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Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

Part I Summary
A For the 2011 calendar year, or tax year beginning, 2011, and ending
B Check if applicable: X Address change
C GLENS FALLS FOUNDATION
TD BANK-FIDTAX DEPT 111 MAIN STREET
BURLINGTON, VT 05401
D Employer Identification Number: 14-6036390
E Telephone number: (518) 761-7350
F Name and address of principal officer: SAME AS C ABOVE
G Gross receipts \$: 9,559,445.
H(a) Is this a group return for affiliates? Yes No X
H(b) Are all affiliates included? Yes No
I Tax-exempt status: X 501(c)(3)
J Website: WWW.GLENSFALLSFOUNDATION.ORG
K Form of organization: X Trust
L Year of Formation: 1939
M State of legal domicile: NY

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 1-7a Activities & Governance, 8-12 Revenue, 13-19 Expenses, 20-22 Net Assets or Fund Balances.

Part II Signature Block

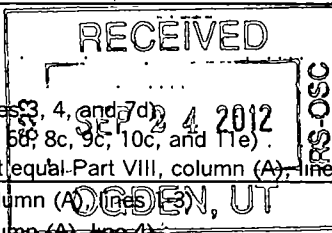
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer: Stephen S. O'Saulle, CPA; Date: 9/20/2011; Type or print name and title: TRUSTEE

Paid Preparer Use Only: Print/Type preparer's name: COLIN D. COMBS, CPA; Preparer's signature: [Signature]; Date: 8-9-12; Firm's name: WHITTEMORE, DOWEN & RICCIARDELLI, LLP; Firm's address: 333 AVIATION RD BLDG B, QUEENSBURY, NY 12804-2915; Firm's EIN: 82-0548504; Phone no: (518) 792-0918

May the IRS discuss this return with the preparer shown above? (see instructions) X Yes No

SCANNED OCT 1 2012



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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

Input box for Schedule O check

1 Briefly describe the organization's mission:

TO IMPROVE THE QUALITY OF LIFE FOR THE PEOPLE OF THE GREATER GLENS FALLS AREA THROUGH GRANTS TO NON-PROFIT ORGANIZATIONS AND DONOR-DIRECTED SCHOLARSHIPS FOR AREA STUDENTS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No (X) No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No (X) No

If 'Yes,' describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 301,382. including grants of \$ 301,382.) (Revenue \$) VARIOUS GRANTS AND AWARDS GIVEN TO CHARITABLE AND CIVIC COMMUNITY ORGANIZATIONS (SEE ATTACHED)

4b (Code:) (Expenses \$ 140,228. including grants of \$ 140,228.) (Revenue \$) SCHOLARSHIPS FOR HIGH SCHOOL AND COLLEGE STUDENTS (SEE ATTACHED)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services. (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 441,610.

Part IV Checklist of Required Schedules

| | Yes | No |
|---|-----|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A | X | |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? | X | |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I | | X |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II | | X |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III | | X |
| 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I | | X |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II | | X |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III | | X |
| 9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV | | X |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V | X | |
| 11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable | | |
| a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI | | X |
| b Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII | | X |
| c Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII | | X |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX | | X |
| e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X | | X |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X | | X |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII | X | |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional | | X |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E | | X |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? | | X |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV | | X |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV | | X |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV | | X |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions) | | X |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II | | X |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III | | X |
| 20 a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H | | X |
| b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return? | | |

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|---|-----|----|
| 21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II</i> | X | |
| 22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III</i> | X | |
| 23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J</i> | | X |
| 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25</i> | | X |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | |
| c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | | |
| d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year? | | |
| 25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I</i> | | X |
| b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I</i> | | X |
| 26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If 'Yes,' complete Schedule L, Part II</i> | | X |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III</i> | | X |
| 28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions): | | |
| a A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i> | | X |
| b A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i> | | X |
| c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV</i> | | X |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M</i> | | X |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M</i> | | X |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I</i> | | X |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II</i> | | X |
| 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I</i> | | X |
| 34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1</i> | | X |
| 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | | X |
| b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2</i> | | X |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2</i> | | X |
| 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI</i> | | X |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O | X | |

BAA

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

| | | Yes | No |
|--|--|-----|----|
| 1 a | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable | | |
| 1 b | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable | | |
| 1 c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | X | |
| 2 a | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | | |
| 2 b | If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) | | |
| 3 a | Did the organization have unrelated business gross income of \$1,000 or more during the year? | | X |
| 3 b | If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O | | |
| 4 a | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | | X |
| 4 b | If 'Yes,' enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. | | |
| 5 a | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | | X |
| 5 b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | X |
| 5 c | If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T? | | |
| 6 a | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? | | X |
| 6 b | If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | | |
| 7 Organizations that may receive deductible contributions under section 170(c). | | | |
| 7 a | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | | X |
| 7 b | If 'Yes,' did the organization notify the donor of the value of the goods or services provided? | | |
| 7 c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | | X |
| 7 d | If 'Yes,' indicate the number of Forms 8282 filed during the year | | |
| 7 e | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | X |
| 7 f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | X |
| 7 g | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | | |
| 7 h | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | | |
| 8 | Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | | X |
| 9 Sponsoring organizations maintaining donor advised funds. | | | |
| 9 a | Did the organization make any taxable distributions under section 4966? | | X |
| 9 b | Did the organization make a distribution to a donor, donor advisor, or related person? | | X |
| 10 Section 501(c)(7) organizations. Enter | | | |
| 10 a | Initiation fees and capital contributions included on Part VIII, line 12 | | |
| 10 b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | | |
| 11 Section 501(c)(12) organizations. Enter: | | | |
| 11 a | Gross income from members or shareholders | | |
| 11 b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) | | |
| 12 a | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | | |
| 12 b | If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year | | |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers. | | | |
| 13 a | Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. | | |
| 13 b | Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans | | |
| 13 c | Enter the amount of reserves on hand | | |
| 14 a | Did the organization receive any payments for indoor tanning services during the tax year? | | X |
| 14 b | If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O | | |

