

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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE RANDOLPH FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

255 EAST 49TH STREET

Room/suite
23D

City or town, state, and ZIP code

NEW YORK, NY 10017

G Check all that apply

- Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col (c), line 16)

► \$ 53,928,509.

J Accounting method
 Other (specify) MODIFIED CASH

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	262.	262.		Statement 1
4	Dividends and interest from securities	632,538.	570,923.		Statement 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,854,743.			
b	Gross sales price for all assets on line 6a	7,610,501.			
7	Capital gain net income (from Part IV, line 2)		1,634,974.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold	-11,072.	-11,072.		Statement 3
c	Gross profit or (loss)	2,476,471.	2,195,087.		
11	Other income				
12	Total Add lines 1 through 11	N. U.			
13	Compensation of officers, directors, trustees, etc	477,074.	130,447.		346,627.
14	Other employee salaries and wages	356,151.	53,560.		302,591.
15	Pension plans, employee benefits	183,764.	41,023.		142,741.
16a	Legal fees Stmt 4	12,445.	692.		11,753.
b	Accounting fees Stmt 5	62,853.	27,827.		35,026.
c	Other professional fees Stmt 6	439,774.	371,021.		5,900.
17	Interest Stmt 7	65,407.	12.		0.
18	Taxes	81,000.	0.		3,000.
19	Depreciation and depletion	39,877.	12,761.		
20	Occupancy	83,099.	26,591.		56,508.
21	Travel, conferences, and meetings	119,943.	11,994.		107,949.
22	Printing and publications	8,169.	1,344.		6,825.
23	Other expenses Stmt 8	181,510.	51,193.		130,317.
24	Total operating and administrative expenses Add lines 13 through 23	2,111,066.	728,465.		1,149,237.
25	Contributions, gifts, grants paid	2,111,450.			2,111,450.
26	Total expenses and disbursements. Add lines 24 and 25	4,222,516.	728,465.		3,260,687.
27	Subtract line 26 from line 12	-1,746,045.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		1,466,622.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year		End of year	
		(a) Book Value		(b) Book Value	
		(c) Fair Market Value			
Assets	1 Cash - non-interest-bearing		12,337.	271,107.	271,107.
	2 Savings and temporary cash investments		1,074,284.	5,442,050.	5,442,050.
	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				
	7 Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations Stmt 9		3,673,857.	3,198,599.	4,034,956.
	b Investments - corporate stock Stmt 10		12,206,116.	10,734,692.	13,226,780.
	c Investments - corporate bonds Stmt 11		596,525.	596,525.	782,686.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other Stmt 12		31,328,992.	26,932,710.	29,516,784.
	14 Land, buildings, and equipment basis ► 1,281,756.		627,610.	694,023.	654,146.
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		49,586,134.	47,829,829.	53,928,509.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ► Statement 13)		21,025.	10,765.	
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)		21,025.	10,765.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		49,565,109.	47,819,064.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	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				
	30 Total net assets or fund balances		49,565,109.	47,819,064.	
	31 Total liabilities and net assets/fund balances		49,586,134.	47,829,829.	

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	49,565,109.
2 Enter amount from Part I, line 27a	2	-1,746,045.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	47,819,064.
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	47,819,064.

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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					
b	See Attached Statement				
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					
b					
c					
d					
e	7,610,501.	5,975,527.	1,634,974.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(I) F M V as of 12/31/69	(J) Adjusted basis as of 12/31/69	(K) Excess of col (I) over col (J), if any			
a					
b					
c					
d					
e			1,634,974.		
2 Capital gain net income or (net capital loss)	$\begin{cases} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{cases}$		2		1,634,974.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	$\begin{cases} \text{If gain, also enter in Part I, line 8, column (c)} \\ \text{If (loss), enter -0- in Part I, line 8} \end{math>$		3		N/A

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 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	3,036,499.	57,777,102.	.052555
2009	3,588,725.	50,366,857.	.071252
2008	4,190,998.	66,981,169.	.062570
2007	4,157,083.	74,210,087.	.056018
2006	3,927,676.	68,924,497.	.056985

2 Total of line 1, column (d)

2 .299380

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 .059876

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 59,786,649.

5 Multiply line 4 by line 3

5 3,579,785.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 14,666.

7 Add lines 5 and 6

7 3,594,451.

8 Enter qualifying distributions from Part XII, line 4

8 3,260,687.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	29,332.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
3	Add lines 1 and 2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	29,332.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	0.
6	Credits/Payments	29,332.
a	2011 estimated tax payments and 2010 overpayment credited to 2011	60,324.
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	60,324.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	291.
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	30,701.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ►	0.

Part VII-A Statements Regarding Activities

1a	Yes	No
b	X	
c	X	
1b		X
1c		X
2	X	
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
b		
9		X
10		X

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

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.

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
 (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
 If "Yes," attach the statement required by General Instruction T

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?

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.

8a 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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11		X
12	X	
13	X	
Website address ► N/A		
14 The books are in care of ► The Organization Located at ► 255 EAST 49TH STREET, NEW YORK, NY	Telephone no ► (212) 752-7148 ZIP+4 ► 10017	
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	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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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"/> X 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"/> Yes	<input checked="" type="checkbox"/> X No	►
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No	
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)			N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?			3b 4a 4b

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

►

5b

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?

N/A

 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

6b

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 15		477,074.	55,867.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
LISA WARNER - 255 EAST 49TH STREET, NEW YORK, NY 10017	VP-ADMIN 40.00	193,440.	53,274.	0.
LARA BRITT - 255 EAST 49TH STREET, NEW YORK, NY 10017	ADMIN ASST 40.00	80,964.	22,119.	0.
ALEXA BEECH - 255 EAST 49TH STREET, NEW YORK, NY 10017	ADMIN ASST 40.00	67,800.	18,410.	0.

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

►

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HARDING LOEVNER , SOMERVILLE, NJ	INVESTMENT ADVISORY	213,946.
ESSEX CAPITAL MANAGEMENT , BOSTON, MA	INVESTMENT ADVISORY - THRU PARTNERSHIP	159,931.
JP MORGAN STANLEY , NEW YORK, NY	INVESTMENT ADVISORY	58,896.

Total number of others receiving over \$50,000 for professional services ► 0
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 PROVIDING ADVICE TO NOT-FOR-PROFIT ORGANIZATIONS THAT ARE RANDOLPH FOUNDATION GRANTEES REGARDING THEIR CHARITABLE PROGRAMS	1,176,351.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	
Total. Add lines 1 through 3 ► 0.	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	58,337,852.
b Average of monthly cash balances	1b	159,254.
c Fair market value of all other assets	1c	2,200,000.
d Total (add lines 1a, b, and c)	1d	60,697,106.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	60,697,106.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	910,457.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	59,786,649.
6 Minimum investment return. Enter 5% of line 5	6	2,989,332.

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	2,989,332.
2a Tax on investment income for 2011 from Part VI, line 5	2a	29,332.
b Income tax for 2011 (This does not include the tax from Part VI)	2b	10,872.
c Add lines 2a and 2b	2c	40,204.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	2,949,128.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	2,949,128.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,949,128.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	3,260,687.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	3,260,687.
b Cash distribution test (attach the required schedule)	5	0.
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	3,260,687.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				2,949,128.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	568,811.			
b From 2007	605,899.			
c From 2008	842,704.			
d From 2009	1,070,382.			
e From 2010	187,956.			
f Total of lines 3a through e	3,275,752.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 3,260,687.			0.	
a Applied to 2010, but not more than line 2a				
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			2,949,128.	
e Remaining amount distributed out of corpus	311,559.			
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:	3,587,311.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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		0.		
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 instr			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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	568,811.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,018,500.			
10 Analysis of line 9				
a Excess from 2007	605,899.			
b Excess from 2008	842,704.			
c Excess from 2009	1,070,382.			
d Excess from 2010	187,956.			
e Excess from 2011	311,559.			

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

1

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

HEATHER B. HIGGINS - 212-752-7148

HEATHER R. HIGGINS, 212-732-7146
255 EAST 49TH STREET #23D, NEW YORK, NY 10017

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

WRITTEN PROPOSAL ALONG WITH IRS EXEMPTION LETTER

- #### **f. Any submission deadlines**

NONE.

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

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED #20			OPERATING SUPPORT	2,111,450.
Total			► 3a	2,111,450.
b Approved for future payment				
None				
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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	262.	
4 Dividends and interest from securities	900000	61,615.	14	570,922.	
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			14	-11,072.	
8 Gain or (loss) from sales of assets other than inventory	900000	219,769.	18	1,634,975.	
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)		281,384.		2,195,087.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		2,476,471.

