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Form **990-PF**

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

OMB No 1545-0052

**2011**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2011 or tax year beginning** , **and ending**

Name of foundation <b>FOSTER CHARITABLE FOUNDATION INC</b>		A Employer identification number <b>02-0653934</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1777 S HARRISON STE 1500</b>	Room/suite <b>400</b>	B Telephone number (see instructions)
City or town, state, and ZIP code <b>DENVER CO 80210</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 11,029,250</b>	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	348	348	348	
4 Dividends and interest from securities	27,670	27,670	27,670	
5a Gross rents	15,667	15,667	15,667	
b Net rental income or (loss)	15,667			
6a Net gain or (loss) from sale of assets not on line 10 <b>Stmt 1</b>	377,439			
b Gross sales price for all assets on line 6a <b>9,664,205</b>				
7 Capital gain net income (from Part IV, line 2)		7,164		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) <b>Stmt 2</b>	40,253		40,253	
12 <b>Total.</b> Add lines 1 through 11	461,377	50,849	83,938	
13 Compensation of officers, directors, trustees, etc	177,071	76,141		
14 Other employee salaries and wages	46,475			
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) <b>See Stmt 3</b>	522,393	522,393		
b Accounting fees (attach schedule) <b>Stmt 4</b>	5,540	5,540		
c Other professional fees (attach schedule) <b>Stmt 5</b>	163,947	144,864		
17 Interest	2,822			
18 Taxes (attach schedule) (see instructions) <b>Stmt 6</b>	80,485	5,281		
19 Depreciation (attach schedule) and depletion <b>Stmt 7</b>	518			
20 Occupancy	50,397			
21 Travel, conferences, and meetings	30,896			
22 Printing and publications				
23 Other expenses (att sch) <b>Stmt 8</b>	1,273,685			1,146,754
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	2,354,229	754,219	0	1,146,754
25 Contributions, gifts, grants paid	0			0
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	2,354,229	754,219	0	1,146,754
27 Subtract line 26 from line 12:				
a <b>Excess of revenue over expenses and disbursements</b>	-1,892,852			
b <b>Net investment income</b> (if negative, enter -0-)		0		
c <b>Adjusted net income</b> (if negative, enter -0-)			83,938	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

SCANNED NOV 13 2012 Revenue

Operating and Administrative Expenses

10

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	359,411	394,802	394,802
	2	Savings and temporary cash investments	19,639	40,495	40,495
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	250,000	250,000	250,000
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,045,920		
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	3,937,418	3,146,874	3,237,649	
14	Land, buildings, and equipment basis ▶	6,025,586			
	Less accumulated depreciation (attach sch) ▶	518	6,025,068	6,025,512	
15	Other assets (describe ▶)	2,142,951	2,157,649		
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	15,668,633	13,095,680	11,029,250	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	25,000	25,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	363,153	363,153	
	22	Other liabilities (describe ▶)	2,917,528	2,237,432	
	23	<b>Total liabilities</b> (add lines 17 through 22)	3,305,681	2,625,585	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted	12,362,952	10,470,095	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	12,362,952	10,470,095	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	15,668,633	13,095,680		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	12,362,952
2	Enter amount from Part I, line 27a	2	-1,892,852
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,470,100
5	Decreases not included in line 2 (itemize) ▶ See Statement 14	5	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	10,470,095

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a Capital Gain Distribution</b>				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 7,164			7,164	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			7,164	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>			2	7,164
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	291,310	11,274,342	0.025838
2009			
2008			
2007			
2006			
2 Total of line 1, column (d)			2 0.025838
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.025838
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 13,785,449
5 Multiply line 4 by line 3			5 356,188
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 356,188
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,146,754

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

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

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <b>None</b>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

<p>11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)</p>	11		X
<p>12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>www.fostercharitablefoundation.com</b></p>	13	X	
<p>14 The books are in care of ► <b>JANA SMITH</b> Telephone no ► <b>830-257-0586</b> <b>2125 SIDNEY BAKER</b></p> <p>Located at ► <b>KERRVILLE TX</b> ZIP+4 ► <b>78028</b></p>			
<p>15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year</p>	15		◻
<p>16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►</p>	16	Yes	No X

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  N/A  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

If "Yes" to 6b, file Form 8870

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

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

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000  0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**Total number of others receiving over \$50,000 for professional services** ▶ 0