Part VI Governance, Management and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

| | | Yes | No |
|-----|--|-----|----|
| 1 a | Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | | |
| 1 b | Enter the number of voting members included in line 1a, above, who are independent | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee? | | X |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | | X |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?.. | | X |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | | X |
| 6 | Did the organization have members or stockholders? | | X |
| 7 a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | | X |
| 7 b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body? | | X |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| 8 a | a The governing body? | X | |
| 8 b | b Each committee with authority to act on behalf of the governing body? | X | |
| 9 | Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O | | X |

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

| | | Yes | No |
|---|---|-----|----|
| 10 a | Did the organization have local chapters, branches, or affiliates? | | X |
| 10 b | If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? | | |
| 11 a | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? | X | |
| 12 a | Describe in Schedule O the process, if any, used by the organization to review this Form 990 SEE SCHEDULE O | | |
| 12 a | Did the organization have a written conflict of interest policy? If 'No,' go to line 13 | X | |
| 12 b | Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | X | |
| 12 c | Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done SEE SCHEDULE O | X | |
| 13 | Did the organization have a written whistleblower policy? | | X |
| 14 | Did the organization have a written document retention and destruction policy? | | X |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| 15 a | a The organization's CEO, Executive Director, or top management official | | X |
| 15 b | b Other officers of key employees of the organization | | X |
| If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions) | | | |
| 16 a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | | X |
| 16 b | If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? | | |

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► NY
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. SEE SCHEDULE O
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 ► D. MICHAEL NILES 237 GLEN STREET GLENS FALLS NY 12801 (518) 761-7350

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

| (A) Name and title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|--|---|-----------------------|---------|--------------|------------------------------|---------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) MRS. CHERYL HOGAN DIRECTOR | 0.5 | X | | | | | 0. | 0. | 0. | |
| (2) DR. KATHRYN O'KEEFFE DIRECTOR | 0.5 | X | | | | | 0. | 0. | 0. | |
| (3) MRS. DONNA PERKETT VICE CHAIRMAN | 0.5 | X | | | | | 0. | 0. | 0. | |
| (4) MRS. KATHERINE BARTON CHAIRMAN | 0.5 | X | | | | | 0. | 0. | 0. | |
| (5) MR. PAUL MCPHILLIPS DIRECTOR | 0.5 | X | | | | | 0. | 0. | 0. | |
| (6) DR. STACEY MANDELBAUM DIRECTOR | 0.5 | X | | | | | 0. | 0. | 0. | |
| (7) MARK BEHAN DIRECTOR | 0.5 | X | | | | | 0. | 0. | 0. | |
| (8) TD BANK TRUSTEE | 1 | | X | | | | 47,012. | 0. | 0. | |
| (9) | | | | | | | | | | |
| (10) | | | | | | | | | | |
| (11) | | | | | | | | | | |
| (12) | | | | | | | | | | |
| (13) | | | | | | | | | | |
| (14) | | | | | | | | | | |

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)

| (A) Name and title | (B) Average hours per week (describe hours for related organizations in Sch O) or director | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|-----------------------|---|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (15) ----- | | | | | | | | | | |
| (16) ----- | | | | | | | | | | |
| (17) ----- | | | | | | | | | | |
| (18) ----- | | | | | | | | | | |
| (19) ----- | | | | | | | | | | |
| (20) ----- | | | | | | | | | | |
| (21) ----- | | | | | | | | | | |
| (22) ----- | | | | | | | | | | |
| (23) ----- | | | | | | | | | | |
| (24) ----- | | | | | | | | | | |
| (25) ----- | | | | | | | | | | |

| | | | |
|--|---------|----|----|
| 1 b Sub-total | 47,012. | 0. | 0. |
| c Total from continuation sheets to Part VII, Section A | 0. | 0. | 0. |
| d Total (add lines 1b and 1c) | 47,012. | 0. | 0. |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶ 0**

| | Yes | No |
|---|-----|----|
| 3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual</i> | | X |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If 'Yes' complete Schedule J for such individual</i> | | X |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If 'Yes,' complete Schedule J for such person</i> | | X |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶ 0**

Part VIII Statement of Revenue

| | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 | |
|--|---|---|--|---|---|-----------------|
| CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS | 1 a Federated campaigns | 1 a | | | | |
| | b Membership dues | 1 b | | | | |
| | c Fundraising events | 1 c | | | | |
| | d Related organizations | 1 d | | | | |
| | e Government grants (contributions) | 1 e | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1 f | 42,628. | | | |
| | g Noncash contributions included in lns 1a-1f. \$ | | | | | |
| h Total. Add lines 1a-1f | | 42,628. | | | | |
| PROGRAM SERVICE REVENUE | Business Code | | | | | |
| | 2 a ----- | | | | | |
| | b ----- | | | | | |
| | c ----- | | | | | |
| | d ----- | | | | | |
| | e ----- | | | | | |
| | f All other program service revenue | | | | | |
| g Total. Add lines 2a-2f | | | | | | |
| OTHER REVENUE | 3 Investment income (including dividends, interest and other similar amounts) | | 374,676. | | 374,676. | |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | |
| | 5 Royalties | | | | | |
| | 6 a Gross rents | (i) Real | | | | |
| | | (ii) Personal | | | | |
| | | | | | | |
| | b Less: rental expenses | | | | | |
| | c Rental income or (loss) | | | | | |
| | d Net rental income or (loss) | | | | | |
| | 7 a Gross amount from sales of assets other than inventory | (i) Securities | | | | |
| | | (ii) Other | | | | |
| | | | 9,139,901. | | | |
| | | b Less: cost or other basis and sales expenses | | 8,306,586. | | |
| | c Gain or (loss) | | 833,315. | | | |
| | d Net gain or (loss) | | 833,315. | 833,315. | | |
| 8 a Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18 | a | | | | | |
| | b Less: direct expenses | | | | | |
| | c Net income or (loss) from fundraising events | | | | | |
| 9 a Gross income from gaming activities. See Part IV, line 19 | a | | | | | |
| | b Less: direct expenses | | | | | |
| | c Net income or (loss) from gaming activities | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | | | | | |
| | b Less: cost of goods sold | | | | | |
| | c Net income or (loss) from sales of inventory | | | | | |
| Miscellaneous Revenue | | Business Code | | | | |
| 11 a MISCELLANEOUS INCOME | 900099 | 2,240. | | | 2,240. | |
| b ----- | | | | | | |
| c ----- | | | | | | |
| d All other revenue | | | | | | |
| e Total. Add lines 11a-11d | | 2,240. | | | | |
| 12 Total revenue. See instructions | | | 1,252,859. | 833,315. | 0. | 376,916. |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

