MARTIN CORP		2011-04-04	2012-09-25
LOCKHEED MARTIN CORP		2011-04-04	2012-09-24
LOCKHEED MARTIN CORP		2008-08-20	2012-09-24
LOCKHEED MARTIN CORP		2008-08-19	2012-09-24
LOCKHEED MARTIN CORP		2008-08-19	2012-09-18
KROGER CO		2006-12-13	2012-07-10
KROGER CO		2006-12-13	2012-07-09
JOHNSON AND JOHNSON COM		2008-02-12	2012-09-24
JOHNSON AND JOHNSON COM		2007-07-06	2012-09-24
JOHNSON AND JOHNSON COM		2007-01-11	2012-09-24
JOHNSON AND JOHNSON COM		2004-09-08	2012-09-24
JOHNSON AND JOHNSON COM		2004-09-08	2012-09-12
JOHNSON AND JOHNSON COM		2004-09-08	2012-02-06
JOHNSON AND JOHNSON COM		2000-11-15	2012-02-06
JPMORGAN CHASE CO		2012-06-07	2012-09-12
INTL PAPER CO		2011-10-03	2012-06-29
INTL PAPER CO		2011-10-03	2012-06-28
INTL PAPER CO		2010-05-25	2012-06-28
INTL PAPER CO		2010-05-25	2012-06-27
INTL PAPER CO		2010-05-24	2012-06-27
INTL PAPER CO		2010-03-03	2012-06-27
INTL PAPER CO		2010-03-01	2012-06-26
INTL PAPER CO		2008-07-08	2012-06-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
INTL PAPER CO		2007-09-07	2012-06-26
INTL PAPER CO		2010-03-03	2012-06-26
INTL PAPER CO		2010-03-02	2012-06-26
INTL PAPER CO		2010-03-01	2012-06-26
HERSHEY COMPANY		2010-10-14	2012-09-13
HERSHEY COMPANY		2010-10-14	2012-09-12
HERSHEY COMPANY		2010-10-13	2012-09-12
HERSHEY COMPANY		2010-10-13	2012-09-11
ENGILITY HOLDINGS INC		2007-10-08	2012-07-24
ENGILITY HOLDINGS INC		2007-08-22	2012-07-24
ENGILITY HOLDINGS INC		2007-08-22	2012-07-24
DR PEPPER SNAPPLE GROUP		2010-07-14	2012-09-12
DR PEPPER SNAPPLE GROUP		2010-07-14	2012-04-25
DR PEPPER SNAPPLE GROUP		2010-07-14	2012-04-24
DR PEPPER SNAPPLE GROUP		2010-07-13	2012-04-24
DR PEPPER SNAPPLE GROUP		2010-07-13	2012-04-23
DR PEPPER SNAPPLE GROUP		2010-07-12	2012-04-23
DISH NETWORK CORPATION		2011-07-19	2012-09-20
DISH NETWORK CORPATION		2011-07-19	2012-09-19
DISH NETWORK CORPATION		2011-07-19	2012-09-18
DISH NETWORK CORPATION		2011-07-19	2012-09-17
DISH NETWORK CORPATION		2011-07-18	2012-09-17
DISH NETWORK CORPATION		2011-07-18	2012-09-12
DISCOVER FINL SVCS		2011-05-16	2012-09-12
DISCOVER FINL SVCS		2011-05-16	2012-03-26
DELL INC		2011-03-01	2012-07-26
DELL INC		2011-02-28	2012-07-26
DELL INC		2011-02-28	2012-07-25
DELL INC		2011-02-28	2012-07-24
DELL INC		2011-02-28	2012-07-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CONOCOPHILLIPS		2010-02-18	2012-07-11
CONOCOPHILLIPS		2010-02-18	2012-07-10
HERSHEY COMPANY		2010-10-13	2012-09-10
HERSHEY COMPANY		2010-10-12	2012-09-10
HERSHEY COMPANY		2010-10-12	2011-11-28
HERSHEY COMPANY		2010-10-11	2011-11-28
GOOGLE INC CL A		2012-06-25	2012-09-12
GAP INC DELAWARE		2009-10-26	2012-09-12
EXXON MOBIL CORP COM		2006-10-16	2012-09-12
EXPRESS SCRIPTS HLDG CO		2012-07-09	2012-09-12
ENGILITY HOLDINGS INC		2012-08-01	2012-08-01
ENGILITY HOLDINGS INC		2007-10-10	2012-07-25
ENGILITY HOLDINGS INC		2007-10-09	2012-07-25
ENGILITY HOLDINGS INC		2007-10-09	2012-07-24
ENGILITY HOLDINGS INC		2007-10-09	2012-07-24
CVS CORP		2012-07-09	2012-09-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
169		146	23
378		329	49
294		248	46
636		532	104
641		532	109
637		548	89
550		461	89
85		71	14
1,001		855	146
938		820	118
891		784	107
204		178	26
776		665	111
939		805	134
543		455	88
522		385	137
45		43	2
1,864		1,737	127
626		593	33
1,475		1,406	69
245		231	14
186		189	-3
216		187	29
1,327		532	795
1,388		1,665	-277
2,603		3,187	-584
1,269		909	360
998		736	262
914		675	239
1,004		736	268