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 GRANT TO HUNTSMAN CANCER FOUNDATION TO HELP FUND CANCER HOSPITAL AND DEVELOPMENT AND RESEARCH	1,119,344
2 See Statement 16	27,410
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	

**Total. Add lines 1 through 3** ▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,095,542
<b>b</b>	Average of monthly cash balances	<b>1b</b>	816,463
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	10,083,375
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	13,995,380
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	13,995,380
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	209,931
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	13,785,449
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	689,272

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	689,272
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	689,272
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	689,272
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	689,272

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	1,146,754
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,146,754
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,146,754

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				<b>689,272</b>
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				<b>40,961</b>
<b>e</b> From 2010				
<b>f</b> Total of lines 3a through e	<b>40,961</b>			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <b>1,146,754</b>				
<b>a</b> Applied to 2010, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2011 distributable amount				<b>689,272</b>
<b>e</b> Remaining amount distributed out of corpus	<b>457,482</b>			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	<b>498,443</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				<b>0</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	<b>498,443</b>			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				<b>40,961</b>
<b>d</b> Excess from 2010				
<b>e</b> Excess from 2011				<b>457,482</b>

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

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

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

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

**1 Information Regarding Foundation Managers:**

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

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

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

**a** The name, address, and telephone number of the person to whom applications should be addressed.  
**N/A**

**b** The form in which applications should be submitted and information and materials they should include:  
**N/A**

**c** Any submission deadlines  
**N/A**

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

**Part XV Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year N/A				
<b>Total</b>				▶ <b>3a</b>
b Approved for future payment HUNTSMAN CANCER FNDTN 500 HUNTSMAN WAY SALT LAKE CITY UT 84108		TYPE 3 501C3 CANCER HOSPITAL	RESEARCH	1,100,000
<b>Total</b>				▶ <b>3b</b> 1,100,000





## Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description		How Received		Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price			
ISHARES LARGE GROWTH	8/23/11	11/29/11	Purchase 16,499 \$	15,580 \$	\$	919
ISHARES SMALL GROWTH	11/23/10	7/07/11	Purchase 27,681	22,466		5,215
ISHARES SMALL GROWTH	11/23/10	8/23/11	Purchase 174,516	183,863		-9,347
ISHARES MIDCAP 400 GROWTH	8/23/10	7/07/11	Purchase 12,343	8,559		3,784
ISHARES SMCAP GROWTH	11/23/11	11/29/11	Purchase 13,994	13,634		360
ISHARES SP 500 GROWTH	8/23/11	11/29/11	Purchase 9,650	9,130		520
SPDR SP 500 GROWTH	8/23/11	11/29/11	Purchase 9,876	9,369		507
VANGUARD MID CAP GROWTH	8/23/10	7/07/11	Purchase 8,844	6,223		2,621
VANGUARD MID CAP GROWTH	8/23/10	8/23/11	Purchase 179,928	159,184		20,744
VANGUARD SMALL CAP GROWTH	2/23/11	7/07/11	Purchase 17,183	15,795		1,388
VANGUARD SMALL CAP GROWTH	2/23/11	8/23/11	Purchase 173,624	207,968		-34,344
ISHARES SP MIDCAP 400 GROWTH INDEX	8/23/10	11/23/11	Purchase 183,372	156,868		26,504
ALPINE INTL REAL ESTATE EQTY	12/30/10	5/16/11	Purchase 796	1,070		-274
BUFFALO BALANCED FUND	Various	2/23/11	Purchase 2,392	2,445		-53
CGM REALTY FUND	Various	5/16/11	Purchase 347	385		-38
ISHARES IBOXX INVESTOP CORP	8/03/11	8/15/11	Purchase 244,428	246,335		-1,907
ISHARES IBOXX INVESTOP IBOXX	10/04/11	10/12/11	Purchase 231,031	230,055		976

## Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
ISHARES MS MID GROWTH			6/16/10	2/23/11	Purchase	16,493	13,231	\$	\$	3,262
ISHARES MS MID GROWTH			6/16/10	2/23/11	Purchase	40,474	32,469			8,005
ISHARES MS FUND MID GROWTH			6/16/10	2/23/11	Purchase	80,955	64,939			16,016
ISHARES MS FUND MID GROWTH			8/23/10	2/23/11	Purchase	1,315	1,001			314
ISHARES MS FUND MID GROWTH			8/23/10	2/23/11	Purchase	34,099	25,949			8,150
ISHARES MS FUND MID GROWTH			8/23/10	2/23/11	Purchase	50,592	38,501			12,091
ISHARES MS FUND MID GROWTH			8/23/10	8/05/11	Purchase	126,681	104,952			21,729
ISHARES MS FUND MID GROWTH			5/16/11	8/05/11	Purchase	27,883	31,941			-4,058
ISHARES MS FUND MID GROWTH			5/16/11	8/05/11	Purchase	81,697	93,587			-11,890
ISHARES MS FUND SMALL GROWTH			11/23/10	8/03/11	Purchase	123,292	113,266			10,026
ISHARES MS FUND SMALL GROWTH			5/16/11	8/03/11	Purchase	33,965	37,115			-3,150
ISHARES MS FUND SMALL GROWTH			5/16/11	8/03/11	Purchase	33,965	37,123			-3,158
ISHARES MS FUND SMALL GROWTH			5/16/11	8/03/11	Purchase	55,447	60,603			-5,156
ISHARES MS FUND SMALL GROWTH			8/15/11	10/04/11	Purchase	215,465	244,143			-28,678
ISHARES MS FUND SMALL GROWTH			10/12/11	11/28/11	Purchase	229,189	230,650			-1,461
ISHARES MS FUND SMALL VALUE			5/16/11	8/02/11	Purchase	23,653	25,595			-1,942
ISHARES MS FUND SMALL VALUE			5/16/11	8/02/11	Purchase	32,401	35,047			-2,646

## Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
ISHARES MS FUND SMALL VALUE		5/16/11	8/02/11	Purchase	40,501	43,827	\$	\$	-3,326
ISHARES MS FUND SMALL VALUE		5/16/11	8/02/11	Purchase	56,701	61,358			-4,657
ISHARES RUSSELL 1000		5/16/11	8/03/11	Purchase	6,331	6,925			-594
ISHARES RUSSELL 1000		5/16/11	8/03/11	Purchase	6,331	6,925			-594
ISHARES RUSSELL 1000		5/16/11	8/03/11	Purchase	6,331	6,926			-595
ISHARES RUSSELL 1000		5/16/11	8/03/11	Purchase	12,663	13,853			-1,190
ISHARES RUSSELL 1000		5/16/11	8/03/11	Purchase	18,994	20,779			-1,785
ISHARES RUSSELL 1000		5/16/11	8/03/11	Purchase	18,994	20,779			-1,785
ISHARES RUSSELL 1000		5/16/11	8/03/11	Purchase	41,281	45,160			-3,879
ISHARES RUSSELL 1000		8/16/11	10/04/11	Purchase	228,032	253,065			-25,033
ISHARES SP MIDCAP 400 GROWTH		10/11/11	11/28/11	Purchase	229,382	228,469			913
ISHARES TR BARCLAYS 13		8/10/11	10/04/11	Purchase	224,521	241,352			-16,831
ISHARES TR BARCLAYS 13		10/04/11	10/11/11	Purchase	112,067	112,245			-178
ISHARES TR BARCLAYS 1020		10/04/11	10/12/11	Purchase	111,980	112,161			-181
ISHARES TR BARCLAYS 1020		10/04/11	10/11/11	Purchase	109,955	113,941			-3,986
ISHARES TR BARCLAYS 1020		10/04/11	10/12/11	Purchase	108,958	113,807			-4,849
ISHARES TR BARCLAYS 20+		8/02/11	8/16/11	Purchase	263,142	249,853			13,289

## Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
ISHARES TR BARCLAYS 20+		11/28/11	12/06/11	Purchase	\$ 224,881	\$ 229,016	\$	\$	-4,135
ISHARES TR BARCLAYS 710		8/03/11	8/16/11	Purchase	253,336	246,642			6,694
ISHARES TR BARCLAYS 710		10/04/11	10/13/11	Purchase	209,772	215,108			-5,336
ISHARES TR BARCLAYS TIPS BOND		8/02/11	8/15/11	Purchase	251,120	247,703			3,417
IVY ASSET STRAT		12/09/10	5/16/11	Purchase	428	443			-15
OAKMARK EQUITY INCOME		12/16/10	1/14/11	Purchase	1,162	823			339
SPDR SP 400 MIDCAP		10/07/11	11/28/11	Purchase	236,732	228,132			8,600
SPDR SP GROWTH ETF		5/16/11	8/05/11	Purchase	27,780	30,402			-2,622
SPDR SP 500 GROWTH ETF		5/16/11	8/05/11	Purchase	33,336	36,444			-3,108
SPDR SP 500 GROWTH ETF		5/16/11	8/05/11	Purchase	48,226	52,772			-4,546
VANGUARD GROWTH		8/15/11	10/04/11	Purchase	228,337	250,770			-22,433
VANGUARD MIDCAP VALUE		5/16/11	8/02/11	Purchase	14,647	15,993			-1,346
VANGUARD MIDCAP VALUE		5/16/11	8/02/11	Purchase	15,921	17,383			-1,462
VANGUARD MIDCAP VALUE		5/16/11	8/02/11	Purchase	21,228	23,178			-1,950
VANGUARD MIDCAP VALUE		5/16/11	8/02/11	Purchase	26,535	28,972			-2,437
VANGUARD MIDCAP VALUE		5/16/11	8/02/11	Purchase	31,842	34,766			-2,924
VANGUARD MIDCAP VALUE		8/10/11	10/04/11	Purchase	228,500	241,378			-12,878

## Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
VANGUARD SMALL CAP VALUE			8/16/11	10/04/11	Purchase	230,289 \$	262,841 \$	\$	\$	-32,552
ALPINE INTL REAL ESTATE EQTY FD			Various	5/16/11	Purchase	30,217	40,608			-10,391
APPLE INC			2/11/09	5/16/11	Purchase	19,687	5,616			14,071
APPLE INC			2/11/09	5/16/11	Purchase	67,887	19,365			48,522
BERKSHIRE HATHAWAY B			2/11/09	5/16/11	Purchase	7,952	5,680			2,272
BERKSHIRE HATHAWAY B			2/11/09	5/16/11	Purchase	11,929	8,519			3,410
BUFFALO BALANCED FD			Various	2/23/11	Purchase	78,125	79,842			-1,717
CGM REALTY FUND			Various	5/16/11	Purchase	37,467	41,577			-4,110
CISCO SYSTEMS INC			2/11/09	5/16/11	Purchase	1,677	1,602			75
CISCO SYSTEMS INC			2/11/09	5/16/11	Purchase	19,291	18,419			872
CITIGROUP INC			5/12/09	5/10/11	Purchase	18	15			3
CITIGROUP			5/12/09	5/16/11	Purchase	41	37			4
CITIGROUP			5/12/09	5/16/11	Purchase	3,309	2,976			333
CITIGROUP			5/12/09	5/16/09	Purchase	4,095	3,683			412
CITIGROUP			5/12/09	5/16/11	Purchase	4,137	3,720			417
CITIGROUP			5/12/09	5/16/11	Purchase	4,137	3,720			417
CITIGROUP			5/12/09	5/16/11	Purchase	4,137	3,720			417

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
CITIGROUP		5/12/09	5/16/11	Purchase	\$	3,720	\$	\$	417
CITIGROUP		5/12/09	5/16/11	Purchase	4,137	3,720			417
CITIGROUP		5/12/09	5/16/11	Purchase	4,137	3,720			417
CITIGROUP		5/12/09	5/16/11	Purchase	4,137	3,720			417
CITIGROUP		5/12/09	5/16/11	Purchase	4,137	3,720			417
CITIGROUP		5/12/09	5/16/11	Purchase	4,137	3,720			417
CITIGROUP		5/12/09	5/16/11	Purchase	4,137	3,720			417
CITIGROUP		5/12/09	5/16/11	Purchase	4,964	4,464			500
CITIGROUP		5/12/09	5/16/11	Purchase	8,273	7,440			833
CITIGROUP		5/12/09	5/16/11	Purchase	8,273	7,440			833
CITIGROUP		5/12/09	5/16/11	Purchase	8,273	7,440			833
CITIGROUP		5/12/09	5/16/11	Purchase	9,928	8,929			999
CITIGROUP		5/12/09	5/16/11	Purchase	12,410	11,161			1,249
CITIGROUP		5/12/09	5/16/11	Purchase	24,820	22,321			2,499
CNO		5/19/09	5/16/11	Purchase	781	307			474
CNO		5/19/09	5/16/11	Purchase	781	307			474
CNO		5/19/09	5/16/11	Purchase	781	307			474
CNO		5/19/09	5/16/11	Purchase	781	307			474

