



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 John C. Griswold Foundation		A Employer identification number 13-2978937
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		B Telephone number (see instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 12,771,922		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		

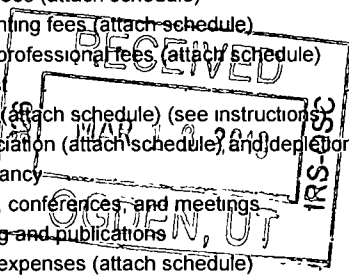
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	330,218	330,218		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	464,076			
	b Gross sales price for all assets on line 6a	3,386,700			
	7 Capital gain net income (from Part IV, line 2)		464,076		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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	794,294	794,294			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	2,998			2,998
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	126,092	126,092		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	16,440	367		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	20,554			20,554
	22 Printing and publications				
	23 Other expenses (attach schedule)	53,067	300		52,767
	24 Total operating and administrative expenses. Add lines 13 through 23	219,151	126,759		76,319
	25 Contributions, gifts, grants paid	669,862			669,862
26 Total expenses and disbursements. Add lines 24 and 25	889,013	126,759		746,181	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-94,719				
b Net investment income (if negative, enter -0-)		667,535			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

SCANNED MAR 26 2013



14

11

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			
	2	Savings and temporary cash investments	267,109	548,042	548,042
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S. and state government obligations (attach schedule)	941,934	944,094	1,072,781
	b	Investments—corporate stock (attach schedule)	7,012,152	6,990,226	8,639,109
	c	Investments—corporate bonds (attach schedule)	2,699,215	2,343,329	2,511,990
	Liabilities	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)	10,920,410	10,825,691	12,771,922
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	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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,920,410	10,825,691	
30	Total net assets or fund balances (see instructions)	10,920,410	10,825,691		
31	Total liabilities and net assets/fund balances (see instructions)	10,920,410	10,825,691		

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	10,920,410
2	Enter amount from Part I, line 27a	2	-94,719
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	10,825,691
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	10,825,691

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded Securities				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 3,386,700		2,922,624	464,076	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			464,076	
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	464,076	
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		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	742,660	12,955,754	0.057323
2009	801,940	12,509,839	0.064105
2008	856,413	11,269,921	0.075991
2007	803,821	13,633,185	0.058961
2006	981,458	14,982,245	0.065508
2 Total of line 1, column (d)			2 0.321888
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 0.064378
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 12,691,206
5 Multiply line 4 by line 3			5 817,034
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,675
7 Add lines 5 and 6			7 823,709
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.			8 746,181

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	13,351
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	13,351
3 Add lines 1 and 2		4	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	13,351
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 10,043	7	10,043
b Exempt foreign organizations—tax withheld at source	6b	8	0
c Tax paid with application for extension of time to file (Form 8868)	6c 0	9	3,308
d Backup withholding erroneously withheld	6d	10	0
7 Total credits and payments. Add lines 6a through 6d		11	0
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 0 Refunded			

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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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 ▶				
14	The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754			
	Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
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			
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? ☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 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? ☐ 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	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)?5b ☐ ☒ X

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 ☒ No6b ☐ ☒ X**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b N/A

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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 ATTACHMENT				

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				
	00			
	00			
	00			
	00			
	00			

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
UBS Financial Services 8044 Montgomery Road, Cincinnati, OH 45236	Investment Management	126,092
Foundation Source 55 Walls Drive, suite 302, Fairfield, CT 06824	Administrative	51,864
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		
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		
2		
3 All other program-related investments. See instructions		
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	12,487,549
b	Average of monthly cash balances	1b	396,924
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	12,884,473
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	12,884,473
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	193,267
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,691,206
6	Minimum investment return. Enter 5% of line 5	6	634,560

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	634,560
2a	Tax on investment income for 2011 from Part VI, line 5	2a	13,351
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	13,351
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	621,209
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	621,209
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	621,209

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	746,181
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	0
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	746,181
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	746,181

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				621,209
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	261,956			
b From 2007	127,311			
c From 2008	297,407			
d From 2009	182,470			
e From 2010	112,902			
f Total of lines 3a through e	982,046			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 746,181				
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)				
d Applied to 2011 distributable amount				621,209
e Remaining amount distributed out of corpus	124,972			
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	1,107,018			
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)	261,956			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	845,062			
10 Analysis of line 9				
a Excess from 2007	127,311			
b Excess from 2008	297,407			
c Excess from 2009	182,470			
d Excess from 2010	112,902			
e Excess from 2011	124,972			