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
997		736	261
985		736	249
958		859	99
340		364	-24
1,043		948	95
2,577		2,302	275
350		441	-91
1,366		1,715	-349
1,200		1,519	-319
1,953		1,351	602
2,566		1,814	752
155		118	37
1,404		1,065	339
472		325	147
1,061		945	116
391		352	39
1,577		1,422	155
393		246	147
1,467		1,136	331
42		31	11
3,055		2,175	880
542		485	57
691		667	24
866		830	36
358		333	25
797		754	43
426		457	-31
1,311		1,228	83
478		335	143
1,925		1,302	623

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
270		207	63
58		52	6
1,154		826	328
115		88	27
632		570	62
230		207	23
182		172	10
2,127		2,422	-295
63		46	17
3,257		2,409	848
345		251	94
326		251	75
1,936		1,484	452
67		19	48
134		30	104
231		185	46
228		223	5
16		11	5
266		202	64
591		454	137
561		434	127
266		391	-125
268		391	-123
298		422	-124
328		457	-129
89		127	-38
417		400	17
1,250		1,048	202
417		300	117
5,251		2,366	2,885

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
398		253	145
1,005		633	372
67		42	25
1,000		633	367
1,002		633	369
1,000		633	367
1,062		675	387
402		621	-219
676		1,035	-359
91		138	-47
589		910	-321
684		1,050	-366
371		560	-189
1,591		1,292	299
473		392	81
2,032		1,662	370
190		155	35
806		551	255
404		259	145
757		486	271
707		472	235
2,151		1,528	623
2,044		1,459	585
1,899		2,560	-661
1,085		1,419	-334
1,248		1,607	-359
326		429	-103
822		663	159
771		622	149
647		517	130

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,416		1,133	283
1,418		1,133	285
428		357	71
454		327	127
229		87	142
383		323	60
468		398	70
465		398	67
472		678	-206
280		392	-112
1,667		2,290	-623
841		1,162	-321
203		219	-16
1,426		882	544
1,385		842	543
909		521	388
559		609	-50
844		701	143
1,303		1,078	225
1,457		743	714
139		152	-13
348		413	-65
1,044		531	513
763		389	374
484		248	236
402		264	138
89		59	30
711		492	219
698		492	206
701		492	209

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
740		523	217
745		523	222
165		122	43
916		1,028	-112
325		310	15
1,014		886	128
909		760	149
3,127		2,583	544
1,238		984	254
248		202	46
664		1,140	-476
610		1,067	-457
588		1,051	-463
596		1,067	-471
628		1,117	-489
513		358	155
3,380		2,361	1,019
1,255		887	368
1,425		997	428
179		347	-168
179		339	-160
572		794	-222
141		198	-57
878		1,221	-343
802		1,123	-321
209		295	-86
1,373		1,724	-351
941		589	352
940		589	351
275		285	-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
185		190	-5
1,571		1,033	538
243		128	115
1,016		614	402
944		586	358
287		179	108
737		458	279
1,901		1,273	628
1,036		1,540	-504
138		206	-68
1,174		1,747	-573
1,101		1,645	-544
69		102	-33
277		408	-131
902		1,226	-324
1,178		1,603	-425
1,293		1,412	-119
1,253		1,365	-112
686		742	-56
598		621	-23
1,251		1,312	-61
456		460	-4
456		520	-64
388		412	-24
521		558	-37
858		567	291
1,913		1,268	645
267		200	67
1,554		1,168	386
495		430	65

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
222		200	22
174		107	67
322		186	136
713		708	5
3,821		3,795	26
1,098		978	120
1,738		1,546	192
457		405	52
1,906		1,701	205
363		455	-92
1,271		1,615	-344
183		231	-48
770		816	-46
1,308		1,392	-84
690		628	62
345		311	34
345		334	11
3,381		2,858	523
204		175	29
3,786		3,384	402
2,807		2,049	758
399		333	66
2,017		1,620	397
637		532	105
1,190		928	262
648		496	152
985		779	206
197		178	19
424		361	63
424		336	88

