

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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

Name of foundation THE PATTERSON FOUNDATION		A Employer identification number 65-6230256
Number and street (or P.O. box number if mail is not delivered to street address) 2 N. TAMIAMI TRAIL	Room/suite 206	B Telephone number (941) 952-1413
City or town, state, and ZIP code SARASOTA, FL 34236		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input type="checkbox"/> \$ 212,514,331.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	5,048,403.	5,103,214.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-423,748.			STATEMENT 2
	b Gross sales price for all assets on line 6a 124228556.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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					
12 Total. Add lines 1 through 11	4,624,655.	5,103,214.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	643,223.	397,973.		245,250.
	14 Other employee salaries and wages	90,375.	0.		90,375.
	15 Pension plans, employee benefits	137,681.	8,138.		129,543.
	16a Legal fees STMT 3	94,587.	0.		94,587.
	b Accounting fees STMT 4	89,806.	0.		92,783.
	c Other professional fees STMT 5	1,658,730.	585,553.		999,166.
	17 Interest				
	18 Taxes STMT 6	82,231.	0.		0.
	19 Depreciation and depletion	37,892.	0.		
	20 Occupancy	105,181.	0.		105,439.
	21 Travel, conferences, and meetings	177,487.	0.		177,487.
	22 Printing and publications				
	23 Other expenses STMT 7	2,165,403.	0.		2,176,963.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,282,596.	991,664.		4,111,593.
	25 Contributions, gifts, grants paid	5,169,107.			6,725,659.
26 Total expenses and disbursements. Add lines 24 and 25	10,451,703.	991,664.		10,837,252.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-5,827,048.				
b Net investment income (if negative, enter -0-)		4,111,550.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		83,794.	105,809.	105,809.	
	2	Savings and temporary cash investments		4,632,290.	5,149,776.	5,149,776.	
	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			472,871.	590,360.	590,360.
	10a	Investments - U.S. and state government obligations	STMT 9		29,551,478.	19,484,642.	19,484,642.
	b	Investments - corporate stock	STMT 10		132,598,743.	106,941,861.	106,941,861.
	c	Investments - corporate bonds	STMT 11		33,905,358.	33,423,725.	33,423,725.
11	Investments - land, buildings, and equipment: basis						
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 12		28,760,657.	46,728,465.	46,728,465.	
14	Land, buildings, and equipment: basis	215,721.					
	Less: accumulated depreciation	126,028.		103,412.	89,693.	89,693.	
15	Other assets (describe)						
16	Total assets (to be completed by all filers)			230,108,603.	212,514,331.	212,514,331.	
Liabilities	17	Accounts payable and accrued expenses		112,663.	198,733.		
	18	Grants payable		4,178,138.	2,621,585.		
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
22	Other liabilities (describe)	EXCISE TAX PAYABLE		156,063.	0.		
23	Total liabilities (add lines 17 through 22)			4,446,864.	2,820,318.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted		225,661,739.	209,694,013.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances			225,661,739.	209,694,013.		
31	Total liabilities and net assets/fund balances			230,108,603.	212,514,331.		

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	225,661,739.
2	Enter amount from Part I, line 27a	2	-5,827,048.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	219,834,691.
5	Decreases not included in line 2 (itemize) UNREALIZED LOSS ON SECURITIES	5	10,140,678.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	209,694,013.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED	P	VARIOUS	VARIOUS
b SEE ATTACHED	P	VARIOUS	VARIOUS
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 40,703,895.		42,248,404.	-1,544,509.
b 83,524,661.		82,399,734.	1,124,927.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-1,544,509.
b			1,124,927.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-419,582.
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	6,434,167.	217,898,706.	.029528
2009	2,288,046.	182,103,328.	.012565
2008	622,782.	1,987,180.	.313400
2007	105,000.	3,086,579.	.034018
2006	177,935.	2,994,838.	.059414

2 Total of line 1, column (d)	2	.448925
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	.089785
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	211,721,975.
5 Multiply line 4 by line 3	5	19,009,458.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	41,116.
7 Add lines 5 and 6	7	19,050,574.
8 Enter qualifying distributions from Part XII, line 4	8	10,837,252.

