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 , and ending

Name of foundation: SHERMAN FAIRCHILD FOUNDATION, INC.

A Employer identification number: 13-1951698

Number and street (or P.O. box number if mail is not delivered to street address): 5454 WISCONSIN AVENUE

Room/suite: 1205

B Telephone number: 301-913-5990

City or town, state, and ZIP code: CHEVY CHASE, MD 20815

COPY FOR PUBLIC INSPECTION

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) ▶$ 542,608,991.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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).)

	Line	(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	5,069.	5,069.		STATEMENT 2
	4 Dividends and interest from securities	2,017,676.	2,017,676.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,956,095.			STATEMENT 1
	b Gross sales price for all assets on line 6a 20,198,627.				
	7 Capital gain net income (from Part IV, line 2)		17,818,170.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	14,440,038.	9,417,583.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	19,418,878.	29,258,498.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	971,900.	583,140.		388,760.
	14 Other employee salaries and wages	370,644.	222,387.		148,258.
	15 Pension plans, employee benefits	417,756.	250,654.		167,102.
	16a Legal fees STMT 5	56,349.	33,809.		22,540.
	b Accounting fees STMT 6	128,311.	76,987.		51,324.
	c Other professional fees STMT 7	1,475,859.	1,321,993.		153,866.
	17 Interest				
	18 Taxes STMT 8	55,848.	33,509.		22,339.
	19 Depreciation and depletion	4,108.	2,465.		
	20 Occupancy	85,340.	51,204.		34,136.
	21 Travel, conferences, and meetings	68,964.	41,378.		27,586.
	22 Printing and publications	2,232.	1,339.		893.
	23 Other expenses STMT 9	143,955.	4,971,727.		56,902.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,781,266.	7,590,592.		1,073,706.
	25 Contributions, gifts, grants paid	25,102,862.			25,102,862.
	26 **Total expenses and disbursements.** Add lines 24 and 25	28,884,128.	7,590,592.		26,176,568.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<9,465,250.>			
	b **Net investment income** (if negative, enter -0-)		21,667,906.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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LHA **For Paperwork Reduction Act Notice, see instructions.**

Form **990-PF** (2011)

14041027 755908 11508000 2011.04040 SHERMAN FAIRCHILD FOUNDATIO 11508002

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only.

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	55,522,297.	38,165,261.	38,165,261.
	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			
	b Investments - corporate stock STMT 11	22,738,055.	20,136,896.	21,672,587.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	397,030,123.	407,526,173.	482,762,314.
	14 Land, buildings, and equipment: basis ▶ 251,564.			
	Less: accumulated depreciation STMT 10 ▶ 242,735.	11,934.	8,829.	8,829.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	475,302,409.	465,837,159.	542,608,991.
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 ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	475,302,409.	465,837,159.	
	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			
	30 **Total net assets or fund balances**	475,302,409.	465,837,159.	
	31 **Total liabilities and net assets/fund balances**	475,302,409.	465,837,159.	

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	475,302,409.
2	Enter amount from Part I, line 27a	2	<9,465,250.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	465,837,159.
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	465,837,159.

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	53,991,818.		36,173,648.	17,818,170.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				17,818,170.

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 17,818,170.

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

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	32,227,156.	512,890,873.	.062834
2009	23,751,141.	481,289,177.	.049349
2008	26,516,406.	457,955,709.	.057902
2007	18,385,474.	613,585,132.	.029964
2006	23,522,862.	531,594,437.	.044250

2	**Total** of line 1, column (d)	2	.244299
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	.048860
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	562,994,754.
5	Multiply line 4 by line 3	5	27,507,924.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	216,679.
7	Add lines 5 and 6	7	27,724,603.
8	Enter qualifying distributions from Part XII, line 4	8	26,176,568.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	433,358.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	433,358.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	433,358.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	785,362.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	785,362.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	352,004.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 352,004. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
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?	2		X
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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
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,CA,MD			
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* SEE STATEMENT 13	8b		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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MRS. BONNIE HIMMELMAN Telephone no. ▶ 301-913-5990

Located at ▶ 5454 WISCONSIN AVENUE, CHEVY CHASE, MD ZIP+4 ▶ 20815

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		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 ▶ , , ,			
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	2b		
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? ☐ 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.)* N/A	3b		
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)? ☐ 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)? N/A **5b**

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		971,900.	215,312.	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
JULIE MCLEAN - 5454 WISCONSIN AVENUE, SUITE 1205, CHEVY CHASE, MD	STAFF 40.00	150,328.	56,688.	0.
PAT WALLIES - 5454 WISCONSIN AVENUE, SUITE 1205, CHEVY CHASE, MD 20815	STAFF 40.00	82,735.	53,374.	0.
HEATHER BARRY - 5454 WISCONSIN AVENUE, SUITE 1205, CHEVY CHASE, MD	STAFF 40.00	75,164.	33,556.	0.
JOAN BAILOU - 5454 WISCONSIN AVENUE, SUITE 1205, CHEVY CHASE, MD 20815	STAFF 40.00	64,349.	36,433.	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
BDO USA,LLP 7101 WISCONSIN AVE. #800, BETHESDA, MD 20814	ACCOUNTING/AUDIT/TAX	122,487.
PATRICIA LYDON - 5454 WISCONSIN AVENUE, SUITE 1205, CHEVY CHASE, MD 20815	GRANT CONSULTANT	69,525.

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 N/A	
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.

Form **990-PF** (2011)

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12-02-11

14041027 755908 11508000 2011.04040 SHERMAN FAIRCHILD FOUNDATIO 11508002

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	55,416,175.
b	Average of monthly cash balances	1b	33,389,789.
c	Fair market value of all other assets	1c	482,762,314.
d	**Total** (add lines 1a, b, and c)	1d	571,568,278.
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	571,568,278.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,573,524.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	562,994,754.
6	**Minimum investment return.** Enter 5% of line 5	6	28,149,738.

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	28,149,738.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 433,358.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	433,358.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27,716,380.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	27,716,380.
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	27,716,380.

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	26,176,568.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	26,176,568.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	26,176,568.

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				27,716,380.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			14,708,142.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 26,176,568.				
a Applied to 2010, but not more than line 2a			14,708,142.	
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				11,468,426.
e Remaining amount distributed out of corpus	0.			
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	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				16,247,954.
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	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see 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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 ▶ [X] 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 *Paid during the year*				
Total SEE CONTINUATION SHEET(S)			▶ 3a	25,102,862.
b *Approved for future payment*				
Total SEE CONTINUATION SHEET(S)			▶ 3b	18,809,842.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	5,069.	
4 Dividends and interest from securities			14	2,017,676.	
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	525990	<511,007.>	14	14,945,024.	
8 Gain or (loss) from sales of assets other than inventory			18	2,956,095.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a MISCELLANEOUS INCOME			01	6,021.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<511,007.>		19,929,885.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) .... 13 19,418,878.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such 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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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 [X] 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.

Bonnie B. Himmelman | 11/1/12 | President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOYCE M. UNDERWOOD	Joyce Underwood	10/31/12		P00022361

Firm's name ▶ BDO USA, LLP — Firm's EIN ▶ 13-5381590

Firm's address ▶ 7101 WISCONSIN AVE., SUITE 800 BETHESDA, MD 20814-4827 — Phone no. (301)654-4900

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
ALLEGHENY COLLEGE MEADVILLE, PA	N/A	501(C)(3)/CHAR	SEP PHASE XI	97,523.
AMERICAN CANCER SOCIETY COLUMBUS, OH	N/A	501(C)(3)/CHAR	GENERAL SUPPORT	10,000.
AMERICAN COUNCIL ON EDUCATION WASHINGTON, DC	N/A	501(C)(3)/CHAR	EDUCATION OPTIONS FOR SEVERELY INJURED VETERANS	75,000.
AMERICAN HEART ASSOCIATION ARLINGTON, VA	N/A	501(C)(3)/CHAR	AID FOR RESEARCH, EDUCATION & ADVOCACY	25,000.
AMERICAN PHILSOPHICAL SOCIETY PHILADELPHIA, PA	N/A	501(C)(3)/CHAR	ENDOW WILLIAN SPAWN CONSERVATION INTERNSHIPS	50,000
ARTSTOR INC. NEW YORK, NY	N/A	501(C)(3)/CHAR	GENERAL FUNDING-MANAGE ART CONSERVATION DATA	50,000.
ASSOCIATION OF HORIZON, INC. CHICAGO, IL	N/A	501(C)(3)/CHAR	SUPPORT PUBLIC AWARENESS FOR DISABILITIES	10,000.
Total from continuation sheets				25,102,862.

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
BATES COLLEGE LEWISTON, ME	N/A	501(C)(3)/CHAR	SEP PHASE XI	100,000.
BOYS & GIRLS CLUB OF GREATER WASHINGTON SILVER SPRING, MD	N/A	501(C)(3)/CHAR	GENERAL OPERATIONS & OUTREACH SITES IN DC	50,000.
BOYS CLUB OF NEW YORK NEW YORK, NY	N/A	501(C)(3)/CHAR	STRATEGIC SUPPORT GRANT PHASE 2	2,300,000.
BRYN MAWR COLLEGE BRYN MAWR, PA	N/A	501(C)(3)/CHAR	GEOLOGY DEPT GENERAL SUPPORT	15,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY PASADENA, CA	N/A	501(C)(3)/CHAR	SXS RESEARCH PROGRAMS	876,000
CALIFORNIA INSTITUTE OF TECHNOLOGY PASADENA, CA	N/A	501(C)(3)/CHAR	STRATEGIC SUPPORT GRANT	2,500,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY PASADENA, CA	N/A	501(C)(3)/CHAR	BEOWOLF COMPUTER	137,964.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
CENTRAL PARK CONSERVANCY NEW YORK, NY	N/A	501(C)(3)/CHAR	RECREATIONAL PROGRAMS	50,000.
CHILD GUIDANCE CENTER OF SO. CONNECTICUT INC STAMFORD, CT	N/A	501(C)(3)/CHAR	PROF. MENTAL HEALTH SVCS. FOR CHILDREN & ADOLESCENTS	15,000.
CHILDREN'S HOSPITAL BOSTON BOSTON, MA	N/A	501(C)(3)/CHAR	FACULTY DEVELOPMENT COURSEIN CARDIAC ICU	10,000.
CLARK UNIVERSITY WORCESTER, MA	N/A	501(C)(3)/CHAR	SEP PHASE XI	99,900.
CLASSROOM, INC. NEW YORK, NY	N/A	501(C)(3)/CHAR	GENERAL FUNDING-AT RISK STUDENTS GRADES 5-12	15,000
COLBY-SAWYER COLLEGE NEW LONDON, NH	N/A	501(C)(3)/CHAR	NEW HAMPSHIRE WOMEN'S CAUCUS SUPPORT	25,000.
COLORADO COLLEGE COLORADO SPRINGS, CO	N/A	501(C)(3)/CHAR	ARTS & TECHNOLOGY	100,000.

Total from continuation sheets

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
COLUMBIA UNIVERSITY NEW YORK, NY	N/A	501(C)(3)/CHAR	STRATEGIC SUPPORT GRANT	2,500,000.
CONNECTICUT COLLEGE NEW LONDON, CT	N/A	501(C)(3)/CHAR	ARTS & TECHNOLOGY	100,000.
DANBURY HOSPITAL DEVELOPMENT FUND, INC. DANBURY, CT	N/A	501(C)(3)/CHAR	PEDIATRIC ECHOCARDIOGRAHPHY SYSTEM PURCHASE	100,000.
DARTMOUTH COLLEGE HANOVER, NH	N/A	501(C)(3)/CHAR	STRATEGIC SUPPORT GRANT	2,500,000.
DARTMOUTH COLLEGE HANOVER, NH	N/A	501(C)(3)/CHAR	PAGANUCCI FELLOWS PROGRAM	115,000
DENISON UNIVERSITY GRANVILLE, OH	N/A	501(C)(3)/CHAR	ARTS & TECHNOLOGY	87,631.
DENISON UNIVERSITY GRANVILLE, OH	N/A	501(C)(3)/CHAR	STRATEGIC SUPPORT GRANT	2,500,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
DUTCHESS COUNTY COMMUNITY ACTION AGENCY POUGHKEEPSIE, NY	N/A	501(C)(3)/CHAR	DOVER PLAINS NY EMERGENCY FOOD BANK	25,000.
EISENHOWER MEDICAL CENTER RANCHO MIRAGE, CA	N/A	501(C)(3)/CHAR	EISENHOWER PRIMARY CARE 365 INITIATIVE	40,000.
FRANKLIN & MARSHALL COLLEGE LANCASTER, PA	N/A	501(C)(3)/CHAR	SEP PHASE XII	99,895.
GREENWICH ADULT DAY CARE GREENWICH, CT	N/A	501(C)(3)/CHAR	GENERAL SUPPORT	50,000.
HAMPSHIRE COLLEGE AMHERST, MA	N/A	501(C)(3)/CHAR	ARTS & TECHNOLOGY	100,000
HEADREST, INC. LEBANON, NH	N/A	501(C)(3)/CHAR	GENERAL SUPPORT FOR CORE SERVICES	50,000.
HOBART AND WILLIAM SMITH COLLEGES GENEVA, NY	N/A	501(C)(3)/CHAR	SEP PHASE XII	100,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
INJURED MARINE SEMPER FI FUND CAMP PENDLETON, CA	N/A	501(C)(3)/CHAR	GENERAL SUPPORT FOR WOUNDED, CRITICALLY ILL & FAMILIES	50,000.
KALAMZAOO COLLEGE KALAMZAOO, MI	N/A	501(C)(3)/CHAR	SEP PHASE XII	99,988.
LA PUENTE HOME ALAMOSA, CO	N/A	501(C)(3)/CHAR	EMERGENCY SERVICES	25,000.
LAWRENCE UNIVERSITY APPLETON, WI	N/A	501(C)(3)/CHAR	SEP PHASE XII	100,000.
LINCOLN CENTER INSTITUTE NEW YORK, NY	N/A	501(C)(3)/CHAR	GENERAL FUNDING FOR K-12	375,000
MCCALLUM THEATRE PALM DESERT, CA	N/A	501(C)(3)/CHAR	GENERAL OPERATIONS	40,000.
METROPOLITAN MUSEUM OF ART NEW YORK, NY	N/A	501(C)(3)/CHAR	STRATEGIC SUPPORT GRANT	1,666,667.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
MONTSHIRE MUSEUM OF SCIENCE NORWICH, VT	N/A	501(C)(3)/CHAR	SCIENCE ED OUTREACH & PROF. DEVELOPMENT SVCS.	50,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY OWINGS MILLS, MD	N/A	501(C)(3)/CHAR	BIKE MS: CHESAPEAKE CHALLENGE	10,000.
NEW LONDON HOSPITAL NEW LONDON, NH	N/A	501(C)(3)/CHAR	NLJ'S WILLIAM P CLOUGH EXTENDED CARE CTR VAN	25,000.
NEWARK-GRANVILLE SYMPHONY ORCHESTRA GRANVILLE, OH	N/A	501(C)(3)/CHAR	GENERAL SUPPORT	40,000.
NORTHEAST HARBOR LIBRARY NORTHEAST HARBOR, ME	N/A	501(C)(3)/CHAR	GENERAL SUPPORT	25,000
PALM SPRINGS FRIENDS OF PHILHARMONIC PALM DESERT, CA	N/A	501(C)(3)/CHAR	MUSIC CONCERTS IN COACHELLA VALLEY	10,000.
PHILLIPS COLLECTION WASHINGTON, DC	N/A	501(C)(3)/CHAR	STRATEGIC SUPPORT GRANT	1,666,667.

Total from continuation sheets ....