| <i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i> | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|--|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21 | 301,382. | 301,382. | | |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22 | 140,228. | 140,228. | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 47,012. | 0. | 47,012. | 0. |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | 0. | 0. | 0. | 0. |
| 7 Other salaries and wages | | | | |
| 8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions) | | | | |
| 9 Other employee benefits | | | | |
| 10 Payroll taxes | | | | |
| 11 Fees for services (non-employees): | | | | |
| a Management | 23,833. | | 23,833. | |
| b Legal | | | | |
| c Accounting | 8,950. | | 8,950. | |
| d Lobbying | | | | |
| e Professional fundraising services See Part IV, line 17 | | | | |
| f Investment management fees | | | | |
| g Other | 775. | | 775. | |
| 12 Advertising and promotion | | | | |
| 13 Office expenses | | | | |
| 14 Information technology | 445. | | 445. | |
| 15 Royalties | | | | |
| 16 Occupancy | | | | |
| 17 Travel | | | | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | | | | |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | | | | |
| 23 Insurance | 1,795. | | 1,795. | |
| 24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O) | | | | |
| a <u>LAWN SERVICE</u> | 14,336. | | 14,336. | |
| b <u>PRINTING AND PUBLICATIONS</u> | 939. | | 939. | |
| c ----- | | | | |
| d ----- | | | | |
| e All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24e | 539,695. | 441,610. | 98,085. | 0. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) | | | | |

Part X Balance Sheet

| | | (A) Beginning of year | | (B) End of year | |
|---|---|--------------------------|-------------|--------------------|--|
| ASSETS | 1 Cash – non-interest-bearing | | 1 | | |
| | 2 Savings and temporary cash investments | 357,732. | 2 | 619,801. | |
| | 3 Pledges and grants receivable, net | | 3 | | |
| | 4 Accounts receivable, net | | 4 | | |
| | 5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L | | 5 | | |
| | 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) | | 6 | | |
| | 7 Notes and loans receivable, net | | 7 | | |
| | 8 Inventories for sale or use | | 8 | | |
| | 9 Prepaid expenses and deferred charges | | 9 | | |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a | | | |
| | b Less: accumulated depreciation | 10b | | 10c | |
| | 11 Investments – publicly traded securities | 12,265,529. | 11 | 12,716,624. | |
| | 12 Investments – other securities. See Part IV, line 11 | | 12 | | |
| | 13 Investments – program-related. See Part IV, line 11 | | 13 | | |
| | 14 Intangible assets | | 14 | | |
| | 15 Other assets. See Part IV, line 11 | | 15 | | |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 12,623,261. | 16 | 13,336,425. | | |
| LIABILITIES | 17 Accounts payable and accrued expenses | | 17 | | |
| | 18 Grants payable | | 18 | | |
| | 19 Deferred revenue | | 19 | | |
| | 20 Tax-exempt bond liabilities | | 20 | | |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | | |
| | 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 23 | | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | | |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D | | 25 | | |
| | 26 Total liabilities. Add lines 17 through 25 | 0. | 26 | 0. | |
| NET ASSETS OR FUND BALANCES | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34. | | | | |
| | 27 Unrestricted net assets | 12,288,397. | 27 | 12,989,424. | |
| | 28 Temporarily restricted net assets | 8,829. | 28 | 12,957. | |
| | 29 Permanently restricted net assets | 326,035. | 29 | 334,044. | |
| | Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34. | | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | | |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | | 31 | | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | | |
| | 33 Total net assets or fund balances | 12,623,261. | 33 | 13,336,425. | |
| 34 Total liabilities and net assets/fund balances | 12,623,261. | 34 | 13,336,425. | | |

BAA

Form 990 (2011)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

| | | | |
|---|--|---|-------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 1,252,859. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 539,695. |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | 713,164. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 12,623,261. |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) | 5 | 0. |
| 6 | Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | 13,336,425. |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

| | | Yes | No |
|----|--|-----|----|
| 1 | Accounting method used to prepare the Form 990: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O. | | |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant? | | X |
| 2b | Were the organization's financial statements audited by an independent accountant? | X | |
| 2c | If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | X | |
| d | If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both. <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | | |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | | X |
| 3b | If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | | |

BAA

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

| | |
|---|---|
| Name of the organization GLENS FALLS FOUNDATION | Employer identification number 14-6036390 |
|---|---|

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions — subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III — Functionally integrated d Type III — Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box.
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

| | Yes | No |
|--|------------|----|
| (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? | 11 g (i) | |
| (ii) A family member of a person described in (i) above? | 11 g (ii) | |
| (iii) A 35% controlled entity of a person described in (i) or (ii) above? | 11 g (iii) | |

h Provide the following information about the supported organization(s).

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see Instructions)) | (iv) Is the organization in column (i) listed in your governing document? | | (v) Did you notify the organization in column (i) of your support? | | (vi) Is the organization in column (i) organized in the U.S.? | | (vii) Amount of support |
|------------------------------------|----------|---|---|----|--|----|---|----|-------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| (A) | | | | | | | | | |
| (B) | | | | | | | | | |
| (C) | | | | | | | | | |
| (D) | | | | | | | | | |
| (E) | | | | | | | | | |
| Total | | | | | | | | | |