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

May the IRS discuss this return with the preparer

Signature of officer or trustee

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature
	Kevin Sunkel	
	Firm's name ► Owen J Flanagan & Co	
Firm's address ► 60 East 42nd Street New York, NY 10165		

THE RANDOLPH FOUNDATION

Continuation for 990-PF, Part IV
47-0892971 Page 1 of 1

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 - HL	P		
b ESSEX PERFORMANCE FUND K-1	P		
c ESSEX PRIVATE PLACEMENT FUND K-1	P		
d CONGRESSIONAL EFFECTS FUND	P		
e UBIT RELATED			
f CURRENCY GAIN/LOSS			
g			
h			
i			
j			
k			
l			
m			
n			
o			
(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 7,015,360.		5,595,277.	1,420,083.
b 563,509.			563,509.
c		159,992.	-159,992.
d 31,632.			31,632.
e		219,769.	-219,769.
f		489.	-489.
g			
h			
i			
j			
k			
l			
m			
n			
o			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-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	
a			1,420,083.
b			563,509.
c			-159,992.
d			31,632.
e			-219,769.
f			-489.
g			
h			
i			
j			
k			
l			
m			
n			
o			
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		1,634,974.
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) If (loss), enter "-0-" in Part I, line 8 } 3		N/A	

123591
05-01-11

16181102 788682 1263

2011.04010 THE RANDOLPH FOUNDATION

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
CHECKING ACCOUNT	44.
CUSTODY MONEY MARKET	218.
Total to Form 990-PF, Part I, line 3, Column A	262.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDENDS	413,319.	0.	413,319.
FOREIGN TAXES W/H	-20,899.	0.	-20,899.
INTEREST	240,118.	0.	240,118.
Total to Fm 990-PF, Part I, ln 4	632,538.	0.	632,538.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
SILENT CAL PRODUCTIONS K-1	-11,072.	-11,072.	
Total to Form 990-PF, Part I, line 11	-11,072.	-11,072.	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
WILLIAMS & CONNOLLY - LEGAL	6,922.	692.		6,230.
REED SMITH LLP	5,523.	0.		5,523.
To Fm 990-PF, Pg 1, ln 16a	12,445.	692.		11,753.

Form 990-PF

Accounting Fees

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
O'CONNOR DAVIES - AUDIT	26,853.	13,427.		13,426.
OWEN J. FLANAGAN & CO	36,000.	14,400.		21,600.
To Form 990-PF, Pg 1, ln 16b	62,853.	27,827.		35,026.

Form 990-PF

Other Professional Fees

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ESSEX PRIVATE PLACEMENT - INV	784.	784.		0.
ESSEX PERFORMANCE FUND LP	159,931.	97,078.		0.
HARDING LOEVNER INVESTMENT ADVISORY	213,946.	213,946.		0.
DICK CLARK	2,400.	0.		2,400.
JP MORGAN CHASE	58,896.	58,896.		0.
OTHER	3,500.	0.		3,500.
RICHARDSON PROPERTIES	317.	317.		0.
To Form 990-PF, Pg 1, ln 16c	439,774.	371,021.		5,900.

Form 990-PF

Taxes

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
NYS FILING FEES	3,000.	0.		3,000.
FEDERAL EXCISE TAX	78,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	81,000.	0.		3,000.

THE RANDOLPH FOUNDATION

47-0892971

Form 990-PF

Other Expenses

Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OFFICE	80,332.	25,706.		54,626.
COMPUTER SERVICES	50,978.	16,313.		34,665.
REPAIRS & MAINTENANCE	8,358.	2,675.		5,683.
POSTAGE	9,858.	0.		9,858.
PROPOSAL REVIEW	11,322.	0.		11,322.
OTHER	5,894.	1,884.		4,010.
MEMBERSHIPS	13,288.	4,252.		9,036.
DIRECTORS AND OFFICERS				
INSURANCE	1,480.	363.		1,117.
To Form 990-PF, Pg 1, ln 23	181,510.	51,193.		130,317.

Form 990-PF

U.S. and State/City Government Obligations

Statement 9

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
STATEMENT #16	X		3,198,599.	4,034,956.
Total U.S. Government Obligations			3,198,599.	4,034,956.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			3,198,599.	4,034,956.

Form 990-PF

Corporate Stock

Statement 10

Description	Book Value	Fair Market Value
STATEMENT #16	10,734,692.	13,226,780.
Total to Form 990-PF, Part II, line 10b	10,734,692.	13,226,780.

THE RANDOLPH FOUNDATION

47-0892971

Form 990-PF

Corporate Bonds

Statement 11

Description	Book Value	Fair Market Value
STATEMENT #16	596,525.	782,686.
Total to Form 990-PF, Part II, line 10c	596,525.	782,686.

Form 990-PF

Other Investments

Statement 12

Description	Valuation Method	Book Value	Fair Market Value
ESSEX PERFORMANCE FUND LP	COST	9,740,495.	7,939,353.
ESSEX PRIVATE PLACEMENT III	COST	126,732.	1,510.
RICHARDSON PROPERTIES LLC	COST	60,201.	72,776.
MARINER ATLANTIC	COST	5,000,000.	8,019,513.
NEW VERNON INDIA	COST	5,000,000.	5,648,640.
PROTEGE PARTNERS	COST	2,500,000.	3,060,407.
ROSEMONT SOLEBURY	COST	1,814,684.	1,988,486.
CONGRESSIONAL EFFECT FUND	COST	1,259,503.	1,221,683.
SILENT CAL PRODUCTIONS	COST	65,005.	65,012.
STATEMENT #16	COST	1,366,090.	1,499,404.
Total to Form 990-PF, Part II, line 13		26,932,710.	29,516,784.

Form 990-PF

Other Liabilities

Statement 13

Description	BOY Amount	EOY Amount
PAYROLL LIABILITIES	21,025.	10,765.
Total to Form 990-PF, Part II, line 22	21,025.	10,765.

Form 990-PF

Explanation Concerning Part VII-A, Line 12

Statement 14

Explanation

THE FOUNDATION MADE 4 GRANTS TO DONOR ADVISED FUNDS DURING THE YEAR. ALL GRANT FUNDS HAVE BEEN DISBURSED FROM THE DONOR ADVISED ACCOUNTS FOR WOMENS ISSUES WITH HEALTHCARE, EDUCATION, WORKFORCE AND JUSTICE.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 15

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
HEATHER R HIGGINS 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 40.00	368,474.	55,867.	0.
JAMES Q WILSON 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 2.00	15,000.	0.	0.
R RANDOLPH RICHARDSON 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 2.00	0.	0.	0.
JAMES E HIGGINS 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 10.00	93,600.	0.	0.
JOANN BEYER 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 2.00	0.	0.	0.
POLLY JACKSON FRIESS 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 2.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		<u>477,074.</u>	<u>55,867.</u>	<u>0.</u>

The Randolph Foundation
 Investments
 12/31/2011

	Munn Bernhard		Harding Loevner		MM & MM II		Total	
	<u>Cost</u>	<u>FMV</u>	<u>Cost</u>	<u>FMV</u>	<u>Cost</u>	<u>FMV</u>	<u>Cost</u>	<u>FMV</u>
Money Market Funds	64	64	430,986	430,986	5,011,000	5,011,000	5,442,050	5,442,050
Corporate Stocks	104,003	303,980	10,630,689	12,922,800			10,734,692	13,226,780
Corporate Bonds			596,525	782,686			596,525	782,686
US Gov't Obligations			3,198,599	4,034,956			3,198,599	4,034,956
Foreign Gov't Obligations			1,366,090	1,499,404			1,366,090	1,499,404
	104,067	304,044	16,222,889	19,670,832	5,011,000	5,011,000	21,337,956	24,985,876
	#17		#18					

Randolph Foundation
Munn Bernhard (fifo)
12/31/11

DESCRIPTION	DATE	BEGINNING		PURCHASES			Share Adjustment	SALES			GAIN(LOSS)	ENDING SHARES	Summary Ending			
		SHARES	COST	DATE	SHARES	COST		DATE	SHARES	PROCEEDS	COST		Shares	Cost		
Equities																
		0	0 00													
SPDR Gold Trust	12/31/04	1,000	44,452 70								0 00	1,000	44,452 70	2,000	104,027 20	
SPDR Gold Trust	01/09/06	500	26,515 00								0 00	500	26,515 00			
SPDR Gold Trust		500	33,059 50								0 00	500	33,059 50			
		0	0 00								0 00	0	0 00			
Total Equities		2,000 00	104,027 20		0	0 00	0 00		0	0 00	0 00	0 00	2,000 00	104,027 20	2,000	104,027 20

STMT #17

RANDOLPH FOUNDATION (New)