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
PIERPONT MORGAN LIBRARY NEW YORK, NY	N/A	501(C)(3)/CHAR	STRATEGIC SUPPORT GRANT	2,500,000.
SAINT COLUMBA'S NURSERY SCHOOL WASHINGTON, DC	N/A	501(C)(3)/CHAR	TEACHER TRAINING MODULES; FAMILIES IN NEED	10,000.
SAINT LOUIS UNIVESITY ST. LOUIS, MO	N/A	501(C)(3)/CHAR	FRANK R BURTON MD MEMORIAL & EDUCATION FUND	25,000.
SALVATION ARMY OF BOSTON BOSTON, MA	N/A	501(C)(3)/CHAR	EMERGENCY SERVICES	175,000.
SALVATION ARMY OF CHICAGO CHICAGO, IL	N/A	501(C)(3)/CHAR	EMERGENCY SERVICES	175,000
SALVATION ARMY OF CLEVELAND CLEVELAND, OH	N/A	501(C)(3)/CHAR	EMERGENCY SERVICES	175,000.
SALVATION ARMY OF DC WASHINGTON, DC	N/A	501(C)(3)/CHAR	EMERGENCY SERVICES	175,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
SALVATION ARMY OF NEW YORK NEW YORK, NY	N/A	501(C)(3)/CHAR	GENERAL OPERATIONS	500,000.
SALVATION ARMY OF NEW YORK NEW YORK, NY	N/A	501(C)(3)/CHAR	EMERGENCY SERVICES	175,000.
SHELTER FOR THE HOMELESS STAMFORD, CT	N/A	501(C)(3)/CHAR	GENERAL SUPPORT	10,000.
ST COLUMBA'S EPISCOPAL CHURCH WASHINGTON, DC	N/A	501(C)(3)/CHAR	GENERAL SUPPORT	40,000.
THE ENDOWMENT FOR INNER-CITY EDUCATION NEW YORK, NY	N/A	501(C)(3)/CHAR	CARDINAL'S SCHOLARSHIPS PROGRAM	25,000
THE NEIGHBORHOOD HOUSE NORTHEAST HARBOR, ME	N/A	501(C)(3)/CHAR	CAPITAL CAMPAIGN	50,000.
THE PARTNERSHIP FOR INNER-CITY EDUCATION NEW YORK, NY	N/A	501(C)(3)/CHAR	INITIAL COSTS FOR PLANNING/PILOTING OWN SCHOOL REGION	125,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
UNIVERSITY OF CALIFORNIA AT SAN FRANCISCO SAN FRANCISCO, CA	N/A	501(C)(3)/CHAR	NOVEL THERAPEUTICS FOR PRION DISEASES	1,482,294.
UNIVERSITY OF PUGET SOUND TACOMA, WA	N/A	501(C)(3)/CHAR	SEP PHASE XI	100,000.
VIRGINIA WARING INT'L PIANO COMPETITION PALM DESERT, CA	N/A	501(C)(3)/CHAR	GENERAL SUPPORT	10,000.
YALE NEW HAVEN TEACHERS INSTITUTE NEW HAVEN, CT	N/A	501(C)(3)/CHAR	SCIENCE SEMINARS	133,333.
YOUNG LIFE TRI COUNTY ANDERSON, SC	N/A	501(C)(3)/CHAR	WYLDLIFE MIDDLE SCHOOL MINISTRY	5,000
YWCA GREENWICH GREENWICH, CT	N/A	501(C)(3)/CHAR	GENERAL REFURBISHMENT	50,000.

Total from continuation sheets

Part XV Supplementary Information (continued)

3b Grants and Contributions 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
ALLEGHENY COLLEGE MEADVILLE, PA	N/A	501(C)(3)/CHAR	SEP PHASE XI	97,522.
ARTSTOR INC. NEW YORK, NY	N/A	501(C)(3)/CHAR	GENERAL FUNDING-MANAGE ART CONSERVATION DATA	50,000.
BATES COLLEGE LEWISTON, ME	N/A	501(C)(3)/CHAR	SEP PHASE XI	100,000.
BENNINGTON COLLEGE BENNINGTON, VT	N/A	501(C)(3)/CHAR	ARTS & TECHNOLOGY PHASE II	300,000.
BRYN MAWR COLLEGE BRYN MAWR, PA	N/A	501(C)(3)/CHAR	SIUMMER STIPEND PROGRAM	247,500
CALIFORNIA INSTITUTE OF TECHNOLOGY PASADENA, CA	N/A	501(C)(3)/CHAR	SXS RESEARCH PROGRAMS	896,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY PASADENA, CA	N/A	501(C)(3)/CHAR	BEOWOLF COMPUTER	139,223.
Total from continuation sheets				18,809,842.

Part XV Supplementary Information (continued)

3b Grants and Contributions 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
CARLETON COLLEGE NORTHFIELD, MN	N/A	501(C)(3)/CHAR	ARTS & TECHNOLOGY PHASE II	300,000.
CENTRAL PARK CONSERVANCY NEW YORK, NY	N/A	501(C)(3)/CHAR	RECREATIONAL PROGRAMS	50,000.
CLARK UNIVERSITY WORCESTER, MA	N/A	501(C)(3)/CHAR	SEP PHASE XI	99,900.
CONNECTICUT COLLEGE NEW LONDON, CT	N/A	501(C)(3)/CHAR	LIFE SCIENCES & COMPUTER SCIENCE FACILITY	5,000,000.
DARTMOUTH COLLEGE HANOVER, NH	N/A	501(C)(3)/CHAR	PAGANUCCI FELLOWS PROGRAM	115,000
FRANKLIN & MARSHALL COLLEGE LANCASTER, PA	N/A	501(C)(3)/CHAR	SEP PHASE XII	399,578.
HARVEY MUDD COLLEGE AMHERST, MA	N/A	501(C)(3)/CHAR	SUMMER STIPEND PROGRAM	247,500.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3b Grants and Contributions 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
HOBART AND WILLIAM SMITH COLLEGES GENEVA, NY	N/A	501(C)(3)/CHAR	SEP PHASE XII	400,000.
KALAMZAOO COLLEGE KALAMZAOO, MI	N/A	501(C)(3)/CHAR	SEP PHASE XII	399,952.
LAWRENCE UNIVERSITY APPLETON, WI	N/A	501(C)(3)/CHAR	SEP PHASE XII	400,000.
LINCOLN CENTER INSTITUTE NEW YORK, NY	N/A	501(C)(3)/CHAR	GENERAL FUNDING FOR K-13	375,000.
METROPOLITAN MUSEUM OF ART NEW YORK, NY	N/A	501(C)(3)/CHAR	STRATEGIC SUPPORT GRANT	1,666,666
OBERLIN COLLEGE OBERLIN, OH	N/A	501(C)(3)/CHAR	ARTS & TECHNOLOGY PHASE II	299,746.
PHILLIPS COLLECTION WASHINGTON, DC	N/A	501(C)(3)/CHAR	STRATEGIC SUPPORT GRANT	1,666,666.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3b Grants and Contributions 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
POMONA COLLEGE CLAREMONT, CA	N/A	501(C)(3)/CHAR	SUMMER STIPEND PROGRAM	247,500.
SARAH LAWRENCE COLLEGE BRONXVILLE, NY	N/A	501(C)(3)/CHAR	SUMMER STIPEND PROGRAM	132,000.
THE ENDOWMENT FOR INNER-CITY EDUCATION NEW YORK, NY	N/A	501(C)(3)/CHAR	CARDINAL'S SCHOLARSHIPS PROGRAM	25,000.
THE PARTNERSHIP FOR INNER-CITY EDUCATION NEW YORK, NY	N/A	501(C)(3)/CHAR	INITIAL COSTS FOR PLANNING/PILOTING OWN SCHOOL REGION	125,000.
UNIVERSITY OF CALIFORNIA AT SAN FRANCISCO SAN FRANCISCO, CA	N/A	501(C)(3)/CHAR	NOVEL THERAPEUTICS FOR PRION DISEASES	4,663,422
UNIVERSITY OF PUGET SOUND TACOMA, WA	N/A	501(C)(3)/CHAR	SEP PHASE XI	100,000.
YALE NEW HAVEN TEACHERS INSTITUTE NEW HAVEN, CT	N/A	501(C)(3)/CHAR	SCIENCE SEMINARS	266,667.
Total from continuation sheets				

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	GAINS/LOSSES - VANGUARD	P	VARIOUS	VARIOUS
b	GAINS/LOSSES - ICAP	P	VARIOUS	VARIOUS
c	GAINS/LOSSES - T ROWE PRINCE	P	VARIOUS	VARIOUS
d	GAINS/LOSSES - DISPOSAL OF FIXED	P	VARIOUS	VARIOUS
e	GAINS /LOSSES - HOLDINGS	P	VARIOUS	VARIOUS
f	GAINS /LOSSES - PARTNERSHIPS	P	VARIOUS	VARIOUS
g	SSGA US TREASURY 1-3 YR INDEX	P	VARIOUS	02/28/11
h	GMO U.S. CORE EQUITY FUND	P	VARIOUS	10/07/11
i	HARBOR CAPITAL APPRECIATION FUND INSITUTIONAL	P	VARIOUS	10/07/11
j	SCP ATLANTIC FUND	P	VARIOUS	02/28/11
k	SCP ATLANTIC FUND	P	VARIOUS	04/29/11
l	EMERGING MARKET INVESTORS FUND	P	VARIOUS	04/01/11
m	EMERGING MARKET INVESTORS FUND	P	VARIOUS	04/07/11
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	4,000,331.		3,471,086.	529,245.
b	8,330,989.		7,517,645.	813,344.
c	2,457,872.		2,464,525.	<6,653.>
d			143.	<143.>
e	1,409,435.			1,409,435.
f	14,159,986.			14,159,986.
g	12,000,000.		11,872,982.	127,018.
h	2,000,000.		2,067,174.	<67,174.>
i	2,000,000.		1,316,012.	683,988.
j	2,833,000.		2,870,056.	<37,056.>
k	142,418.		129,944.	12,474.
l	4,373,496.		4,223,457.	150,039.
m	284,291.		240,624.	43,667.
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				529,245.
b				813,344.
c				<6,653.>
d				<143.>
e				1,409,435.
f				14,159,986.
g				127,018.
h				<67,174.>
i				683,988.
j				<37,056.>
k				12,474.
l				150,039.
m				43,667.
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	17,818,170.
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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAINS/LOSSES - VANGUARD		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,000,331.	3,471,086.	0.	0.	529,245.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAINS/LOSSES - ICAP		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,330,989.	7,517,645.	0.	0.	813,344.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAINS/LOSSES - T ROWE PRINCE		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,457,872.	2,464,525.	0.	0.	<6,653.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAINS/LOSSES - DISPOSAL OF FIXED	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	143.	0.	0.	<143.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAINS /LOSSES - HOLDINGS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,409,435.	0.	0.	0.	1,409,435.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GMO U.S. CORE EQUITY FUND	PURCHASED	VARIOUS	10/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,000,000.	1,800,302.	0.	0.	199,698.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HARBOR CAPITAL APPRECIATION FUND INSITUTIONAL	PURCHASED	VARIOUS	10/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,000,000.	1,988,831.	0.	0.	11,169.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,956,095.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
CHECKING ACCOUNT	4,501.
INSTITUTIONAL CAPITAL	236.
VANGUARD	332.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,069.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM PUBLICLY TRADED SECURITIES	416,892.	0.	416,892.
PIMCO COMMODITY REAL RETURN FUND	404,431.	0.	404,431.
PIMCO TOTAL RETURN FUND	1,196,353.	0.	1,196,353.
TOTAL TO FM 990-PF, PART I, LN 4	2,017,676.	0.	2,017,676.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME-BOOKS	14,434,017.	14,434,017.	
BACK OUT PARTNERSHIP INCOME-BOOKS	0.	<14,434,017.>	
INCOME PER K-1S(NON-UBIT)	0.	23,571,548.	
R/C CAP GAINS FROM K-1S(NON-UBIT)	0.	<14,159,986.>	
MISCELLANEOUS INCOME	6,021.	6,021.	
TOTAL TO FORM 990-PF, PART I, LINE 11	14,440,038.	9,417,583.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL-GENERAL	56,349.	33,809.		22,540.
TO FM 990-PF, PG 1, LN 16A	56,349.	33,809.		22,540.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX PREPARATION	128,311.	76,987.		51,324.
TO FORM 990-PF, PG 1, LN 16B	128,311.	76,987.		51,324.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	1,321,993.	1,321,993.		0.
GRANTS CONSULTANTS	153,866.	0.		153,866.
TO FORM 990-PF, PG 1, LN 16C	1,475,859.	1,321,993.		153,866.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	55,848.	33,509.		22,339.
TO FORM 990-PF, PG 1, LN 18	55,848.	33,509.		22,339.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES AND OTHER ADMIN	7,233.	4,326.		2,908.
TELEPHONE	12,148.	7,289.		4,859.
POSTAGE/SHIPPING	10,030.	6,018.		4,012.
INSURANCE	44,002.	26,401.		17,601.
COMPUTER EXPENSE	58,701.	35,221.		23,480.
DEDUCTIONS PER K-1 SCHEDULE	0.	4,884,673.		0.
OTHER EXPENSE	11,841.	7,799.		4,042.
TO FORM 990-PF, PG 1, LN 23	143,955.	4,971,727.		56,902.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS	251,564.	242,735.	8,829.	8,829.
TO 990-PF, PART II, LN 14	251,564.	242,735.	8,829.	8,829.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3,650.0000 ACE LIMITED SHS	214,427.	255,938.
10,000.0000 GOOGLE INC	5,106,107.	6,459,000.
16,650.0000 MICROSOFT CORP	428,484.	432,234.
11,700.0000 WELLS FARGO & CO	298,769.	322,452.
107,970.0000 PEAK SPORT	92,617.	28,499.
13,150.0000 VODAFONE GROUP PLC ADR	294,733.	368,595.
13,044.0000 MOMENTA PHARMACEUTICALS INC	265,098.	226,835.
2,400.0000 MONSANTO CO	153,991.	168,168.
20,550.0000 PFIZER INC	361,254.	444,702.
11,500.0000 TIME WARNER INC	382,271.	415,610.
350.0000 CHEVRON CORP	26,476.	37,240.
2,450.0000 OCCIDENTAL PETROLEUM CORP	197,703.	229,565.
3,914.0000 OWENS-ILLINOIS INC	101,008.	75,853.
2,300.0000 COCA-COLA CO	134,391.	160,931.
3,450.0000 COVIDIEN PLC SHS	148,847.	155,285.
8,100.0000 METLIFE INC	328,379.	252,558.