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
|---|----------|------------|----------|----------|----------|------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.) | 96,569. | 1,120,846. | 555,507. | 48,525. | 42,628. | 1,864,075. |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | 0. |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | 0. |
| 4 Total. Add lines 1 through 3 | 96,569. | 1,120,846. | 555,507. | 48,525. | 42,628. | 1,864,075. |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | 784,682. |
| 6 Public support. Subtract line 5 from line 4 | | | | | | 1,079,393. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
|--|----------|------------|----------|----------|----------|--------------------------|
| 7 Amounts from line 4 | 96,569. | 1,120,846. | 555,507. | 48,525. | 42,628. | 1,864,075. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 414,218. | 459,383. | 389,226. | 406,691. | 369,000. | 2,038,518. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | 0. |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) SEE PART IV | 521. | 113. | 5,260. | 710. | 7,916. | 14,520. |
| 11 Total support. Add lines 7 through 10 | | | | | | 3,917,113. |
| 12 Gross receipts from related activities, etc (see instructions) | | | | | 12 | 0. |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | | | | | | <input type="checkbox"/> |

Section C. Computation of Public Support Percentage

| | | |
|--|-------------------------------------|--------|
| 14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) | 14 | 27.56% |
| 15 Public support percentage from 2010 Schedule A, Part II, line 14 | 15 | 29.08% |
| 16a 33-1/3% support test – 2011. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | |
| b 33-1/3% support test – 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | |
| 17a 10%-facts-and-circumstances test – 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization | <input checked="" type="checkbox"/> | |
| b 10%-facts-and-circumstances test – 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | <input type="checkbox"/> | |

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal yr beginning in) ▶ | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants'.) | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal yr beginning in) ▶ | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6. | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources. | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975. | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lns 9, 10c, 11, and 12.) | | | | | | |

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|---|
| 15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2010 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|-----------|---|
| 17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2010 Schedule A, Part III, line 17 | 18 | % |

19a 33-1/3% support tests – 2011. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33-1/3% support tests – 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SUPPORT SCHEDULE ADDITIONAL SUPPLEMENTAL INFORMATION

THE ORGANIZATION HAS BEEN NOTIFIED BY THE INTERNAL REVENUE SERVICE THAT IT HAS BEEN GRANDFATHERED FROM THE REQUIREMENT TO MEET THE PUBLIC SUPPORT TEST.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service Name of the organization

Supplemental Financial Statements

Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Employer identification number

GLENS FALLS FOUNDATION

14-6036390

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

Part II Conservation Easements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-9 regarding conservation easements and a sub-table for 'Held at the End of the Tax Year'.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1a-1b regarding collections of art and historical treasures.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table

| | Amount |
|--|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If 'Yes,' explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered 'Yes' to Form 990, Part IV, line 10.

| | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|---|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | 1,482,896. | 1,398,907. | 1,249,276. | 1,541,344. | |
| b Contributions | 11,158. | 21,782. | 9,274. | 17,129. | |
| c Net investment earnings, gains, and losses | -78,755. | 131,746. | 313,945. | -121,690. | |
| d Grants or scholarships | 38,083. | 51,827. | 165,860. | 84,402. | |
| e Other expenditures for facilities and programs | | | | 103,105. | |
| f Administrative expenses | 12,735. | 17,712. | 7,728. | | |
| g End of year balance | 1,364,481. | 1,482,896. | 1,398,907. | 1,249,276. | |

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a** Board designated or quasi-endowment _____ %
 - b** Permanent endowment _____ %
 - c** Temporarily restricted endowment _____ %
- The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

| | Yes | No |
|--------------------------------------|-----|----|
| 3a(i) unrelated organizations | X | |
| 3a(ii) related organizations | | X |
| 3b | | |

- (i) unrelated organizations
- (ii) related organizations

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R? Yes No

4 Describe in Part XIV the intended uses of the organization's endowment funds. **SEE PART XIV**

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---------------------------------|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | | | | |
| e Other | | | | |

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 0.

Part VII Investments – Other Securities. See Form 990, Part X, line 12. N/A

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|--|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| (3) Other | | |
| (A) ----- | | |
| (B) ----- | | |
| (C) ----- | | |
| (D) ----- | | |
| (E) ----- | | |
| (F) ----- | | |
| (G) ----- | | |
| (H) ----- | | |
| (I) ----- | | |
| Total. (Column (b) must equal Form 990 Part X, column (B) line 12.) ▶ | | |

Part VIII Investments – Program Related. See Form 990, Part X, line 13. N/A

| (a) Description of investment type | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|--|----------------|--|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| (10) | | |
| Total. (Column (b) must equal Form 990, Part X, column (B) line 13.) ▶ | | |

Part IX Other Assets. See Form 990, Part X, line 15. N/A

| (a) Description | (b) Book value |
|---|----------------|
| (1) | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| Total. (Column (b) must equal Form 990, Part X, column (B), line 15.) ▶ | |

Part X Other Liabilities. See Form 990, Part X, line 25.

| (a) Description of liability | (b) Book value |
|---|----------------|
| (1) Federal income taxes | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| (11) | |
| Total. (Column (b) must equal Form 990, Part X, column (B) line 25) ▶ | |

2 FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

| | | | |
|----|--|--|------------|
| 1 | Total revenue (Form 990, Part VIII, column (A), line 12) | | 1,252,859. |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | | 539,695. |
| 3 | Excess or (deficit) for the year. Subtract line 2 from line 1 | | 713,164. |
| 4 | Net unrealized gains (losses) on investments | | |
| 5 | Donated services and use of facilities | | |
| 6 | Investment expenses | | |
| 7 | Prior period adjustments | | |
| 8 | Other (Describe in Part XIV.) | | |
| 9 | Total adjustments (net). Add lines 4 through 8 | | |
| 10 | Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9 | | 713,164. |

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

| | | | | |
|---|---|----|----|------------|
| 1 | Total revenue, gains, and other support per audited financial statements | | 1 | 1,252,859. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | | |
| | a Net unrealized gains on investments | 2a | | |
| | b Donated services and use of facilities | 2b | | |
| | c Recoveries of prior year grants | 2c | | |
| | d Other (Describe in Part XIV.) | 2d | | |
| | e Add lines 2a through 2d | | 2e | |
| 3 | Subtract line 2e from line 1 | | 3 | 1,252,859. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | | |
| | a Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| | b Other (Describe in Part XIV.) | 4b | | |
| | c Add lines 4a and 4b | | 4c | |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | | 5 | 1,252,859. |