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**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)**

Whom Sold	Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
	Date Acquired	Date Sold	Sale Price	Received				
CNO	5/19/09	5/16/11	\$	Purchase 781	307	\$	\$	474
CNO	5/19/09	5/16/11		Purchase 781	307			474
CNO	5/19/09	5/16/11		Purchase 781	307			474
CNO	5/19/09	5/16/11		Purchase 781	307			474
CNO	5/19/09	5/16/11		Purchase 783	307			476
CNO	5/19/09	5/16/11		Purchase 782	307			475
CNO	5/19/09	5/16/11		Purchase 783	307			476
CNO	5/19/09	5/16/11		Purchase 783	307			476
CNO	5/19/09	5/16/11		Purchase 783	307			476
CNO	5/19/09	5/16/11		Purchase 783	307			476
CNO	5/19/09	5/16/11		Purchase 1,566	614			952
CNO	5/19/09	5/16/11		Purchase 2,349	921			1,428
CNO	5/19/09	5/16/11		Purchase 2,346	921			1,425
CNO	5/19/09	5/16/11		Purchase 3,124	1,228			1,896
CNO	5/19/09	5/16/11		Purchase 3,124	1,228			1,896
CNO	5/19/09	5/16/11		Purchase 5,467	2,150			3,317
CNO	5/19/09	5/16/11		Purchase 21,084	8,318			12,766
CNO	5/19/09	5/16/11		Purchase 28,893	11,399			17,494

## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price			
FRONTIER COMM	2/11/09	5/16/11	Purchase 1,079 \$	967 \$	\$	112
FRONTIER COMM	2/11/09	5/16/11	Purchase 9,498	8,507		991
HP CO	2/11/09	5/16/11	Purchase 23,158	20,007		3,151
ISHARES MS FUND SM VAL	7/26/10	8/02/11	Purchase 96,797	86,230		10,567
ISHARES RUS 1000	6/16/10	8/03/11	Purchase 136,000	126,071		9,929
ISHARES SILVER TR	7/21/08	5/16/11	Purchase 75,958	40,119		35,839
IVY ASSET	7/21/08	2/23/11	Purchase 100,000	107,357		-7,357
IVY ASSET	7/21/08	4/20/11	Purchase 35,000	34,939		61
IVY ASSET	Various	5/16/11	Purchase 74,516	77,060		-2,544
JOHNSON JOHNSON	2/11/09	5/16/11	Purchase 6,668	5,719		949
JOHNSON JOHNSON	2/11/09	5/16/11	Purchase 6,668	5,719		949
JOHNSON JOHNSON	2/11/09	5/16/11	Purchase 6,668	5,719		949
NORTEL NETWORKS CP	6/03/09	5/16/11	Purchase 681	3,809		-3,128
OAKMARK EQUITY	Various	1/14/11	Purchase 142,063	100,646		41,417
PROCTER AND GAMBLE	2/11/09	5/16/11	Purchase 20,037	15,321		4,716
SPDR GOLD TRUST	7/21/08	5/16/11	Purchase 63,969	40,034		23,935
SPDR GROWTH	6/16/10	8/05/11	Purchase 137,456	121,942		15,514

## Federal Statements

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02-0653934

FYE: 12/31/2011

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
US OIL FUND			2/10/09	2/03/11	Purchase	100,025	70,541	\$	\$	29,484
US OIL FUND			2/10/09	2/23/11	Purchase	43,908	29,457			14,451
US OIL FUND			2/11/09	2/23/11	Purchase	31,140	20,294			10,846
US OIL FUND			2/11/09	5/16/11	Purchase	3,923	2,608			1,315
US OIL FUND			2/11/09	5/16/11	Purchase	3,923	2,608			1,315
US OIL FUND			2/11/09	5/16/11	Purchase	8,708	5,791			2,917
US OIL FUND			2/11/09	5/16/11	Purchase	14,828	9,860			4,968
US OIL FUND			2/11/09	5/16/11	Purchase	16,553	11,008			5,545
US OIL FUND			2/11/09	5/16/11	Purchase	7,846	6,334			1,512
US OIL FUND			2/11/09	5/16/11	Purchase	7,845	6,334			1,511
US OIL FUND			2/11/09	5/16/11	Purchase	12,944	10,452			2,492
US OIL FUND			5/07/09	5/16/11	Purchase	23,536	19,003			4,533
VANGUARD MID CAP			6/16/10	8/02/11	Purchase	137,715	124,595			13,120
BLACKROCK INFLATION PROT			8/03/10	1/27/11	Purchase	200,167	206,100			-5,933
BLACKROCK INFLATION PROT			10/29/10	1/27/11	Purchase	305	328			-23
BLACKROCK INFLATION PROT			12/01/10	1/27/11	Purchase	189	199			-10
BLACKROCK INFLATION PROT			12/23/10	1/27/11	Purchase	1,396	1,399			-3

## Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
	BLACKROCK INFLATION PROT		12/23/10	1/27/11	Purchase	\$ 5,189	\$ 5,200	\$	\$	-11
	BLACKROCK INFLATION PROT		1/03/11	1/27/11	Purchase	323	324			-1
	CITIGROUP		4/08/10	1/27/11	Purchase	96,993	89,608			7,385
	CONSECO INC		4/08/10	1/27/11	Purchase	65,789	66,108			-319
	IWD ISHARES RUS 1000		8/03/10	1/27/11	Purchase	78,271	68,675			9,596
	JKH ISHARES MG		8/03/10	1/27/11	Purchase	84,965	68,627			16,338
	JKK ISHARES SG		8/03/10	1/27/11	Purchase	34,255	27,532			6,723
	JKK ISHARES SG		8/03/10	1/27/11	Purchase	51,212	41,148			10,064
	JKL ISHARES SV		8/03/10	1/27/11	Purchase	80,380	68,643			11,737
	SPYG SPDR DJ LG		8/03/10	1/27/11	Purchase	81,587	68,675			12,912
	VANGUARD INFL PROT SEC		8/03/10	1/27/11	Purchase	204,654	206,124			-1,470
	VANGUARD INFL PROT SEC		9/28/10	1/27/11	Purchase	509	522			-13
	VANGUARD INFL PROT SEC		12/29/10	1/27/11	Purchase	2,714	2,694			20
	VOE VANGUARD		8/03/10	1/27/11	Purchase	32,869	28,497			4,372
	VOE VANGUARD		8/03/10	1/27/11	Purchase	46,343	40,181			6,162
	ZALE CORP		4/08/10	1/27/11	Purchase	84,025	67,230			16,795
	ZALE CORP		4/08/10	1/27/11	Purchase	10,856	8,736			2,120

**Federal Statements**

**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)**

Description	Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
CITIGROUP		8/05/09	1/27/11	Purchase	\$ 96,993	\$ 72,208	\$	\$	\$ 24,785
ENERGY CONVERSION DEVICES		6/11/09	1/27/11	Purchase	31,715	133,885			-102,170
NORTEL NETWORK CORP		6/22/09	1/27/11	Purchase	865	3,510			-2,645
REAL ESTATE INV		Various	6/24/11	Purchase	347,077	236,946			110,131
<b>Total</b>					<b>\$ 9,657,041</b>	<b>\$ 9,286,766</b>	<b>\$</b>	<b>0</b>	<b>\$ 370,275</b>

**Statement 2 - Form 990-PF, Part I, Line 11 - Other Income**

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
INS REIM ON DEDUCTED EXP	\$ 40,253	\$	\$ 40,253
<b>Total</b>	<b>\$ 40,253</b>	<b>\$ 0</b>	<b>\$ 40,253</b>

**Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 522,393	\$ 522,393	\$	\$
<b>Total</b>	<b>\$ 522,393</b>	<b>\$ 522,393</b>	<b>\$ 0</b>	<b>\$ 0</b>

**Federal Statements**

**Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING	\$ 5,540	\$ 5,540	\$	\$
Total	\$ 5,540	\$ 5,540	\$ 0	\$ 0

**Statement 5 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ADVISOR FEES	\$ 143,514	\$ 143,514	\$	\$
CONSULTANT	19,083			
REAL ESTATE APPRAISAL	1,350	1,350		
Total	\$ 163,947	\$ 144,864	\$ 0	\$ 0

**Statement 6 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAXES	\$ 68,203	\$	\$	\$
PAYROLL TAXES	12,282	5,281		
Total	\$ 80,485	\$ 5,281	\$ 0	\$ 0