8,250.0000 JOHNSON CONTROLS INC	229,450.	257,895.
6,250.0000 HONEYWELL INTERNATIONAL INC	235,175.	339,687.
10,000.0000 TEXAS INSTRUMENTS INC	261,434.	291,100.
2,700.0000 PEPSICO INC/NC	175,899.	179,145.
3,150.0000 MARATHON OIL CORP	60,166.	92,201.
6,800.0000 BCE INC	181,287.	283,356.
7,950.0000 BB&T CORP	202,064.	200,102.
43,081.8870 VANGUARD INSTITUTIONAL INDEX FUND INSTITUTION	4,679,750.	4,956,140.
6,500.0000 VIACOM INC	216,995.	295,165.
8,870.0000 SEABRIGHT HOLDINGS INC	148,744.	67,856.
6,550.0000 MERCK & CO INC	203,625.	246,935.
2,600.0000 US BANCORP	55,347.	70,330.
6,950.0000 SANOFI-AVENTIS SA ADR	237,757.	253,953.
1,050.0000 BLACKROCK INC	183,427.	187,152.
3,333.0000 CALIX INC	72,859.	21,565.
5,792.0000 FIRST REPUBLIC BANK/SAN FRAN	172,312.	177,293.
15,134.0000 GREEN DOT CORP	790,146.	472,483.
7,000.0000 INTERMUNE INC	257,730.	88,200.
6,544.0000 QIHOO 360 TECHNOLOGY CO LTD	102,675.	102,675.
6,693.0000 RESPONSYS INC	73,088.	59,501.
16,450.0000 APPLIED MATERIALS INC	225,562.	176,180.
6,350.0000 ARCHER-DANIELS-MIDLAND CO	223,170.	181,610.
4,250.0000 CAPITAL ONE FINANCIAL CORP	186,691.	179,733.
18,800.0000 CISCO SYSTEMS INC	310,485.	339,904.
5,350.0000 EXXON MOBIL CORP	422,050.	453,466.
10,950.0000 GENERAL ELECTRIC CO	176,385.	196,114.
11,500.0000 JPMORGAN CHASE & CO	481,055.	382,375.
3,000.0000 JOHNSON & JOHNSON	193,192.	196,740.
1,125.0000 MARATHON PETROLEUM CORP	30,198.	37,451.
1,500.0000 NOVARTIS AG	83,172.	85,755.
5,850.0000 PROCTOR & GAMBLE CO	362,852.	390,253.
2,200.0000 SOUTHWESTERN ENERGY CO	84,984.	70,268.
1,000.0000 STANLEY BLACK & DECKER INC	51,884.	67,600.
1,650.0000 ULTRA PETROLEUM CORP	48,228.	48,889.
3,750.0000 UNITEDHEALTH GROUP INC	182,503.	190,050.
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,136,896.	21,672,587.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
253,705.6450 SILCHESTER INTL VALUE EQUITY TRUST	COST	10,826,722.	17,441,346.
ABINGWORTH BIOEQUITIES, LTD.	COST	954,311.	1,046,977.
ACTIVE EMERGING MARKETS CTF (REXITER)	COST	178,534.	0.
BAIN BROOKSIDE CAYMAN II OFFSHORE	COST	5,000,000.	4,453,796.
CEDAR ROCK CAPITAL PARTNERS	COST	11,281,892.	17,372,864.

CHILTON GLOBAL NATURAL RESOURCES INTERNATIONAL	COST	5,000,000.	5,631,046.
CONVEXITY CAPITAL OFFSHORE, L.P.	COST	10,000,000.	15,808,173.
DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P.	COST	2,908,666.	2,920,865.
FARALLON CAPITAL	COST	1,949,058.	1,766,345.
MASON CAPITAL	COST	3,000,000.	3,104,089.
OZ OVERSEAS FUND C/O GOLDMAN SACHS	COST	5,000,000.	13,607,300.
PROSPECT HARBOR CREDIT PARTNERS, L.P.	COST	3,659,126.	517,907.
STATE STREET GLOBAL ADVISORS - U.S. TREASURY 1-3 YEAR INDEX SEC LEND CTF	COST	22,469,132.	25,474,020.
STATE STREET GLOBAL ADVISORS - U.S. TREASURY 3-10 YEAR INDEX SEC LEND CTF	COST	9,579,927.	9,579,927.
WELLINGTON INFLATION HEDGE FUND (TRUST)	COST	5,328,863.	4,429,087.
GMO US EQUITY CORE FUND	COST	9,297,269.	8,798,374.
HARBOR CAPITAL APPRECIATION	COST	4,052,849.	9,660,557.
PIMCO COMMODITY REAL RETURN FUND	COST	2,500,000.	1,114,519.
PIMCO TOTAL RETURN FUND	COST	40,052,978.	40,622,994.
VANGUARD MSCI EMERGING MARKETS	COST	10,000,000.	7,606,465.
ABINGWORTH BIOVENTURES IV, L.P.	COST	1,257,512.	996,808.
ABINGWORTH BIOVENTURES V, L.P.	COST	927,741.	1,286,320.
ACCEL GROWTH FUND II	COST	163,826.	162,922.
ACCEL IX, L.P.	COST	1,219,561.	17,104,471.
ACCEL VIII, L.P.	COST	362,831.	362,823.
ACCEL X, L.P.	COST	1,308,437.	2,663,725.
ACCEL XI	COST	91,269.	90,660.
ADVENT PRIVATE EQUITY II B, L.P.	COST	<42,487.>	138,416.
ADVENT PRIVATE EQUITY III, L.P.	COST	1,391,049.	793,353.
ADVENT PRIVATE EQUITY IV, L.P.	COST	1,537,481.	1,558,650.
ATLAS VENTURE FUND IV, L.P.	COST	786,746.	7,843.
ATLAS VENTURE FUND V, L.P.	COST	365,253.	224,085.
ATLAS VENTURE FUND VI, L.P.	COST	963,831.	582,310.
BAIN CAPITAL (SQ) VIII, L.P.	COST	<88,854.>	12,733.
BAIN CAPITAL (TRU) VIII, L.P.	COST	0.	406,576.
BAIN CAPITAL AIV (LOEWS) II, L.P.	COST	15,622.	45,234.
BAIN CAPITAL ASIA I, L.P	COST	910,822.	825,187.
BAIN CAPITAL FUND VII - E, L.P.	COST	182,391.	390,265.
BAIN CAPITAL FUND VII, L.P.	COST	278,584.	508,713.
BAIN CAPITAL FUND VIII, L.P.	COST	2,834,097.	3,267,853.
BAIN CAPITAL FUND VIII-E, L.P.	COST	3,185,209.	3,674,244.
BAIN CAPITAL IX (OSI), L.P.	COST	0.	377,215.
BAIN CAPITAL IX COINVESTMENT, L.P.	COST	1,092,983.	1,101,510.
BAIN CAPITAL IX, L.P.	COST	4,245,098.	3,738,107.
BAIN CAPITAL VENTURE 2009	COST	584,781.	729,503.
BAIN CAPITAL VENTURE FUND 2001, L.P.	COST	721,740.	1,126,994.
BAIN CAPITAL VENTURE FUND 2005, L.P.	COST	938,566.	1,098,791.
BAIN CAPITAL VENTURE FUND 2007, L.P.	COST	1,304,988.	1,943,173.

BAIN CAPITAL VI, L.P.	COST	196,358.	69,938.
BAIN CAPITAL VII COINVESTMENT, L.P.	COST	413,177.	132,834.
BAIN CAPITAL VIII COINVESTMENT, L.P.	COST	379,990.	613,988.
BCP (CAYMAN) V-S, L.P.	COST	6,145.	390,949.
BCP V-S, L.P.	COST	<5,091.>	0.
BERKSHIRE FUND IV, L.P.	COST	102,036.	168,493.
BERKSHIRE FUND V, L.P.	COST	125,143.	308,844.
BERKSHIRE FUND VI, L.P.	COST	918,125.	2,052,265.
BERKSHIRE FUND VII, L.P. & BERKSHIRE VII (OS)	COST	2,498,130.	3,333,203.
BERKSHIRE US FUND V, L.P.	COST	8,631.	0.
BERKSHIRE V CO-INVESTMENT FUND, L.P.	COST	129,568.	97,934.
BERKSHIRE VIII	COST	197,494.	195,512.
BERSKSHIRE (AIV DIRECT) FUND VI, L.P.	COST	23,387.	0.
BERSKSHIRE FUND VI (OS), L.P.	COST	13,800.	0.
BLACKSTONE CAPITAL PARTNERS (CAYMAN II) V L.P.	COST	30,794.	0.
BLACKSTONE CAPITAL PARTNERS (CAYMAN II) V-NQ L.P.	COST	736.	0.
BLACKSTONE CAPITAL PARTNERS (CAYMAN III) V L.P.	COST	7,345.	0.
BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV, LP	COST	2,145,947.	1,393,488.
BLACKSTONE CAPITAL PARTNERS (CAYMAN) V-A, L.P.	COST	1,073.	0.
BLACKSTONE CAPITAL PARTNERS V USS FEEDER, L.P.	COST	<40,195.>	0.
BLACKSTONE ECC CAPITAL PARTNERS IV, L.P.	COST	9,326.	0.
BLACKSTONE FC CAPITAL PARTNERS IV, L.P.	COST	<51,783.>	1,541.
BLACKSTONE FCH CAPITAL PARTNERS IV, L.P.	COST	65,772.	156,265.
BLACKSTONE HEI CAPITAL PARTNERS V L.P.	COST	<136.>	0.
BLACKSTONE IV, L.P.	COST	<1,197,991.>	891,634.
BLACKSTONE PARTNERS RE EUROPE III	COST	834,830.	891,583.
BLACKSTONE PB CAPITAL PARTNERS V L.P.	COST	<20,244.>	0.
BLACKSTONE RE PARTNERS INT'L II Q L.P.	COST	7,579.	0.
BLACKSTONE RE PARTNERS INT'L II, L.P.	COST	2,353,787.	2,521,270.
BLACKSTONE RGIS CAPITAL PARTNERS V L.P.	COST	13,239.	0.
BLACKSTONE SGP CAPITAL PARTNERS (CAYMAN) IV, L.P.	COST	197,494.	505,671.
BLACKSTONE V, L.P.	COST	3,429,202.	3,015,273.
BOSTON VENTURES L.P. V	COST	242,622.	418,056.
BOSTON VENTURES L.P. VII	COST	1,037,293.	1,602,271.
BPG INVESTMENT VII-A, L.P.	COST	2,854,496.	1,138,000.

BPG INVESTMENT VIII-A, L.P.	COST	1,711,356.	1,300,000.
BRENTWOOD ASSOCIATES IX, L.P.	COST	454,230.	347,315.
CA RESOURCES BAIN EUROPE III	COST	1,698,484.	1,833,640.
CA RESOURCES FUND, L.P. - SERIES BAIN X	COST	3,640,417.	3,214,665.
CABOT INDUSTRIAL VALUE FUND II, INC.	COST	6,611,163.	5,009,283.
CABOT IVF III	COST	1,302,495.	1,380,231.
CYPRESS MERCHANT II (CAYMAN), L.P.	COST	127,456.	0.
CYPRESS MERCHANT II, L.P.	COST	378,461.	466,053.
DAG IV	COST	3,275,034.	4,044,252.
DAG VENTURES III-QP, L.P.	COST	2,595,954.	2,948,258.
DAG VENTURES II-QP, L.P.	COST	1,718,317.	1,859,307.
DAG VENTURES V-QP, LP	COST	282,233.	274,786.
DRAPER ATLANTIC VENTURE FUND, L.P.	COST	0.	0.
DRAWBRIDGE LDV FUND I-B, L.P.	COST	3,881,510.	3,552,372.
DRAWBRIDGE LDV FUND II-B, L.P.	COST	2,730,546.	2,629,348.
DRAWBRIDGE LDV FUND III-C, L.P.	COST	1,153,011.	1,143,917.
ENCAP ENERGY CAPITAL VI-B, L.P.	COST	1,780,418.	1,567,436.
ENCAP ENERGY CAPITAL VII, L.P.	COST	1,471,310.	2,175,255.
ENCAP VIII	COST	127,230.	129,453.
ENERVEST X-B, L.P.	COST	3,388,732.	2,106,392.
ENERVEST XI-B, L.P.	COST	4,070,047.	3,298,452.
ENERVEST XII-B	COST	2,096,994.	2,143,678.
FORTRESS (GAGACQ), L.L.C.	COST	1,703,553.	0.
FORTRESS COPS FUND A	COST	2,143,099.	2,155,961.
FORTRESS COP'S FUND II B	COST	2,894,347.	2,955,909.
FORTRESS COP'S FUND III	COST	<2,114.>	466,919.
FORTRESS FLORIDA PREFERRED	COST	301,658.	426,568.
FORTRESS II, L.L.C.	COST	<1,553,014.>	220,201.
FORTRESS III, L.P.	COST	4,398,497.	3,306,593.
FORTRESS IV (FUND B), L.P.	COST	4,780,411.	4,180,532.
FORTRESS IV (SISTERCO B-1), L.P.	COST	<6,787.>	0.
FORTRESS V-A, L.P.	COST	4,453,640.	4,125,970.
GC ENTREPRENEURS FUND III, L.P.	COST	625,802.	1,027,901.
GENERAL CATALYST GROUP IV, L.P.	COST	683,763.	1,010,387.
GENERAL CATALYST GROUP V, L.P.	COST	991,798.	1,068,215.
GENERAL CATALYST GROUP V-SUPPLEMENTAL, L.P.	COST	<54,355.>	204,587.
GENERAL CATALYST VI	COST	<1,096.>	<2,821.>
GREYLOCK ISRAEL FUND II	COST	136,180.	134,464.
GREYLOCK ISRAEL, L.P.	COST	888,113.	1,203,220.
GREYLOCK IX, L.P.	COST	0.	0.
GREYLOCK X, L.P.	COST	1,380,990.	402,670.
GREYLOCK XI, L.P.	COST	2,380,127.	7,376,336.
GREYLOCK XII, L.P.	COST	2,412,258.	8,557,148.
GREYLOCK XIII	COST	2,994,284.	3,413,813.
HEARTWOOD FORESTLAND VI	COST	2,979,057.	3,536,852.
HIG BAYSIDE DEBT & LBO FUND II	COST	1,341,142.	1,521,227.
HIG BAYSIDE OPPORTUNITY FUND, L.P.	COST	1,440,845.	1,854,695.
HIG EUROPE, L.P	COST	1,761,757.	2,220,222.
HIG GROWTH BUYOUTS & EQUITY FUND II	COST	31,890.	31,093.
HIGHLAND CAPITAL PARTNERS IV, L.P.	COST	432,620.	202,400.
HIGHLAND CAPITAL PARTNERS V, L.P.	COST	589,678.	447,226.