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Total credits and payments'. Total tax due is 143,649 and overpayment is 20,558.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political activities, tax on political expenditures, and reporting requirements.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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) SEE STATEMENT 13
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.THEPATTERSONFOUNDATION.ORG/
14 The books are in care of THE PATTERSON FOUNDATION Telephone no. (941) 952-1413 Located at 2 N. TAMiami TRAIL, SUITE 206, SARASOTA, FL ZIP+4 34236
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years
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.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here **N/A**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d). **N/A**

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A**

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		643,223.	63,379.	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
NONE				

Total number of other employees paid over \$50,000 **2**

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
CREATUREKIND COMMUNICATIONS, LLC - #210 DONALD W REYNOLDS JOURNALISM, UNIV OF MO, ACROBATIX WORLDWIDE	CONTRACTOR	619,900.
1900 MAIN ST SUITE 301, SARASOTA, FL 34236 KNIGHT DIGITAL MEDIA CENTER	CONTRACTOR	402,971.
734 W ADAMS BLVD, LOS ANGELES, CA 90089 THE CORLEY COMPANY, LLC	CONTRACTOR	237,500.
10608 CHEVAL PLACE, BRADENTON, FL 34202 HOYT ARCHITECTS	CONTRACTOR	223,776.
1527 2ND STREET, SARASOTA, FL 34236	CONTRACTOR	188,014.
Total number of others receiving over \$50,000 for professional services		10

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.

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	208,702,765.
b	Average of monthly cash balances	1b	6,243,403.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	214,946,168.
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	214,946,168.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,224,193.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	211,721,975.
6	Minimum investment return. Enter 5% of line 5	6	10,586,099.

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	10,586,099.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	82,231.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	82,231.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,503,868.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,503,868.
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	10,503,868.

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	10,837,252.
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	10,837,252.
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	10,837,252.

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				10,503,868.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			10,609,626.	
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: ▶ \$ 10,837,252.				
a Applied to 2010, but not more than line 2a			10,609,626.	
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				227,626.
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				10,276,242.
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)