**Federal Statements**

**Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation**

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
5/18/11	FURNITURE	\$ 518	\$ 200DB		7	\$ 518	\$	\$
Total		\$ 518	\$ 0			\$ 518	\$ 0	\$ 0

**Statement 8 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
BANK FEES	41,505			
DUES AND SUBSCRIPTIONS	93			
WEB DESIGN AND INTERNET OFFICE	7,982			
INSURANCE	13,085			
CONTRIBUTIONS	64,266			
CANCER AWARENESS AD CAMPAIGN	1,119,344			1,119,344
Total	\$ 1,273,685	\$ 0	\$ 0	\$ 1,146,754

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
APPLE	\$ 24,981	\$	Cost	\$
BERKSHIRE HATHAWAY B NEW	14,199		Cost	
CISCO SYSTEMS INC	20,020		Cost	
CITIGROUP INC	109,389		Cost	
CNO FINANCIAL GROUP INC	30,773		Cost	
FRONTIER COMMUNICATIONS	10,004		Cost	
HEWLETT PACKARD COMPANY	20,007		Cost	
JOHNSON AND JOHNSON	17,157		Cost	
NORTEL NETWORKS CP NEW F	3,809		Cost	
PROCTER AND GAMBLE	15,321		Cost	
AT CITIGROUP	132,508		Cost	
AT CNO FINANCIAL GROUP	89,608		Cost	
AT ENERGY CONVERSION DEVICES	68,400		Cost	
AT ISHARES G RUSSELL 1000 VALUE	68,675		Cost	
AT ISHARES MIDGROWTH	68,627		Cost	
AT ISHARES SMALL GRWTH	68,680		Cost	
AT ISHARES SMALL VALUE	68,643		Cost	
AT NORTEL NETWORK CO	1,800		Cost	
AT SPDR	68,675		Cost	
AT VANGUARD	68,678		Cost	
AT ZALE CORP	75,966		Cost	
Total	\$ 1,045,920	\$ 0		\$ 0

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AT BLACKROCK FDS	\$ 213,226	\$	Cost	\$
AT VANGUARD	209,339		Cost	
ALPINE INTL REAL ESTATE	41,678	45,681	Cost	34,993
AMERICAN FD CAPITAL	44,667	43,458	Cost	31,122
BLACKROCK INTL OPPTY	42,834		Cost	
BUFFALO BALANCED FUND	82,287		Cost	
CGM REALTY FUND	41,884		Cost	

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$	\$		\$
HARBOR INTERNATIONAL	15,748		Cost	
IVY ASSET STRATEGY FUND	219,799		Cost	
IVY GLOBAL NATURAL	33,086		Cost	
JANUS OVERSEAS FD	31,421		Cost	
MASTERS SELECT INTL FUND	82,258		Cost	
NUVEEN TRADEWINDS INTL	37,379		Cost	
OAKMARK EQUITY INCOME	101,469		Cost	
T ROWE PRICE	81,560		Cost	
THIRD AVE INTL FUND	21,642		Cost	
VANGUARD ENERGY FUND	53,374		Cost	
ISHARES MORNINGSTAR FUND	281,043	224,565	Cost	225,705
ISHARES MORNINGSTAR FUND	306,448	164,045	Cost	178,461
ISHARES MORNINGSTAR FUND	86,230		Cost	
ISHARES RUSSELL 1000 VALUE	126,071		Cost	
ISHARES MIDCAP 400	165,427		Cost	
ISHARES SILVER TRUST	40,119		Cost	
SPDR GOLD TRUST	40,034		Cost	
SPDR SP GROWTH	121,977		Cost	
US OIL FUND	310,526	116,235	Cost	139,864
VANGUARD MIDCAP GROWTH	165,407		Cost	
VANGUARD MIDCAP VALUE	124,595		Cost	
OTHER ASSETS	815,890		Market	569,866
HARBOR INTL			Cost	11,866
IVY GLOBAL			Cost	17,163
JANUS OVERSEAS			Cost	46,698
LITMAN GREGORY MASTERS			Cost	60,428
NUVEEN TRADEWINDS INTL			Cost	50,072
TROWE PRICE HEALTH			Cost	105,164
THIRD AVE INTL VALUE			Cost	16,368
VANGUARD ENERGY			Cost	38,213
ISHARES IBOXX INVESTOP			Cost	243,446
ISHARES TR BARCLAYS			Cost	231,515
SPDR SP 400 MID			Cost	235,034
SPDR SP 600 SMALL			Cost	229,607
VANGUARD GROWTH			Cost	229,562
ISHARES SP SMCAP GROWTH			Cost	183,047
ISHARES SP 500 GROWTH			Cost	179,499