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

| | | | | |
|---|--|----|----|----------|
| 1 | Total expenses and losses per audited financial statements | | 1 | 539,695. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | | |
| | a Donated services and use of facilities | 2a | | |
| | b Prior year adjustments | 2b | | |
| | c Other losses | 2c | | |
| | d Other (Describe in Part XIV.) | 2d | | |
| | e Add lines 2a through 2d | | 2e | |
| 3 | Subtract line 2e from line 1 | | 3 | 539,695. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | | |
| | a Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| | b Other (Describe in Part XIV.) | 4b | | |
| | c Add lines 4a and 4b | | 4c | |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | | 5 | 539,695. |

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

--- **PART V, LINE 4 - INTENDED USES OF ENDOWMENT FUND** ---
 --- PERMANENTLY RESTRICTED NET ASSETS CONSIST OF ENDOWMENT FUND INVESTMENTS TO BE HELD ---
 --- INDEFINITELY, THE INCOME FROM WHICH IS EXPENDABLE TO SUPPORT SCHOLARSHIP AND AID TO ---
 --- THE NEEDY PROGRAM SERVICES, AND PUBLIC LIBRARY OPERATIONS. ---

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No 1545-0047

2011

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.

Open to Public
Inspection

Name of the organization

GLENS FALLS FOUNDATION

Employer identification number

14-6036390

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States **SEE PART IV**

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000.

Part II can be duplicated if additional space is needed

| 1 (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|--|---------|-------------------------------|--------------------------|-----------------------------------|---|--|---|
| (1) --- SEE ATTACHED SCHEDULE VARIOUS | | | | | | | TO ASSIST ORGANIZATIONS WITH OPERATING EXPENSES |
| (2) VARIOUS, NY 12801 | | | 301,382. | 0. | | | |
| (3) --- | | | | | | | |
| (4) --- | | | | | | | |
| (5) --- | | | | | | | |
| (6) --- | | | | | | | |
| (7) --- | | | | | | | |
| (8) --- | | | | | | | |

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

40

1

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

TEEA3901L 06/01/11

Schedule I (Form 990) (2011)

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

Name of the organization

GLENS FALLS FOUNDATION

Employer identification number

14-6036390

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

D. MICHAEL NILES THE FINANCIAL ADMINISTRATOR TO THE FOUNDATION AS WELL AS TD BANK
THE TRUSTEE, RECEIVE A DRAFT COPY OF THE 990 WHICH THEY REVIEW AND COMPARE TO THE
AUDITED FINANCIAL STATEMENTS AND CORRESPONDING SCHEDULES WITH THE DISTRIBUTION
COMMITTEE. ANY CHANGES ARE FORWARDED TO THE ACCOUNTANT AND VERIFIED AS CORRECTED. A
FINAL APPROVAL IS MADE BY THE DISTRIBUTION COMMITTEE BEFORE FILING.

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

ANNUAL CONFLICT OF INTEREST STATEMENTS ARE SIGNED ANNUALLY BY THE DISTRIBUTION
COMMITTEE AND REVIWED BY THE ADMINISTRATOR.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

UPON REQUEST

THE GLENS FALLS FOUNDATION

Schedule of Grants by Fund
(Schedule 3)

Year Ended December 31, 2011

| | Total | General Fund | Maunce C Hoopes Fund | Pruyn Fund | James W Robertson Fund | Lake George Opera Fund | Woman's Civic Club Fund | Kathryn & Daniel O'Keefe Fund |
|--|-------------------|------------------|----------------------|------------------|------------------------|------------------------|-------------------------|-------------------------------|
| Adirondack Folk School | \$ 5,000 | \$ 5,000 | - | - | - | - | - | - |
| Big Cross Street PTA | 2,000 | 2,000 | - | - | - | - | - | - |
| Charity Care Program | 19,833 | - | - | 18,533 | - | - | - | - |
| Christ Church United Methodist | 1,898 | - | - | - | - | - | - | - |
| Community Maternity Services | 2,000 | 2,000 | - | - | - | - | - | - |
| Cornell Cooperative Extension | 4,492 | 4,492 | - | - | - | - | - | - |
| Crandall Library | 7,022 | 2,000 | - | - | - | - | 1,071 | - |
| Cystic Fibrosis Foundation | 25,000 | - | - | - | - | - | - | - |
| Family Service Association | 8,360 | 8,000 | - | - | - | - | - | 360 |
| Feeder Canal Alliance | 1,300 | 1,300 | - | - | - | - | - | - |
| First Presbytenan Church | 11,727 | - | - | - | - | - | - | - |
| Fort Edward Food Pantry | 3,000 | 3,000 | - | - | - | - | - | - |
| Gansevoort Cemetary, Inc | 2,864 | - | - | - | - | - | - | - |
| Gansevoort Volunteer Fire Department | 2,864 | - | - | - | - | - | - | - |
| Glens Falls Community Theater | 3,000 | 3,000 | - | - | - | - | - | - |
| Glens Falls Home | 1,000 | 1,000 | - | - | - | - | - | - |
| Glens Falls Hospital | 1,007 | - | 1,007 | - | - | - | - | - |
| Glens Falls - Queensbury Hist. Society | 2,969 | - | - | - | - | - | 1,070 | - |
| Glens Falls YMCA | 1,000 | 1,000 | - | - | - | - | - | - |
| Granville VFW Scholarship | 1,334 | - | - | - | - | - | - | - |
| Haynes House of Hope | 5,000 | 5,000 | - | - | - | - | - | - |
| Hyde Collection | 1,070 | - | - | - | - | - | 1,070 | - |
| Lake George Opera Festival | 637 | - | - | - | - | 637 | - | - |
| Lake Side Chapel | 1,000 | - | - | - | - | - | - | - |
| Liberty House | 5,000 | 5,000 | - | - | - | - | - | - |
| Lower Adirondack Regional Arts | 5,000 | 5,000 | - | - | - | - | - | - |
| Marathon For a Better Life, Inc. | 100,000 | - | - | - | - | - | - | - |
| Moreau Community Center | 5,000 | 5,000 | - | - | - | - | - | - |
| North Creek Depot Museum | 2,000 | 2,000 | - | - | - | - | - | - |
| Prospect Child & Family Center | 6,000 | - | - | - | 6,000 | - | - | - |
| Queensbury Senior Citizen's, Inc. | 9,044 | - | - | - | - | - | - | - |
| Rockwell Falls Ambulance Service | 2,000 | 2,000 | - | - | - | - | - | - |
| Salem Art Works | 2,000 | 2,000 | - | - | - | - | - | - |
| Senior Center of Kingsbury | 1,000 | 1,000 | - | - | - | - | - | - |
| Special Olympics | 2,500 | 2,500 | - | - | - | - | - | - |
| The Open Door | 30,000 | 5,000 | - | - | - | - | - | - |
| Tri-County United Way | 3,261 | - | - | - | 3,261 | - | - | - |
| Under the Woods Foundation | 7,500 | 7,500 | - | - | - | - | - | - |
| Warrensburg Historical Society | 2,000 | 2,000 | - | - | - | - | - | - |
| Whitehall Central School District | 3,700 | 3,700 | - | - | - | - | - | - |
| Total Expenses | \$ 301,382 | \$ 80,492 | \$ 1,007 | \$ 18,533 | \$ 6,000 | \$ 637 | \$ 3,211 | \$ 360 |