IDG ACCEL CHINA CAPITAL	COST	750,471.	881,608.
IDG ACCEL CHINA GROWTH FUND III	COST	262,136.	260,702.
IDG ACCEL CHINA II	COST	86,738.	85,536.
IDG-ACCEL CHINA GROWTH I, L.P.	COST	1,663,885.	2,242,446.
IDG-ACCEL CHINA GROWTH II, L.P.	COST	1,652,443.	2,299,923.
LLR EQUITY PARTNERS II, L.P.	COST	917,381.	1,471,140.
LLR III	COST	1,114,818.	1,447,822.
LUBERT ADLER RE VI	COST	1,591,756.	955,662.
LUBERT-ADLER RE V, L.P.	COST	1,526,842.	621,918.
MCCOWEN DE LEEUW & CO. IV, L.P.	COST	0.	0.
MERIT ENERGY F-1, L.P.	COST	711,583.	255,299.
MERIT ENERGY G	COST	2,915,520.	2,551,315.
MERIT ENERGY PARTNERS E-1, L.P.	COST	1,247,125.	656,362.
MERIT H	COST	193,155.	189,291.
MERITECH CAPITAL PARTNERS I, L.P.	COST	2,278,412.	126,915.
MERITECH CAPITAL PARTNERS II, L.P.	COST	700,082.	595,495.
MORGAN STANLEY CAPITAL PARTNERS III, L.P.	COST	423,395.	465,555.
NORTH BRIDGE GROWTH EQUITY I, L.P.	COST	1,329,184.	1,555,184.
NORTH BRIDGE VENTURE PARTNERS IV-B, L.P.	COST	2,384,673.	1,329,230.
NORTH BRIDGE VENTURE PARTNERS V-B, L.P.	COST	2,137,029.	2,430,217.
NORTH BRIDGE VENTURE PARTNERS VI, L.P.	COST	2,183,535.	2,739,170.
NORTHBRIDGE 7	COST	857,577.	1,066,967.
OAK INVESTMENT PARTNERS VII, L.P.	COST	540,677.	141,021.
OAK INVESTMENT PARTNERS VIII, L.P.	COST	714,251.	93,948.
PATRON III SCOTLAND, L.P.	COST	1,943,266.	1,600,600.
POLARIS VENTURE PARTNERS III, L.P.	COST	811,385.	887,653.
POLARIS VENTURE PARTNERS IV, L.P.	COST	2,345,157.	2,705,239.
POLARIS VENTURE PARTNERS V, L.P.	COST	2,016,068.	2,951,554.
POLARIS VI	COST	20,817.	17,550.
REALTY ASSOCIATES FUND VI CORPORATION	COST	605,543.	1,522,826.
REDPOINT VENTURES I, L.P.	COST	306,336.	657,693.
REDPOINT VENTURES II, L.P.	COST	369,851.	660,803.
RMS FOREST GROWTH II, L.P.	COST	2,786,756.	3,581,161.
SANKATY COP'S IV OFFSHORE FUND	COST	1,455,927.	2,315,721.
SANKATY CREDIT OPPORTUNITIES II, L.P	COST	1,612,753.	1,178,911.
SANKATY CREDIT OPPORTUNITIES OFFSHORE III, L.P	COST	1,977,459.	1,753,910.
SEQUIOA GROWTH III, L.P.	COST	3,258,972.	4,291,239.
SEQUIOA INDIA GROWTH FUND I, L.P.	COST	715,202.	708,063.
SEQUIOA INDIA III, L.P.	COST	740,805.	982,183.
SEQUIOA ISRAEL III, L.P.	COST	1,321,125.	1,986,140.
SEQUOIA 2010	COST	2,541,279.	3,441,989.
SEQUOIA CAPITAL CHINA I, L.P.	COST	526,576.	1,863,181.
SEQUOIA CAPITAL CHINA II, L.P.	COST	837,951.	1,547,478.
SEQUOIA CAPITAL FRANCHISE FUND, L.P.	COST	1,247,094.	2,545,055.
SEQUOIA CAPITAL IX, L.P.	COST	766,494.	673,342.
SEQUOIA CAPITAL VIII, L.P.	COST	674,415.	55,233.

SEQUOIA CAPITAL X, L.P.	COST	1,218,300.	910,210.
SEQUOIA CAPITAL, XI, L.P.	COST	2,279,313.	8,036,623.
SEQUOIA CAPITAL, XII, L.P.	COST	3,312,194.	7,538,017.
SEQUOIA CHINA GROWTH FUND I, L.P.	COST	1,038,454.	1,203,250.
SEQUOIA INDIA GROWTH FUND II	COST	520,456.	430,790.
SEQUOIA ISRAEL IV	COST	327,894.	383,175.
SEQUOIA SEED FUND II, L.P.	COST	360,469.	609,432.
SEQUOIA US GROWTH FUND IV	COST	3,103,538.	3,861,953.
SEQUOIA US GROWTH FUND V	COST	553,121.	549,949.
SHORENSTEIN REALTY INVESTORS EIGHT (SRI EIGHT REIT)	COST	3,700,036.	2,834,369.
SHORENSTEIN REALTY INVESTORS NINE (SRI NINE REIT)	COST	1,885,583.	2,122,997.
SHORENSTEIN REALTY INVESTORS SEVEN (SRI SEVEN REIT)	COST	414,968.	2,168,964.
SILVER LAKE CAYMAN, L.P.	COST	1,625,859.	6,381.
SILVER LAKE II CAYMAN, L.P.	COST	1,254,388.	2,875,614.
SILVER LAKE II, L.P.	COST	1,529,229.	0.
SILVER LAKE III, L.P.	COST	2,292,327.	2,714,964.
SILVER LAKE, L.P.	COST	<1,633,488.>	0.
SUMMIT PARTNERS EUROPE PE	COST	686,955.	739,482.
SUMMIT PARTNERS PRIVATE EQUITY VII-B, L.P.	COST	3,135,932.	3,689,944.
SUMMIT PARTNERS VENTURE CAPITAL II-B, L.P.	COST	1,225,937.	1,980,488.
SUMMIT SUBORDINATED DEBT FUND II, L.P.	COST	1,113,826.	392,908.
SUMMIT VENTURES IV, L.P.	COST	3,134,711.	27,196.
SUMMIT VENTURES V, L.P.	COST	333,046.	44,212.
SUMMIT VENTURES VI-B, L.P.	COST	1,890,009.	2,752,241.
SUN CAPITAL OFFSHORE I, L.P.	COST	1,694,814.	760,956.
SUN CAPITAL OFFSHORE II, L.P.	COST	2,491,700.	746,255.
SUN CAPITAL PARTNERS II, L.P.	COST	363,306.	349,654.
SUN CAPITAL PARTNERS III, L.P.	COST	859,458.	1,529,513.
SUN CAPITAL PARTNERS IV, L.P.	COST	2,296,552.	3,728,924.
SUN CAPITAL PARTNERS V, L.P.	COST	1,697,975.	2,684,768.
TA IX, L.P.	COST	833,275.	632,437.
TA SUB DEBT FUND, L.P.	COST	<244,738.>	84,652.
TA X, L.P.	COST	2,473,763.	2,672,038.
TA/ADVENT VIII, L.P.	COST	39,006.	36,967.
THOMAS H LEE (ALTERNATIVE) FUND V, L.P.	COST	344,615.	0.
THOMAS H LEE EQUITY FUND V, L.P.	COST	596,891.	1,090,585.
TRIDENT CAPITAL FUND IV, L.P.	COST	390,536.	936,423.
VERSANT IV	COST	317,042.	315,782.
VERSANT VENTURE CAPITAL I, L.P. (PALADIUM VENT I)	COST	1,128,743.	1,530,997.
VERSANT VENTURE CAPITAL II, L.P.	COST	778,883.	695,131.
VERSANT VENTURE CAPITAL III, L.P.	COST	1,158,802.	1,036,540.
VESTAR CAPITAL PARTNERS III, L.P.	COST	1,143,482.	1,114,572.
WARBURG PINCUS EQUITY PARTNERS TRUST	COST	656,961.	273,238.
WCAS CAPITAL PARTNERS III, L.P.	COST	802,136.	383,249.
WCAS CAPITAL PARTNERS IX, L.P.	COST	822,679.	1,561,269.

WCAS CAPITAL PARTNERS VIII, L.P.	COST	1,146,036.	69,189.
WCAS CAPITAL PARTNERS X, L.P.	COST	2,237,276.	2,719,238.
TOTAL TO FORM 990-PF, PART II, LINE 13		407,526,173.	482,762,314.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 8B STATEMENT 13

EXPLANATION

A COPY OF FORM 990PF HAS NOT BEEN FILED WITH MARYLAND. MARYLAND ONLY REQUIRES THE 990PF BE FILED WHEN THE ORGANIZATION IS FUNDRAISING IN THE STATE.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WALTER BURKE 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	TREASURER/DIRECTOR 40.00	60,000.	41,122.	0.
BONNIE HIMMELMAN 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	PRESIDENT/DIRECTOR 40.00	404,790.	84,001.	0.
WALTER F. BURKE III 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	CII/CHAIRMAN/DIRECTOR 40.00	347,110.	90,189.	0.
BRUCE DRESNER 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	DIRECTOR 1.00	30,000.	0.	0.
CHARLES PIERCE 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	DIRECTOR 1.00	28,000.	0.	0.
CHARLES L. BIGGS 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	DIRECTOR 1.00	36,000.	0.	0.
JAMES WRIGHT 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	DIRECTOR 1.00	28,000.	0.	0.

MICHELE MYERS 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	DIRECTOR 1.00	22,000.	0.	0.
CAROL FOLT 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	DIRECTOR 1.00	16,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		971,900.	215,312.	0.

Sherman Fairchild Foundation, Inc.
Form 990-PF
Summary of Partnership Income
FYE: 12/31/2011

EIN: 13-1951698

PARTNERSHIP	K-1 Line #	TOTAL	Abingworth Bioventures IV, L.P.	Abingworth Bioventures V, L.P.	Accel IX, L.P.	Accel VIII, L.P.	Accel X, L.P.	Accel XI LP	Accel Growth Fund II LP	Active Emerging Markets CTF (Rexiter)	Advent Private Equity II B, L.P.	Advent Private Equity III, L.P.	Advent Private Equity IV, L.P.	Atlas Venture Fund IV, L.P.	Atlas Venture Fund V, L.P.	Atlas Venture Fund VI, L.P.	Bain Capital Asia Fund, LP	Bain Capital Stereo Holdings (Cayman) A-II LP
EIN			98-0403543	98-0518587	20-1752933	22-3726968	26-1343260	45-2533363	45-2533228	04-6848900				04-3455836	04-3500803	04-3547778	98-0518907	98-0591795
INCOME																		
Ordinary Income	1	(175,087)		(107)														
Net rental real estate	2	(101,786)																
Other net rental	3	4,164																
Guaranteed pmts	4	0																
Int inc	5	1,840,013	28,228	1,529	748	548	1,135	124	17	2	12	758	261	145	566	1,097	139	
Ord. Divs	6a	4,437,831	21,689		646					3,158					43		68,317	
Royalties	7	1 808,595																
S-t CGain	8	298,880			5	1,288	952			28,767					2,212	2 802	(1,821)	
L-t CG	9a	13,960,665	13,622	120,679	24,781	32,192	161,245			148,972	(71,992)	(45,913)	895,583	(3,498)	(40,925)	(2 058)	12,398	
sec 1250 gain	9c	85,011																
Sec 1231 gain	10	30,250																
Other Income		0																
Portfolio	11a	553,517			1					(1,069)								
	11b	0																
Sec 1256	11c	20,399																
	11E	43,203																
Other	11f	403,316					56								746	48	1,039	
Tax exempt income	18A/B	5,589																
		23,214,560	63,539	122,101	25,184	34,028	163,388	124	17	179,830	(71,980)	(45,155)	895,844	(3,353)	(37,356)	1,889	80,072	0
DEDUCTIONS																		
Sec 179	12	1,711																
Other Deductions		0																
Contributions	13A-G	46,281									1	11,984	33,480					
Investment interest exp	13H	103 621	102															
Sec 59e	13L	2,365																
Other Ded-2%	13J/w	593,699																
Capital gain property	13E	0																
Other Ded-Prt	13K	4,221,652	45,741	106,646	45,674	24,188	50,703	8,855	1,191	1,296				219	3,004	8,970	14,765	
Ded - royalty	13I	41,244																
Foreign taxes paid	16L	556																
Nondeductible exp	18C	27,563	18	7	11	8	11									3		
		5,038,692	45,861	106,653	45,685	24,196	50,714	8,855	1,191	1,296	1	11,984	33,480	219	3,004	8,973	14,765	0
NET INC.		18,175,868	17,678	15,448	(19,501)	9,832	112,674	(8,731)	(1,174)	178,534	(71,981)	(57,139)	862,364	(3,572)	(40,352)	(7,084)	65,307	0

UBIT

	K-1 Line #	TOTAL	Abingworth Bioventures IV, L.P.	Abingworth Bioventures V, L.P.	Accel IX, L.P.	Accel VIII, L.P.	Accel X, L.P.	Accel XI LP	Accel Growth Fund II LP	Active Emerging Markets CTF (Rexiter)	Advent Private Equity II B, L.P.	Advent Private Equity III, L.P.	Advent Private Equity IV, L.P.	Atlas Venture Fund IV, L.P.	Atlas Venture Fund V, L.P.	Atlas Venture Fund VI, L.P.	Bain Capital Asia Fund, LP	Bain Capital Stereo Holdings (Cayman) A-II LP
INCOME																		
Income:																		
Ordinary Income	1	(712,348)																
Net rental real estate	2	34,862																
Other net rental	3	9																
Interest income	5	17,349																
Ordinary dividends	6	2,139																
Royalties	7	56																
Net short-term	8	5,078																
Net long-term	9	29,117																
Sec 1231 gain	10	180,625																
Other Income (loss)	11a	8 961																
Net sec 1256 gain(loss)	11c	34,462																
Other income(loss) - 743	11f	36,496																
	20	5,206																
DEDUCTIONS																		
Deductions:																		
Sec 179 deduction	12	(1,710)																
Other deductions	13 A-G	(456)																
Investment interest exp	13h	(6,883)																
Other deductions	13J	(68,095)																
Deduction - 2%	13K	(18,786)																
Total foreign taxes	16M	(3,830)																
Post 1986 dep	17a-b	(23,457)																
Other deductions	13w	(26,494)																
	18c	(2,308)																
Total 990-T Partnership Income		(511,007)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

	TOTALS	Capital Gn/Loss	Ordinary
SUMMARY -			
UBIT income	(356,988)	214,820	(571,808)
UBIT deductions	(154,019)		(154,019)
Net UBIT	(511,007)	214,820	(725,827)
Non-UBIT income	23,571,548	14,159,986	9,411,562
Non-UBIT deductions	(4,884,673)		(4,884,673)
Net Non-UBIT	18,686,875	14,159,986	4,526,889
Total net all	18,175,868	14,374,806	3,801,062

Sherman Fairchild Foundation, Inc.
Form 990-PF
Summary of Partnership Income
FYE: 12/31/2011

PARTNERSHIP	K-1 Line #	Bain Capital Fund VII - E, L.P.	Bain Capital Fund VII, L.P.	Bain Capital Fund VIII, L.P.	Bain Capital (SQ) VIII, L.P.	Bain Capital (TRU) VIII, L.P.	Bain Capital AIV (LOEWS) II, L.P.	Bain Capital Fund VIII-E, L.P.	Bain Capital (TRU) VIII-E, L.P.	Bain Capital IX Coinvestment L.P.
EIN		04-3578237	04-3518910	98-0425021	20-3992274	20-3104298	20-1408013	98-0434669	20-3104361	98-0480739
INCOME										
Ordinary Income	1									
Net rental real estate	2									
Other net rental	3									
Guaranteed pmts	4									
Int Inc	5	6,415	4	11				51		4
Ord. Divs	6a	6,549		515,251				588,561		
Royalties	7									
S-t CGain	8			(9)						
L-t CG	9a	361,654	(63,951)	519,532	(88,854)			149,455		59,695
sec 1250 gain	9c									
Sec 1231 gain	10									
Other Income										
Portfolio	11a									
	11b									
Sec 1256	11c			(600)						
	11E									
Other	11f							(9)		
Tax exempt income	18A/B									
		374,618	(63,947)	1,034,185	(88,854)	0	0	738,058	0	59,699
DEDUCTIONS										
Sec 179	12									
Other Deductions										
Contributions	13A-G									
Investment interest exp	13H									
Sec 59e	13L									
Other Ded-2%	13J/w									
Capital gain property	13E									
Other Ded-Prt	13K	9,184	13,259	84,683				97,783		23,971
Ded - royalty	13I									
Foreign taxes paid	16L									
Nondeductible exp	18C									
		9,184	13,259	84,683	0	0	0	97,783	0	23,971
NET INC		365,434	(77,206)	949,502	(88,854)	0	0	640,275	0	35,728

