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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 12/1/2011, and ending 11/30/2012

Name of foundation JAMES T. LEE FOUNDATION INC.		A Employer identification number 13-1878496
Number and street (or P O box number if mail is not delivered to street address) FDR STATION, P.O. BOX 606		B Telephone number (see instructions) (212) 879-0793
City or town, state, and ZIP code NEW YORK NY 10150		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,965,422		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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 type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	86,548	86,548		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	238,717			
	b Gross sales price for all assets on line 6a	2,129,176			
	7 Capital gain net income (from Part IV, line 2)		238,717		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	325,265	325,265	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	13,650	6,825	0	6,825
	c Other professional fees (attach schedule)	6,523	6,523	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,848	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	26,168	18,084	0	8,084
	24 Total operating and administrative expenses. Add lines 13 through 23	49,189	31,432	0	14,909
	25 Contributions, gifts, grants paid	375,000			375,000
26 Total expenses and disbursements. Add lines 24 and 25	424,189	31,432	0	389,909	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-98,924				
b Net investment income (if negative, enter -0-)		293,833			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

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	102,596	68,971	68,971
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 0			
		Less: allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less: allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) 0	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less: allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule) 0	0	0	0
	b	Investments—corporate stock (attach schedule) 2,806,537	2,739,988	2,896,451	
	c	Investments—corporate bonds (attach schedule) 0	0	0	0
Liabilities	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) 0	0	0	0
	14	Land, buildings, and equipment, basis ▶ 0			
		Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) 2,909,133	2,808,959	2,965,422	
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons 0	0		
	21	Mortgages and other notes payable (attach schedule) 0	0		
	22	Other liabilities (describe ▶ See Attached Statement) 9,850	8,600		
	23	Total liabilities (add lines 17 through 22) 9,850	8,600		
		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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds 0	0		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds 2,899,283	2,800,359		
	30	Total net assets or fund balances (see instructions) 2,899,283	2,800,359		
	31	Total liabilities and net assets/fund balances (see instructions) 2,909,133	2,808,959		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,899,283
2	Enter amount from Part I, line 27a	2	-98,924
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,800,359
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,800,359

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 STATEMENT A	P	VARIOUS	VARIOUS
b SECURITIES LITIGATION SETTLEMENT	P	VARIOUS	VARIOUS
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 2,129,076	0	1,890,459	238,617
b 100	0	0	100
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a 0	0	0	238,617
b 0	0	0	100
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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	238,717
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	414,982	3,539,233	0.117252
2009	431,887	3,610,221	0.119629
2008	412,798	3,515,393	0.117426
2007	388,925	4,678,065	0.083138
2006	513,275	5,416,764	0.094757

2 Total of line 1, column (d)	2	0.532202
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	0.106440
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,183,519
5 Multiply line 4 by line 3	5	338,854
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,938
7 Add lines 5 and 6	7	341,792
8 Enter qualifying distributions from Part XII, line 4 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.	8	389,909

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,938
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	2,938
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	2,938
6 Credits/Payments.			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,800	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,800	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,138	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/> 0	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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. <input type="checkbox"/> \$ 0 (2) On foundation managers. <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a 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?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ▶ N/A				
14	The books are in care of ▶ WILLIAM TSAVALOS Telephone no. ▶ (718) 463-8936			
	Located at ▶ 42-66 PHLOX PLACE FLUSHING NY ZIP+4 ▶ 11355			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	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 ▶			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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 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 instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

(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 ☒ No **5b** N/A

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? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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 Attached Statement	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

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 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	0
Total. Add lines 1 through 3	0

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	3,128,217
b	Average of monthly cash balances	1b	103,782
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,231,999
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	3,231,999
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	48,480
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,183,519
6	Minimum investment return. Enter 5% of line 5	6	159,176

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	159,176
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,938
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	2,938
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	156,238
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	156,238
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	156,238

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	389,909
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	389,909
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	2,938
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	386,971

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				156,238
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			0	
b Total for prior years. 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	258,718			
b From 2007	156,615			
c From 2008	238,392			
d From 2009	252,258			
e From 2010	241,562			
f Total of lines 3a through e	1,147,545			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 389,909				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				156,238
e Remaining amount distributed out of corpus	233,671			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,381,216			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	258,718			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,122,498			
10 Analysis of line 9				
a Excess from 2007	156,615			
b Excess from 2008	238,392			
c Excess from 2009	252,258			
d Excess from 2010	241,562			
e Excess from 2011	233,671			