HARDING LOEVNER ACCOUNT

December 31 2011

DESCRIPTION	BEGINNING			PURCHASES			SHARE ADJUST	SALES				ENDING				
	DATE	SHARES	COST	DATE	SHARES	COST		DATE	SHARES	PROCEEDS	COST	GAIN/(LOSS)	SHARES	COST	SHARES	COST
Equities																
3M Co		0	0.00									0.00	0.00	0.00		
3M Co	01/24/05	110	9,058.50				01/07/11	1,300	112,505.29	100,024.15	12,481.14	(1,190.00)	(90,965.65)			
3M Co	03/30/05	240	20,460.65								0.00	240.00	20,460.65			
3M Co	07/05/06	270	21,749.07								0.00	270.00	21,749.07			
3M Co	08/29/06	2,450	175,664.76								0.00	2,450.00	175,664.76			
3M Co		0	0.00	10/04/11	125	9,313.75					0.00	125.00	9,313.75			
Encana Corp	11/05/01	2,108	20,521.38				08/25/11	3,580	88,594.22	35,762.54	50,831.68	(1,472.00)	(15,241.16)	0	0.00	
Encana Corp	01/07/04	2,700	27,955.94				09/06/11	2,428	61,433.53	41,658.77	19,774.76	272.00	(13,702.83)			
Encana Corp		1,200	28,943.99								0.00	1,200.00	28,943.99			
Abbott Laboratories	04/21/09	2,830	120,565.36				09/29/11	200	10,382.30	8,090.20	2,292.10	2,630.00	112,475.16	2,630	112,475.16	
ABC-Mart Inc	09/10/10	1,400	43,937.08				10/06/11	300	11,417.58	9,415.08	2,002.50	1,100.00	34,522.00	3,700	116,052.85	
ABC-Mart Inc	09/13/10	700	21,542.08								0.00	700.00	21,542.08			
ABC-Mart Inc	09/14/10	600	18,588.73								0.00	600.00	18,588.73			
ABC-Mart Inc	09/15/10	1,300	41,400.04								0.00	1,300.00	41,400.04			
Adobe Systems	02/19/09	9,990	212,112.68				07/14/11	6,600	196,507.90	140,134.50	56,373.40	3,390.00	71,978.18	0	(0.00)	
Adobe Systems		0	0.00	01/07/11	2,400	75,666.48		09/20/11	5,790	144,846.14	147,644.66	(2,798.52)	(3,390.00)	(71,978.18)		
Amazon Com Inc	08/06/10	1,150	140,199.38				09/20/11	590	138,346.20	71,928.38	66,417.82	560.00	68,271.00	560	68,271.00	
American Movil		0	0.00								0.00	0.00	0.00			
American Movil		0	0.00	04/08/11	2,300	134,491.70	2,300				0.00	4,600.00	134,491.70	5,100	145,883.70	
Anta Sports		0	0.00	10/04/11	500	11,392.00					0.00	500.00	11,392.00			
Apple Inc		0	0.00	01/15/11	91,000	156,094.34					0.00	81,000.00	156,094.34	91,000	156,094.34	
Apple Inc	04/22/10	255	61,873.43								0.00	0.00	0.00			
Apple Inc	04/23/10	252	61,671.41								0.00	252.00	61,671.41			
Apple Inc	04/28/10	200	54,091.44								0.00	200.00	54,091.44			
Apple Inc		0	0.00	01/25/11	110	36,564.29					0.00	110.00	36,564.29			
Autonomy Corp		0	0.00	10/04/11	250	97,736.75					0.00	250.00	97,736.75			
Autonomy Corp		1,070	26,935.07				04/15/11	5,870	147,639.00	142,268.00	5,371.00	(4,800.00)	(115,332.93)	0	0.00	
Autonomy Corp	02/25/10	1,430	34,691.54								0.00	1,430.00	34,691.54			
Autonomy Corp	02/26/10	1,940	46,614.14								0.00	1,940.00	46,614.14			
Autonomy Corp	03/01/10	1,430	34,027.25								0.00	1,430.00	34,027.25			
Bank Central Asia		0	0.00								0.00	0.00	0.00			
Bank Central Asia	03/09/10	236,000	127,515.30				10/24/11	57,100	49,908.10	34,465.62	15,442.48	178,900.00	93,049.68	154,000	83,209.13	
Bunge Limited		0	0.00	10/05/11	12,000	10,097.22		11/03/11	36,900	32,580.81	19,937.77	12,643.04	(24,900.00)	(9,840.55)		
Charles Schwab Corp	01/09/09	5,900	97,917.58				07/15/11	9,500	141,773.68	165,612.34	(23,838.66)	(3,600.00)	(67,694.76)	0	(0.00)	
Charles Schwab Corp	08/12/09	3,600	67,694.76								0.00	3,600.00	67,694.76			
China Merchant Hldg	12/22/04	34,918	63,968.04				10/04/11	18,000	47,455.19	31,975.10	15,480.09	16,918.00	31,992.94	38,504	71,000.09	
China Merchant Hldg	12/22/04	21,586	39,007.15								0.00	21,586.00	39,007.15			
Cisco Systems		0	0.00								0.00	0.00	0.00			
Cisco Systems	02/24/06	500	14,350.72								0.00	500.00	14,350.72	8,850	215,852.46	
Cisco Systems	02/24/06	850	16,932.68								0.00	850.00	16,932.68			

#18 STMT

RANDOLPH FOUNDATION (New)
HARDING LOEVNER ACCOUNT
December 31 2011

DESCRIPTION	BEGINNING			PURCHASES			SHARE ADJUST	SALES				ENDING		SHARES	COST	
	DATE	SHARES	COST	DATE	SHARES	COST		DATE	SHARES	PROCEEDS	COST	GAIN/(LOSS)	SHARES	COST		
Cisco Systems		5,600	155,001.28									0.00	5,600.00	155,001.28		
		0	0.00									0.00	0.00	0.00		
		0	0.00									0.00	0.00	0.00		
Chrx Systems Inc	10/18/10	2,400	140,922.24									0.00	2,400.00	140,922.24	4,120	237,328.93
Citrix Systems Inc		0	0.00	09/09/11	1,720	96,406.69						0.00	1,720.00	96,406.69		
		0	0.00									0.00	0.00	0.00		
		0	0.00									0.00	1,900.00	132,355.78	1,900	132,356
Cognizant Tech Solutions		0	0.00	10/14/11	1,900	132,355.78						0.00	0.00	0.00		
		0	0.00									0.00	0.00	0.00		
Coach Inc	09/04/08	2,000	57,954.60					01/07/11	9,300	489,994.76	271,400.01	218,594.75	(7,300.00)	(213,445.41)	2,850	87,599.98
Coach Inc	09/05/08	3,500	102,891.25									0.00	3,500.00	102,891.25		
Coach Inc	09/24/08	6,450	187,651.14									0.00	6,450.00	187,651.14		
Coach Inc		0	0.00	10/04/11	200	10,503.00						0.00	200.00	10,503.00		
		0	0.00									0.00	0.00	0.00		
Coca-Cola	08/26/10	80	5,924.28									0.00	80.00	5,924.28	1,800	139,902.52
Coca-Cola	08/27/10	90	6,534.73									0.00	90.00	6,534.73		
Coca-Cola	08/30/10	20	1,452.77									0.00	20.00	1,452.77		
Coca-Cola	08/30/10	130	9,475.14									0.00	130.00	9,475.14		
Coca-Cola	08/31/10	40	2,958.97									0.00	40.00	2,958.97		
Coca-Cola	09/01/10	20	1,478.39									0.00	20.00	1,478.39		
Coca-Cola	09/02/10	60	4,480.21									0.00	60.00	4,480.21		
Coca-Cola	09/03/10	80	5,980.58									0.00	80.00	5,980.58		
Coca-Cola	09/08/10	70	5,404.13									0.00	70.00	5,404.13		
Coca-Cola	09/09/10	100	7,778.20									0.00	100.00	7,778.20		
Coca-Cola	09/10/10	70	5,423.08									0.00	70.00	5,423.08		
Coca-Cola	09/13/10	70	5,447.78									0.00	70.00	5,447.78		
Coca-Cola	09/14/10	80	6,192.76									0.00	80.00	6,192.76		
Coca-Cola	09/15/10	50	3,903.29									0.00	50.00	3,903.29		
Coca-Cola	09/16/10	60	4,771.19									0.00	60.00	4,771.19		
Coca-Cola	09/17/10	20	1,594.55									0.00	20.00	1,594.55		
Coca-Cola	09/20/10	70	5,592.26									0.00	70.00	5,592.26		
Coca-Cola	09/21/10	20	1,599.12									0.00	20.00	1,599.12		
Coca-Cola	09/22/10	10	799.17									0.00	10.00	799.17		
Coca-Cola	09/23/10	30	2,407.09									0.00	30.00	2,407.09		
Coca-Cola	09/24/10	70	5,599.01									0.00	70.00	5,599.01		
Coca-Cola	09/27/10	60	4,802.28									0.00	60.00	4,802.28		
Coca-Cola	09/28/10	40	3,206.60									0.00	40.00	3,206.60		
Coca-Cola	09/29/10	60	4,845.02									0.00	60.00	4,845.02		
Coca-Cola	09/30/10	90	7,307.46									0.00	90.00	7,307.46		
Coca-Cola	10/01/10	170	13,719.34									0.00	170.00	13,719.34		
Coca-Cola	10/04/10	140	11,225.12									0.00	140.00	11,225.12		
		0	0.00									0.00	0.00	0.00		
		0	0.00									0.00	0.00	0.00		
Cochlear Limited		825	47,537.79					10/06/11	600	26,647.60	34,572.93	(7,925.33)	225.00	12,964.86	2,979	137,982.95
Cochlear Limited	09/02/08	1,675	66,260.20									0.00	1,675.00	66,260.20		
Cochlear Limited		0	0.00	10/19/11	1,079	58,737.89						0.00	1,079.00	58,737.89		
		0	0.00									0.00	0.00	0.00		
Colgate Palmolive	01/13/05	1,950	98,773.74					09/29/11	850	75,538.04	43,055.22	32,482.82	1,100.00	55,718.52	2,650	134,211.42
Colgate Palmolive	01/07/04	650	32,905.02									0.00	650.00	32,905.02		
Colgate Palmolive	01/13/05	900	45,587.88									0.00	900.00	45,587.88		
		0	0.00									0.00	0.00	0.00		
		0	0.00									0.00	0.00	0.00		
Dassault Systems SA	09/05/03	810	29,670.60					10/05/11	1,400	98,410.80	70,492.56	27,918.24	(590.00)	(40,821.96)	3,010	166,836.40
Dassault Systems SA	01/08/04	200	19,273.42									0.00	200.00	19,273.42		
Dassault Systems SA		1,300	71,828.48									0.00	1,300.00	71,828.48		
Dassault Systems SA	08/14/09	419	20,814.92									0.00	419.00	20,814.92		
Dassault Systems SA	08/14/09	456	23,224.76									0.00	456.00	23,224.76		
Dassault Systems SA	08/17/09	557	28,251.55									0.00	557.00	28,251.55		
Dassault Systems SA	08/18/19	238	12,142.79									0.00	238.00	12,142.79		
Dassault Systems SA	08/19/09	221	11,294.11									0.00	221.00	11,294.11		
Dassault Systems SA	08/20/09	209	10,828.33									0.00	209.00	10,828.33		
		0	0.00									0.00	0.00	0.00		
Ebay Inc		5,880	75,754.52					09/29/11	1,200	36,866.17	15,460.10	21,406.07	4,680.00	60,294.42	11,680	212,770.52
Ebay Inc	06/10/10	7,000	152,476.10									0.00	7,000.00	152,476.10		