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,018		1,263	-245
421		381	40
981		873	108
561		481	80
1,291		917	374
425		306	119
992		710	282
1,427		1,014	413
15		23	-8
30		47	-17
30		47	-17
179		158	21
510		513	-3
81		79	2
1,251		1,219	32
200		197	3
839		812	27
373		376	-3
565		564	1
1,189		1,160	29
32		31	1
1,289		1,228	61
296		276	20
192		126	66
2,429		1,809	620
390		515	-125
1,157		1,544	-387
1,349		1,843	-494
1,360		1,843	-483
2,924		3,939	-1,015

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
759		529	230
269		189	80
1,011		710	301
505		348	157
1,003		895	108
947		837	110
692		561	131
391		249	142
448		348	100
435		382	53
46		78	-32
15		27	-12
44		76	-32
30		51	-21
4			4

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			23
			49
			46
			104
			109
			89
			89
			14
			146
			118
			107
			26
			111
			134
			88
			137
			2
			127
			33
			69
			14
			-3
			29
			795
			-277
			-584
			360
			262
			239
			268

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			261
			249
			99
			-24
			95
			275
			-91
			-349
			-319
			602
			752
			37
			339
			147
			116
			39
			155
			147
			331
			11
			880
			57
			24
			36
			25
			43
			-31
			83
			143
			623

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			63
			6
			328
			27
			62
			23
			10
			-295
			17
			848
			94
			75
			452
			48
			104
			46
			5
			5
			64
			137
			127
			-125
			-123
			-124
			-129
			-38
			17
			202
			117
			2,885

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			145
			372
			25
			367
			369
			367
			387
			-219
			-359
			-47
			-321
			-366
			-189
			299
			81
			370
			35
			255
			145
			271
			235
			623
			585
			-661
			-334
			-359
			-103
			159
			149
			130

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			283
			285
			71
			127
			142
			60
			70
			67
			-206
			-112
			-623
			-321
			-16
			544
			543
			388
			-50
			143
			225
			714
			-13
			-65
			513
			374
			236
			138
			30
			219
			206
			209

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			217
			222
			43
			-112
			15
			128
			149
			544
			254
			46
			-476
			-457
			-463
			-471
			-489
			155
			1,019
			368
			428
			-168
			-160
			-222
			-57
			-343
			-321
			-86
			-351
			352
			351
			-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-5
			538
			115
			402
			358
			108
			279
			628
			-504
			-68
			-573
			-544
			-33
			-131
			-324
			-425
			-119
			-112
			-56
			-23
			-61
			-4
			-64
			-24
			-37
			291
			645
			67
			386
			65

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			22
			67
			136
			5
			26
			120
			192
			52
			205
			-92
			-344
			-48
			-46
			-84
			62
			34
			11
			523
			29
			402
			758
			66
			397
			105
			262
			152
			206
			19
			63
			88

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-245
			40
			108
			80
			374
			119
			282
			413
			-8
			-17
			-17
			21
			-3
			2
			32
			3
			27
			-3
			1
			29
			1
			61
			20
			66
			620
			-125
			-387
			-494
			-483
			-1,015

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			230
			80
			301
			157
			108
			110
			131
			142
			100
			53
			-32
			-12
			-32
			-21
			4

TY 2011 Accounting Fees Schedule

Name: ANN & ROBERT BENSON FOUNDATION INC

EIN: 22-3696348

Software ID: 11000218

Software Version: 2012.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP FEES	1,500			1,500

TY 2011 General Explanation Attachment

Name: ANN & ROBERT BENSON FOUNDATION INC

EIN: 22-3696348

Software ID: 11000218

Software Version: 2012.0.0

TY 2011 Investments Corporate Stock Schedule

Name: ANN & ROBERT BENSON FOUNDATION INC

EIN: 22-3696348

Software ID: 11000218

Software Version: 2012.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
	420,924	492,504

TY 2011 Other Increases Schedule

Name: ANN & ROBERT BENSON FOUNDATION INC

EIN: 22-3696348

Software ID: 11000218

Software Version: 2012.0.0

Description	Amount
COST BASIS ADJUSTMENT	102

TY 2011 Other Professional Fees Schedule

Name: ANN & ROBERT BENSON FOUNDATION INC

EIN: 22-3696348

Software ID: 11000218

Software Version: 2012.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAL FEES	3,760	2,256		1,504

TY 2011 Taxes Schedule

Name: ANN & ROBERT BENSON FOUNDATION INC

EIN: 22-3696348

Software ID: 11000218

Software Version: 2012.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PY FED EXCISE TAX	543	0	0	0
ESTIMATED EXCISE TAX PAID	671	0	0	0
FOREIGN TAX WITHHELD	175	175	0	0