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

N/A

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

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0			0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

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

NONE

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

NONE

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

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

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

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 <i>Paid during the year</i>				
AMIGOS DE BOLSA CHICA PO BOX 1563 HUNTINGTON BEACH CA 92647	N/A	509(a)(1)	"It's All Connected" and Director Salaries	10,000
BOLSA CHICA CONSERVANCY 3842 WARNER AVE HUNTINGTON BEACH CA 92649	N/A	509(a)(1)	Per Grant Request Program	35,000
BUYAMBA INC 587 N VENTU PARK RD # E410 NEWBURY PARK CA 91320	N/A	509(a)(1)	General & Unrestricted	5,000
CINCINNATI MUSICAL FESTIVAL ASSOC 1241 ELM ST CINCINNATI OH 45202	N/A	509(a)(2)	General & Unrestricted	5,000
CINCINNATI OPERA ASSOCIATION 1243 ELM ST MUSIC HALL CINCINNATI OH 45202	N/A	509(a)(1)	General & Unrestricted	6,000
DIRECT CONNECTIONS TO AFRICA INC 1278 GLENNEYRE STE 47 LAGUNA BEACH CA 92651	N/A	509(a)(1)	General & Unrestricted	300
DIRECT CONNECTIONS TO AFRICA INC 1278 GLENNEYRE STE 47 LAGUNA BEACH CA 92651	N/A	509(a)(1)	DCTA Education Center	24,000
DIRECT CONNECTIONS TO AFRICA INC 1278 GLENNEYRE STE 47 LAGUNA BEACH CA 92651	N/A	509(a)(1)	DCTA Education Center	3,500
DIRECT CONNECTIONS TO AFRICA INC 1278 GLENNEYRE STE 47 LAGUNA BEACH CA 92651	N/A	509(a)(1)	Inside Furnishings for Completed Building	5,000
DIRECT CONNECTIONS TO AFRICA INC 1278 GLENNEYRE STE 47 LAGUNA BEACH CA 92651	N/A	509(a)(1)	Money for Shipping	10,000
DIRECT CONNECTIONS TO AFRICA INC 1278 GLENNEYRE STE 47 LAGUNA BEACH CA 92651	N/A	509(a)(1)	Outside Toilets	5,000
Total See Attached Statement			► 3a	669,862
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 _____					
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	330,218	
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	464,076	
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) .		0		794,294	0
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations)				13 794,294	794,294

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

[illegible]

Form 990-PF, Part I, Line 16a - Legal Fees

TOTAL:					2,998	0	0	2,998
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	General Governance Matters and Counseling	2,998	0	0	2,998			
2								
3								
4								
5								
6								
7								
8								
9								
10								

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		126,092	126,092	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	126,092	126,092	0	0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

		TOTAL:					
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose		
1	Estimated Tax for 2012	9,600	0	0	0		
2	Foreign Tax Paid	367	367	0	0		
3	IRS Excise Tax Payment with 1st ext 990-PF	6,473	0	0	0		
4							
5							
6							
7							
8							
9							
10							

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:					53,067	300	0	52,767
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	51,864	0	0	51,864			
2	Bank Charges	300	300	0	0			
3	Filing Fees	750	0	0	750			
4	Postage and Photocopies	153	0	0	153			
5								
6								
7								
8								
9								
10								

Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations

TOTAL:			944,094	1,072,781
	Description	Book Value End of Year	FMV End of Year	
1	FHLB - 5.250% - 06/18/2014 (3133X7FK5)	153,945	161,546	
2	FNMA - 5.250% - 09/15/2016 (31359MW41)	201,435	235,337	
3	FNMA - 5.375% - 06/12/2017 (31398ADM1)	127,532	151,293	
4	US TIPS - 1.125% - 01/15/2021 (912828PP9)	108,898	124,408	
5	US TREAS NOTE - 4.250% - 08/15/2015 (912828EE6)	201,347	221,100	
6	US TREAS NOTE - 4.750% - 08/15/2017 (912828HA1)	150,937	179,097	
7				
8				
9				
10				