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 <i>Paid during the year</i>				
ALL HALLOWS HIGH SCHOOL 111 E 164TH ST BRONX NY 10452	NONE	EXEMPT	EDUCATION	6,000
ASSOCIATION FOR THE HELP OF RETARDED CHILDREN 200 PARK AVE SOUTH NEW YORK NY 10003	NONE	EXEMPT	CHARITABLE	5,000
BEACON COLLEGE 105 E MAIN ST LEESBURG FL 34748	NONE	EXEMPT	EDUCATION	20,000
BERGEN COUNTY YMCA 2 UNIVERSITY PLAZA HACKENSACK NJ 07601	NONE	EXEMPT	CHARITABLE	15,000
BIG APPLE CIRCUS 35 W 35TH ST NEW YORK NY 10001	NONE	EXEMPT	CHARITABLE	15,000
BOROUGH OF MANHATTAN COMMUNITY COLLEGE 199 CHAMBERS ST NEW YORK NY 10007	NONE	EXEMPT	EDUCATION	15,000
BOYS SCOUTS OF AMERICA-NEW YORK 350 FIFTH AVE 5TH FL NEW YORK NY 10118	NONE	EXEMPT	CHARITABLE	12,500
CARDINAL SPELLMAN HIGH SCHOOL ONE CARDINAL SPELLMAN PL BRONX NY 10466	NONE	EXEMPT	EDUCATION	1,000
COTTAGE IN DARIEN 5 HALE LANE DARIEN CT 06820	NONE	EXEMPT	CHARITABLE	20,000
FUTURES & OPTIONS 120 BROADWAY NEW YORK NY 10271	NONE	EXEMPT	CHARITABLE	5,000
GIFT OF LIFE BONE MARROW FOUNDATION 800 YAMATO RD STE 101 BOCA RATON FL 33431	NONE	EXEMPT	CHARITABLE	15,000
Total See Attached Statement			3a	375,000
b <i>Approved for future payment</i>				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue						
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
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	86,548	
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	238,717	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a _____			0		0	0
b	_____		0		0	0
c	_____		0		0	0
d	_____		0		0	0
e	_____		0		0	0
12 Subtotal. Add columns (b), (d), and (e)			0		325,265	0
13 Total. Add line 12, columns (b), (d), and (e)					13	325,265

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

[illegible]

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

GRAHAM WINDHAM

Street

33 IRVING PLACE

City

NEW YORK

State

NY

Zip Code

10003

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

10,000

Name

GUIDING EYES FOR THE BLIND

Street

611 GRANITE SPRINGS ROAD

City

YORKTOWN HEIGHTS

State

NY

Zip Code

10598

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

20,000

Name

HARTLEY HOUSE

Street

413 W 46TH ST

City

NEW YORK

State

NY

Zip Code

10036

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

2,500

Name

HOMEFRONT INC

Street

88 HAMILTON AVE

City

STAMFORD

State

CT

Zip Code

06902

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

5,000

Name

HOSPITAL FOR JOINT DISEASES(FACES) NYU

Street

550 FIRST AVE

City

NEW YORK

State

NY

Zip Code

10016

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

20,000

Name

IONA COLLEGE

Street

715 NORTH AVE

City

NEW ROCHELLE

State

NY

Zip Code

10801

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

EDUCATION

Amount

4,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

IONA PREPARATORY

Street

WILMONT ROAD

City

NEW ROCHELLE

State

NY

Zip Code

10804

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

EDUCATION

Amount

4,000

Name

KIDS OF NYU FOUNDATION INC (NEW YORK UNIVERSITY PEDIATRIC)