RANDOLPH FOUNDATION (New)

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DESCRIPTION	BEGINNING			PURCHASES			SHARE ADJUST	SALES				ENDING				
	DATE	SHARES	COST	DATE	SHARES	COST		DATE	SHARES	PROCEEDS	COST	GAIN/(LOSS)	SHARES	COST	SHARES	COST
Fanuc Ltd	04/04/06	700	69,627.25					10/05/11	300	41,903.79	29,840.25	12,063.54	400.00	39,787.00	2,400	257,798.39
Fanuc Ltd	04/04/06	800	79,573.99								800.00	79,573.99				
Fanuc Ltd	07/06/10	1,200	138,437.40								1,200.00	138,437.40				
		0	0.00								0.00	0.00	0.00			
EMC Corp Mass	01/26/10	11,500	201,911.25								11,500.00	201,911.25		14,600	254,428.66	
EMC Corp Mass	02/04/10	3,100	52,517.41								3,100.00	52,517.41				
		0	0.00								0.00	0.00	0.00			
		0	0.00								0.00	0.00	0.00			
Emerson Electric Inc	11/20/02	252	6,430.31					09/29/11	500	21,626.58	13,467.14	8,159.44	(248.00)	(7,036.84)	7,172	242,521.91
Emerson Electric Inc	08/28/03	400	11,349.73								400.00	11,349.73				
Emerson Electric Inc	02/08/06	2,000	78,051.10								2,000.00	78,051.10				
Emerson Electric Inc	01/07/04	2,400	78,902.04								2,400.00	78,902.04				
Emerson Electric Inc	02/08/06	520	20,293.29								520.00	20,293.29				
Emerson Electric Inc	04/01/09	2,100	60,962.58								2,100.00	60,962.58				
		0	0.00								0.00	0.00	0.00			
		0	0.00								0.00	0.00	0.00			
		0	0.00								0.00	0.00	0.00			
Erste Group Bank AG	05/07/04	1,540	57,750.65					10/05/11	600	15,692.95	22,500.25	(6,807.30)	940.00	35,250.40	7,410	218,583.33
Erste Group Bank AG	05/07/04	740	27,750.31								740.00	27,750.31				
Erste Group Bank AG		890	65,887.33								890.00	65,887.33				
Erste Group Bank AG		0	0.00	11/16/11	4,840	89,695.29					4,840.00	89,695.29				
		0	0.00								0.00	0.00	0.00			
		0	0.00								0.00	0.00	0.00			
		0	0.00								0.00	0.00	0.00			
Exxon Mobil	07/10/06	1,550	95,987.94					09/29/11	1,000	73,426.09	63,991.96	9,434.13	550.00	31,995.98	2,580	138,729.29
Exxon Mobil	01/07/04	900	36,755.01								900.00	36,755.01				
Exxon Mobil	07/05/06	1,130	69,978.30								1,130.00	69,978.30				
		0	0.00								0.00	0.00	0.00			
		0	0.00								0.00	0.00	0.00			
		0	0.00								0.00	0.00	0.00			
F5 Network		0	0.00	04/18/11	1,440	138,661.74					1,440.00	138,661.74		1,640	153,424.74	
F5 Network		0	0.00	10/04/11	200	14,763.00					200.00	14,763.00				
First Republic Bank		0	0.00	12/07/11	3,680	109,243.62					3,680.00	109,243.62		3,680	109,244	
		0	0.00								0.00	0.00	0.00			
Greenhill & Co Inc		244	20,860.00					04/29/11	3,100	177,651.85	277,073.79	(99,421.94)	(2,856.00)	(256,213.79)	0	0.00
Greenhill & Co Inc		245	21,553.89								245.00	21,553.89				
Greenhill & Co Inc		422	37,049.49								422.00	37,049.49				
Greenhill & Co Inc		1,114	102,439.54								1,114.00	102,439.54				
Greenhill & Co Inc		537	47,343.42								537.00	47,343.42				
Greenhill & Co Inc		538	47,827.45								538.00	47,827.45				
		0	0.00								0.00	0.00	0.00			
		0	0.00								0.00	0.00	0.00			
Genzyme Corp	06/26/08	440	30,673.72					01/21/11	2,720	195,694.83	137,268.06	58,426.77	(2,280.00)	(106,594.34)	0	0.00
Genzyme Corp	08/12/09	2,280	106,594.34								2,280.00	106,594.34				
		0	0.00								0.00	0.00	0.00			
		0	0.00								0.00	0.00	0.00			
Google Inc	09/29/08	403	176,023.94								403.00	176,023.94		603	295,970.56	
Google Inc		0	0.00	11/18/11	200	119,946.62					200.00	119,946.62				
		0	0.00								0.00	0.00	0.00			
Hamburger Hafen		400	15,518.11					04/15/11	880	39,011.53	34,082.21	4,929.32	(480.00)	(18,564.10)	0	0.00
Hamburger Hafen		600	23,205.13					08/15/11	3,620	130,303.68	144,530.82	(14,227.14)	(3,020.00)	(121,325.69)		
Hamburger Hafen		500	18,959.20								500.00	18,959.20				
Hamburger Hafen		500	19,056.44								500.00	19,056.44				
Hamburger Hafen		500	19,060.41								500.00	19,060.41				
Hamburger Hafen		200	7,710.61								200.00	7,710.61				
Hamburger Hafen		200	7,900.88								200.00	7,900.88				
Hamburger Hafen	01/04/10	1,600	67,202.25								1,600.00	67,202.25				
		0	0.00								0.00	0.00	0.00			
HDFC Bank		0	0.00	12/15/11	4,300	111,801					4,300.00	111,800.64		4,300	111,800.64	
		0	0.00								0.00	0.00	0.00			
		0	0.00								0.00	0.00	0.00			
Icici Bank LTD	03/08/10	2,745	108,879.89								2,745.00	108,879.89		5,000	198,241.81	
Icici Bank LTD	03/09/10	1,955	77,369.92								1,955.00	77,369.92				
Icici Bank LTD		0	0.00	10/04/11	300	10,992.00					300.00	10,992.00				

RANDOLPH FOUNDATION (New)