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

TOTAL:					6,990,226	8,639,109
	Description	Shares	Book Value End of Year	FMV End of Year		
1	ABERCROMBIE & FITCH (ANF)	1,880	59,307	86,273		
2	ADVANCE AUTO PARTS INC (AAP)	221	9,503	16,166		
3	AECOM TECHNOLOGY CORPORATION (ACM)	3,425	68,993	77,371		
4	AETNA INC NEW (AET)	1,640	68,976	70,832		
5	AGILENT TECHNOLOGIES INC (A)	2,210	86,288	84,621		
6	ALLIANCE DATA SYSTEM CORP (ADS)	680	62,869	96,893		
7	ALTERA CORPORATION (ALTR)	617	12,389	19,985		
8	AMERICAN TOWER REIT INC (AMT)	341	12,555	25,551		
9	AMERIPRISE FINANCIAL INC (AMP)	285	15,076	17,291		
10	AMERISOURCEBERGEN CORP (ABC)	354	13,041	14,946		
11	AMETEK INC (AME)	674	10,660	25,160		
12	AMGEN INC (AMGN)	285	14,811	25,308		
13	AMPHENOL CORPORATION (APH)	219	9,885	13,560		
14	ANADARKO PETROLEUM CORP (APC)	1,160	81,547	84,900		
15	ANSYS INC (ANSS)	350	10,700	23,216		
16	APACHE CORPORATION (APA)	765	49,681	58,974		
17	APPLE INC. (AAPL)	295	11,387	172,658		
18	ARCHER DANIELS MDLND (ADM)	1,925	60,669	51,398		
19	ASPEN INSURANCE HLDG (AHL)	1,785	43,785	55,871		
20	ATLAS AIR WORLDWIDE HOLDINGS (AAWW)	1,145	58,332	49,556		
21	AUTOMATIC DATA PROCESSING INC (ADP)	1,495	75,590	84,826		
22	AUTONATION INC (AN)	382	14,019	14,875		
23	AUTOZONE INC (AZO)	120	10,426	46,052		
24	AVAGO TECHNOLOGIES LIMITED (AVGO)	482	11,279	16,918		
25	AVERY DENNISON CORP (AVY)	2,425	69,898	81,116		
26	AVNET INC (AVT)	925	25,981	27,093		
27	B M C SOFTWARE (BMC)	1,291	60,177	52,879		
28	BAKER HUGHES INTL (BHI)	1,560	77,028	67,314		
29	BANK OF AMERICA CORP (BAC)	2,515	34,119	24,798		
30	BARNES GROUP INC (B)	3,095	69,959	65,274		
31	BED BATH & BEYOND INC (BBBY)	379	14,103	22,255		
32	BIG LOTS INC	1,415	42,741	39,846		
33	BLACKROCK INC (BLK)	144	25,307	28,374		
34	BP PLC SPONSORED ADR (BP)	910	35,793	38,002		
35	BROWN FORMAN CORP CL B (BF-B)	285	10,375	20,001		
36	CARDTRONICS INC (CATM)	510	14,686	11,699		
37	CATAMARAN CORP (CTRX)	444	11,495	21,618		
38	CELANESE CORPORATION (CE)	350	11,277	14,364		
39	CHARTER COMMUNICATIONS (CHTR)	106	7,993	7,510		
40	CHECK POINT SOFTWARE TECHNOLOGIES LTD (CHKP)	1,214	51,789	56,050		
41	CHESAPEAKE ENERGY CORPORATION (CHK)	3,620	82,685	61,649		