**Federal Statements**

**Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SPDR SP 500 GROWTH	\$ 164,786	\$ 164,786	Cost	\$ 179,956
Total	\$ 3,937,418	\$ 3,146,874		\$ 3,237,649

**Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment**

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
FURNITURE	\$ 518	\$ 518	\$ 518	\$ 444
LAND	6,262,014	6,025,068		6,025,068
Total	\$ 6,262,014	\$ 6,025,586	\$ 518	\$ 6,025,512

**Federal Statements****Statement 12 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
NET INTANGIBLE ASSETS	\$ 1,211,688	\$ 1,211,688	\$
STOLEN FUNDS REC	123,774	138,472	
PRECIOUS METALS	507,489	507,489	
LPTV	150,000	150,000	
RADIO STATION LICENSES	150,000	150,000	
Total	<u>\$ 2,142,951</u>	<u>\$ 2,157,649</u>	<u>\$ 0</u>

**Statement 13 - Form 990-PF, Part II, Line 22 - Other Liabilities**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
INTERCOMPANY	\$ 1,570,431	\$ 1,570,431
OTHER CONCHO	647,505	647,505
DUE TO REV RADIO	644,781	0
PAYROLL LIABILITIES	17,179	0
NOTE PAYABLE	37,632	19,496
Total	<u>\$ 2,917,528</u>	<u>\$ 2,237,432</u>

**Statement 14 - Form 990-PF, Part III, Line 5 - Other Decreases**

<u>Description</u>	<u>Amount</u>
ROUNDING	\$ 5
Total	<u>\$ 5</u>

## Federal Statements

02-0653934

FYE: 12/31/2011

Statement 15 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JANA S SMITH 2125 SIDNEY BAKER KERRVILLE TX 78028	PRESIDENT	40.00	150,000	0	0
DAVID L GREENWALD 4101 EAST LOUISIANA ST 400 DENVER CO 80146	VICE PRESIDE	10.00	27,071	0	0
DOUGLAS WRIGHT 2125 SIDNEY BAKER KERRVILLE TX 78028	DIRECTOR	10.00	0	0	0
CHRIS DOYLE 2125 SIDNEY BAKER KERRVILLE TX 78028	DIRECTOR	1.00	0	0	0
MARK VALHALA 2125 SIDNEY BAKER KERRVILLE TX 78028		1.00	0	0	0

**Statement 16 - Form 990-PF, Part IX-A, Line 2 - Summary of Direct Charitable Activities**

Description

COLON CANCER AWARENESS CAMPAIGN TO RAISE PUBLIC AWARENESS  
TO STATISTICS AND PERCENTAGES OF COLON CANCER OCCURANCES  
THROUGH AMERICA AND THE IMPORTANCE OF EARLY SCREENING TO  
STOP CANCER

Foster Charitable Foundation Inc

02-0653934

For the Fiscal Year Ended December 31, 2011

**Statement 17- 2011 Form 990-PF**

This 2011 Form 990 PF is prepared with the best information available to us at this time. The taxpayer is not fully comfortable with the level of documentation provided to back up some items on the financial statements. Foster Charitable Foundation, Inc will file an amended Form 2011 990 PF after a thorough review of its accounting is completed.

Form **4562**

**Depreciation and Amortization**  
(Including Information on Listed Property)

OMB No 1545-0172

**2011**

Department of the Treasury  
Internal Revenue Service (99)

▶ See separate instructions.      ▶ Attach to your tax return.

Attachment Sequence No **179**

Name(s) shown on return

**FOSTER CHARITABLE FOUNDATION INC**

Identifying number

**02-0653934**

Business or activity to which this form relates

**Indirect Depreciation**

**Part I Election To Expense Certain Property Under Section 179**

**Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	518
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	0
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	500,000
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
	<b>FURNITURE</b>	<b>518</b>	<b>518</b>
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	518
9	Tentative deduction Enter the smaller of line 5 or line 8	9	518
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	0
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	0
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12	13	518

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**

**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶		

**Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

**Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

**Part IV Summary (See instructions.)**

21	Listed property Enter amount from line 28	21	
22	<b>Total.</b> Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2011)