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DESCRIPTION	BEGINNING		PURCHASES		SHARE ADJUST	SALES			ENDING		SHARES	COST		
	DATE	SHARES	COST	DATE	SHARES	PROCEEDS	COST	GAIN/(LOSS)	SHARES	COST				
		0	0.00						0.00	0.00	0.00			
		0	0.00						0.00	0.00	0.00			
Inditex S.A.		0	0.00	05/31/11	820	72,910.25			0.00	820.00	72,910.25	1,850	166,435.12	
Inditex S.A.		0	0.00	05/31/11	780	71,691.97			0.00	780.00	71,691.97			
Inditex S.A.		0	0.00	10/05/11	250	21,832.90			0.00	250.00	21,832.90			
Inditex S.A.		0	0.00						0.00	0.00	0.00			
Informatica Corp.	12/16/10	480	21,316.85						0.00	480.00	21,316.85	3,493	153,750.97	
Informatica Corp.	12/17/10	1,200	52,991.40						0.00	1,200.00	52,991.40			
Informatica Corp.	12/20/10	950	41,833.44						0.00	950.00	41,833.44			
Informatica Corp.	12/21/10	370	16,469.51						0.00	370.00	16,469.51			
Informatica Corp.	12/22/10	193	8,829.27						0.00	193.00	8,829.27			
Informatica Corp.		0	0.00	10/04/11	300	12,310.50			0.00	300.00	12,310.50			
Informatica Corp.		0	0.00						0.00	0.00	0.00			
JGC		0	0.00	01/25/11	6,000	148,981.63			0.00	0.00	0.00	0	0.00	
JPMorgan Chase & Co.		5,300	180,392.39						10/18/11	3,600	115,571.81	122,530.68	(6,958.87)	
JPMorgan Chase & Co.		0	0.00	01/07/11	4,300	191,448.28				0.00	4,300.00	191,448.28		
JPMorgan Chase & Co.		0	0.00	10/04/11	700	21,714.00				0.00	700.00	21,714.00		
Keyence Corp.		0	0.00						0.00	0.00	0.00			
Keyence Corp.		125	12,624.31						11/25/11	250	61,661.19	40,630.54	21,030.65	
Keyence Corp.		800	179,239.88						12/01/11	150	35,696.76	33,607.48	2,089.28	
Keyence Corp.		0	0.00	10/05/11	100	28,897.48				0.00	100.00	28,897.48		
L'Air Liquide		0	0.00						10/05/11	250	28,727.91	6,219.98	22,507.93	
L'Air Liquide		405	10,076.38							0.00	155.00	3,856.40	1,806	106,695.99
L'Air Liquide	10/31/02	516	25,919.79							0.00	516.00	25,919.79		
L'Air Liquide	03/22/05	414	30,142.50							0.00	414.00	30,142.50		
L'Air Liquide	01/08/04	567	35,473.87							0.00	567.00	35,473.87		
L'Air Liquide	03/22/05	154	11,303.43							0.00	154.00	11,303.43		
L'Air Liquide		0	0.00							0.00	0.00	0.00		
L'Air Liquide		0	0.00							0.00	0.00	0.00		
L'Air Liquide		0	0.00							0.00	0.00	0.00		
Li & Fung Ltd.	01/24/05	57,000	83,503.44	10/04/11	60,000	103,186.34	101,000			0.00	218,000.00	186,689.78	262,000	251,148.58
Li & Fung Ltd.	01/24/05	44,000	64,458.80							0.00	44,000.00	64,458.80		
Li & Fung Ltd.		0	0.00							0.00	0.00	0.00		
Lonza Group AG	08/03/10	615	48,765.36						01/21/11	2,130	239,546.16	163,441.37	76,104.79	
Lonza Group AG	08/04/10	285	22,559.61							0.00	615.00	48,765.36	2,520	191,303.37
Lonza Group AG	08/05/10	380	31,014.10							0.00	285.00	22,559.61		
Lonza Group AG	08/06/10	335	27,663.63							0.00	380.00	31,014.10		
Lonza Group AG	08/09/10	285	23,686.17							0.00	335.00	27,663.63		
Lonza Group AG		0	0.00	08/24/11	620	37,614.50				0.00	285.00	23,686.17		
Lonza Group AG		0	0.00							0.00	620.00	37,614.50		
Lonza Group AG		0	0.00							0.00	0.00	0.00		
L'Oreal	04/19/02	1,400	107,744.42						01/21/11	2,130	239,546.16	163,441.37	76,104.79	
L'Oreal	10/31/02	500	37,219.71							0.00	500.00	37,219.71	1,270	105,806.67
L'Oreal	03/22/05	500	40,167.93							0.00	500.00	40,167.93		
L'Oreal	01/08/04	800	66,203.43							0.00	800.00	66,203.43		
L'Oreal	03/22/05	100	8,033.59							0.00	100.00	8,033.59		
L'Oreal		0	0.00	09/30/11	100	9,878.96				0.00	100.00	9,878.96		
LuluLemon Athletica		0	0.00	08/23/11	2,500	121,902.00				0.00	2,500.00	121,902.00	2,500	121,902.00
Mc Donalds Corp.		0	0.00							0.00	0.00	0.00		
Mc McDonalds Corp.	10/25/10	1,820	141,759.62							0.00	1,820.00	141,759.62	1,820	141,759.62
Millicom		0	0.00							0.00	0.00	0.00		
Millicom		0	0.00	07/15/11	1,000	116,345.88				0.00	1,000.00	116,345.88	1,480	169,275.67
Millicom		0	0.00	08/01/11	230	27,589.82				0.00	230.00	27,589.82		
Millicom		0	0.00	10/11/11	250	25,339.97				0.00	250.00	25,339.97		
Monsanto		0	0.00							0.00	0.00	0.00		
Monsanto		2,300	169,879.38						12/07/11	3,190	225,108.33	240,980.41	(15,872.08)	
Monsanto		2,200	175,755.36							0.00	2,200.00	175,755.36		
Monsanto		0	0.00	08/23/11	1,050	71,395.49				0.00	1,050.00	71,395.49		
Monsanto		0	0.00	10/04/11	200	12,542.00				0.00	200.00	12,542.00		
Monsanto		0	0.00							0.00	0.00	0.00		

Statement of Investment Holdings														
RANDOLPH FOUNDATION (New)		HARDING LOEVNER ACCOUNT		December 31, 2011										
DESCRIPTION	BEGINNING		PURCHASES		SHARE ADJUST			SALES			ENDING		SHARES	COST
	DATE	SHARES	COST	DATE	SHARES	COST		DATE	SHARES	PROCEEDS	COST	GAIN/(LOSS)		
Nestle Sa -Reg		0	0.00					10/05/11	6,000	324,162.16	204,220.39	119,941.77	(4,700.00)	(170,856.45)
Nestle Sa -Reg	05/07/04	1,300	33,363.94									0.00	2,500.00	64,161.00
Nestle Sa -Reg	07/06/10	2,500	64,161.00									0.00	2,200.00	106,695.45
Nestle Sa -Reg		2,200	106,695.45									0.00	4,900.00	273,470.96
Nestle Sa -Reg		0	0.00	10/04/11	4,900	273,470.96						0.00	1,660.00	273,470.96
Nestle Sa -Reg		0	0.00	12/08/11	1,660	92,687.76						0.00	0.00	92,687.76
Nestle Sa -Reg		0	0.00									0.00	0.00	0.00
Novartis AG Basel	07/02/03	400	16,245.40					10/05/11	1,000	54,565.14	39,885.24	14,679.90	(600.00)	(23,639.84)
Novartis AG Basel	09/17/03	1,400	55,159.63									0.00	1,400.00	55,159.63
Novartis AG Basel	01/08/04	900	42,042.85									0.00	900.00	42,042.85
Novartis AG Basel	10/25/06	1,000	60,480.91									0.00	1,000.00	60,480.91
Novartis AG Basel		0	0.00									0.00	0.00	0.00
Novo Nordisk A/S B	10/20/08	2,460	122,718.63					04/15/11	2,460	306,697.27	122,718.63	183,978.64	0.00	0.00
Novo Nordisk A/S B		0	0.00									0.00	0.00	0.00
OAO Gazprom		6,500	167,472.23				6,500					0.00	13,000.00	167,472.23
Olam International LTD	12/08/10	15,000	37,246.02					11/25/11	45,000	77,685.93	111,761.66	(34,075.73)	(30,000.00)	(74,515.64)
Olam International LTD	12/09/10	14,000	34,928.01					12/02/11	104,000	179,247.29	205,196.07	(25,948.78)	(90,000.00)	(170,268.06)
Olam International LTD	12/10/10	14,000	34,581.75									0.00	14,000.00	34,581.75
Olam International LTD	12/13/10	3,000	7,508.83									0.00	3,000.00	7,508.83
Olam International LTD	12/14/10	10,000	24,972.38									0.00	10,000.00	24,972.38
Olam International LTD	12/15/10	6,000	14,723.86									0.00	6,000.00	14,723.86
Olam International LTD		0	0.00	08/24/11	105,000	196,720.37						0.00	105,000.00	196,720.37
Olam International LTD		0	0.00	10/11/11	6,000	10,849.48						0.00	6,000.00	10,849.48
Oracle Corp	03/12/08	12,440	241,061.08					05/17/11	5,800	206,186.61	112,391.82	93,794.79	6,640.00	128,669.26
Oracle Corp	01/26/10	830	20,680.20									0.00	830.00	20,680.20
Oracle Corp		0	0.00	10/04/11	1,000	29,566.50						0.00	1,000.00	29,566.50
Praxair Inc	10/29/03	1,900	61,999.38					09/29/11	600	56,779.90	19,578.75	37,201.15	1,300.00	42,420.63
Praxair Inc	01/07/04	600	24,912.50									0.00	600.00	24,912.50
Praxair Inc		0	0.00									0.00	0.00	0.00
Praxair Inc		0	0.00									0.00	0.00	0.00
Procter & Gamble		2,220	133,805.43									0.00	2,220.00	133,805.43
Procter & Gamble		0	0.00									0.00	0.00	0.00
Procter & Gamble		0	0.00									0.00	0.00	0.00
Procter & Gamble		0	0.00									0.00	0.00	0.00
Quiagen NV	08/12/05	4,951	56,769.49					09/30/11	3,000	40,918.05	34,398.80	6,519.25	1,951.00	22,370.69
Quiagen NV	01/08/04	1,209	15,949.36									0.00	1,209.00	15,949.36
Quiagen NV	08/12/05	2,400	31,368.37									0.00	2,400.00	31,368.37
Quiagen NV		0	0.00	12/15/11	4,000	55,722.63						0.00	4,000.00	55,722.63
Quiagen NV		0	0.00									0.00	0.00	0.00
RPS Group	09/16/08	12,388	64,233.44					09/20/11	43,490	126,085.29	221,917.87	(95,832.58)	(31,102.00)	(157,684.43)
RPS Group	09/17/08	27,138	137,196.38									0.00	27,138.00	137,196.38
RPS Group	09/18/08	3,964	20,488.05									0.00	3,964.00	20,488.05
Sasol Ltd	06/19/02	1,100	11,992.80					10/11/11	1,300	52,922.69	14,110.29	38,812.40	(200.00)	(2,117.49)
Sasol Ltd	10/28/02	1,200	12,704.92									0.00	1,200.00	12,704.92
Sasol Ltd	01/08/04	2,100	30,993.20									0.00	2,100.00	30,993.20
Schlumberger LTD		0	0.00									0.00	0.00	0.00
Schlumberger LTD		0	0.00									0.00	0.00	0.00
Schlumberger LTD	12/20/04	470	15,311.97									0.00	470.00	15,311.97
Schlumberger LTD	17/04	1,400	37,597.00									0.00	1,400.00	37,597.00
Schlumberger LTD	12/20/04	900	29,320.79									0.00	900.00	29,320.79
Schlumberger LTD		1,600	61,852.48									0.00	1,600.00	61,852.48
Schlumberger LTD		0	0.00	10/4/11	300	18,294.99						0.00	300.00	18,294.99
Schlumberger LTD		0	0.00									0.00	0.00	0.00