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

TOTAL:					6,990,226	8,639,109
	Description	Shares	Book Value End of Year	FMV End of Year		
42	CHURCH & DWIGHT COMMON (CHD)	350	10,389	18,953		
43	CISCO SYSTEMS INC (CSCO)	4,050	5,458	76,586		
44	CITIGROUP INC (C)	1,320	57,855	45,632		
45	CME GROUP, INC (CME)	590	30,464	32,609		
46	COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS (CTSH)	586	14,114	39,397		
47	COMCAST CORP CL A (CMCSA)	1,525	36,876	56,730		
48	COMMUNITY HEALTH (CYH)	2,995	68,325	88,233		
49	CONCHO RESOURCES INC (CXO)	175	8,464	14,046		
50	COVIDIEN LTD (COV)	1,005	46,433	58,401		
51	CROWN HOLDINGS INC (CCK)	1,792	63,565	66,931		
52	CVS CAREMARK CORP. (CVS)	1,170	46,982	54,417		
53	DANAHER CORP (DHR)	1,310	56,152	70,701		
54	DARDEN RESTAURANTS INC. (DRI)	320	11,211	16,922		
55	DAVITA INC COMMON (DVA)	183	11,907	19,764		
56	DICK'S SPORTING GDS (DKS)	478	9,466	25,100		
57	DIGITAL RLTY TR INC (DLR)	193	9,352	12,456		
58	DISCOVERY COMMUNICATIONS, INC - SERIES C COMMON ST (DISCK)	323	10,577	18,178		
59	DOLLAR TREE INC (DLTR)	604	7,199	25,211		
60	DOVER CORP (DOV)	215	9,091	13,672		
61	EATON CORP PLC (ETN)	1,505	64,791	78,501		
62	EMC CORP-MASS (EMC)	1,520	36,625	37,726		
63	EQT CORPORATION (EQT)	505	25,346	30,330		
64	EQUINIX, INC (EQIX)	115	9,999	21,362		
65	EXPRESS SCRIPTS HOLDING CO. (ESRX)	1,632	61,530	87,883		
66	F M C CP (FMC)	300	11,463	16,638		
67	FIDELITY NATIONAL INFORMATION SERVICES INC (FIS)	1,311	39,943	47,327		
68	FIRST NIAGARA FINANCIAL GROUP INC. (FNFG)	10,820	95,675	81,583		
69	FISERV INC (FISV)	1,194	66,785	91,926		
70	FLUOR CORP NEW (FLR)	177	9,330	9,395		
71	FOOT LOCKER INC N Y. COM (FL)	457	14,378	16,379		
72	FORD MOTOR COMPANY (F)	2,370	33,547	27,137		
73	FREEMOT-MCMORAN COPPER & GOLD INC. (FCX)	1,345	45,658	52,468		
74	GAMESTOP CORP (GME)	444	10,320	11,655		
75	GEN DYNAMICS CP (GD)	595	39,914	39,568		
76	GENERAL ELECTRIC CO (GE)	4,500	22,223	95,085		
77	GOOGLE INC CL A (GOOG)	133	64,242	92,883		
78	GRAINGER W W INC. (GWW)	120	9,234	23,282		
79	H J HEINZ COMPANY (HNZ)	1,872	89,180	109,437		
80	HEALTH MGMT ASSOC INC NEW CL A (HMA)	6,330	51,861	50,324		
81	HEALTHSOUTH CP (HLS)	667	13,556	14,667		
82	HOSPIRA INC WII (HSP)	1,995	61,609	59,451		