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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		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
Name and address (home or business)					
a Paid during the year					
SARASOTA COUNTY OPENLY PLANS FOR EXCELLENCE 1226 N TAMiami TR SARASOTA, FL 34236		NONE	509(A)(1)	AGING WITH DIGNITY AND INDEPENDENCE	26,512.
ARTHRITIS FOUNDATION 408 12TH STREET WEST BRADENTON, FL 34204		NONE	509(A)(1)	MEDIA BUY CAMPAIGN	25,000.
ARTHRITIS FOUNDATION 408 12TH STREET WEST BRADENTON, FL 34204		NONE	509(A)(1)	JBRW MATCHING GIFT	250,000.
ARTHRITIS FOUNDATION FLORIDA CHAPTER, INC. 408 12TH STREET WEST BRADENTON, FL 34204		NONE	509(A)(1)	JINGLE BELL RUN WALK MATCHING FUNDS	400,000.
CARDINAL MOONEY HIGH SCHOOL 4171 FRUITVILLE RD SARASOTA, FL 34232		NONE	SCHOOL	OUR MOMENT IN TIME CAMPAIGN	33,051.
Total SEE CONTINUATION SHEET(S) ▶ 3a					6,725,659.
b Approved for future payment					
NONE					
Total ▶ 3b					0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	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
Name and address (home or business)				
CATHOLIC COMMUNITY FOUNDATION OF SOUTHWEST, INC. 1000 PINEBROOK RD VENICE, FL 34232	NONE	509(A)(1)	SISTER M. LUCIA HAAS SCHOLARSHIP ENDOWMENT FUND	120,859.
COMMUNITY FOUNDATION OF NE ALABAMA 1130 QUINTARD AVE ANNISTON, AL 36201	NONE	509(A)(1)	MATCHING FUNDS-CHALLENGE GRANT	250,000.
COMMUNITY FOUNDATION OF SARASOTA 2635 FRUITVILLE RD SARASOTA, FL 34237	NONE	509(A)(1)	SEASON OF SHARING	530,000.
COMMUNITY FOUNDATION OF SARASOTA 2635 FRUITVILLE RD SARASOTA, FL 34237	NONE	509(A)(1)	SEF SUGAR BOWL MATCH	78,000.
COMMUNITY FOUNDATION OF SARASOTA 2635 FRUITVILLE RD SARASOTA, FL 34237	NONE	509(A)(1)	DONOR EDGE	40,000.
COMMUNITY FOUNDATION OF SARASOTA 2635 FRUITVILLE RD SARASOTA, FL 34237	NONE	509(A)(1)	PAY IT FORWARD	210,000.
COMMUNITY FOUNDATION OF SARASOTA 2635 FRUITVILLE RD SARASOTA, FL 34237	NONE	509(A)(1)	FUNDS FOR ONE TIME EMERGING OPPORTUNITIES	100,000.
COMMUNITY FOUNDATION OF SARASOTA 2635 FRUITVILLE RD SARASOTA, FL 34237	NONE	509(A)(1)	MATCH DAY 2012	334,000.
COMMUNITY FOUNDATION OF SARASOTA 2635 FRUITVILLE RD SARASOTA, FL 34237	NONE	509(A)(1)	36 HOUR GIVING CHALLENGE SNN MEDIA SUPPORT	3,900.
COMMUNITY FOUNDATION OF SARASOTA 2635 FRUITVILLE RD SARASOTA, FL 34237	NONE	509(A)(1)	DONOR ADVISED FUND	2,500,000.
Total from continuation sheets				5,991,096.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COMMUNITY FOUNDATION OF SARASOTA 2635 FRUITVILLE RD SARASOTA, FL 34237	NONE	509(A)(1)	FUNDS FOR ONE TIME NEEDS	75,000.
EDUCATION FOUNDATION OF SARASOTA COUNTY 1960 LANDINGS BLVD, #120 SARASOTA, FL 34231	NONE	509(A)(1)	MATCHING GRANT	4,700.
GULF COAST COMMUNITY FOUNDATION 601 TAMIAMI TRAIL SOUTH VENICE, FL 34285	NONE	509(A)(1)	FUNDS FOR ONE TIME NEEDS	75,000.
HARWOOD INSTITUTE FOR PUBLIC INNOVATION 4915 SAINT ELMO AVE BETHESDA, MD 20814	NONE	509(A)(1)	BEACON INITIATORS GROUP	55,000.
INSTITUTE FOR THE AGES 1226 N TAMIAMI TR, SUITE 202 SARASOTA, FL 34236	NONE	UNKNOWN	CEO SEARCH	25,000.
NATIONAL COUNCIL ON AGING 1901 L STREET, NW 4TH FL WASHINGTON, DC 20036	NONE	509(A)(1)	SELF CARE MANAGEMENT ALLIANCE	50,000.
NET HOPE, INC. P.O. BOX 6704 MCLEAN, VA 22106	NONE	509(A)(1)	HUMANITARIAN INITIATIVE	125,000.
SARASOTA MEMORIAL HEALTH CARE SYSTEM 1700 S. TAMIAMI TRAIL SARASOTA, FL 34239	NONE	HOSPITAL	HEALTH SAFETY NET	390,500.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA, SUITE-350 ATLANTA, GA 30303	NONE	509(A)(2)	GIA ENGAGEMENT	5,000.
USF FOUNDATION 4202 E FOWLER AVE TAMPA, FL 33620	NONE	UNIVERSITY	DIABETES INITIATIVE	1,014,437.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	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
Name and address (home or business)				
COMMUNITY FOUNDATION OF SARASOTA 2635 FRUITVILLE RD SARASOTA, FL 34237	NONE	509(A)(1)	EDEXPLORE ENDOWMENT FUND	2,350.
GULF COAST COMMUNITY FOUNDATION 601 TAMIAMI TRAIL SOUTH VENICE, FL 34285	NONE	509(A)(1)	EDEXPLORE ENDOWMENT FUND	2,350.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST	5,103,214.	0.	5,103,214.
TOTAL TO FM 990-PF, PART I, LN 4	5,103,214.	0.	5,103,214.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 2