PARTNERSHIP	K-1 Line #	Bain Capital (OSI) IX Coinvestment L.P.	Bain Capital (TRU) VIII Coinvestment L.P.	Bain Capital (CCD) IX Coinvestment L.P.	Bain Capital (CC) IX Coinvestment L.P.	Bain Capital IX, L.P.	Bain Capital (OSI) IX, L.P.	Sunflower Holdings (Cayman), L.P.	Bain Capital (CC) IX LP	Bain Capital (CCD) IX LP
EIN		20-8023540	203104340	46-0520809	20-8020195	98-0480737	20-8023507	98-0519116	20-8020230	46-0520806
INCOME										
Ordinary Income	1									
Net rental real estate	2									
Other net rental	3									
Guaranteed pmts	4									
Int Inc	5					15				
Ord. Divs	6a					116,040		2,107		
Royalties	7									
S-t CGain	8					(4,775)				
L-t CG	9a					220,741				
sec 1250 gain	9c									
Sec 1231 gain	10									
Other Income										
Portfolio	11a									
	11b									
Sec 1256	11c									
	11E									
Other	11f									
Tax exempt income	18A/B									
		0	0	0	0	332,021	0	2,107	0	0
DEDUCTIONS										
Sec 179	12									
Other Deductions										
Contributions	13A-G									
Investment interest exp	13H									
Sec 59e	13L									
Other Ded-2%	13J/w									
Capital gain property	13E									
Other Ded-Prt	13K					106,084				
Ded - royalty	13I									
Foreign taxes paid	16L									
Nondeductible exp	18C									
		0	0	0	0	106,084	0	0	0	0
NET INC		0	0	0	0	225,937	0	2,107	0	0

UBIT

	K-1 Line #
INCOME	
Income	
Ordinary income	1
Net rental real estate	2
Other net rental	3
Interest income	5
Ordinary dividends	6
Royalties	7
Net short-term	8
Net long-term	9
Sec 1231 gain	10
Other income (loss)	11a
Net sec 1256 gain(loss)	11c
Other income(loss) - 743	11f
	20
DEDUCTIONS	
Deductions:	
Sec 179 deduction	12
Other deductions	13 A-G
Investment interest exp	13h
Other deductions	13J
Deduction - 2%	13K
Total foreign taxes	16M
Post 1986 dep	17a-b
Other deductions	13w
	18c

	Bain Capital Fund VII - E, L.P.	Bain Capital Fund VII, L.P.	Bain Capital Fund VIII, L.P.	Bain Capital (SQ) VIII, L.P.	Bain Capital (TRU) VIII, L.P.	Bain Capital AIV (LOEWS) II, L.P.	Bain Capital Fund VIII-E, L.P.	Bain Capital (TRU) VIII-E, L.P.	Bain Capital IX Coinvestment L.P.	Bain Capital (OSI) IX Coinvestment L.P.	Bain Capital (TRU) VIII Coinvestment L.P.	Bain Capital (CCD) IX Coinvestment L.P.	Bain Capital (CC) IX Coinvestment L.P.	Bain Capital IX, L.P.	Bain Capital (OSI) IX, L.P.	Sunflower Holdings (Cayman), L.P.	Bain Capital (CC) IX LP	Bain Capital (CCD) IX LP
Total 990-T Partnership Income	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

EIN: 13-1951698

Sherman Fairchild Foundation, Inc.
Form 990-PF
Summary of Partnership Income
FYE: 12/31/2011

PARTNERSHIP	K-1 Line #	Bain Capital Pacific Fund I, L.P.	Bain Capital V Mezzanine Fund, L.P.	Bain Capital Mezzanine Grantor Trust	Bain Capital Venture Fund 2001, L.P.	Bain Capital Venture Fund 2005, L.P.	Bain Capital Venture Fund 2007, L.P.	Bain Capital Ventrue Fund 2009 LP	Bain Capital VI, L.P.	Bain Capital VII Coinvestment L.P.	Bain Capital VIII Coinvestment L.P.	Bain Capital (TRU) VIII Coinvestment L.P.	Berkshire Fund IV, L.P.	Berkshire Fund V, L.P.	Berkshire US Fund V, L.P.	Berkshire Fund VI, L.P.	Berkshire Fund VI (OS), L.P.	Berskshire (AIV Direct) Fund VI, L.P.	Berkshire Fund VII, L.P.
EIN		20-7212622	04-3292974	20-7236515	04-354440	20-1330342	20-5463883	26-3715638	04-3405560	04-3518913	98-0425022	20-3104340	04-3303593	04-3423237	04-3520746	04-3568357	98-0540458	20-4770808	20-5216201
INCOME																			
Ordinary Income	1																(1,155)	1,989	2 754
Net rental real estate	2																		
Other net rental	3																		
Guaranteed pmts	4																		
Int Inc	5	3	390		32	358	144	31	216	8	1		4,264	42	569	12	4	121	24
Ord Divs	6a							6,174			20,962		1,138	7,270		42,713	230		8,869
Royalties	7																		
S-t CGain	8				(2,394)	42,447		(8,141)											4 594
L-t CG	9a	(127,307)	1,868		(189,701)	429,650	362,354	(24,439)	(69,807)	87,604	102,960		6,071	1,448	(1,798)	(81,418)			(75,681)
sec 1250 gain	9c																		
Sec 1231 gain	10																		
Other Income																			
Portfolio	11a		246																
	11b																		
Sec 1256	11c										(98)								
	11E																		
Other	11f															289			
Tax exempt Income	18A/B																		
		(127,304)	2,504	0	(192,063)	472,455	362,498	(26,375)	(69,591)	87,612	123,845	0	11,473	8,760	(1,229)	(38,404)	(921)	2 110	(59,440)
DEDUCTIONS																			
Sec 179	12																		
Other Deductions																			
Contributions	13A-G																6	9	
Investment interest exp	13H																		
Sec 59e	13L																		2 951
Other Ded-2%	13J/w																		
Capital gain property	13E																		
Other Ded-Prt	13K	395			18,729	44,810	56,137	12,335	1,101	6,543	12,062		522	11,459		28,493	435	71	46,081
Ded - royalty	13I																		
Foreign taxes paid	16L																		
Nondeductible exp	18C					132													9
		395	0	0	18,729	44,942	56,137	12,335	1,101	6,543	12,062	0	522	11,459	0	28,493	441	80	49,041
NET INC		(127,699)	2,504	0	(210,792)	427,513	306,361	(38,710)	(70,692)	81,069	111,783	0	10,951	(2,699)	(1,229)	(66,897)	(1,362)	2,030	(108,481)

UBIT

	K-1 Line #	Bain Capital Pacific Fund I, L.P.	Bain Capital V Mezzanine Fund, L.P.	Bain Capital Mezzanine Grantor Trust	Bain Capital Venture Fund 2001, L.P.	Bain Capital Venture Fund 2005, L.P.	Bain Capital Venture Fund 2007, L.P.	Bain Capital Ventrue Fund 2009 LP	Bain Capital VI, L.P.	Bain Capital VII Coinvestment L.P.	Bain Capital VIII Coinvestment L.P.	Bain Capital (TRU) VIII Coinvestment L.P.	Berkshire Fund IV, L.P.	Berkshire Fund V, L.P.	Berkshire US Fund V, L.P.	Berkshire Fund VI, L.P.	Berkshire Fund VI (OS), L.P.	Berskshire (AIV Direct) Fund VI, L.P.	Berkshire Fund VII, L.P.
INCOME																			
Income:																			
Ordinary income	1																(1,155)	1,989	2,754
Net rental real estate	2																		
Other net rental	3																		
Interest income	5																	118	
Ordinary dividends	6																		
Royalties	7																		
Net short-term	8																		
Net long-term	9																		
Sec 1231 gain	10																		
Other income (loss)	11a																		
Net sec 1256 gain(loss)	11c																		
Other income(loss) - 743	11f																		
	20																		
DEDUCTIONS																			
Deductions:																			
Sec 179 deduction	12																		
Other deductions	13 A-G																	(9)	
Investment interest exp	13h																		
Other deductions	13J																		
Deduction - 2%	13K																		
Total foreign taxes	16M																		
Post 1986 dep	17a-b																		
Other deductions	13w																		(2,951)
	18c																		
Total 990-T Partnership Income		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	(1,155)	2,098	(197)

Sherman Fairchild Foundation, Inc.
Form 990-PF
Summary of Partnership Income
FYE: 12/31/2011

PARTNERSHIP	K-1 Line #	Berkshire Fund VII (OS), L.P.	Berkshire VIII L.P.	Berkshire V Co-Investment Fund, L.P.	Blackstone Capital Partners IV, L.P.	Blackstone GOW Cayman Partners IV, L.P.	Blackstone Capital Partners (Cayman) IV, LP	Blackstone FC Capital Partners IV, L.P.	Blackstone FCH Capital Partners IV, L.P.	Blackstone SGP Capital Partners (Cayman) IV, L.P.	Blackstone RE Partners Int'l II, L.P.	Blackstone RE Partners Int'l II Q, L.P.	Blackstone RE Partners Int'l II (AIV) L.P.	Blackstone V, L.P.	Blackstone PB Capital Partners V LP	Blackstone Capital Partners V USS Feeder, L.P.	Blackstone Capital Partners (Cayman) V-A, L.P.	Blackstone RGIS Capital Partners V LP	Blackstone HEI Capital Partners V LP
EIN		98-0540463	27-5270108	04-3526412	13-4195762	98-1010672	20-0118764	20-1081818	20-1401638	98-0467780	27-0127939	74-3235583	98-0553010	20-3177035	26-1995844	26-0783540	20-5429794	20-8866363	26-1668564
INCOME																			
Ordinary Income	1	(942)								(6,261)	(112,308)				(16,841)	(18,206)		(857)	
Net rental real estate	2											1,531			(137)				
Other net rental	3																		
Guaranteed pmts	4																		
Int Inc	5	3	1	200			107	5		810	4,025	703	150	211	39	1		132	
Ord. Divs	6a	188					37,591		66,379	149,359	5,608			9,739			562		
Royalties	7																		
S-t CGain	8											112					3,400		
L-t CG	9a				35,701		1,691	(10,283)			31	(463)		(2,330)			(2,319)		
sec 1250 gain	9c																		
Sec 1231 gain	10										(1,075)				(9)				
Other Income																			
Portfolio	11a						2,939				2	1,827							
	11b																		
Sec 1256	11c																		
	11E										5,396								
Other	11f										(52)	(1)				514			
Tax exempt income	18A/B																		
		(751)	1	200	35,701	0	42,328	(10,278)	66,379	143,908	(98,373)	3,689	150	7,620	(16,948)	(17,691)	1,643	(725)	0
DEDUCTIONS																			
Sec 179	12																		
Other Deductions																			
Contributions	13A-G																	16	
Investment interest exp	13H	5					31			954	325	4,801		10	528	107	111		
Sec 59e	13L																		
Other Ded-2%	13J/w														40	33			
Capital gain property	13E																		
Other Ded-Prt	13K	847	18,383	240	683		2,868	115	124	387	729	2,624	44	1,090			686		14
Ded - royalty	13I																		
Foreign taxes paid	16L						1				73	17						823	
Nondeductible exp	18C																		
		852	18,383	240	683	0	2,900	115	124	1,341	1,127	7,442	44	1,100	568	140	797	839	14
NET INC		(1,603)	(18,382)	(40)	35,018	0	39,428	(10,393)	66,255	142,567	(99,500)	(3,753)	106	6,520	(17,516)	(17,831)	846	(1,564)	(14)

UBIT

	K-1 Line #	Berkshire Fund VII (OS), L.P.	Berkshire VIII L.P.	Berkshire V Co-Investment Fund, L.P.	Blackstone Capital Partners IV, L.P.	Blackstone GOW Cayman Partners IV, L.P.	Blackstone Capital Partners (Cayman) IV, LP	Blackstone FC Capital Partners IV, L.P.	Blackstone FCH Capital Partners IV, L.P.	Blackstone SGP Capital Partners (Cayman) IV, L.P.	Blackstone RE Partners Int'l II, L.P.	Blackstone RE Partners Int'l II Q, L.P.	Blackstone RE Partners Int'l II (AIV) L.P.	Blackstone V, L.P.	Blackstone PB Capital Partners V LP	Blackstone Capital Partners V USS Feeder, L.P.	Blackstone Capital Partners (Cayman) V-A, L.P.	Blackstone RGIS Capital Partners V LP	Blackstone HEI Capital Partners V LP
INCOME																			
Income																			
Ordinary income	1	(942)								(6,261)	(112,308)				(16,841)	(18,206)		(813)	
Net rental real estate	2											2,227			(137)				
Other net rental	3																		
Interest income	5														39	1			
Ordinary dividends	6																		
Royalties	7																		
Net short-term	8																		
Net long-term	9																		
Sec 1231 gain	10										(913)				(9)				
Other income (loss)	11a										5,396								
Net sec 1256 gain(loss)	11c																		
Other income(loss) - 743	11f										(30)					514			
	20																		
DEDUCTIONS																			
Deductions:																			
Sec 179 deduction	12																		
Other deductions	13 A-G																		
Investment interest exp	13h														(528)	(107)			
Other deductions	13J																		
Deduction - 2%	13K																		
Total foreign taxes	16M										(2,380)	(322)						(978)	
Post 1986 dep	17a-b																		
Other deductions	13w																		
	18c										(66)	(17)							
Total 990-T Partnership Income		(942)	0	0	0	0	0	0	0	(6,261)	(110,301)	1,888	0	0	(17,476)	(17,798)	0	(1,791)	0

Sherman Fairchild Foundation, Inc.
Form 990-PF
Summary of Partnership Income
FYE: 12/31/2011

PARTNERSHIP	K-1 Line #	Blackstone Capital Partners (Cayman II) V LP	Blackstone Capital Partners (Cayman III) V LP	Blackstone Capital Partners (Cayman II) V-NQ LP	Blackstone Capital Partners GS V LP	Blackstone Capital Partners RYL Cayman V	BCP (Cayman) V-S, L.P.	BCP V-S, L.P.	Boston Ventures L.P. V	Boston Ventures L.P. VII	BPG Investment VII A, L.P.	BPG Investment VIII-A, L.P.	Brentwood Associates IX, L.P.	CA Resources Fund, L.P. - Series Bain X Coinvest	CA Resources Fund, L.P. - Series Bain Europe III	CA Resources Fund LP Series Bain X Core	Cabot Industrial Value Fund II, Inc.	Cabot Industrial Value Fund III, LP	Cedar Rock Capital Partners
EIN		98-0578154	98-0641463	98-0654255	27-4468041	98-0577613	98-0484226	20-3177004	04-3330730	20-4622363	11-3741222	20-8865098	95-4709619	61-1539701	26-1962451	61-1539701	20-3129763	26-2297672	98-0425858
INCOME																			
Ordinary Income	1				15,356	91			(12,643)	17,882									
Net rental real estate	2																		
Other net rental	3																		
Guarenteed pmts	4																		
Int Inc	5			791				123	145	12,745	228			2	428	32			2
Ord Divs	6a	3,681	7,426				12				64		1	4	60,479	147,029		18 175	530,697
Royalties	7																		
S-t CGain	8															(4 259)			
L-t CG	9a	7,741					1,135	(66)	(76,709)				(4,885)		(15)				
sec 1250 gain	9c																		
Sec 1231 gain	10								(1,842)										
Other Income																			
Portfolio	11a	(1)									43				5	37			1 285
	11b																		
Sec 1256	11c																		
	11E																		
Other	11f																		
Tax exempt income	18A/B																		
		11,421	7,426	791	15,356	91	1,147	57	(91,049)	30,627	335	0	(4,884)	6	60,697	142,839	0	18,175	531,984
DEDUCTIONS																			
Sec 179	12									1,463									
Other Deductions																			
Contributions	13A-G																		
Investment interest exp	13H	83			598		5	13		7,147						5			
Sec 59e	13L																		
Other Ded-2%	13J/w				29,452					41,759									
Capital gain property	13E																		
Other Ded-Prt	13K	131	14	45			13	128	824	25,942	1,800	3,824	2,755	3,230	56,619	53,551	585	98	170 454
Ded - royalty	13I																		
Foreign taxes paid	16L																		
Nondeductible exp	18C								35	152						2			20 451
		214	14	45	30,050	0	18	141	859	76,463	1,800	3,824	2,755	3,230	56,619	53,556	585	98	190,909
NET INC		11,707	7,412	746	(14,694)	91	1,129	(84)	(91,908)	(45,836)	(1,465)	(3,824)	(7,639)	(3,224)	4,278	89,281	(585)	18,077	341,079