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

TOTAL:					6,990,226	8,639,109
	Description	Shares	Book Value End of Year	FMV End of Year		
83	HUMANA INC (HUM)	189	7,981	12,362		
84	IHS INC (IHS)	98	9,979	9,030		
85	INTERCONTINETALEXCHANGE INC (ICE)	120	11,581	15,858		
86	INTERNATIONAL PAPER CO (IP)	2,425	61,926	90,065		
87	INTUITIVE SURGICAL, INC (ISRG)	56	7,562	29,624		
88	ISHARES MSCI EMERGING MARKETS INDEX FD (EEM)	12,000	412,192	501,479		
89	ISHARES MSCI PACIFIC EX-JAPAN (EPP)	12,000	394,250	557,999		
90	JOHNSON & JOHNSON (JNJ)	800	54,410	55,784		
91	JOHNSON CONTROLS INC (JCI)	1,850	52,659	50,949		
92	JONES LANG LASALLE (JLL)	134	4,272	10,989		
93	JP MORGAN ALERIAN MLP INDEX ETN (AMJ)	10,000	336,485	397,099		
94	JP MORGAN CHASE & CO (JPM)	1,725	73,261	70,863		
95	KANSAS CITY SOUTHERN (KSU)	277	10,061	21,648		
96	KINDER MORGAN INC (KMI)	1,855	62,444	62,718		
97	KINDRED HEALTHCARE, INC - COMMON STOCK (KND)	4,945	59,533	53,653		
98	LANDSTAR SYSTEM (LSTR)	189	5,836	9,558		
99	LINEAR TECHNOLOGY CORP (LLTC)	350	12,657	11,617		
100	MACY'S INC (M)	2,160	41,407	83,592		
101	MARRIOTT INTERNATIONAL INC CL A (MAR)	493	15,686	17,891		
102	MCDONALD'S CORP (MCD)	870	71,257	75,725		
103	MCKESSON CORP (MCK)	189	7,340	17,855		
104	MEDNAX, INC (MD)	285	18,202	22,515		
105	MERCK & CO INC. (MRK)	1,560	55,225	69,108		
106	METLIFE INC (MET)	2,645	80,094	87,788		
107	MICROCHIP TECHNOLOGY INC (MCHP)	763	18,816	23,210		
108	MICROSOFT CORPORATION (MSFT)	2,325	63,600	61,880		
109	MOHAWK INDS INC (MHK)	146	11,086	12,555		
110	MOLEX INCORPORATED (MOLX)	571	11,731	15,063		
111	MONSTER BEVERAGE CORP (MNST)	388	5,650	20,195		
112	MSC INDUSTRIAL DRCT (MSM)	134	7,055	9,736		
113	NETAPP, INC. (NTAP)	915	34,458	29,015		
114	NIKE INC-CL B (NKE)	305	21,252	29,731		
115	NOBLE ENERGY INC (NBL)	138	11,824	13,490		
116	ORACLE CORP (ORCL)	3,170	71,597	102,011		
117	PANERA BREAD CO. CL A (PNRA)	127	10,224	20,384		
118	PATTERSON-UTI ENERGY INC (PTEN)	4,840	89,778	86,055		
119	PEPSICO INC (PEP)	730	28,744	51,253		
120	PETSMART INC. COM (PETM)	404	11,221	28,547		
121	PG & E CORP (PCG)	1,135	48,453	46,478		
122	PIONEER NAT RES CO (PXD)	155	16,140	16,585		
123	PRAXAIR INC. (PX)	790	71,127	84,696		

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

TOTAL:					6,990,226	8,639,109
	Description	Shares	Book Value End of Year	FMV End of Year		
124	PRECISION CASTPARTS (PCP)	62	5,444	11,370		
125	QEP RESOURCES INC (QEP)	2,551	87,785	71,734		
126	QUALITY SYSTEMS, INC. - COMMON STOCK (QSII)	845	15,678	15,387		
127	RANGE RESOURCES CORP DEL (RRC)	106	6,702	6,786		
128	REPUBLIC SVCS INC (RSG)	2,280	64,823	64,912		
129	RESMED INC (RMD)	219	8,971	8,999		
130	RIO TINTO PLC SPONSORED ADR (RIO)	545	27,035	27,141		
131	RIVERBED TECHNOLOGY, INC. (RVBD)	500	7,180	8,950		
132	ROCKWOOD HOLDINGS INC (ROC)	474	10,121	21,742		
133	ROPER INDUSTRIES NEW COMMON (ROP)	189	9,817	21,079		
134	ROSS STORES, INC. (ROST)	350	21,920	19,978		
135	SALLY BEAUTY HLDG (SBH)	503	9,837	12,751		
136	SBA COMMUNICATIONS (SBAC)	218	9,610	15,003		
137	SEALED AIR CP NEW (SEE)	5,355	91,482	90,071		
138	SHIRE PLC (SHPG)	289	13,544	25,036		
139	SKYWORKS SOLUTIONS, INC (SWKS)	623	13,784	14,111		
140	SPECTRA ENERGY CORP-W/I (SE)	1,590	45,090	44,441		
141	SPIRIT AEROSYSTEMS HOLDINGS CL A (SPR)	4,362	81,280	68,702		
142	ST JUDE MED INC (STJ)	469	11,608	16,077		
143	STERICYCLE INC (SRCL)	185	4,015	17,292		
144	STRYKER CORPORATION (SYK)	1,300	58,033	70,408		
145	T ROWE PRICE ASSOCIATES (TROW)	269	12,526	17,396		
146	TARGET CORPORATION (TGT)	1,325	71,062	83,647		
147	TEREX CORP (TEX)	3,975	74,136	96,155		
148	TEVA PHARMECEUTICAL SP ADR (TEVA)	1,775	82,043	71,621		
149	TEXAS INSTRUMENTS INC (TXN)	2,455	43,939	72,349		
150	TIMKEN CO COM (TKR)	285	13,163	12,839		
151	TJX COMPANIES INC (TJX)	725	19,716	32,147		
152	TRIUMPH GROUP INC (TGI)	252	9,769	16,534		
153	UNION PACIFIC (UNP)	240	26,468	29,467		
154	UNITED TECHNOLOGIES CORP (UTX)	890	58,677	71,298		
155	UNITEDHEALTH GROUP INC. (UNH)	1,355	61,177	73,698		
156	US BANCORP DEL NEW (USB)	1,100	36,655	35,486		
157	V F CORP (VFC)	375	37,233	60,191		
158	VALERO ENERGY CORP NEW (VLO)	3,105	62,138	100,167		
159	VANTIV INC - CLASS A (VNTV)	655	13,727	14,194		
160	VISA INC (V)	210	15,582	31,439		
161	WALGREEN CO (WAG)	1,685	64,844	57,138		
162	WELLPOINT INC (WLP)	1,465	82,505	81,894		
163	WELLS FARGO & CO. (WFC)	4,770	145,558	157,458		
164	WESTERN UNION CO (WU)	2,213	38,375	27,906		