Street

ONE PARK AVE

City

NEW YORK

State

NY

Zip Code

10016

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

5,000

Name

MIAMI PROJECT TO CURE PARALYSIS

Street

1600 NW 10TH AVE R-48

City

MIAMI

State

FL

Zip Code

33136

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

10,000

Name

NATIONAL COUNCIL ON ALCOHOLISM AND DRUG DEPENDENCE

Street

244 E 58TH ST

City

NEW YORK

State

NY

Zip Code

10022

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

20,000

Name

NATIONAL JEWISH HOSPITAL

Street

271 MADISON AVE

City

NEW YORK

State

NY

Zip Code

10016

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

15,000

Name

NEW YORK CITY ALZHEIMER'S ASSOCIATION

Street

420 LEXINGTON AVE

City

NEW YORK

State

NY

Zip Code

10170

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

NEW YORK HOSPITAL DEPARTMENT OF CARDIO SURGERY

Street

525 E 68TH ST BOX 110

City

NEW YORK

State

NY

Zip Code

10065

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

5,000

Name

RONALD MCDONALD HOUSE OF NEW YORK

Street

405 E 73 ST

City

NEW YORK

State

NY

Zip Code

10021

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

17,500

Name

ST PHILIPS ACADEMY

Street

342 CENTRAL AVE

City

NEWARK

State

NJ

Zip Code

07103

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

EDUCATION

Amount

15,000

Name

ST LUKE'S EPISCOPAL CHURCH

Street

18 JAMES LANE

City

EAST HAMPTON

State

NY

Zip Code

11937

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

5,000

Name

TENEMENT MUSEUM

Street

91 ORCHARD ST

City

NEW YORK

State

NY

Zip Code

10002

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

10,000

Name

THE SCHOOL OF AMERICAN BALLET

Street

165 W 65TH ST

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

12,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

THE SOCIETY OF MEMORIAL SLOAN-KETTERING CANCER CENTER

Street

1233 YORK AVE

City

NEW YORK

State

NY

Zip Code

10065

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

10,000

Name

THE SPENCE SCHOOL

Street

22 E 91TH ST

City

NEW YORK

State

NY

Zip Code

10128

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

EDUCATION

Amount

20,000

Name

THEATREWORKS USA

Street

151 W 26TH ST 7TH FL

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

7,500

Name

USMMA ALUMNI FOUNDATION (THE US MERCHANT MARINE ACADEMY)

Street

BABSON CENTER

City

KINGS POINT

State

NY

Zip Code

11024

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

17,500

Name

WESTCHESTER JEWISH COMMUNITY SERVICES

Street

845 N BROADWAY STE 2

City

WHITE PLAINS

State

NY

Zip Code

10603

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals					
									Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Net Gain or Loss
1	X	STATEMENT A				VARIOUS	P		2,129,076	1,890,459			238,617	
2		LITIGATION SETTLEMENT				VARIOUS	P		100	0			100	
3													0	
4													0	
5													0	
6													0	
7													0	
8													0	
9													0	
10													0	
									238,617					
									100					
									0					
									100					
									238,617					

Line 16b (990-PF) - Accounting Fees

		13,650	6,825	0	6,825
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEE	13,650	6,825		6,825
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

		6,523	6,523	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	INVESTMENT ADVISORY FEE	6,523	6,523		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		2,848	0	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FEDERAL EXCISE TAX	2,848			
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		26,168	18,084	0	8,084
		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	Description				
1	OUTSIDE SERVICES	20,000	15,000		5,000
2	BOARD MEETINGS	3,947	1,973		1,974
3	STORAGE COSTS	1,498	749		749
4	MISCELLANEOUS	723	362		361
5					
6					
7					
8					
9					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		2,806,537	2,739,988	3,029,256	2,896,451
		Book Value	Book Value	FMV	FMV
	Description	Beg. of Year	End of Year	Beg. of Year	End of Year
1	LAZARD CAP ALLOCATOR OPP FUND	747,029	650,616	799,373	729,078
2	LAZARD DIVERSIFIED STRATEGIES FUND	150,000	7,500	192,180	9,924
3	STATEMENT B	1,909,508	2,081,872	2,037,703	2,157,449
4					
5					
6					
7					
8					
9					
10					

Part II, Line 22 (990-PF) - Other Liabilities

	Description	Beginning Balance	Ending Balance
1	ACCRUED EXPENSES	8,500	7,500
2	FEDERAL EXCISE TAX PAYABLE	1,350	1,100
3			
4			
5			
6			
7			
8			
9			
10			

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

0

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	VERNE ATWATER		PO BOX 1176	AMHERST	NH	03031		DIRECTOR		
2	LEELEE BROWN		120 E 90TH ST	NEW YORK	NY	10128		DIRECTOR		
3	PAUL DUFFY		777 LONG RIDGE RD	STAMFORD	CT	06927		DIRECTOR		
4	RAYMOND O'KEEFE		903 PARK AVE	NEW YORK	NY	10075		DIR./PRES.		
5	DELCOUR POTTER		417 HEMPSTEAD AVE	ROCKVILLE CENTRE	NY	11570		DIR./VP		
6	STEPHEN SIEGEL		200 PARK AVE	NEW YORK	NY	10166		DIRECTOR		
7	RICHARD WHEELLESS		103 EISENHOWER PARKWAY	ROSELAND	NJ	07068		IR/SEC/TRE		
8	VINCENT ZICCOLELLA		199 ECONOMOU FARM RD	SO BURLINGTON	VT	05403		DIRECTOR		
9										
10										