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DESCRIPTION	BEGINNING			PURCHASES			SHARE ADJUST	SALES				ENDING				
	DATE	SHARES	COST	DATE	SHARES	COST		DATE	SHARES	PROCEEDS	COST	GAIN/(LOSS)	SHARES	COST	SHARES	COST
		0	0.00									0.00	0	0.00	0.00	
		0	0.00									0.00	0	0.00	0.00	
Shandong Weigao GP Med		0	0.00	8/24/11	40,000	46,949.50						0.00	40,000.00	46,949.50	104,000	125,329.62
Shandong Weigao GP Med		0	0.00	9/1/11	64,000	78,380.12						0.00	64,000.00	78,380.12		
Sigma Aldrich		2,480	95,324.51					9/29/11	1,300	82,468.46	49,968.49	32,499.97	1,180.00	45,356.02	4,450	176,157.00
Sigma Aldrich		3,270	130,800.98									0.00	3,270.00	130,800.98		
		0	0.00									0.00	0.00	0.00		
		0	0.00									0.00	0.00	0.00		
		0	0.00									0.00	0.00	0.00		
Standard Chartered Plc	01/24/05	4,491	80,149.62									0.00	4,491.00	80,149.62	10,191	186,615.62
Standard Chartered Plc	01/08/04	2,200	37,378.23									0.00	2,200.00	37,378.23		
Standard Chartered Plc	01/24/05	1,500	26,770.06									0.00	1,500.00	26,770.06		
Standard Chartered Plc		0	0.00	10/05/11	2,000	42,317.71						0.00	2,000.00	42,317.71		
		0	0.00									0.00	0.00	0.00		
Stanley Electronic		0	0.00	11/25/11	900	12,286.11						0.00	900.00	12,286.11	1,800	25,609.16
Stanley Electronic		0	0.00	12/01/12	900	13,323.05						0.00	900.00	13,323.05		
		0	0.00									0.00	0.00	0.00		
Staples	02/02/09	3,920	69,677.61					09/29/11	800	11,064.26	14,219.92	(3,155.66)	3,120.00	55,457.69	15,420	252,775.52
Staples		12,300	197,317.83									0.00	12,300.00	197,317.83		
		0	0.00									0.00	0.00	0.00		
		0	0.00									0.00	0.00	0.00		
So-net M3	05/27/08	16	62,815.60					08/10/11	25	219,671.13	98,286.87	121,384.26	(9.00)	(35,471.27)	34	66,689.26
So-net M3	05/27/08	5	19,599.56					09/01/11	9	74,774.85	35,383.27	39,391.58	(4.00)	(15,783.71)		
So-net M3		30	117,944.24									0.00	47.00	117,944.24		
		0	0.00									0.00	0.00	0.00		
		0	0.00									0.00	0.00	0.00		
Sonova Holding AG	07/21/08	2,290	174,858.65					10/05/11	600	54,137.02	45,814.49	8,322.53	1,690.00	129,044.16	1,690	129,044.16
		0	0.00									0.00	0.00	0.00		
		0	0.00									0.00	0.00	0.00		
SVB Financial Group		0	0.00	07/13/11	2,200	133,903.55						0.00	2,200.00	133,903.55	2,500	145,202.54
SVB Financial Group		0	0.00	10/04/11	300	11,298.99						0.00	300.00	11,298.99		
		0	0.00									0.00	0.00	0.00		
		0	0.00									0.00	0.00	0.00		
The Swatch Group		156	25,006.47					01/07/11	630	261,761.76	161,118.88	100,642.88	(474.00)	(136,112.41)	435	82,775.27
The Swatch Group	01/08/10	500	140,280.16					06/10/11	410	190,385.17	64,329.50	126,055.67	90.00	75,950.66		
The Swatch Group		744	116,563.39									0.00	744.00	116,563.39		
The Swatch Group		0	0.00	10/05/11	75	26,373.63						0.00	75.00	26,373.63		
		0	0.00									0.00	0.00	0.00		
Teradata Corporation	09/02/10	950	30,367.99					09/08/11	4,400	213,946.97	142,427.72	71,519.25	(3,450.00)	(112,059.73)	4,000	136,950.83
Teradata Corporation	09/03/10	2,750	88,476.03									0.00	2,750.00	88,476.03		
Teradata Corporation	09/07/10	2,598	87,529.22									0.00	2,598.00	87,529.22		
Teradata Corporation	09/08/10	1,230	41,785.19									0.00	1,230.00	41,785.19		
Teradata Corporation	09/09/10	872	30,220.12									0.00	872.00	30,220.12		
		0	0.00									0.00	0.00	0.00		
		0	0.00									0.00	0.00	0.00		
		0	0.00									0.00	0.00	0.00		
Turkye Garanti Bankasi	11/04/10	20,540	130,581.00									0.00	20,540.00	130,581.00	49,800	292,317.08
Turkye Garanti Bankasi	11/05/10	9,930	63,331.55									0.00	9,930.00	63,331.55		
Turkye Garanti Bankasi	11/08/10	9,930	61,141.99									0.00	9,930.00	61,141.99		
Turkye Garanti Bankasi		0	0.00	10/04/11	9,400	37,262.54						0.00	9,400.00	37,262.54		
		0	0.00									0.00	0.00	0.00		
UNI-Charm Corp	05/24/10	1,380	49,367.40					10/05/11	1,100	53,185.58	39,350.83	13,834.75	280.00	10,016.57	8,800	314,775.86
UNI-Charm Corp	05/25/10	1,290	46,308.28									0.00	1,290.00	46,308.28		
UNI-Charm Corp	05/26/10	720	24,851.68									0.00	720.00	24,851.68		
UNI-Charm Corp	05/27/10	690	23,784.24									0.00	690.00	23,784.24		
UNI-Charm Corp	05/28/10	1,020	34,590.91									0.00	1,020.00	34,590.91		
UNI-Charm Corp	06/01/10	660	22,175.13									0.00	660.00	22,175.13		
UNI-Charm Corp	06/01/10	1,140	37,574.50									0.00	1,140.00	37,574.50		
UNI-Charm Corp	07/16/10	3,000	115,474.55									0.00	3,000.00	115,474.55		
		0	0.00									0.00	0.00	0.00		
		0	0.00									0.00	0.00	0.00		
Walgreen Co	10/27/06	350	15,127.25					07/15/11	11,950	487,707.23	499,593.89	(11,886.66)	(11,600.00)	(484,466.64)	0	(0.00)
Walgreen Co		2,700	124,351.47									0.00	2,700.00	124,351.47		

RANDOLPH FOUNDATION (New)