UBIT

	K-1 Line #	Blackstone Capital Partners (Cayman II) V LP	Blackstone Capital Partners (Cayman III) V LP	Blackstone Capital Partners (Cayman II) V-NQ LP	Blackstone Capital Partners GS V LP	Blackstone Capital Partners RYL Cayman V	BCP (Cayman) V-S, L.P.	BCP V-S, L.P.	Boston Ventures L.P. V	Boston Ventures L.P. VII	BPG Investment VII A, L.P.	BPG Investment VIII-A, L.P.	Brentwood Associates IX, L.P.	CA Resources Fund, L.P. - Series Bain X Coinvest	CA Resources Fund, L.P. - Series Bain Europe III	CA Resources Fund LP Series Bain X Core	Cabot Industrial Value Fund II, Inc.	Cabot Industrial Value Fund III, LP	Cedar Rock Capital Partners
INCOME																			
Income:																			
Ordinary Income	1				15,356	91			(12,643)	17,882									
Net rental real estate	2																		
Other net rental	3																		
Interest Income	5																		
Ordinary dividends	6																		
Royalties	7																		
Net short-term	8																		
Net long-term	9																		
Sec 1231 gain	10								(1,842)										
Other Income (loss)	11a																		
Net sec 1256 gain(loss)	11c																		
Other income(loss) - 743	11f																		
	20																		
DEDUCTIONS																			
Deductions																			
Sec 179 deduction	12									(1,463)									
Other deductions	13 A-G																		
Investment interest exp	13h																		
Other deductions	13J				(26,336)					(41,759)									
Deduction - 2%	13K								(824)	(9,250)									
Total foreign taxes	16M																		
Post 1986 dep	17a-b								(4,138)										
Other deductions	13w				(3,080)														
	18c								(32)										
Total 990-T Partnership Income		0	0	0	(14,060)	91	0	0	(19,479)	(34,590)	0	0	0	0	0	0	0	0	0

Sherman Fairchild Foundation, Inc.
Form 990-PF
Summary of Partnership Income
FYE: 12/31/2011

PARTNERSHIP	K-1 Line #	Cypress Merchant II (Cayman), L.P.	Cypress Merchant II, L.P.	DAG Ventures III-QP, L.P.	DAG Ventures II-QP, L.P.	DAG Ventures IV-QP LP	DAG V QP LP	Davidson Kempner Institutional Partners, L.P.	Draper Atlantic Venture Fund, L.P.	Drawbridge LDV Fund I-B, L.P.	Drawbridge LDV Fund II-B, L.P.	Drawbridge LDV Fund III-C, L.P.	EnCap Energy Capital VI-B, L.P.	EnCap Energy Capital VII, L.P.	EnCap Energy Capital VIII-B L.P.	EnerVest X-B, L.P.	EnerVest XI-B, L.P.	EnerVest XII-B L.P.	Farallon Capital Institutional Partners LP
EIN		52-2358069	13-4028648	20-8786618	20-4626638	26-3312327	45-2256948	13-3597020	54-1926258	20-2294127	04-3833237	14-1984869	20-4682001	26-0413806	27-2032570	71-0979432	20-5617943	01-0938044	94-3106323
INCOME																			
Ordinary Income	1		(395)								(991)	(4,594)		96,019		(27,539)	(75,003)	(99,999)	11,697
Net rental real estate	2									(10,053)	(11,782)	1,163							
Other net rental	3									2,318				1,837					
Guaranteed pmts	4																		
Int Inc	5	1	18	746	501	1,015		59,910		47,726	138,051	43,337	122,383	7,008	4,737		53	36	7,824
Ord. Divs	6a		9					3,355		32,419	31,315		600,720	29					14,109
Royalties	7									1,068	23,591	14,220		3 389		709,495	450,608	11,320	
S-t CGain	8	4,411			6,487	(24)		(97,615)				618		3,904					1 462
L-t CG	9a	(212,280)	49 940	10,646	54,105	75,480		17,089		1,377	111	63,926		257,981					243,008
sec 1250 gain	9c																		
Sec 1231 gain	10									12,778				316,844					
Other Income																			
Portfolio	11a									74,804	1,201	(2,695)		299					101
	11b																		
Sec 1256	11c							434											
	11E																		
Other	11f							(21,489)			127	551		5,543					(7,207)
Tax exempt income	18A/B							698		2,235		2,605							
		(207,868)	49,572	11,392	61,093	78,471	0	(37,618)	0	164,672	181,623	119,131	723,103	692,853	4,737	681,956	375,658	(88,643)	270,99#
DEDUCTIONS																			
Sec 179	12																		
Other Deductions																			
Contributions	13A-G											2		249					
Investment interest exp	13H				3,093		1,099	3,550		104	751	278							
Sec 59e	13L												1,863		119				
Other Ded-2%	13J/w							38,638						466,186					
Capital gain property	13E																		
Other Ded-Prt	13K	10	4,603	47,036	1,025	58,826	16,668					18,565							9,403
Ded - royalty	13I									52	27,834			3,162					
Foreign taxes paid	16L							296											
Nondeductible exp	18C									100	56	641		342			2		
		10	4,603	47,036	4,118	58,826	17,767	42,484	0	256	28,651	19,486	1,863	469,959	119	0	2	0	9,403
NET INC		(207,878)	44,969	(35,644)	56,975	17,645	(17,767)	(80,102)	0	164,416	152,972	99,645	721,240	222,894	4,618	681,956	375,656	(88,643)	261,591

UBIT

PARTNERSHIP	K-1 Line #	Cypress Merchant II (Cayman), L.P.	Cypress Merchant II, L.P.	DAG Ventures III-QP, L.P.	DAG Ventures II-QP, L.P.	DAG Ventures IV-QP LP	DAG V QP LP	Davidson Kempner Institutional Partners, L.P.	Draper Atlantic Venture Fund, L.P.	Drawbridge LDV Fund I-B, L.P.	Drawbridge LDV Fund II-B, L.P.	Drawbridge LDV Fund III-C, L.P.	EnCap Energy Capital VI-B, L.P.	EnCap Energy Capital VII, L.P.	EnCap Energy Capital VIII-B L.P.	EnerVest X-B, L.P.	EnerVest XI-B, L.P.	EnerVest XII-B L.P.	Farallon Capital Institutional Partners LP
INCOME																			
Income:																			
Ordinary income	1		(395)								(849)	(4,594)		(374,024)					0
Net rental real estate	2									(10,053)	(2,700)	1,163							
Other net rental	3																		
Interest income	5										12								
Ordinary dividends	6																		
Royalties	7																		
Net short-term	8																		
Net long-term	9																		
Sec 1231 gain	10																		
Other income (loss)	11a																		0
Net sec 1256 gain(loss)	11c																		
Other income(loss) - 743	11f																		
	20																		
DEDUCTIONS																			
Deductions:																			
Sec 179 deduction	12																		
Other deductions	13 A-G																		
Investment interest exp	13h																		
Other deductions	13J																		
Deduction - 2%	13K										(16)								
Total foreign taxes	16M										(150)								
Post 1986 dep	17a-b																		
Other deductions	13w											(7,849)							
	18c																		
Total 990-T Partnership Income		0	(395)	0	0	0		0	0	(10,053)	(3,703)	(11,280)	0	(374,024)	0	0	0	0	0

Sherman Fairchild Foundation, Inc.
Form 990-PF
Summary of Partnership Income
FYE: 12/31/2011

PARTNERSHIP	K-1 Line #	Fortress Investment Fund II, L.P.	Fortress (GAGACQ), L.L.C.	Fortress Credit Opportunities Fund (A) LP	Fortress Investment Fund III, L.P.	Fortress Investment Fund IV (Fund B), L.P.	Fortress Investment Fund V (Fund A), L.P.	Fotress Florida Preferred LP	Fortress COPS II-B LP	Fortress COPs III-B LP	GC Entrepreneurs Fund III, L.P.	General Catalyst Group IV, L.P.	General Catalyst Group V, L.P.	General Catalyst Group V-Supplemental, L.P.	General Catalyst VI LP	Greylock Israel, L.P.	Greylock Israel II L.P.	Greylock X, L.P.	Greylock XI, L.P.
EIN		42-1540582	20-1648623	26-1701157	20-1637675	98-0485594	98-0534591	27-1052162	27-0354858	99-0365908	73-1681628	83-0436831	65-1317069	65-1317070	45-4005146	20-5087693	98-0696069	04-3500653	04-3545955
INCOME																			
Ordinary Income	1			51,622			42,056					(1,021)	(1,678)	(1,097)					
Net rental real estate	2			(9,707)															
Other net rental	3																		
Guaranteed pmts	4																		
Int Inc	5		18	137,876	27,896	43,151	1,542		76 604	338	716	100	516	1		55	13	99	2,132
Ord. Divs	6a			7,554	22,802	3,554	23,420		8,439				1,169	2,014					
Royalties	7			65															
S-t CGain	8			79,622		30	942	800	9,830	654			4,265						10 362
L-t CG	9a		2,009	221,199	51,906	831	2,948	858	(19,827)		37,751	6,860	11,576	6		(53,677)		(15 094)	688,300
sec 1250 gain	9c		504	20		90	1,158												
Sec 1231 gain	10			2,178			13						(2)	(2)					
Other income																			
Portfolio	11a		9,719	9,202	150,425				266,804				1,399						
	11b																		
Sec 1256	11c																		
	11E																		
Other	11f		87	263	(257)		21,364		598										
Tax exempt Income	18A/B																		
		0	12,337	499,894	252,772	47,656	93,443	1,658	342,448	992	38,467	5,939	17,047	922	0	(53,622)	13	(14,995)	700,794
DEDUCTIONS																			
Sec 179	12			1															
Other Deductions																			
Contributions	13A-G			3										3					
Investment Interest exp	13H			9,702	35,698		3,489		409	757	2,097	224	581	31					
Sec 59e	13L																		
Other Ded-2%	13J/w																		
Capital gain property	13E																		
Other Ded-Prt	13K	1,634	6,355	63,362	67,018	74,138	84,712		30,637	2,349	18,160	22,310	36,199	3,870	1,096	24,650	13 833	22,897	45,971
Ded - royalty	13I																		
Foreign taxes paid	16L						391					2	6	6					
Nondeductible exp	18C																		
		1,634	6,355	73,068	102,716	74,138	88,592	0	31,046	3,106	20,257	22,536	36,786	3,910	1,096	24,650	13,833	22,897	45,971
NET INC		(1,634)	5,982	426,826	150,056	(26,482)	4,851	1,658	311,402	(2,114)	18,210	(16,597)	(19,739)	(2,988)	(1,096)	(78,272)	(13,820)	(37,892)	654,823

UBIT

	K-1 Line #	Fortress Investment Fund II, L.P.	Fortress (GAGACQ), L.L.C.	Fortress Credit Opportunities Fund (A) LP	Fortress Investment Fund III, L.P.	Fortress Investment Fund IV (Fund B), L.P.	Fortress Investment Fund V (Fund A), L.P.	Fotress Florida Preferred LP	Fortress COPS II-B LP	Fortress COPs III-B LP	GC Entrepreneurs Fund III, L.P.	General Catalyst Group IV, L.P.	General Catalyst Group V, L.P.	General Catalyst Group V-Supplemental, L.P.	General Catalyst VI LP	Greylock Israel, L.P.	Greylock Israel II L.P.	Greylock X, L.P.	Greylock XI, L.P.
INCOME																			
Income:																			
Ordinary Income	1			188			42 056					(1,021)	(1,678)	(1,097)					
Net rental real estate	2			59															
Other net rental	3																		
Interest income	5			13,374			0		289										
Ordinary dividends	6			2,090					49										
Royalties	7																		
Net short-term	8			4,940			119		19										
Net long-term	9			29,102			128		(830)										
Sec 1231 gain	10			102			13						(2)	(2)					
Other income (loss)	11a			2,504					1,059										
Net sec 1256 gain(loss)	11c																		
Other income(loss) - 743	11f			1					2										
	20																		
DEDUCTIONS																			
Deductions:																			
Sec 179 deduction	12																		
Other deductions	13 A-G			(4)															
Investment interest exp	13h			(3,048)			(205)		(2)		(2,097)								
Other deductions	13J																		
Deduction - 2%	13K			(6,149)			(771)		(168)		(421)								
Total foreign taxes	16M																		
Post 1986 dep	17a-b						(17,382)												
Other deductions	13w			(27)															
	18c																		
Total 990-T Partnership Income		0	0	43,132	0	0	23,958	0	415		(2,518)	(1,021)	(1,860)	(1,099)	0	0	0	0	0

Sherman Fairchild Foundation, Inc.
Form 990-PF
Summary of Partnership Income
FYE: 12/31/2011

PARTNERSHIP	K-1 Line #	Greylock XII, L.P.	Greylock XIII Limited Partnership	HIG Bayside Opportunity Fund, L.P.	HIG Europe capital Partners, L.P	HIG Bayside Debt & LBO Fund II LP	HIG Bayside Debt & LBO Fund II LP Series A	HIG Bayside Debt & LBO Fund II LP Series B	HIG Growth Buyouts & Equity II LP	Highland Capital Partners IV, L.P.	Highland Capital Partners V, L.P.	IDG-Accel China Growth Fund, L.P.	IDG Accel China Capital II LP	IDG-Accel China Growth II, L.P.	IDG Accel China Growth Fund III LP	IDG-Accel China Capital LP	LLR Equity Partners II, L.P.	LLR Equity Partners III LP	LLR III Caymans L.P.
EIN		06-1757236	27-1060947	20-2142458	98-0533386	26-2239180	27-2566792	45-1653763	45-1661689	04-3434349	04-3499542	98-0492274	42-1773501	98-0538302	43-2119288	98-0578626	20-0111868	26-1077356	98-0704172
INCOME																			
Ordinary Income	1							(13,235)									(63,145)	1,148	
Net rental real estate	2																		
Other net rental	3																		
Guaranteed pmts	4																		
Int Inc	5	621	1,149	52,857	49,652	67,389	7,981	7,386	3		294	1,897	3	598	35	29	15,508	432	3
Ord. Divs	6a	28			640	147						14,031		35,034		18,424	14	23	
Royalties	7																		
S-t CGain	8	30,339		1 367	71	9,605						17,782							
L-t CG	9a	37,507		(8,838)	(17,193)	24 577		14,254		(297,466)	(56,765)	417,405		122,653			228,056	11,572	
sec 1250 gain	9c																		
Sec 1231 gain	10																73,288	121 397	
Other Income																			
Portfolio	11a	36		13,276	12,505							26		40		194			
	11b																		
Sec 1256	11c																		
	11E																		
Other	11f			14,317				1,359									1		
Tax exempt Income	18A/B																		
		68,531	1,149	72,979	45,675	101,918	7,981	9,764	3	(297,466)	(56,471)	451,143	3	158,325	35	16,647	253,722	134,572	3
DEDUCTIONS																			
Sec 179	12																	247	
Other Deductions																			
Contributions	13A-G																83	298	
Investment interest exp	13H			7,797	9,945	4,221					1						128	934	216
Sec 59e	13L																		
Other Ded-2%	13J/w																		
Capital gain property	13E																		
Other Ded-Prt	13K	61,498	141,912	31,062	29,698	2,688			113	534	9,209	52,053	3,265	52,970	22,899	16,896	17,537	15,591	
Ded - royalty	13I																		
Foreign taxes paid	16L							193											
Nondeductible exp	18C										52						1,195	1,231	
		61,498	141,912	38,859	39,643	6,909	0	193	113	534	9,262	52,053	3,265	52,970	22,899	16,896	18,943	18,301	216
NET INC		(12,967)	(140,763)	34,120	6,032	95,009	7,981	9,571	(110)	(298,000)	(65,733)	399,090	(3,262)	105,355	(22,864)	1,751	234,779	116,271	(213)