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

TOTAL:				6,990,226	8,639,109
	Description	Shares	Book Value End of Year	FMV End of Year	
165	WEX INC (WXS)	217	15,263	15,615	
166	WHIRLPOOL CORP (WHR)	255	14,075	25,969	
167	WHITING PETROLEUM CORP (WLL)	285	15,309	11,953	
168	WILLIAMS COS (WMB)	2,495	65,208	81,936	

Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

		TOTAL:		2,343,329	2,511,990
	Description	Shares	Book Value End of Year	FMV End of Year	
1	ABBOTT LABS NT - 5.600% - 11/30/2017 (002819AB6)	100,000	105,738	119,876	
2	BERKSHIRE HATHAWAY FIN CORP - 5.000% - 08/15/2013 (084664BG5)	100,000	107,475	103,208	
3	BERKSHIRE HATHAWAY FIN CORP - 5.400% - 05/15/2018 (084664BE0)	50,000	53,564	60,602	
4	CATERPILLAR INC NT - 5.700% - 08/15/2016 (149123BM2)	150,000	151,165	175,547	
5	CHEVRON CORP - 3.950% - 03/03/2014 (166751AH0)	150,000	154,383	156,345	
6	CISCO SYSTEMS INC - 5.000% - 02/22/2016 (17275RAC6)	150,000	156,693	172,308	
7	CITIGROUP INC - 2.650% - 03/02/2015 (172967FY2)	50,000	50,075	51,462	
8	GENERAL ELEC CO 5.25% DUE 12-06-2017 BEO (369604BC6)	175,000	190,806	207,044	
9	GOLDMAN SACHS GROUP NT - 5.250% - 10/15/2013 (38141GDQ4)	100,000	107,758	103,740	
10	GOLDMAN SACHS GRP INC - 5.125% - 01/15/2015 (38141GEA8)	50,000	52,911	53,782	
11	JPMORGAN CHASE & CO - 3.450% - 03/01/2016 (46625HHX1)	100,000	101,917	106,622	
12	MERRILL LYNCH & CO NOTES - 5.000% - 01/15/2015 (59018YUW9)	200,000	192,254	213,745	
13	NATIONAL RURAL UTILS COLL TR - 4.750% - 03/01/2014 (637432DC6)	100,000	101,626	105,127	
14	ORACLE CORP - 5.250% - 01/15/2016 (68402LAC8)	75,000	73,759	85,227	
15	ORACLE CORP NOTES 04.95000% 04/15/2013 (68389XAD7)	100,000	108,359	101,654	
16	PEPSICO INC NOTES 04.50000% 01/15/2020 (713448BN7)	150,000	156,801	175,760	
17	UNITED PARCEL SRVC NT - 5.500% - 01/15/2018 (911312AH9)	200,000	210,284	240,711	
18	VERIZON COMMUNICATIONS INC 6.10000% 04/15/2018 NT (92343VAM6)	100,000	113,466	123,882	
19	WACHOVIA CORP - 5.500% - 05/01/2013 (92976WBJ4)	100,000	100,715	102,102	
20	WELLS FARGO CO MTN BE 3.62500% 04/15/2015 NT (94974BEU0)	50,000	53,580	53,246	