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DESCRIPTION	DATE	BEGINNING		PURCHASES		SHARE ADJUST	SALES			ENDING		SHARES	COST	
		SHARES	COST	DATE	SHARES		DATE	SHARES	PROCEEDS	COST	GAIN/(LOSS)	SHARES		
Walgreen Co		4,400	195,348.12								0.00	4,400.00	195,348.12	
Walgreen Co	09/04/08	4,500	164,767.05								0.00	4,500.00	164,767.05	
Walgreen Co		0	0.00								0.00	0.00	0.00	
Walgreen Co		0	0.00								0.00	0.00	0.00	
Wells Fargo & Co	09/10/04	500	14,942.50								0.00	500.00	14,942.50	
Wells Fargo & Co	05/03/06	3,000	100,791.60								0.00	3,000.00	100,791.60	
Wells Fargo & Co	09/10/04	1,600	35,862.00								0.00	1,600.00	35,862.00	
Wells Fargo & Co	05/03/06	400	26,877.76								0.00	400.00	26,877.76	
Wells Fargo & Co		5,400	107,589.60								0.00	5,400.00	107,589.60	
Wells Fargo & Co	12/08/10	3,800	109,359.82								0.00	3,800.00	109,359.82	
Wells Fargo & Co		0	0.00	10/04/11	2,000	49,143.60					0.00	2,000.00	49,143.60	
Wells Fargo & Co		0	0.00								0.00	0.00	0.00	
WPP Group PLC	02/04/09	17,630	111,846.15				10/05/11	3,200	30,279.08	20,301.06	9,978.02	14,430.00	91,545.09	
WPP Group PLC		0	0.00								0.00	0.00	0.00	
Total Equities		854,250	12,102,111.73		452,379	3,648,596.26		109,817		426,872	6,545,359.70	5,120,018.94	1,425,340.76	
												989,574.00	10,630,689.05	
												989,574	10,630,689.05	
Fixed Income		0	0.00								0.00	0.00	0.00	
JP Morgan & Co Series MTN#	10/15/99	100,000	87,150.00								0.00	100,000.00	87,150.00	
JP Morgan & Co Series MTN#		0	0.00								0.00	0.00	0.00	
Rio Tinto 9%		500,000	509,375.00								0.00	500,000.00	509,375.00	
Rio Tinto 9%		0	0.00								0.00	0.00	0.00	
Rio Tinto 9%		0	0.00								0.00	0.00	0.00	
US Treasury Bonds 3.625% 4	04/08/98	150,000	147,303.93								0.00	150,000.00	147,303.93	
US Treasury Bonds 3.625% 4	05/02/98	75,000	75,235.21								0.00	75,000.00	75,235.21	
US Treasury Bonds 3.625%	12/01/99	125,000	120,700.51								0.00	125,000.00	120,700.51	
US Treasury Bonds 3.625%	01/07/04	150,000	213,690.13								0.00	150,000.00	213,690.13	
US Treasury Bonds 3.625%		0	0.00								0.00	0.00	0.00	
US Treasury Bonds 3.625%		0	0.00								0.00	0.00	0.00	
US Treasury Notes 5.0% 2/15	06/06/01	250,000	242,929.70				02/15/11	470,000	470,000.00	475,258.00	(5,258.00)	(220,000.00)	(232,328.30)	
US Treasury Notes 5.0% 2/15	03/30/05	100,000	103,250.00								0.00	100,000.00	103,250.00	
US Treasury Notes 5.0% 2/15	01/07/04	120,000	129,078.30								0.00	120,000.00	129,078.30	
US Treasury Notes 5.0% 2/15		0	0.00								0.00	0.00	0.00	
US Treasury Notes 4.25% 8/1	08/29/05	713,000	718,793.13								0.00	713,000.00	718,793.13	
US Treasury Notes 4.25% 8/1	08/29/05	217,000	218,763.13								0.00	217,000.00	218,763.13	
US Treasury Notes 4.25% 8/1		0	0.00								0.00	0.00	0.00	
US Treasury Notes 4.25% 8/1		0	0.00								0.00	0.00	0.00	
US Treasury Notes 4.625 11/15/16		1,000,000	1,012,968.75								0.00	1,000,000.00	1,012,968.75	
US Treasury Notes 4.625 11/15/16		0	0.00								0.00	0.00	0.00	
US Treasury Notes 3.5% 5/15/20		660,000	691,143.75								0.00	660,000.00	691,143.75	
US Treasury Notes 3.5% 5/15/20		0	0.00								0.00	0.00	0.00	
Canadian Government 3.5% 6/1/20		690,000	676,183.06								0.00	690,000.00	676,183.06	
Canadian Government 3.5% 6/1/20		0	0.00								0.00	0.00	0.00	
Singapore Government 1.375% 10/1/14		930,000	689,907.00								0.00	930,000.00	689,907.00	
Singapore Government 1.375% 10/1/14		0	0.00								0.00	0.00	0.00	
Singapore Government 1.375% 10/1/14		0	0.00								0.00	0.00	0.00	
Total Mutual Fund & Fixed Income		5,780,000	5,636,471.60		0	0.00		0	40,589	470,000	470,000.00	475,258.00	(5,258)	
Total Portfolio		6,634,250	17,738,583.33		452,379	3,648,596.26		109,817		896,872	7,015,359.70	5,595,276.94	1,420,082.76	6,299,574.00
												15,791,902.65	6,299,574.00	
												#	5,310,000	
													5,161,213.60	
													5,161,213.60	

Randolph Foundation		Fixed Assets 2011			12/31/2010		12/31/2011	
		Date	Life	Cost	Accum Dep	Dep	Accum Dep	NBV
Office Condominium								
125	Office Condomin	6/29/93	39	1,000,295	441,709	25,649	467,358	532,938
			A/C	11010-00				
Office Equipment								
5	TV & VCR	9/3/91	7	565	565		565	-
130	Backup Sys for	8/6/97	3	2,261	2,261		2,261	-
131	Microedge Gift	6/28/99	5	17,176	17,176		17,176	0
	Cannon Fax	2/12/01	5	1,280	1,280		1,280	-
	Phone System (Exp@nets)	3/23/02	5	1,757	1,757		1,757	(0)
	Computer for JH (Amex)	4/9/02	5	1,837	1,837		1,837	0
	Computer for HH (Amex)	10/1/02	5	3,437	3,437		3,437	(0)
	Canon Printer	5/10/04	5	5,150	5,150		5,150	-
	Computer (LB)	9/2/04	5	5,516	5,516		5,516	(0)
	Everest- Network	6/6/05	5	18,742	18,741		18,741	0
	Computer	10/30/08	3	4,171	2,780	1,391	4,171	-
	Sever	12/31/09	5	20,000	4,000	4,000	8,000	12,000
	Write off old computers			(14,961)			(14,961)	
					66,930	64,500	5,391	54,930
			A/C	11020-00				
Furniture								
19	Desk	6/24/91	7	1,900	1,900		1,900	-
20	File Cabinets	6/27/91	5	7,135	7,135		7,135	-
21	Desk	7/8/91	3	3,000	3,000		3,000	-
22	Furnishings	7/8/91	7	8,190	8,190		8,190	-
26	Computer Desk	9/5/91	7	440	440		440	-
27	Desk Extension	9/30/91	3	169	169		169	-
28	Carpet	11/12/91	7	269	269		269	-
30	Adirondark Chai	8/10/93	7	280	280		280	-
31	Lateral Files	8/11/93	5	920	920		920	-
33	Desk & Refinish	8/18/93	7	8,966	8,966		8,966	-
34	Desk & Wall Uni	8/19/93	7	2,795	2,795		2,795	-
35	Cabinet, drawer	8/30/93	7	1,695	1,695		1,695	-
36	Couch	8/30/93	7	1,364	1,364		1,364	-
37	Furniture & Rug	1/3/94	7	1,605	1,605		1,605	-
38	Furn, Rugs & Bl	1/5/94	7	2,322	2,322		2,322	-
39	Furniture	1/6/94	7	525	525		525	-
40	Furniture & Lin	1/10/94	7	1,983	1,983		1,983	-
41	Furniture	1/13/94	7	432	432		432	-
42	Upholstry	1/19/94	7	2,948	2,948		2,948	-
43	Furniture	1/24/94	7	591	591		591	-
44	Furniture	1/25/94	7	338	338		338	-
	File Cabinet	5/11/00	7	2,373	2,373		2,373	0
	Printer Stand	9/11/00	7	626	626		626	(0)
	Lateral Files	7/14/00	7	450	450		450	0
	VP Desk	1/25/08	7	4,465	1,861	638	2,499	1,967
	AC Units	6/10/08	7	15,316	5,288	2,188	7,476	7,840
	HRH Furniture	12/15/08	7	8,768	3,654	1,253	4,907	3,861
	HRH Furniture	2/15/09	7	8,679	2,376	1,240	3,616	5,063
	Window treatments	10/19/10	7	1,760	251	251	502	1,258
				90,304	64,745	5,570	70,315	
		a/c	11030-00					

Randolph Foundation		Fixed Assets 2011			12/31/2010		12/31/2011	
		Date	Life	Cost	Accum Dep	Dep	Accum Dep	NBV
Condominium Improvements								
100	Building Improv	8/18/93	39	8,150	3,650	209	3,859	4,291
101	Electrical Cons	8/18/93	39	7,800	3,494	200	3,694	4,106
103	Building Wiring	8/19/93	39	615	276	16	292	323
	Office Renovation	8/1/00	39	65,183	17,409	1,671	19,080	46,102
	diff to G/L			390	10	10	20	370
	Track Lighting	4/9/2002	39	1,750	382	45	427	1,323
	A/C for Office	5/20/2002	39	12,485	2,614	320	2,934	9,551
	Track Lighting & A/C	4/1/2003	39	2,485	447	64	511	1,974
	Improvements	6/30/03	39	5,520	1,062	142	1,204	4,316
	Improvements	5/6/2005	28	11,350	2,431	405	2,836	8,514
	Improvements	9/1/2010	23	8,500	185	185	370	8,130
	Adjustment			-	(221)		(221)	
				124,228	31,740	3,267	35,007	
		a/c	11040-00					
				1,281,757	602,694	39,877	627,610	