UBIT

	K-1 Line #	Greylock XII, L.P.	Greylock XIII Limited Partnership	HIG Bayside Opportunity Fund, L.P.	HIG Europe capital Partners, L.P	HIG Bayside Debt & LBO Fund II LP	HIG Bayside Debt & LBO Fund II LP Series A	HIG Bayside Debt & LBO Fund II LP Series B	HIG Growth Buyouts & Equity II LP	Highland Capital Partners IV, L.P.	Highland Capital Partners V, L.P.	IDG-Accel China Growth Fund, L.P.	IDG Accel China Capital II LP	IDG-Accel China Growth II, L.P.	IDG Accel China Growth Fund III LP	IDG-Accel China Capital LP	LLR Equity Partners II, L.P.	LLR Equity Partners III LP	LLR III Caymans L.P.
INCOME																			
Income																			
Ordinary Income	1							(13,235)									(63,145)	1,148	
Net rental real estate	2																		
Other net rental	3																		
Interest income	5					1,834												262	
Ordinary dividends	6																		
Royalties	7																		
Net short-term	8																		
Net long-term	9																		
Sec 1231 gain	10																73,288	121,397	
Other income (loss)	11a																		
Net sec 1256 gain(loss)	11c																		
Other income(loss) - 743	11f																		
	20			6,206		0													
DEDUCTIONS																			
Deductions																			
Sec 179 deduction	12																	(247)	
Other deductions	13 A-G																(83)	(298)	
Investment interest exp	13h					(575)												(108)	
Other deductions	13J																		
Deduction - 2%	13K					(1)													
Total foreign taxes	16M																		
Post 1986 dep	17a-b																(1,740)	456	
Other deductions	13w																		
	18c																(1,195)	(1,231)	
Total 990-T Partnership Income		0	0	6,206	0	1,258	0	(13,235)	0	0	0	0		0		0	7,125	121,379	

Sherman Fairchild Foundation, Inc.
Form 990-PF
Summary of Partnership Income
FYE: 12/31/2011

PARTNERSHIP	K-1 Line #	Lubert-Adler Real Estate Fund V, L.P.	Lubert-Adler Real Estate Fund VI, LP	McCowen De Leeuw & Co. IV, L.P.	Merit Energy F-1, L.P.	Merit Energy Partners E-1, L.P.	Merit Energy Partners G LP	Merit Energy Partners H LP	Meritech Capital Partners L.P.	Meritech Capital Partners II, L.P.	Morgan Stanley Capital Partners III, L.P.	North Bridge Growth Equity I, L.P.	North Bridge Venture Partners 7 LP	North Bridge Venture Partners IV-B, L.P.	North Bridge Venture Partners V-B, L.P.	North Bridge Venture Partners VI, L.P.	Oak Investment Partners VII, L.P.	Oak Investment Partners VIII, L.P.	Patron III Scotland L.P.
EIN		20-3865152	26-1424790	94-3276089	20-2443367	20-1535768	26-3219424	45-0826721	77-0516201	77-0549035	13-3788889	45-0550432	26-2917122	04-3484722	04-3553596	20-2844658	06-1477520	06-1522124	
INCOME																			
Ordinary Income	1	(138,416)	(33,410)	(3,604)															
Net rental real estate	2	(27,864)	(44,616)	269															
Other net rental	3																		
Guaranteed pmts	4																		
Int Inc	5	20,564	46 926	1,019	1,670	4,803	3,105	198	436	526	3		432	1,797	508	403	4	40	
Ord. Divs	6a	1,469	2 904	0	6	13	48	9			7,285		177						
Royalties	7	56			16,037	192,569	381,614	4,549											
S-t CGain	8		91							(665)				(5 891)	(7 585)	(7,484)			
L-t CG	9a	(55,820)	11,115	195,011						955,620	(61,962)		(35,424)	(94 762)	(96 561)	(71,853)	(2,497)	1,414	
sec 1250 gain	9c	2,500	6,416																
Sec 1231 gain	10	6,560	33,811		(392,761)	(136,052)													
Other Income																			
Portfolio	11a	22									0								
	11b																		
Sec 1256	11c																		
	11E	30,706	6,737																
Other	11f		1,973																
Tax exempt income	18A/B	43	3																
		(160,180)	31,950	192,695	(375,048)	61,333	384,767	4,756	436	955,483	(54,665)	0	(34,815)	(98,856)	(103,638)	(78,934)	(2,493)	1,454	0
DEDUCTIONS																			
Sec 179	12																		
Other Deductions																			
Contributions	13A-G	57																	
Investment interest exp	13H	559											112			1,053			
Sec 59e	13L	221										80				78			
Other Ded-2%	13J/w			52															
Capital gain property	13E																		
Other Ded-Prt	13K	4,704	16,955						464	696	37	54,181	63,187	38,297	69,071	76,012	320	235	
Ded - royalty	13I	20			1,558	2,733	5,640	90											
Foreign taxes paid	16L												67						
Nondeductible exp	18C	313	63		14	41	66												
		5,874	17,018	52	1,572	2,774	5,706	90	464	696	37	54,261	63,366	38,297	69,071	77,143	320	235	0
NET INC		(166,054)	14,932	192,643	(376,620)	58,559	379,061	4,666	(28)	954,787	(54,702)	(54,261)	(98,181)	(137,153)	(172,709)	(156,077)	(2,813)	1,219	0
UBIT																			
INCOME Income:																			
Ordinary Income	1	(138 416)	(33,410)																
Net rental real estate	2	5 963																	
Other net rental	3																		
Interest income	5	247	1,173																
Ordinary dividends	6																		
Royalties	7	56																	
Net short-term	8																		
Net long-term	9	650	67																
Sec 1231 gain	10	(6,304)																	
Other income (loss)	11a	2																	
Net sec 1256 gain(loss)	11c	30,706																	
Other income(loss) - 743	11f																		
	20																		
DEDUCTIONS Deductions:																			
Sec 179 deduction	12																		
Other deductions	13 A-G	(57)	(5)																
Investment interest exp	13h	(187)	(19)																
Other deductions	13J																		
Deduction - 2%	13K	(310)	(876)																
Total foreign taxes	16M																		
Post 1986 dep	17a-b	(653)																	
Other deductions	13w																		
	18c	233																	
Total 990-T Partnership Income		(108,070)	(33,070)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Sherman Fairchild Foundation, Inc.
Form 990-PF
Summary of Partnership Income
FYE: 12/31/2011

PARTNERSHIP	K-1 Line #	Polaris Venture Partners III, L.P.	Polaris Venture Partners IV, L.P.	Polaris Venture Partners V, L.P.	Polaris VI L.P.	Prospect Harbor Credit Partners, L.P.	Redpoint Ventures I, L.P.	Redpoint Ventures II, L.P.	RMS Forest Growth II, L.P.	Sankaty Credit Opportunities II, L.P	Sankaty Credit Opportunities Offshore III, L.P	Sankaty COP's IV Offshore Fund	Sequoia Growth III, L.P.	Sequoia Capital Growth Fund III AIV, L.P.	Sequoia India Growth Fund I, L.P.	Sequoia Capital India Growth Fund II LP	Sequoia India III, L.P.	Sequoia Israel III, L.P.	Sequoia Capital Israel IV LP
EIN		04-3497143	04-3571023	20-4234825	27-2994626	20-0606578	94-3341727	94-3368262	20-0841908	20-2170582	98-0522008		20-2812490	20-8106748	20-5187503	98-0587232	26-0468910	20-2812278	98-0602313
INCOME																			
Ordinary Income	1					177,837							(18,320)						
Net rental real estate	2																		
Other net rental	3																		
Guaranteed pmts	4																		
Int Inc.	5	752	16,130	20,207	22		4	240					6,017	2	295	56	440	147	5
Ord. Divs	6a	5		1,773			7,229	1,485					65		4,076	1,064			
Royalties	7																		
S-t CGain	8			138	(178)	5,894		69					133					25,025	1,135
L-t CG	9a	(8 287)	255 577	5,893		11,690	(42,293)	3,234					614,139	100,344	68,456		(669)	100,825	663
sec 1250 gain	9c																		
Sec 1231 gain	10												(27)						
Other Income																			
Portfolio	11a			12															
	11b																		
Sec 1256	11c												3,756						
	11E																		
Other	11f									295,465			36,263		(348)				
Tax exempt income	18A/B												4						
		(7,530)	271,707	28,023	(156)	195,421	(35,060)	5,028	0	295,465	0	0	642,030	100,346	72,479	1,120	(229)	125,997	1,803
DEDUCTIONS																			
Sec 179	12																		
Other Deductions																			
Contributions	13A-G												68						
Investment interest exp	13H												806		7	189			
Sec 59e	13L			4															
Other Ded-2%	13J/w																		
Capital gain property	13E																		
Other Ded-Prt	13K	490	60,970	76,096	16,527		5,160	5,190	28,558				75,727	16,710	26,898	28,590	28,600	52,220	26,240
Ded - royalty	13I																		
Foreign taxes paid	16L																		
Nondeductible exp	18C												250	5	15	26	42	8	4
		490	60,970	76,100	16,527	0	5,160	5,190	28,558	0	0	0	76,851	16,715	26,920	28,805	28,642	52,228	26,244
NET INC.		(8,020)	210,737	(48,077)	(16,683)	195,421	(40,220)	(162)	(28,558)	295,465	0	0	565,179	83,631	45,559	(27,685)	(28,871)	73,769	(24,441)

UBIT

	K-1 Line #	Polaris Venture Partners III, L.P.	Polaris Venture Partners IV, L.P.	Polaris Venture Partners V, L.P.	Polaris VI L.P.	Prospect Harbor Credit Partners, L.P.	Redpoint Ventures I, L.P.	Redpoint Ventures II, L.P.	RMS Forest Growth II, L.P.	Sankaty Credit Opportunities II, L.P	Sankaty Credit Opportunities Offshore III, L.P	Sankaty COP's IV Offshore Fund	Sequoia Growth III, L.P.	Sequoia Capital Growth Fund III AIV, L.P.	Sequoia India Growth Fund I, L.P.	Sequoia Capital India Growth Fund II LP	Sequoia India III, L.P.	Sequoia Israel III, L.P.	Sequoia Capital Israel IV LP
INCOME																			
Income:																			
Ordinary Income	1												(18,320)						
Net rental real estate	2																		
Other net rental	3																		
Interest income	5																		
Ordinary dividends	6																		
Royalties	7																		
Net short-term	8																		
Net long-term	9																		
Sec 1231 gain	10																		
Other income (loss)	11a																		
Net sec 1256 gain(loss)	11c												3,756						
Other income(loss) - 743	11f												36,263						
	20																		
DEDUCTIONS																			
Deductions:																			
Sec 179 deduction	12																		
Other deductions	13 A-G																		
Investment interest exp	13h														(7)				
Other deductions	13J																		
Deduction - 2%	13K																		
Total foreign taxes	16M																		
Post 1986 dep	17a-b																		
Other deductions	13w																		
	18c																		
Total 990-T Partnership Income		0	0	0	0	0	0	0	0	0	0	0	21,999	0	(7)	0	0	0	0

Sherman Fairchild Foundation, Inc
Form 990-PF
Summary of Partnership Income
FYE: 12/31/2011

PARTNERSHIP	K-1 Line #	Sequoia Capital China I, L.P.	Sequoia Capital China II, L.P.	Sequoia Capital Franchise Fund, L.P.	Sequoia Capital IX, L.P.	Sequoia Capital VIII, L.P.	Sequoia Capital X, L.P.	Sequoia Capital, XI, L.P.	Sequoia Capital, XII, L.P.	Sequoia Capital China Growth Fund I, L.P.	Sequoia Seed Fund II, L.P.	Sequoia Capital US Growth Fund IV LP	Sequoia US Growth Fund V LP	Sequoia Capital 2010 LP	Silchester Int'l Value Equity Trust	Silver Lake Cayman, L.P.	Silver Lake Partners II, L.P.	Silver Lake Partners II Cayman, L.P.	Silver Lake Partners III, L.P.
EIN		20-3514012	26-0204241	94-3324307	94-3335835	94-3294956	77-0535705	54-2094242	20-5005647	26-0205433	94-3384896	98-0589567	98-1017204	98-0647001	36-7045759	98-0234429	74-3104002	20-3767409	20-5885045
INCOME																			
Ordinary Income	1													(2,344)					
Net rental real estate	2																		
Other net rental	3																		
Guaranteed pmts	4																		
Int Inc	5	320	5	12,569	4,453	10	12,826	6,106	8,370	1,427	171	851	1	7,166	20		1,180		6,346
Ord. Divs	6a	3,994	6,517				138			28,882				10	759,317			6,945	
Royalties	7																		
S-t CGain	8		(1,828)				251		5,933		766	6,526		2,721	56,015				3,745
L-t CG	9a	49,616	100,798	329	117,306	777	(54,449)	549,507	186,535	174,329	201,624	25,863		1,493	1,058,131		15,651	994,396	37,373
sec 1250 gain	9c																		
Sec 1231 gain	10																		
Other Income																			
Portfolio	11a									(107)									
	11b																		
Sec 1256	11c																		
	11E																		
Other	11f													34	55,557				
Tax exempt income	18A/B																		
		53,930	105,492	12,898	121,759	787	(41,234)	555,613	200,838	204,531	202,561	33,240	1	9,060	1,929,040	0	16,831	1,001,341	47,464
DEDUCTIONS																			
Sec 179	12																		
Other Deductions																			
Contributions	13A-G																		
Investment interest exp	13H											300	190	60					
Sec 59a	13L																		
Other Ded-2%	13J/w											1							
Capital gain property	13E																		
Other Ded-Prt	13K	28,794	29,952	3,128	691	872	14,506	36,270	31,657	43,323	10,214	106,735	26,690	178,524		111	14,138	295	45,692
Ded - royalty	13I																		
Foreign taxes paid	16L																		
Nondeductible exp	18C	54	53	5	7	12	14	7	8	74	8	3		229					
		28,848	30,005	3,133	698	884	14,522	36,277	31,665	43,397	10,222	107,039	26,880	178,813	0	111	14,138	295	45,692
NET INC		25,082	75,487	9,765	121,061	(97)	(55,756)	519,336	169,173	161,134	192,339	(73,798)	(26,879)	(169,733)	1,929,040	(111)	2,693	1,001,046	1,772

UBIT

	K-1 Line #	Sequoia Capital China I, L.P.	Sequoia Capital China II, L.P.	Sequoia Capital Franchise Fund, L.P.	Sequoia Capital IX, L.P.	Sequoia Capital VIII, L.P.	Sequoia Capital X, L.P.	Sequoia Capital, XI, L.P.	Sequoia Capital, XII, L.P.	Sequoia Capital China Growth Fund I, L.P.	Sequoia Seed Fund II, L.P.	Sequoia Capital US Growth Fund IV LP	Sequoia US Growth Fund V LP	Sequoia Capital 2010 LP	Silchester Int'l Value Equity Trust	Silver Lake Cayman, L.P.	Silver Lake Partners II, L.P.	Silver Lake Partners II Cayman, L.P.	Silver Lake Partners III, L.P.
INCOME																			
Income:																			
Ordinary Income	1											(300)	(190)	(1,765)					
Net rental real estate	2																		
Other net rental	3																		
Interest income	5																		
Ordinary dividends	6																		
Royalties	7																		
Net short-term	8																		
Net long-term	9																		
Sec 1231 gain	10																		
Other income (loss)	11a																		
Net sec 1256 gain(loss)	11c																		
Other Income(loss) - 743	11f																		
	20																		
DEDUCTIONS																			
Deductions:																			
Sec 179 deduction	12																		
Other deductions	13 A-G																		
Investment interest exp	13h																		
Other deductions	13J																		
Deduction - 2%	13K																		
Total foreign taxes	16M																		
Post 1986 dep	17a-b																		
Other deductions	13w																		
	18c																		
Total 990-T Partnership Income		0	0	0	0	0	0	0	0	0	0	(300)	(190)	(1,765)	0	0	0	0	0