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility

	Grantee Name	Street	City	State	Zip Code	Grant Date	Grant Amount	Grant Purpose	Amt Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Verification
1	Dragonfly Development Resources, Inc.	321 South Main Street, Suite 301	Providence	RI	02903	4/15/11	9,000	To help fund the Coalition for Learning Disabilities Philanthropy Program.	9,000	To the knowledge of the grantor, no funds have been diverted.	9/25/12	None necessary
2	Dragonfly Development Resources, Inc.	321 South Main Street, Suite 301	Providence	RI	02903	2/13/12	20,000	To help fund the Coalition for Learning Disabilities Philanthropy Program.	0	To the knowledge of the grantor, no funds have been diverted.	5/31/13 Expected Submission Date	None necessary
3	Dragonfly Development Resources, Inc.	321 South Main Street, Suite 301	Providence	RI	02903	11/20/12	25,000	To help fund the Coalition for Learning Disabilities Philanthropy Program.	0	To the knowledge of the grantor, no funds have been diverted.	5/31/13 Expected Submission Date	None necessary
4												
9												
10												

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

	Name	Street	City	State	Zip Code	Title	TOTAL:				Expense Acct
							Avg Hrs	Comp	Benefits		
1	Allyson Griswold Dayak	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee	1	0	0	0	0
2	Christopher B Earls	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee	1	0	0	0	0
3	David Earls	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Secretary / Trustee	1	0	0	0	0
4	Jeffrey W Earls	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	President Emeritus / Trustee	1	0	0	0	0
5	John G Earls	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	President / Trustee	1	0	0	0	0
6	Michael G Earls	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee	1	0	0	0	0
7	Mark Griswold	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	President / Vice President / Trustee	1	0	0	0	0
8	D Ross Griswold Jr	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee	1	0	0	0	0
9											
10											

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

DIRECT CONNECTIONS TO AFRICA INC

Street

1278 GLENNEYRE STE 47

City

LAGUNA BEACH

State

CA

Zip Code

92651

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Soccer Field Including Net

Amount

8,000

Name

DRAGONFLY DEVELOPMENT RESOURCES INC

Street

321 S MAIN ST STE 301

City

PROVIDENCE

State

RI

Zip Code

02903

Foreign Country**Relationship**

N/A

Foundation Status

PF

Purpose of grant/contribution

Expenditure Responsibility Grant

Amount

20,000

Name

DRAGONFLY DEVELOPMENT RESOURCES INC

Street

321 S MAIN ST STE 301

City

PROVIDENCE

State

RI

Zip Code

02903

Foreign Country**Relationship**

N/A

Foundation Status

PF

Purpose of grant/contribution

Expenditure Responsibility Grant

Amount

25,000

Name

FAMILY REENTRY INC

Street

9 MOTT AVE STE 104

City

NORWALK

State

CT

Zip Code

06850

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

FAMILY REENTRY INC

Street

9 MOTT AVE STE 104

City

NORWALK

State

CT

Zip Code

06850

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Charitable Event

Amount

10,000

Name

FAMILY REENTRY INC

Street

9 MOTT AVE STE 104

City

NORWALK

State

CT

Zip Code

06850

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Year End Ask Campaign

Amount

20,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

FARM TO TABLE INC

Street

618 B PASEO DE PERALTA

City

SANTA FE

State

NM

Zip Code

87501

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Farm to Market Program

Amount

1,000

Name

FIRST STEP HOME INC

Street

2203 FULTON AVE

City

CINCINNATI

State

OH

Zip Code

45206

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

FSW INC CT

Street

475 CLINTON AVE

City

BRIDGEPORT

State

CT

Zip Code

06605

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Charitable Event

Amount

1,000

Name

GRACE EPISCOPAL CHURCH

Street

1314 SPRING ST

City

ST HELENA

State

CA

Zip Code

94574

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

HEART OF AMERICA SHAKESPEARE FESTIVAL

Street

3619 BROADWAY

City

KANSAS CITY

State

MO

Zip Code

64111

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

50,000

Name

HORIZONS AT GREENS FARMS ACADEMY

Street

35 BEACHSIDE AVE

City

GREEN FARMS

State

CT

Zip Code

06436

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

LINTON INCORPORATED

Street

1241 ELM ST CINCINNATI MUSIC HALL

City

CINCINNATI

State

OH

Zip Code

45202

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

LITERACY CENTER WEST

Street

3208 WARSAW AVE

City

CINCINNATI

State

OH

Zip Code

45205

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

MILLIKIN UNIVERSITY

Street

1184 W MAIN ST

City

DECATUR

State

IL

Zip Code

62522

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Exercise Science & Sports Pavilion