See Independent Auditors' Report and Notes

| | Granville VFW Scholarship | Crandall Public Library | United Way Fund | Elsie & William Hill Fund | Qby Senior Citizens Fund | Harry Pulver Fund | Qby Senior Citizens Growth Fund | James Haviland Fund |
|--|---------------------------------|-------------------------------|-----------------------|------------------------------------|-----------------------------------|-------------------------|---|---------------------------|
| Adirondack Folk School | - | - | - | - | - | - | - | - |
| Big Cross Street PTA | - | - | - | - | - | - | - | - |
| Charity Care Program | - | - | - | 1,300 | - | - | - | - |
| Christ Church United Methodist | - | - | - | - | - | - | - | 1,898 |
| Community Maternity Services | - | - | - | - | - | - | - | - |
| Cornell Cooperative Extension | - | - | - | - | - | - | - | - |
| Crandall Library | - | 2,053 | - | - | - | - | - | 1,898 |
| Cystic Fibrosis Foundation | - | - | - | - | - | - | - | - |
| Family Service Association | - | - | - | - | - | - | - | - |
| Feeder Canal Alliance | - | - | - | - | - | - | - | - |
| First Presbyterian Church | - | - | - | - | - | 6,000 | - | - |
| Fort Edward Food Pantry | - | - | - | - | - | - | - | - |
| Gansevoort Cemetary, Inc. | - | - | - | - | - | - | - | - |
| Gansevoort Volunteer Fire Department | - | - | - | - | - | - | - | - |
| Glens Falls Community Theater | - | - | - | - | - | - | - | - |
| Glens Falls Home | - | - | - | - | - | - | - | - |
| Glens Falls Hospital | - | - | - | - | - | - | - | - |
| Glens Falls - Queensbury Hist. Society | - | - | - | - | - | - | - | 1,899 |
| Glens Falls YMCA | - | - | - | - | - | - | - | - |
| Granville VFW Scholarship | 1,334 | - | - | - | - | - | - | - |
| Haynes House of Hope | - | - | - | - | - | - | - | - |
| Hyde Collection | - | - | - | - | - | - | - | - |
| Lake George Opera Festival | - | - | - | - | - | - | - | - |
| Lake Side Chapel | - | - | - | - | - | 1,000 | - | - |
| Liberty House | - | - | - | - | - | - | - | - |
| Lower Adirondack Regional Arts | - | - | - | - | - | - | - | - |
| Marathon For a Better Life, Inc. | - | - | - | - | - | - | - | - |
| Moreau Community Center | - | - | - | - | - | - | - | - |
| North Creek Depot Museum | - | - | - | - | - | - | - | - |
| Prospect Child & Family Center | - | - | - | - | - | - | - | - |
| Queensbury Senior Citizen's, Inc. | - | - | - | - | 7,658 | - | 1,386 | - |
| Rockwell Falls Ambulance Service | - | - | - | - | - | - | - | - |
| Salem Art Works | - | - | - | - | - | - | - | - |
| Senior Center of Kingsbury | - | - | - | - | - | - | - | - |
| Special Olympics | - | - | - | - | - | - | - | - |
| The Open Door | - | - | - | - | - | - | - | - |
| Tri-County United Way | - | - | 3,261 | - | - | - | - | - |
| Under the Woods Foundation | - | - | - | - | - | - | - | - |
| Warrensburg Historical Society | - | - | - | - | - | - | - | - |
| Whitehall Central School District | - | - | - | - | - | - | - | - |
| Total Expenses | \$ 1,334 | \$ 2,053 | \$ 3,261 | \$ 1,300 | \$ 7,658 | \$ 7,000 | \$ 1,386 | \$ 5,695 |

See Independent Auditors' Report and Notes

| | Floyd H Rourke Memorial Fund | M and M Fund |
|--|---------------------------------------|-------------------|
| Adirondack Folk School | - | - |
| Big Cross Street PTA | - | - |
| Charity Care Program | - | - |
| Chnst Church United Methodist | - | - |
| Community Maternity Services | - | - |
| Cornell Cooperative Extension | - | - |
| Crandall Library | - | - |
| Cystic Fibrosis Foundation | - | 25,000 |
| Family Service Associaton | - | - |
| Feeder Canal Alliance | - | - |
| First Presbyterian Church | 5,727 | - |
| Fort Edward Food Pantry | - | - |
| Gansevoort Cemetary, Inc. | 2,864 | - |
| Gansevoort Volunteer Fire Department | 2,864 | - |
| Glens Falls Community Theater | - | - |
| Glens Falls Home | - | - |
| Glens Falls Hospital | - | - |
| Glens Falls - Queensbury Hist. Society | - | - |
| Glens Falls YMCA | - | - |
| Granville VFW Scholarship | - | - |
| Haynes House of Hope | - | - |
| Hyde Collection | - | - |
| Lake George Opera Festival | - | - |
| Lake Side Chapel | - | - |
| Liberty House | - | - |
| Lower Adirondack Regional Arts | - | - |
| Marathon For a Better Life, Inc. | - | 100,000 |
| Moreau Community Center | - | - |
| North Creek Depot Museum | - | - |
| Prospect Child & Family Center | - | - |
| Queensbury Senior Citizen's, Inc. | - | - |
| Rockwell Falls Ambulance Service | - | - |
| Salem Art Works | - | - |
| Senior Center of Kingsbury | - | - |
| Special Olympics | - | - |
| The Open Door | - | 25,000 |
| Tri-County United Way | - | - |
| Under the Woods Foundation | - | - |
| Warrensburg Historical Society | - | - |
| Whitehall Central School District | - | - |
| Total Expenses | <u>\$ 11,455</u> | <u>\$ 150,000</u> |