Part

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

JAMES T. LEE FOUNDATION, INC.
 REALIZED CAPITAL GAINS (LOSS)
 YEAR END NOVEMBER 30 2012
 FEDERAL TAX ID# 13-1878496

SECURITY NAME	DATE SOLD	DATE PURCHASED	# SHARES	COST	SALES PROCEEDS	CAPITAL GAIN (LOSS)
PNC FINL CORP	4/2/2012	3/15/2012	120	7,576.48	7,745.56	169.08
SCHLUMBERGER LT	4/2/2012	12/28/2011	70	4,713.90	4,899.19	185.29
SCHLUMBERGER LT	4/2/2012	10/26/2010	55	3,806.51	3,849.36	42.85
CONOCOPHILLIPS	4/2/2012	6/5/2009	35	1,582.22	2,688.86	1,106.64
CONOCOPHILLIPS	4/2/2012	8/20/2009	45	1,957.82	3,457.10	1,499.28
CONOCOPHILLIPS	2/6/2012	1/12/2006	20	1,231.34	1,422.97	191.63
CONOCOPHILLIPS	2/6/2012	6/5/2009	70	3,164.43	4,980.40	1,815.97
PFIZER INC	4/2/2012	1/12/2007	265	7,098.34	5,978.45	(1,119.89)
PFIZER INC	4/2/2012	4/29/2009	185	2,513.58	4,173.64	1,660.06
PFIZER INC	4/2/2012	8/4/2009	300	4,827.00	6,768.06	1,941.06
MERCK & CO INC	4/2/2012	3/31/2008	30	1,145.09	1,154.01	8.92
MERCK & CO INC	4/2/2012	4/25/2008	165	6,693.29	6,347.03	(346.26)
MERCK & CO INC	4/2/2012	3/10/2009	125	2,767.50	4,808.36	2,040.86
INTEL CORP	4/2/2012	5/19/2011	130	3,034.00	3,691.96	657.96
INTEL CORP	4/2/2012	8/10/2007	220	5,284.89	6,247.94	963.05
INTEL CORP	1/13/2012	4/16/2004	210	5,597.59	5,296.96	(300.63)
INTEL CORP	1/13/2012	8/10/2007	5	120.11	126.12	6.01
BRISTOL MYERS	4/2/2012	8/3/2011	150	4,201.51	5,073.17	871.66
UNION PAC CORP	4/2/2012	10/17/2011	70	6,262.99	7,674.47	1,411.48
COMCAST A SPL	4/2/2012	2/1/2008	155	2,833.73	4,595.64	1,761.91
COMCAST A SPL	4/2/2012	12/3/2009	300	4,535.88	8,894.80	4,358.92
APPLE INC	4/2/2012	2/3/2010	20	3,960.70	12,331.63	8,370.93
APPLE INC	4/2/2012	2/17/2010	5	1,021.10	3,082.91	2,061.81
APPLE INC	4/2/2012	2/24/2010	10	1,995.59	6,165.82	4,170.23
INTL BUS MACH	4/2/2012	9/8/2006	13	1,040.94	2,718.97	1,678.03
INTL BUS MACH	4/2/2012	5/12/2010	28	3,641.17	5,856.25	2,215.08
INTL BUS MACH	4/2/2012	5/14/2010	10	1,304.00	2,091.52	787.52
INTL BUS MACH	4/2/2012	5/18/2010	15	1,960.97	3,137.27	1,176.30
GILEAD SCIENCES	4/2/2012	3/1/2012	75	3,484.65	3,639.66	155.01
HALLIBURTON CO	4/2/2012	12/28/2011	60	2,001.60	2,006.36	4.76
HALLIBURTON CO	4/2/2012	8/20/2009	25	603.88	835.98	232.10
HALLIBURTON CO	4/2/2012	4/28/2010	40	1,330.73	1,337.57	6.84
AMGEN	4/2/2012	11/12/2008	40	2,242.26	2,723.21	480.95
AMGEN	4/2/2012	3/10/2009	55	2,641.62	3,794.41	1,102.79
AMGEN	4/2/2012	5/27/2010	25	1,279.44	1,702.00	422.56
AMGEN	4/2/2012	6/7/2010	35	1,880.91	2,382.81	501.90
OCCIDENTAL PET	4/2/2012	1/18/2012	45	4,523.57	4,381.85	(141.72)
OCCIDENTAL PET	4/2/2012	2/6/2012	45	4,666.56	4,381.85	(284.71)