Sherman Fairchild Foundation, Inc.
Form 990-PF
Summary of Partnership Income
FYE: 12/31/2011

	PARTNERSHIP	K-1 Line #	Silver Lake Partners III DE, L.P.	Silver Lake Partners III DE (AIV II), L.P.	Silver Lake Partners III ISAT Feeder L.P.	Silver Lake Partners III DPI FEEDER, L.P.	Silver Lake Partners III Cayman (AIV III) LP	Silver Lake III EW Feeder I	Silver Lake III Kingdom Feeder I	Silver Lake Partners, L.P.	Summit Partners Private Equity VII-B, L.P.	Summit Partners Venture Capital II-B, L.P.	Summit Subordinated Debt Fund II, L.P.	Summit Ventures IV, L.P.	Summit Ventures V, L.P.	Summit Ventures VI-B, L.P.	Summit Partners Europe PE	Sun Capital Offshore I, L.P.	Sun Capital Offshore II, L.P.	Sun Capital Partners II, L.P.
	EIN		26-4399038	27-2273752	98-0587446	98-0591770	98-0591768	35-2414010	32-0356815	94-3345401	20-2598391	20-2598326	04-3340581	04-3278221	04-3406895	04-3540854	98-0565042		36-4367879	36-4367879
INCOME	Ordinary Income	1	13,814		8,544	31,144														
	Net rental real estate	2																		
	Other net rental	3																		
	Guaranteed pmts	4																		
	Int Inc.	5	42				46	1,814	71		14,097	2 448	75	161	144	411	1			20 110
	Ord. Dvs	6a		572							28,389				625	608				1,545
	Royalties	7																		
	S-t CGain	8									13,460									
	L-t CG	9a			20,714	64,459	856,614				213,339	304,926	(320,835)		4,833	734,840				98,744
	sec 1250 gain	9c																		
	Sec 1231 gain	10																		
	Other Income																			
	Portfolio	11a											47							
		11b																		
	Sec 1256	11c													364					
		11E																		
	Other	11f																		
	Tax exempt income	16A/B																		
			13,856	572	29,258	95,603	856,660	1,814	71	0	269,285	307,374	(320,713)	161	5,666	735,959	1	0	0	120,399
DEDUCTIONS	Sec 179	12																		
	Other Deductions																			
	Contributions	13A-G																		
	Investment interest exp	13H																		
	Sec 59e	13L																		
	Other Ded-2%	13J/w	14,587																	
	Capital gain property	13E																		
	Other Ded-Prt	13K	62	17			243	1		140	104,719	50,550	16	28	351	35 490	27,395			1,485
	Ded - royalty	13I																		
	Foreign taxes paid	16L																		
	Nondeductible exp	18C	13																	
			14,662	17	0	0	243	1	0	140	104,719	50,550	16	28	351	35,490	27,395	0	0	1,465
	NET INC		(806)	555	29,258	95,603	856,417	1,613	71	(140)	164,566	256,824	(320,729)	133	5,615	700,469	(27,394)	0	0	116,914

UBIT

		K-1 Line #	Silver Lake Partners III DE, L.P.	Silver Lake Partners III DE (AIV II), L.P.	Silver Lake Partners III ISAT Feeder L.P.	Silver Lake Partners III DPI FEEDER, L.P.	Silver Lake Partners III Cayman (AIV III) LP	Silver Lake III EW Feeder I	Silver Lake III Kingdom Feeder I	Silver Lake Partners, L.P.	Summit Partners Private Equity VII-B, L.P.	Summit Partners Venture Capital II-B, L.P.	Summit Subordinated Debt Fund II, L.P.	Summit Ventures IV, L.P.	Summit Ventures V, L.P.	Summit Ventures VI-B, L.P.	Summit Partners Europe PE	Sun Capital Offshore I, L.P.	Sun Capital Offshore II, L.P.	Sun Capital Partners II, L.P.
INCOME	Income:																			
	Ordinary income	1	13,814		8,544															
	Net rental real estate	2																		
	Other net rental	3																		
	Interest Income	5																		
	Ordinary dividends	6																		
	Royalties	7																		
	Net short-term	8																		
	Net long-term	9																		
	Sec 1231 gain	10																		
	Other Income (loss)	11a																		
	Net sec 1256 gain(loss)	11c																		
	Other Income(loss) - 743	11f													364					
		20																		
DEDUCTIONS	Deductions:																			
	Sec 179 deduction	12																		
	Other deductions	13 A-G																		
	Investment interest exp	13h																		
	Other deductions	13J																		
	Deduction - 2%	13K																		
	Total foreign taxes	16M																		
	Post 1986 dep	17a-b																		
	Other deductions	13w	(14,587)																	
		18c																		
	Total 990-T Partnership Income		(773)	0	8,544	0	0	0	0	0	0	0	0	0	364	0	0	0	0	0

Sherman Fairchild Foundation, Inc.
Form 990-PF
Summary of Partnership Income
FYE: 12/31/2011

PARTNERSHIP	K-1 Line #	Sun Capital Partners III, L.P.	Sun Capital Partners IV, L.P.	Sun Capital Partners V, L.P.	TA IX, L.P.	TA Sub Debt Fund, L.P.	TA X, L.P.	TA/Advent VIII, L.P.	Thomas H Lee Equity Fund IV, L.P.	Thomas H Lee Equity Fund V, L.P.
EIN		14-1854558	20-2594605	98-0522944	04-3520503	04-3506994	20-4529991	04-3334380	04-3399873	04-3506923
INCOME										
Ordinary Income	1									
Net rental real estate	2									
Other net rental	3									
Guaranteed pmts	4									
Int Inc	5	26,663	107,526	54,475	4,159	12,268	31,221	5		96
Ord Divs	6a	72,110	96,595		366	1,482	24,641	7		9,263
Royalties	7									
S-t CGain	8				(7,853)	5,797				
L-t CG	9a	183,115	(51,273)		445,378		281,980	451		223,640
sec 1250 gain	9c									
Sec 1231 gain	10									
Other Income										
Portfolio	11a			(629)			(1)			
	11b									
Sec 1256	11c									
	11E									
Other	11f				(681)					
Tax exempt Income	18A/B									
		281,888	152,848	53,846	441,369	19,547	337,841	463	0	232,999
DEDUCTIONS										
Sec 179	12									
Other Deductions										
Contributions	13A-G									
Investment interest exp	13H									
Sec 59e	13L									
Other Ded-2%	13J/w									
Capital gain property	13E									
Other Ded-Prt	13K	1,810	4,771	9,524	8,474	1,624	70,112	241		64,563
Ded - royalty	13I									
Foreign taxes paid	16L									
Nondeductible exp	18C									
		1,810	4,771	9,524	8,474	1,624	70,112	241	0	64,563
NET INC		280,078	148,077	44,322	432,895	17,923	267,729	222	0	168,436
UBIT										
INCOME										
Income:										
Ordinary income	1									
Net rental real estate	2									
Other net rental	3									
Interest Income	5									
Ordinary dividends	6									
Royalties	7									
Net short-term	8									
Net long-term	9									
Sec 1231 gain	10									
Other income (loss)	11a									
Net sec 1256 gain(loss)	11c									
Other income(loss) - 743	11f									
	20									
DEDUCTIONS										
Deductions:										
Sec 179 deduction	12									
Other deductions	13 A-G									
Investment interest exp	13h									
Other deductions	13J									
Deduction - 2%	13K									
Total foreign taxes	16M									
Post 1986 dep	17a-b									
Other deductions	13w									
	18c									
Total 990-T Partnership Income		0	0	0	0	0	0	0	0	0

PARTNERSHIP	K-1 Line #	Thomas H Lee (Alternative) Fund V, L.P.	Trident Capital Fund - IV, L.P.	U S TREASURY 1-3 YEAR INDEX NO QP CTF	Versant Venture Capital I, L.P. (Paladium Vent I)	Versant Venture Capital II, L.P.	Versant Venture Capital III, L.P.	Versant Venture Capital IV LP	Vestar Capital Partners III, L.P.	Warburg Pincus Equity Partners Trust
EIN		98-0361587	94-3340514	03-511251	95-4767944	94-3410103	20-3659276	26-3080195	13-3916064	13-7156936
INCOME										
Ordinary Income	1								7,636	
Net rental real estate	2									
Other net rental	3								9	
Guaranteed pmts	4									
Int Inc	5	302	39	319,643	3,160	638	1,825	1,033	536	2 050
Ord Divs	6a	28,330		56					11	4,588
Royalties	7									
S-t CGain	8		(52)	61,817	528		6,906	(1,491)		610
L-t CG	9a	67,945		149,759	35,097	154,779			(42,097)	62,306
sec 1250 gain	9c						74,323			
Sec 1231 gain	10								(5,103)	
Other Income										
Portfolio	11a								2	
	11b									
Sec 1256	11c									
	11E									
Other	11f								71	
Tax exempt Income	18A/B									
		96,577	(13)	531,275	38,785	155,417	83,056	(458)	(38,933)	69,554
DEDUCTIONS										
Sec 179	12									
Other Deductions										
Contributions	13A-G								23	
Investment interest exp	13H									
Sec 59e	13L									
Other Ded-2%	13J/w									
Capital gain property	13E									
Other Ded-Prt	13K	140	605	8,707	745	17,112	20,673	25,219	976	4,403
Ded - royalty	13I					135				
Foreign taxes paid	16L									
Nondeductible exp	18C				13	3	5	5	409	3
		140	605	8,707	758	17,250	20,678	25,224	1,410	4,406
NET INC		96,437	(618)	522,568	38,027	138,167	62,378	(25,682)	(40,343)	65,148
UBIT										
INCOME										
Income:										
Ordinary income	1								7,636	
Net rental real estate	2									
Other net rental	3								9	
Interest Income	5									
Ordinary dividends	6									
Royalties	7									
Net short-term	8									
Net long-term	9									
Sec 1231 gain	10								(5,103)	
Other income (loss)	11a									
Net sec 1256 gain(loss)	11c									
Other income(loss) - 743	11f									
	20									
DEDUCTIONS										
Deductions:										
Sec 179 deduction	12									
Other deductions	13 A-G									
Investment interest exp	13h									
Other deductions	13J									
Deduction - 2%	13K									
Total foreign taxes	16M									
Post 1986 dep	17a-b									
Other deductions	13w									
	18c									
Total 990-T Partnership Income		0	0	0	0	0	0	0	2,544	0

Sherman Fairchild Foundation, Inc.
Form 990-PF
Summary of Partnership Income
FYE: 12/31/2011

PARTNERSHIP	K-1 Line #	WCAS Capital Partners III, L.P.	WCAS Capital Partners IX, L.P.	WCAS Capital Partners IX DP, L.P.	WCAS Capital Partners VIII, L.P.	WCAS Capital Partners X, L.P.	WCAS X-DP LP	Heartwood Forestland VI REIT	WTC - CTF Diversified Inflation Hedges Portfolio	Blackstone Europe III LP	Blackstone Europe III NQLP
EIN		13-3952565	13-4122932	90-0426081	13-4014339	20-2810577	30-0513402	26-1753018	20-1786368	98-0573288	98-0595582
INCOME											
Ordinary income	1							(2,363)			
Net rental real estate	2							603		2,803	
Other net rental	3										
Guaranteed pmts	4										
Int Inc.	5	23 599	285		5,218	4,502			28,856	277	
Ord. Divs	6a	120	7,386			1,431			44,621		
Royalties	7										
S-t CGain	8		2 091						(18,081)	40	
L-t CG	9a	574	(10,282)		410,138	(139,582)			150,707		
sec 1250 gain	9c										
Sec 1231 gain	10							254			
Other Income											
Portfolio	11a	50			4,750				4,767	1,942	
	11b										
Sec 1256	11c								16,907		
	11E										
Other	11f								(2,691)	(213)	
Tax exempt income	18A/B										
		24,343	(520)	0	420,106	(133,649)	0	(1,506)	225,286	4,849	0
DEDUCTIONS											
Sec 179	12										
Other Deductions											
Contributions	13A-G										
Investment interest exp	13H									414	
Sec 59e	13L										
Other Ded-2%	13J/w										
Capital gain property	13E										
Other Ded-Prt	13K	214	8,919	32	477	7,811	49		6,408	6,307	
Ded - royalty	13I										
Foreign taxes paid	16L										
Nondeductible exp	18C							4			
		214	8,919	32	477	7,811	49	4	6,408	6,721	0
NET INC		24,129	(9,439)	(32)	419,629	(141,460)	(49)	(1,510)	218,878	(1,872)	0
UBIT											
INCOME											
Income:											
Ordinary income	1										
Net rental real estate	2									1701	
Other net rental	3										
Interest income	5										
Ordinary dividends	6										
Royalties	7										
Net short-term	8										
Net long-term	9										
Sec 1231 gain	10										
Other income (loss)	11a										
Net sec 1256 gain(loss)	11c										
Other income(loss) - 743	11f									(618)	
	20										
DEDUCTIONS											
Deductions:											
Sec 179 deduction	12										
Other deductions	13 A-G										
Investment interest exp	13h										
Other deductions	13J										
Deduction - 2%	13K										
Total foreign taxes	16M										
Post 1986 dep	17a-b										
Other deductions	13w										
	18c										
Total 990-T Partnership Income		0	0	0	0	0	0	0	0	1,083	0

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print

File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions.
SHERMAN FAIRCHILD FOUNDATION, INC.

Employer identification number (EIN) or
[X] 13-1951698

Number, street, and room or suite no. If a P.O. box, see instructions.
5454 WISCONSIN AVENUE, NO. 1205

Social security number (SSN)
[ ]

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
CHEVY CHASE, MD 20815

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MRS. BONNIE HIMMELMAN
  5454 WISCONSIN AVENUE, NO. 1205 - CHEVY CHASE, MD 20815
  Telephone No. ▶ 301-913-5990 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ______ , and ending ______ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 300,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 785,362.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions SHERMAN FAIRCHILD FOUNDATION, INC.	Employer identification number (EIN) or [X] 13-1951698
	Number, street, and room or suite no. If a P.O. box, see instructions. 5454 WISCONSIN AVENUE, NO. 1205	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHEVY CHASE, MD 20815	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ MRS. BONNIE HIMMELMAN 5454 WISCONSIN AVENUE, NO. 1205 - CHEVY CHASE, MD 20815

Telephone No. ▶ 301-913-5990 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
DUE TO THE COMPLEXITY OF THE RETURN, ADDITIONAL TIME IS NECESSARY TO COMPILE THE INFORMATION NEEDED FOR A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 300,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 785,362.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Joyce Underwood Title ▶ CPA Date ▶ 7/25/2012

Confirmation Services
Package ID: 91719999917031904468 24 E-CERTIFIED
Destination ZIP Code: 84201 1STCL REGULAR FLAT
Customer Reference:
Recipient: PBP Account #: 11930484
Address: Serial #: 6559972
JUL 25 2012 1:28P

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01-06-12