See Independent Auditors' Report and Notes

THE GLENS FALLS FOUNDATION
 EIN 14-6036390
 Form 990, part III, Line 54b
 Schedule of Scholarships and Awards
 December 31, 2011

| RECIPIENT - INDIVIDUALS | FUND | ADDRESS | AMOUNT |
|-------------------------|--------------------------------------|---------------|----------|
| Lily Rozelle | Phillip C Brown | Not Available | \$ 1,500 |
| Katherine Toomey | Phillip C Brown | | 1,500 |
| Brendan Bulmer | Richard W. Derby | | 655 |
| Emily Caffry | Hyde Educational | | 1,400 |
| Bradley Murphy | Queensbury Scholarship | | 400 |
| Michael Hendry | Queensbury Scholarship | | 400 |
| Dylan Hafner | Queensbury Scholarship | | 450 |
| Hannah Williams | Queensbury Scholarship | | 400 |
| Taylor Cooke | Queensbury Scholarship | | 500 |
| Emily Singer | Queensbury Scholarship | | 400 |
| Stacey Hawkins | Queensbury Scholarship | | 400 |
| Brittant D'Ambrosio | Queensbury Scholarship | | 500 |
| Jessica Hoy | Pesquera | | 4,000 |
| Christopher J. O'Brien | Pesquera | | 4,000 |
| Amy Luckenbaugh | Pesquera | | 4,000 |
| Valarie Curren | Pesquera | | 4,000 |
| Brandie McKittrick | Susan H Seaman | | 1,000 |
| Katrina Mosher | Susan H. Seaman | | 1,000 |
| Jamis Bruening | Margot Reis Scholarship | | 7,500 |
| Shalyn Benway | Finch Pruyn Scholarship | | 2,000 |
| Jordan Daley | Finch Pruyn Scholarship | | 2,000 |
| Samantha Terrell | Finch Pruyn Scholarship | | 2,000 |
| Timothy Leclair | Finch Pruyn Scholarship | | 2,000 |
| Brandon Trinkle | Leland McCollum | | 3,500 |
| Elizabeth Fullerton | Leland McCollum | | 1,750 |
| Krista Depew | Leland McCollum | | 3,500 |
| Ashley Ackert | Albert Berkowitz Scholarship | | 1,000 |
| Cassidy Christian | Ethan Allen IOOF | | 600 |
| Chelsea Hall | Albert Ganley Scholarship | | 2,000 |
| Adam Cox | Albert Ganley Scholarship | | 1,500 |
| Mikayla Consalvo | Albert Ganley Scholarship | | 1,000 |
| Jordan Tefft | Post Star Youth Carrier Scholarship | | 500 |
| David White | Post Star Youth Carrier Scholarship | | 500 |
| Michael Rowland | Post Star Youth Carrier Scholarship | | 500 |
| Colin O'Brien | Post Star Youth Carrier Scholarship | | 500 |
| Zachary Howe | Post Star Youth Carrier Scholarship | | 750 |
| Kendra Anderson | Argyle Scholarship | | 1,500 |
| Meghan O'Brien | Granville Lions Club Scholarship | | 1,000 |
| Alyssa Scott | Granville Lions Club Scholarship | | 1,000 |
| Marissa McNutt | Elsie & William Hill | | 650 |
| Brady Tucker | Elsie & William Hill | | 650 |
| Jaime Bernat | Robert Wood Memorial | | 250 |
| Kathryn Mulcahy | Caroline M Brown Scholarship | | 1,100 |
| Pauline Searles | Caroline M Brown Scholarship | | 1,100 |
| Kristen Ide | BOCES Nursing Scholarship | | 150 |
| Stephanie Price | BOCES Nursing Scholarship | | 150 |
| Jessica Casey | Human & Anna Berkowitz | | 1,000 |
| Rachel McGuire | Human & Anna Berkowitz | | 1,000 |
| Victor Bates | Human & Anna Berkowitz | | 1,000 |
| Luke Harrison | Jessie Jordan Scholarship | | 700 |
| Dakota Dow | Granville Central School Scholarship | | 50 |
| Olivia Martindale | Granville Central School Scholarship | | 1,000 |
| Megan O'Brien | Granville Central School Scholarship | | 125 |
| Lauren Nelson | Granville Central School Scholarship | | 1,000 |
| Leighann Petty | Granville Central School Scholarship | | 275 |