DEVON ENERGY CO	4/2/2012	10/6/2011	90	5,187.27	6,523.65	1,336.38
BALL CORP	4/2/2012	6/3/2010	140	3,605.67	6,022.16	2,416.49
MICROSOFT CORP	4/2/2012	10/28/2005	175	4,454.09	5,650.12	1,196.03
BOEING CO	4/2/2012	8/9/2011	65	3,918.57	4,890.32	971.75
BOEING CO	4/2/2012	9/1/2011	55	3,678.65	4,137.97	459.32
AMER EXPRESS CO	4/2/2012	12/28/2011	130	6,120.84	7,539.49	1,418.65
AMER EXPRESS CO	4/2/2012	3/16/2011	100	4,294.36	5,799.61	1,505.25
CAPITAL ONE FIN	4/2/2012	3/16/2012	90	4,936.08	5,070.18	134.10
JOHN & JOHN COM	4/2/2012	10/14/2003	35	1,782.34	2,313.74	531.40
JOHN & JOHN COM	4/2/2012	2/1/2008	85	5,400.60	5,619.09	218.49
COCA COLA CO	4/2/2012	11/8/2010	65	4,060.26	4,808.89	748.63
COCA COLA CO	1/27/2012	3/2/2009	60	2,422.30	4,051.03	1,628.73
COCA COLA CO	1/27/2012	11/8/2010	70	4,372.59	4,726.20	353.61
CVS CAREMARK CO	4/2/2012	9/12/2011	105	3,824.66	4,736.92	912.26
CVS CAREMARK CO	4/2/2012	12/28/2011	105	4,320.73	4,736.92	416.19
WAL-MART STORES	4/2/2012	5/8/2007	155	7,458.94	9,520.59	2,061.65
WAL-MART STORES	4/2/2012	1/24/2008	25	1,229.34	1,535.58	306.24
WAL-MART STORES	4/2/2012	12/8/2009	60	3,289.39	3,685.39	396.00
WAL-MART STORES	4/2/2012	10/14/2010	55	2,932.95	3,378.28	445.33
TXJ COMPANIES	4/2/2012	5/19/2011	130	3,398.85	5,178.78	1,779.93
TXJ COMPANIES	4/2/2012	5/20/2010	10	218.28	398.37	180.09
TXJ COMPANIES	1/12/2012	4/14/2010	40	1,855.63	2,615.04	759.41
TXJ COMPANIES	1/12/2012	5/20/2010	60	2,619.40	3,922.56	1,303.16
CISCO SYS INC	4/2/2012	3/19/2012	220	4,449.83	4,659.52	209.69
CISCO SYS INC	4/2/2012	8/3/2006	120	2,107.27	2,541.55	434.28
CISCO SYS INC	4/2/2012	7/16/2008	385	8,139.17	8,154.15	14.98
MACYS INC	4/2/2012	2/6/2012	190	6,795.38	7,639.82	844.44
EMC CORP	4/2/2012	11/10/2008	225	2,417.36	6,695.26	4,277.90
EMC CORP	4/2/2012	3/11/2010	150	2,804.69	4,463.51	1,658.82
DOVER CORP	4/2/2012	9/30/2009	23	890.45	1,469.89	579.44
DOVER CORP	4/2/2012	10/20/2009	45	1,816.34	2,875.87	1,059.53
NEWMONT MINING	4/2/2012	3/31/2011	80	4,387.06	4,161.20	(225.86)
PARKER HANNIFIN	4/2/2012	2/17/2012	80	7,121.24	6,867.54	(253.70)
GENERAL MILS INC	4/2/2012	8/23/2010	100	3,549.61	3,953.41	403.80
LOWES COS INC	4/2/2012	1/19/2011	170	4,164.37	5,330.38	1,166.01
SYSICO CORP	4/2/2012	5/9/2011	140	4,504.40	4,192.78	(311.62)
UNITED TECHNOLO	4/2/2012	1/13/1998	130	2,301.15	10,758.09	8,456.94
UNITED TECHNOLO	4/2/2012	10/20/2009	10	655.19	827.55	172.36
TEXAS INSTR INC	4/2/2012	1/27/2012	140	4,582.54	4,658.77	76.23
ORACLE CORP	4/2/2012	7/21/2011	155	5,041.35	4,572.10	(469.25)
ORACLE CORP	4/2/2012	11/10/2008	40	699.71	1,179.90	480.19
ORACLE CORP	4/2/2012	3/28/2011	130	4,247.19	3,834.67	(412.52)