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SEE ATTACHED	40,703,895.	42,248,404.	0.	0.		-1,544,509.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SEE ATTACHED	83,524,661.	82,399,734.	0.	0.		1,124,927.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED 09/15/10	DATE SOLD 06/15/12
2 IPADS	0.	5,554.	0.	1,388.		-4,166.

NET GAIN OR LOSS FROM SALE OF ASSETS						-423,748.
CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						-423,748.

FORM 990-PF	LEGAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	94,587.	0.		94,587.
TO FM 990-PF, PG 1, LN 16A	94,587.	0.		94,587.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	89,806.	0.		92,783.
TO FORM 990-PF, PG 1, LN 16B	89,806.	0.		92,783.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	1,073,177.	0.		999,166.
OTHER INVESTMENT FEES	585,553.	585,553.		0.
TO FORM 990-PF, PG 1, LN 16C	1,658,730.	585,553.		999,166.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE	82,231.	0.		0.
TO FORM 990-PF, PG 1, LN 18	82,231.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES & SUBSCRIPTIONS	43,770.	0.		47,743.	
POSTAGE	1,877.	0.		1,877.	
INTERNET/TELECOMMUNICATIONS	12,995.	0.		12,995.	
MISCELLANEOUS	38,275.	0.		12,032.	
COMPUTER EXPENSES	12,382.	0.		13,756.	
TEMPORARY HELP	3,425.	0.		3,425.	
PAYROLL PROCESSING	1,827.	0.		1,827.	
OFFICE SUPPLIES	7,686.	0.		7,686.	
MEMORIAL CONTRIBUTIONS	39,740.	0.		39,740.	
INSURANCE	2,465.	0.		16,171.	
ADMINISTRATIVE MANAGEMENT	176,113.	0.		176,113.	
INITIATIVE EXPENSE	1,824,848.	0.		1,816,098.	
SPONSORSHIP	0.	0.		27,500.	
TO FORM 990-PF, PG 1, LN 23	2,165,403.	0.		2,176,963.	

FOOTNOTES

STATEMENT 8

PART VIII BREAK DOWN OF NORTHERN TRUST FEES

AS BOTH TRUSTEE AND INVESTMENT BROKER FOR TPF, NORTHERN TRUST RECEIVES BOTH CUSTODIAL FEES AND INVESTMENT FEES WHICH BREAK DOWN AS FOLLOWS:

CUSTODIAL FEES:	11,358.
INVESTMENT FEES:	339,185.
TOTAL FEES:	350,723.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	X		19,484,642.	19,484,642.
TOTAL U.S. GOVERNMENT OBLIGATIONS			19,484,642.	19,484,642.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			19,484,642.	19,484,642.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	106,941,861.	106,941,861.
TOTAL TO FORM 990-PF, PART II, LINE 10B	106,941,861.	106,941,861.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	33,423,725.	33,423,725.
TOTAL TO FORM 990-PF, PART II, LINE 10C	33,423,725.	33,423,725.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	FMV	2,522,213.	2,522,213.
SEE ATTACHED SCHEDULE	FMV	4,757,759.	4,757,759.
SEE ATTACHED SCHEDULE	FMV	39,448,493.	39,448,493.
TOTAL TO FORM 990-PF, PART II, LINE 13		46,728,465.	46,728,465.