Amount

30,000

Name

MILLIKIN UNIVERSITY

Street

1184 W MAIN ST

City

DECATUR

State

IL

Zip Code

62522

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Exercise Science & Sports Pavilion

Amount

30,000

Name

NORTHERN NEW MEXICO RADIO FOUNDATION

Street

6401 S RICHARDS AVE

City

SANTA FE

State

NM

Zip Code

87508

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

4,016

Name

OCTARIUM

Street

6320 BROOKSIDE PLZ

City

KANSAS CITY

State

MO

Zip Code

64113

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

POWELL GARDENS INC

Street

1609 NW US HWY 50

City

KINGSVILLE

State

MO

Zip Code

64061

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

45,700

Name

PROSPECT HOUSE INC

Street

682 HAWTHORNE AVE

City

CINCINNATI

State

OH

Zip Code

45205

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

35,000

Name

PUBLIC LIBRARY OF CINCINNATI AND HAMILTON COUNTY FOUNDATION

Street

800 VINE ST

City

CINCINNATI

State

OH

Zip Code

45202

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

SALT LAKE CITY BICYCLE COLLECTIVE

Street

PO BOX 2400

City

SALT LAKE CTY

State

UT

Zip Code

84110

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

4,000

Name

SOUTHPORT CONGREGATIONAL CHURCH - UNITED CHURCH OF CHRIST

Street

P O BOX 366

City

SOUTHPORT

State

CT

Zip Code

06890

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

ST HELENA MONTESSORI SCHOOL INC

Street

1343 SPRING ST

City

SAINT HELENA

State

CA

Zip Code

94574

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

40,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ST MARY'S CHURCH

Street

2853 ERIE AVE

City

CINCINNATI

State

OH

Zip Code

45208

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,250

Name

STEPHEN C MCCULLAGH FUND

Street

1478 RAILROAD AVE

City

SAINT HELENA

State

CA

Zip Code

94574

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

THE CONNECTICUT AUDUBON SOCIETY INCORPORATED

Street

2325 BURR ST

City

FAIRFIELD

State

CT

Zip Code

06824

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Fairfield Operation Division

Amount

15,000

Name

UNIVERSITY OF CALIFORNIA IRVINE FOUNDATION

Street

100 THEORY, STE 250

City

IRVINE

State

CA

Zip Code

92617

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Orthopaedic Biomechanics Lab in the Department of Orthopaedic Surgery

Amount

15,000

Name

UNIVERSITY OF CINCINNATI FOUNDATION

Street

PO BOX 19970

City

CINCINNATI

State

OH

Zip Code

45219

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

UNIVERSITY OF CINCINNATI FOUNDATION

Street

PO BOX 19970

City

CINCINNATI

State

OH

Zip Code

45219

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

The Waddell Center for Multiple Sclerosis Fund

Amount

50,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNIVERSITY OF CINCINNATI FOUNDATION

Street

PO BOX 19970

City

CINCINNATI

State

OH

Zip Code

45219

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Waddell Center for Multiple Sclerosis Fund

Amount

47,096

Name

UNIVERSITY OF SAN DIEGO

Street

5998 ALCALA PARK

City

SAN DIEGO

State

CA

Zip Code

92110

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Daniel Burkett Memorial Scholarship Fund

Amount

5,000

Name

VOCAL ARTS ENSEMBLE OF CINCINNATI

Street

PO BOX 8404

City

CINCINNATI

State

OH

Zip Code

45208

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

30,000

Name

WWP INC - WOUNDED WARRIOR PROJECT INC

Street

4899 BELFORT RD, STE 300

City

JACKSONVILLE

State

FL

Zip Code

32256

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0