STATEMENT A

JAMES T. LEE FOUNDATION, INC.
 REALIZED CAPITAL GAINS (LOSS)
 YEAR END NOVEMBER 30 2012
 FEDERAL TAX ID # 13-1878496

SECURITY NAME	DATE SOLD	DATE PURCHASED	# SHARES	COST	SALES PROCEEDS	CAPITAL GAIN (LOSS)
ORACLE CORP	3/19/2012	11/10/2008	105	1,836.75	3,100.17	1,263.42
ORACLE CORP	12/28/2011	6/24/2004	85	977.32	2,162.43	1,185.11
ORACLE CORP	12/28/2011	11/10/2008	180	3,148.70	4,579.26	1,430.56
FREEPORT CL-B	4/2/2012	10/5/2011	70	2,303.05	2,730.13	427.08
AUTOZONE INC	4/2/2012	8/9/2011	7	1,921.16	2,642.57	721.41
QUALCOMM INC	4/2/2012	7/21/2011	70	3,996.90	4,779.60	782.70
QUALCOMM INC	4/2/2012	9/1/2010	45	1,804.16	3,072.60	1,268.44
QUALCOMM INC	4/2/2012	12/7/2010	40	1,958.50	2,731.21	772.71
ROSS STORES INC	4/2/2012	7/7/2011	110	4,444.30	6,430.66	1,986.36
T. ROWE PRICE GR	4/2/2012	7/21/2011	75	4,507.72	4,907.88	400.16
INTL GAME TECHN	2/17/2012	5/9/2011	250	4,504.95	3,699.96	(804.99)
BB&T CORP	12/29/2011	1/10/2011	110	2,901.86	2,787.04	(114.82)
BB&T CORP	12/29/2011	1/21/2011	130	3,675.30	3,293.78	(381.52)
CTTGROUPO INC	4/2/2012	1/20/2012	155	4,528.41	5,720.83	1,192.42
CTTGROUPO INC	4/2/2012	1/26/2012	150	4,578.55	5,536.28	957.73
WELLS FARGO CO	4/2/2012	7/21/2009	45	1,146.36	1,549.78	403.42
WELLS FARGO CO	4/2/2012	8/4/2009	200	5,395.88	6,887.92	1,492.04
WELLS FARGO CO	4/2/2012	8/19/2009	165	4,336.18	5,682.54	1,346.36
WELLS FARGO CO	4/2/2012	3/4/2010	70	1,997.09	2,410.77	413.68
WELLS FARGO CO	4/2/2012	6/29/2010	55	1,440.30	1,894.18	453.88
CONSOL ENERGY	1/19/2012	3/30/2011	80	4,272.46	2,706.74	(1,565.72)
CONSOL ENERGY	1/19/2012	10/5/2011	55	1,940.49	1,860.88	(79.61)
EXXON MOBIL	4/2/2012	4/25/2003	145	5,070.40	12,620.26	7,549.86
HONEYWELL INTL	4/2/2012	6/9/2009	25	895.48	1,526.95	631.47
HONEYWELL INTL	4/2/2012	7/10/2009	125	3,741.70	7,634.76	3,893.06
HONEYWELL INTL	4/2/2012	5/14/2010	35	1,581.91	2,137.73	555.82
ENERGIZER HOLD	4/2/2012	9/16/2011	55	3,966.22	4,122.35	156.13
JPMORGAN CHASE	4/2/2012	1/21/2009	50	1,010.13	2,308.59	1,298.46
JPMORGAN CHASE	4/2/2012	2/24/2009	120	2,390.46	5,540.62	3,150.16
JPMORGAN CHASE	4/2/2012	2/1/2011	75	3,446.45	3,462.89	16.44
BLACKROCK INC	3/16/2012	8/5/2011	12	1,943.73	2,451.05	507.32
BLACKROCK INC	3/16/2012	8/12/2011	13	2,109.70	2,655.30	545.60
CHEVRON CORP	4/2/2012	5/5/2005	65	3,467.37	7,032.99	3,565.62
CHEVRON CORP	4/2/2012	9/19/2008	65	5,664.16	7,032.99	1,368.83
PRUDENTIAL FIN	12/28/2011	2/25/2011	65	4,202.86	3,219.74	(983.12)
MONSANTO CO	4/2/2012	10/5/2011	60	3,915.03	4,872.79	957.76
GOOGLE INC CL A	4/2/2012	10/8/2008	10	3,406.65	6,453.65	3,047.00
GOOGLE INC CL A	4/2/2012	3/11/2010	5	2,919.73	3,226.83	307.10
MOSAIC CO	4/2/2012	10/16/2009	45	2,317.24	2,499.53	182.29
MOSAIC CO	4/2/2012	5/27/2010	35	1,586.42	1,944.07	357.65