EXPLANATION

\$2,500,000 GRANT TO COMMUNITY FOUNDATION OF SARASOTA COUNTY. THE PATTERSON FOUNDATION DONOR ADVISED FUND WAS CREATED AT THE COMMUNITY FOUNDATION OF SARASOTA COUNTY TO ADDRESS THE NEED FOR TPF TO DISTRIBUTE FUNDS FOR MULTI-YEAR CHARITABLE (501(C)(3)) COMMITMENTS OF THE PATTERSON FOUNDATION. SPECIFICALLY, THE FUNDS ARE AVAILABLE FOR, BUT NOT LIMITED TO, 1) ESTABLISHING AN ENDOWMENT RELATED TO A PARTNERSHIP BETWEEN THE PATTERSON FOUNDATION AND THE VETERANS' ADMINISTRATION TO ENHANCE THE SARASOTA NATIONAL CEMETERY; 2) FUNDING THE ENDOWMENT AND THE OPERATING ASPECTS OF AN ONGOING PARTNERSHIP BETWEEN TPF AND USF TAMPA FOR THE BRINGING SCIENCE HOME INITIATIVE REGARDING DIABETES; 3) FUNDING THE ENDOWMENT FOR THE CATHOLIC FOUNDATION RELATED TO SISTER LUCIA SCHOLARSHIP FUND. EACH OF THE AFOREMENTIONED PARTNERSHIPS REQUIRE FUNDING EACH YEAR OVER MULTIPLE YEARS.

\$100,000 GRANT TO COMMUNITY FOUNDATION OF SARASOTA COUNTY. SUPPORT 1-TIME EMERGING OPPORTUNITIES INVOLVING 501(C)(3) ORGANIZATIONS.

\$210,000 GRANT TO COMMUNITY FOUNDATION OF SARASOTA COUNTY. THE CHARITABLE PURPOSE OF THIS FUND IS TO SUPPORT BUSINESS STRUCTURE COLLABORATIONS, EXPLORATIONS AND MERGERS INVOLVING 501(C)(3) ORGANIZATIONS.

\$75,000 GRANT TO COMMUNITY FOUNDATION OF SARASOTA COUNTY. SUPPORT 1-TIME NEEDS OF 501(C)(3) ORGANIZATIONS.

\$75,000 GRANT TO GULF COAST COMMUNITY FOUNDATION. SUPPORT 1-TIME NEEDS OF 501(C)(3) ORGANIZATIONS.

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
JOHN T. BERTEAU 2 N. TAMIAMI TRAIL, SUITE 206 SARASOTA, FL 34236	CHAIRMAN OF THE 8.00	DESIGNATIO 45,000.	4,500.	0.
RIC GREGORIA 2 N. TAMIAMI TRAIL, SUITE 206 SARASOTA, FL 34236	DIRECTOR 3.00	0.	0.	0.
CHARLES D. BAILEY, JR. 2 N. TAMIAMI TRAIL, SUITE 206 SARASOTA, FL 34236	DIRECTOR 3.00	0.	0.	0.
DEBRA JACOBS 2 N. TAMIAMI TRAIL, SUITE 206 SARASOTA, FL 34236	PRESIDENT & CEO 40.00	247,500.	58,879.	0.
NORTHERN TRUST 1515 RINGLING BLVD #200 SARASOTA, FL 34236	TRUSTEE 40.00	350,723.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		643,223.	63,379.	0.

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.
▶ Attach to the corporation's tax return.