Randolph Foundation

Grants

12/31/2011

Grants Paid

3/18/11	3991	ACTON INSTITUTE	5,000.00
8/9/11	4231	ACTON INSTITUTE - 10-11-83	200,000.00
4/5/11	4018	American Enterprise Inst for P	50,000.00
10/13/11	4335	American Legislative Exchange - 11-01-01	75,000.00
2/28/11		American Majority	25,000.00
5/20/11	4077	American Majority - Grants Paid	20,000.00
11/18/11	4393	Americans for Tax Reform - 11-11-63	25,000.00
10/13/11	4334	Assoc. of American Educators F - 11-9-50	25,000.00
10/31/11	4353	Atlas Economic Research - 11-9-56	15,000.00
3/3/11	3962	Benjamin Rush Foundation	25,000.00
5/25/11	4084	Beringia South - 11-03-23	25,000.00
7/8/11	4185	Bill of Rights Institute - 11-05-33	25,000.00
9/8/11	4265	Center for Competitive Politic - 10-09-58	75,000.00
3/3/11	3963	Center for Independent Thought	5,000.00
12/6/11	4436	Claremont Institute - 11-11-68	15,000.00
4/5/11	4017	Claremont McKenna College	23,000.00
12/6/11	4434	Common Ground - 11-11-70	1,000.00
5/2/11	4070	Council for National Policy	5,000.00
1/20/11	3882	Council On Foreign Relations	25,000.00
3/31/11		Donor's Trust	100,000.00
1/21/11	01212011	Donors Trust - Grants Paid	100,000.00
6/29/11	grant062911	Donors Trust - Grants Paid	80,000.00
7/21/11	4203	Ethics and Public Policy Ctr - 09-05-36	50,000.00
11/3/11	4361	Ethics and Public Policy Ctr - Grants Paid	25,000.00
4/5/11	4015	Family Living Council	17,000.00
8/9/11	4226	Family Research Council - 10-12-84	25,000.00
5/25/11	4088	Food for the Poor	5,000.00
2/11/11	3929	Foundation for Fair Civil Just	75,000.00
10/31/11	4354	Foundation for Individual Righ - 11-06-36	25,000.00
11/18/11	4392	Foundation for Individual Righ - 11-06-37	25,000.00
9/20/11	4274	Harlem Educational Activities - grant 11-9-54	12,500.00
10/13/11	4337	Harvard University	150,000.00
5/2/11	4069	Hoover Institute - Ajami	25,000.00
5/2/11	4068	Hoover Institute - Epstein	25,000.00
12/1/11	4396	Inst. for Humane Studies - Grants Paid	10,000.00
4/5/11	4012	Institute for American Values	25,000.00
8/9/11	4227	Intelligence Squared US Founda - 11-7-44	5,000.00
1/31/11		International Women's Forum	60,000.00
5/2/11	4065	John K. MacIver Institute for	15,000.00
2/1/11	3885	Junior Committee of the Alzhei - Grants Paid	250.00
5/25/11	4086	Leukemia & Lymphoma Society - 11-04-29	25,000.00
7/21/11	4187	Memorial Sloan-Kettering Canc - Grants Paid	500.00
4/5/11	4010	Mercatus Center	25,000.00
5/2/11	4067	Middle East Forum	20,000.00
4/5/11	4013	National Center For Public Pol	100,000.00
5/25/11	4106	National Center For Public Pol - 08-10-53	20,000.00
5/2/11	4071	Office of Medical & Scientific	5,000.00
6/8/11	4110	Pencils of Promise - Grants Paid	500.00
2/15/11	3930	Phases of Womanhood - Grants Paid	10,000.00
10/13/11	4336	Philanthropy Roundtable - 11-08-46	15,000.00
4/5/11	4011	Prometheus Institute	25,000.00
4/5/11	4022	Property & Environment Researc	15,000.00
8/9/11	4230	Student Sponser Partnership - 11-06-38	10,000.00

Randolph Foundation

Grants

12/31/2011

Grants Paid

3/3/11	3957	Tax Foundation	10,000.00
10/31/11	3784V	Tax Foundation	-10,000.00
8/9/11	4229	Tax Foundation - 11-03-12	20,000.00
12/20/11	4486	Texans for Lawsuit Reform Foun	25,000.00
5/25/11	4087	The Buckeye Institute - 11-04-30	10,000.00
2/7/11	3887	The Gilder Lehrman Inst of Ame - Grants Paid	20,000.00
7/21/11	4202	United Charitable Programs - 11-06-34	5,000.00
11/18/11	4391	USA CARES - 11-10-59	20,000.00
6/29/11	4147	Victory Programs - Grants Paid	5,000.00
12/6/11	4435	William F. Buckley Jr Program	2,500.00
12/31/11		Ending Balance	1,897,250.00

Family Grants Paid

12/20/11	4470	Atlas Economic Research	7,000.00
3/30/11	3996	Avon Foundation - Family Grants Paid	1,000.00
10/13/11	4324	Bike Across America	3,500.00
12/20/11	4471	Blue Ocean Institute	700.00
10/13/11	4327	Botanical Garden Foundation	1,000.00
12/20/11	4472	Boys & Girls Club of Cape Cod	1,000.00
12/6/11	4437	Chesapeake Bay Foundation	1,500.00
3/18/11	3992	Children's Hospital	4,250.00
3/18/11	3993	Children's Hospital	3,500.00
4/5/11	4021	Children's Hospital	7,000.00
5/25/11	4083	Children's Hospital	2,000.00
8/9/11	4228	Children's Hospital	7,000.00
12/6/11	4438	Children's Hospital	3,500.00
12/20/11	4473	Children's Hospital	4,250.00
12/20/11	4474	Children's Hospital	7,000.00
12/20/11	4475	Children's Hospital	1,000.00
3/18/11	3994	Christian Community Action	4,250.00
10/13/11	4321	Conservation International Fou	1,000.00
12/20/11	4462	Eastern Long Island Hospital	100.00
12/20/11	4477	Elsas Ark	150.00
4/5/11	4016	Evergreen Network, Inc.	7,000.00
5/25/11	4082	Family Institute of Connecticu	2,500.00
10/13/11	4325	Family Institute of Connecticu	2,000.00
11/18/11	4394	Food Bank of Eastern and Centr	7,000.00
11/18/11	4394	Food Bank of Eastern and Centr	1,750.00
4/5/11	4019	Friends of Grace Church School	7,000.00
4/5/11	4020	Green America	3,500.00
12/20/11	4478	Habitat for Humanity of Cape C	1,000.00
12/20/11	4480	LongHouse Reserve	2,000.00
10/13/11	4326	Marist College	2,500.00
10/13/11	4320	Native American Heritage Assoc	1,000.00
10/31/11	4357	New York Women in Film and Tel	7,000.00
12/20/11	4483	North Carolina Museum + Art Fn	2,500.00
10/13/11	4328	North Carolina Nature Conserva	1,000.00
12/20/11	4463	North Fork Spanish Apostolate	1,000.00
10/31/11	4355	Pathfinder International	1,000.00
10/31/11	4356	SAFE Haven for Cats	1,750.00
10/13/11	4322	Santa Barbara Museum of Art	7,000.00
12/20/11	4482	SIM USA	1,500.00

**Randolph Foundation
Grants
12/31/2011**

Grants Paid

12/20/11	4468	St. David's Relief Foundation	7,000.00
12/20/11	4469	St Vincent De Paul Society	1,000.00
5/25/11	4089	Temple of Understanding	5,000.00
10/13/11	4319	The Federalist Society for Law	7,000.00
3/18/11	3995	The Peddie School	7,000.00
10/13/11	4323	Trust for Public Land	1,000.00
10/13/11	4329	Union of Concerned Scientists	<u>1,000.00</u>
			149,700 00

Director Allocation

10/13/11	4332	ACTON INSTITUTE	5,000.00
4/5/11	4014	American Theatre Wing	5,000.00
9/20/11	4290	American Theatre Wing	10,000.00
12/20/11	4487	American Theatre Wing	2,500.00
7/8/11	4177	Boy Scouts of America	250 00
9/20/11	4291	Building Homes for Heros	500.00
3/3/11	3961	Commemorative Air Force Foundat	1,000.00
6/16/11	4133	Common Ground Committee LLC	500 00
10/13/11	4331	Donors Trust	10,000.00
10/13/11	4330	Foundation for Individual Righ	5,000.00
2/11/11	3928	Gibbs Museum of Art	1,500.00
12/20/11	4488	Hamptons Health Society	1,000 00
3/3/11	3959	Heifer Project International	250.00
10/31/11	4358	Intitute for Justice	5,000 00
3/31/11	4001	Japan Society - Director Allocation	500 00
10/13/11	4333	Saint Vincent College	5,000.00
4/5/11	4023	St Jude's Children's Hospital	500 00
5/25/11	4090	Yaddo	500 00
11/18/11	4395	Yale University	10,000.00
2/11/11	3927	Young Israel of Great Neck	<u>500.00</u>
			64,500.00

TOTAL

2,111,450.00