AT&T INC	4/2/2012	3/17/2009	155	3,867.07	4,876.44	1,009.37
VIACOM INC	4/2/2012	1/12/2012	140	6,680.91	6,603.36	(77.55)
MASTERCARD INC	4/2/2012	6/9/2009	19	3,203.75	8,213.42	5,009.67
ISHR MSCI JAPAN	4/18/2012	1/11/2012	2,830	26,052.41	27,849.05	1,596.64
ISHR MSCI JAPAN	4/18/2012	4/19/2010	905	9,483.88	8,841.83	(642.03)
ISHR MSCI JAPAN	4/18/2012	10/4/2010	2,600	25,298.00	25,401.85	103.85
ISHR CORE S&P	10/28/2012	4/2/2012	475	87,832.73	87,073.24	(759.49)
ISHR CORE S&P	10/2/2012	2/27/2012	510	70,289.18	73,744.34	3,455.16
ISHR CORE S&P	10/2/2012	4/2/2012	115	18,374.24	18,828.83	454.59
ISHR S&P EUR	10/28/2012	10/5/2011	315	10,108.83	11,818.91	1,509.08
ISHR DJ SEL DIV	2/27/2012	10/5/2011	1,255	80,378.18	89,877.88	9,499.70
ISHR CORE SP MC	10/28/2012	7/7/2008	220	17,283.82	21,307.82	4,024.00
ISHR CORE SP MC	10/2/2012	4/21/2008	545	45,318.98	53,805.05	8,486.07
ISHR CORE SP MC	10/2/2012	7/7/2008	10	784.72	983.58	198.86
ISHR S&P 500/G	1/5/2012	10/5/2011	975	80,188.95	86,888.71	6,699.76
ISHR CORE SP SC	10/28/2012	7/1/2011	220	16,389.28	18,375.53	(13.75)
ISHR CORE SP SC	10/2/2012	7/1/2011	245	18,251.89	18,893.84	641.95
ISHR CORE SP SC	7/17/2012	7/10/2008	515	21,748.43	37,886.02	16,137.59
ISHR CORE SP SC	7/17/2012	4/19/2010	225	14,027.34	18,543.40	4,516.06
ISHR CORE SP SC	7/17/2012	7/1/2011	106	7,822.15	7,720.26	(101.89)
ISHR CORE SP SC	4/2/2012	10/31/2008	25	1,178.77	1,826.27	647.50
ISHR CORE SP SC	4/2/2012	7/10/2009	185	7,812.90	14,254.36	6,441.46
ISHR PAC X-JAP	4/18/2012	1/11/2012	300	12,175.83	13,040.88	865.05
ISHR PAC X-JAP	4/18/2012	7/10/2009	455	13,829.82	19,778.88	5,949.06
ISHR PAC X-JAP	4/18/2012	10/4/2010	850	37,848.83	38,949.18	1,099.35
ISHR PAC X-JAP	4/18/2012	4/8/2011	410	20,452.03	17,822.54	(2,629.49)
VANGUARD MSCI P	10/28/2012	4/18/2012	385	20,058.19	19,434.36	(623.83)
VANGUARD MSCI E	10/28/2012	7/28/2012	155	6,548.50	7,100.84	552.34
LAZ DIV STRA	8/15/2012	8/2/2004	1,188	142,500.00	183,854.94	41,354.94
ISHR 7-10 TREAS	1/11/2012	3/2/2010	790	71,567.52	83,219.21	11,651.69
ISHR MS CANADA	10/28/2012	10/6/2009	285	6,745.23	7,458.04	712.81
VANGUARD EM	10/28/2012	4/8/2011	470	23,598.45	19,483.44	(4,115.01)
VANGUARD EM	10/2/2012	10/4/2010	475	21,830.53	19,845.04	(1,985.49)
VANGUARD EM	10/2/2012	4/8/2011	85	4,287.99	3,589.11	(698.88)
SPDR EURO 50	7/28/2012	1/5/2012	905	26,484.73	24,483.86	(2,000.87)
SPDR EURO 50	7/28/2012	4/18/2012	450	13,531.50	12,184.35	(1,347.15)
SPDR EURO 50	7/17/2012	1/5/2012	385	11,559.84	10,788.89	(770.95)
VANGUARD BONDS	10/28/2012	8/1/2011	650	53,179.75	55,048.30	1,868.55
VANGUARD BONDS	10/28/2012	7/1/2011	140	11,340.31	11,858.56	518.25
VANGUARD BONDS	4/2/2012	8/1/2011	285	23,317.28	23,832.72	515.44

STATEMENT A

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JAMES T. LEE FOUNDATION, INC.
 REALIZED CAPITAL GAINS (LOSS)
 YEAR END NOVEMBER 30 2012
 FEDERAL TAX ID # 13-1848496

SECURITY NAME	DATE SOLD	DATE PURCHASED	# SHARES	COST	SALES PROCEEDS	CAPITAL GAIN (LOSS)
LFI CAP ALL OSI	10/26/2012	3/13/2008	2,948	29,482.32	29,342.28	(120.03)
LFI CAP ALL OSI	10/26/2012	3/13/2008	3,870	36,656.88	36,552.94	(104.02)
LFI CAP ALL OSI	10/26/2012	4/21/2008	2,621	27,703.58	26,104.77	(1,598.79)
LFI CAP ALL OSI	4/18/2012	3/12/2008	1,728	18,488.97	16,979.85	(1,488.12)
LFI CAP ALL OSI	4/18/2012	3/13/2008	739	7,388.01	7,270.15	(118.78)
LFI CAP ALL OSI	1/11/2012	3/7/2008	582	5,848.63	5,525.89	(320.74)
LFI CAP ALL OSI	1/11/2012	3/12/2008	550	5,885.63	5,224.11	(661.52)
VANGUARD ST CB	10/26/2012	10/4/2010	475	37,288.03	38,279.39	1,011.36
VANGUARD ST CB	4/18/2012	10/4/2010	170	13,338.03	13,484.69	126.66
VANGUARD ST CB	1/11/2012	4/19/2010	1,980	151,583.26	154,486.93	2,903.67
VANGUARD ST CB	1/11/2012	10/4/2010	820	48,644.58	48,374.89	(269.89)
WISDOMTREE EM	7/17/2012	10/5/2011	1,055	51,039.00	54,038.63	2,997.63
WISDOMTREE EM	7/17/2012	1/11/2012	355	18,751.10	18,182.94	(568.16)
WISDOMTREE EM	7/17/2012	4/18/2012	175	9,818.69	8,983.42	(835.27)
TOTALS				1,890,458.60	2,129,075.60	238,617.00

STATEMENT A

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James T. Lee Foundation, Inc.
FEDERAL TAX ID # 13-1878496
Investments in Equities
(income tax basis)

November 30, 2012

Shares	Description	Cost	Market value
1,735	IShares Core S&P Small Cap ETF	\$ 122,809	\$ 132,381
1,745	IShares Core S&P Mid Cap ETF	146,384	174,709
3,750	IShares Core S&P 500 ETF	533,698	534,637
2,310	IShares Trust S&P Europe 350 Index Fund	76,972	87,734
1,980	IShares Inc MSCI CDA Index Fund	50,729	55,658
5,865	Vanguard Total Bond Market ETF	488,235	498,173
3,715	Vanguard Intl Equity Index Fd MSCI Emer Mkts ETF	152,398	156,179
3,055	Vanguard Intl Equity Index Funds MSCI Pac ETF	158,676	158,310
1,230	Vanguard Intl Equity Index Fund MSCI Europe ETF	53,878	58,056
3,750	Vanguard Short Term Corporate Bond ETF	298,093	301,612
		\$2,081,872	\$2,157,449

STATEMENT B