THE GLENS FALLS FOUNDATION
 EIN 14-6036390
 Form 990, part III, Line 54b
 Schedule of Scholarships and Awards
 December 31, 2011

| RECIPIENT - INDIVIDUALS | FUND | ADDRESS | AMOUNT |
|---|--------------------------------------|---------------|-------------------|
| Rebecca Petty | Granville Central School Scholarship | Not Available | 275 |
| Shayna Reutling | Granville Central School Scholarship | | 200 |
| Chelsea Simpson | Granville Central School Scholarship | | 150 |
| Kayla Wheeler | Granville Central School Scholarship | | 125 |
| Dakota White | Granville Central School Scholarship | | 75 |
| Benjamin Saville | Muse Scholarship | | 500 |
| Lawrence Sconzo | Harry Pulver Scholarship | | 2,000 |
| Caitlin M Murphy | Harry Pulver Scholarship | | 2,000 |
| Shannon Elizabeth Mulshine | Harry Pulver Scholarship | | 2,000 |
| Kenneth Hammond | Harry Pulver Scholarship | | 2,000 |
| Anan Renwick | Harry Pulver Scholarship | | 2,000 |
| Evan Lipinski | Harry Pulver Scholarship | | 2,000 |
| Kevin Sprague | Harry Pulver Scholarship | | 2,000 |
| Nook Aaron Harquail | Harry Pulver Scholarship | | 2,000 |
| Morgan Anne Powell | Harry Pulver Scholarship | | 2,000 |
| Bridget Scanlon | Harry Pulver Scholarship | | 2,000 |
| Elihu Reynolds | Harry Pulver Scholarship | | 2,000 |
| William Michael Danaher | Harry Pulver Scholarship | | 2,000 |
| Ian Sutherland Herrick | Harry Pulver Scholarship | | 2,000 |
| Nicholas Torres | Harry Pulver Scholarship | | 2,000 |
| Mathew Moellman | Harry Pulver Scholarship | | 2,000 |
| Thora Olsen | Harry Pulver Scholarship | | 2,000 |
| Cameron Farley | Best Friends | | 500 |
| Jeanine French | Lowe Family | | 225 |
| Kayla Fisk | Lowe Family | | 225 |
| Haley LeClaire | Janet VanDeusen Merrill Scholarship | | 500 |
| Aaron Kanofsky | James Haviland | | 950 |
| Peter Silva | James Haviland | | 949 |
| Catherine Peck | Mary Philo | | 2,250 |
| INDIVIDUAL TOTAL: | | | <u>112,229</u> |
| RECIPIENT - INDIVIDUALS | FUND | ADDRESS | AMOUNT |
| Skidmore College | Pesquera | | 8,000 |
| Adirondack Community College | Pesquera | | 12,000 |
| Luzerne Music Center, Inc. | Luzerne Music Center | | 1,200 |
| Saratoga Performing Arts Center | SPAC Scholarship | | 900 |
| Cambridge Comm. School Foundation, Inc. | Cambridge Community Scholarship | | 499 |
| Paul Smith's College | Llenroc Matching | | 5,400 |
| SCHOOLS/ORGANIZATIONS TOTAL | | | <u>27,999</u> |
| TOTAL FOR ALL EDUCATIONAL SCHOLARSHIPS/AWARDS | | | <u>\$ 140,228</u> |



THE GLENS FALLS FOUNDATION

I

Attachment to Schedule A of Form 990

PART I OF SCHEDULE I

Reply to Line 4 of Part III

Individuals receiving scholarships are selected by their school faculty on the basis of need, scholastic record and service to the school or community. The only other grants to individuals are for medical expenses, which are investigated as to medical and financial need by appropriate local charitable organizations, from whom we receive a full report and recommendation.

Organizations seeking grants are required to submit budgets showing actual and projected sources and uses of funds. Since we make no grants outside our immediate geographical area, we are able to follow the actual expenditures closely through a combination of follow up reports to us, newspaper coverage of projects, personal conversations and personal visits. In these ways, both projected and actual uses of our grants can be checked for compliance with the charitable purposes described in sections 170 (c) (1) and 170 (c) (2).

The Glens Falls Foundation

By G. Nelson Lowe
G. Nelson Lowe - Administrator

May 14, 1991

PART II, LINE 10 - OTHER INCOME

| <u>NATURE AND SOURCE</u> | <u>2011</u> | <u>2010</u> | <u>2009</u> | <u>2008</u> | <u>2007</u> |
|---------------------------------|------------------|----------------|------------------|----------------|----------------|
| SECURITY LIGITATION SETTLEMENTS | 5,676. | 710. | 5,260. | 113. | 521. |
| OTHER INCOME | 2,240. | | | | |
| TOTAL | <u>\$ 7,916.</u> | <u>\$ 710.</u> | <u>\$ 5,260.</u> | <u>\$ 113.</u> | <u>\$ 521.</u> |

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- 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.

Enter filer's identifying number, see instructions

| | | |
|---|---|--|
| Type or print <small>File by the due date for filing your return. See instructions.</small> | Name of exempt organization or other filer, see instructions | Employer identification number (EIN) or |
| | GLENS FALLS FOUNDATION | <input checked="" type="checkbox"/> 14-6036390 |
| | Number, street, and room or suite number. If a P.O. box, see instructions | Social security number (SSN) |
| | TD BANK-FIDTAX DEPT 111 MAIN STREET | <input type="checkbox"/> |
| City, town or post office, state, and ZIP code. For a foreign address, see instructions | | |
| BURLINGTON, VT 05401 | | |

Enter the Return code for the return that this application is for (file a separate application for each return). 01

| 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 (section 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 ▶ D. MICHAEL NILES -----

Telephone No ▶ (518) 761-7350 ----- 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 8/15, 20 12, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ▶ calendar year 20 11 or
- ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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 | \$ | 0. |
| 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 | \$ | 0. |
| 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 <small>File by the extended due date for filing the return. See instructions.</small> | Name of exempt organization or other filer, see instructions GLENS FALLS FOUNDATION | Employer identification number (EIN) or <input checked="" type="checkbox"/> 14-6036390 |
| | Number, street, and room or suite number. If a P.O. box, see instructions TD BANK-FIDTAX DEPT 111 MAIN STREET | Social security number (SSN) <input type="checkbox"/> |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions BURLINGTON, VT 05401 | |

Enter the Return code for the return that this application is for (file a separate application for each return)..... **01**

| 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 (section 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 care of. ▶ D. MICHAEL NILES
 Telephone No ▶ (518) 761-7350 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.

- I request an additional 3-month extension of time until 11/15, 2012.
- For calendar year 2011, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NECESSARY TO FILE 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 | \$ |
| 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 | \$ |
| 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 | \$ |

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 ▶ *Ch. A. Cur* Title ▶ CPA Date ▶ 8-10-12
BAA FIF20502L 07/29/11 Form 8868 (Rev 1-2012)