FORM **990-PF**

2011

Name THE PATTERSON FOUNDATION	Employer identification number 65-6230256
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1 Total tax (see instructions)		1	82,231.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	82,231.
4 Enter the tax shown on the corporation's 2010 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	225,863.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	82,231.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	11/15/11	12/15/11	03/15/12	06/15/12
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	10	20,558.	20,558.	20,557.	20,558.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	56,470.	56,470.	56,470.	56,470.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		35,912.	71,824.	107,737.
13 Add lines 11 and 12	13		92,382.	128,294.	164,207.
14 Add amounts on lines 16 and 17 of the preceding column	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	56,470.	92,382.	128,294.	164,207.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	35,912.	71,824.	107,737.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2011 and before 7/1/2011	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2011 and before 10/1/2011	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\%}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2011 and before 1/1/2012	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2011 and before 4/1/2012	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{366}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2012 and before 7/1/2012	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2012 and before 10/01/2012	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2012 and before 1/1/2013	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{366}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2012 and before 2/16/2013	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	38	\$		0.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method (see instructions)

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I - Adjusted Seasonal Installment Method (Caution: Use this method only if the base period percentage for

any 6 consecutive months is at least 70%. See instructions.)

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1	Enter taxable income for the following periods:				
a	Tax year beginning in 2008				
b	Tax year beginning in 2009				
c	Tax year beginning in 2010				
2	Enter taxable income for each period for the tax year beginning in 2011. (see instructions for the treatment of extraordinary items).				
3	Enter taxable income for the following periods:	First 4 months	First 6 months	First 9 months	Entire year
a	Tax year beginning in 2008				
b	Tax year beginning in 2009				
c	Tax year beginning in 2010				
4	Divide the amount in each column on line 1a by the amount in column (d) on line 3a				
5	Divide the amount in each column on line 1b by the amount in column (d) on line 3b				
6	Divide the amount in each column on line 1c by the amount in column (d) on line 3c				
7	Add lines 4 through 6				
8	Divide line 7 by 3.0				
9a	Divide line 2 by line 8				
b	Extraordinary items (see instructions)				
c	Add lines 9a and 9b				
10	Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, ln 2 (or comparable ln of corp's return) ...				
11a	Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a				
b	Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b				
c	Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c				
12	Add lines 11a through 11c				
13	Divide line 12 by 3.0				
14	Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)				
15	Enter any alternative minimum tax for each payment period (see instructions)				
16	Enter any other taxes for each payment period (see instr)				
17	Add lines 14 through 16				
18	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)				
19	Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-				

Part II - Annualized Income Installment Method

		(a)	(b)	(c)	(d)	
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months	
20	Annualization periods (see instructions)	20				
21	Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items) ...	21	850,355.	1,132,631.	2,106,687.	4,380,816.
22	Annualization amounts (see instructions)	22	6.000000	4.000000	2.000000	1.333330
23a	Annualized taxable income. Multiply line 21 by line 22 ...	23a	5,102,130.	4,530,524.	4,213,374.	5,841,073.
	b Extraordinary items (see instructions)	23b				
	c Add lines 23a and 23b	23c	5,102,130.	4,530,524.	4,213,374.	5,841,073.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	24	102,043.	90,610.	84,267.	116,821.
25	Enter any alternative minimum tax for each payment period (see instructions)	25				
26	Enter any other taxes for each payment period (see instr)	26				
27	Total tax. Add lines 24 through 26	27	102,043.	90,610.	84,267.	116,821.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	28				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	102,043.	90,610.	84,267.	116,821.
30	Applicable percentage	30	25%	50%	75%	100%
31	Multiply line 29 by line 30	31	25,511.	45,305.	63,200.	116,821.

Part III - Required Installments

			1st	2nd	3rd	4th
			installment	installment	installment	installment
	Note: Complete lines 32 through 38 of one column before completing the next column.					
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	25,511.	45,305.	63,200.	116,821.
33	Add the amounts in all preceding columns of line 38 (see instructions)	33		20,558.	41,116.	61,673.
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- ...	34	25,511.	24,747.	22,084.	55,148.
35	Enter 25% of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	20,558.	20,558.	20,557.	20,558.
36	Subtract line 38 of the preceding column from line 37 of the preceding column	36				
37	Add lines 35 and 36	37	20,558.	20,558.	20,557.	20,558.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions)	38	20,558.	20,558.	20,557.	20,558.

Form 2220 (2011)

**** ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION**