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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

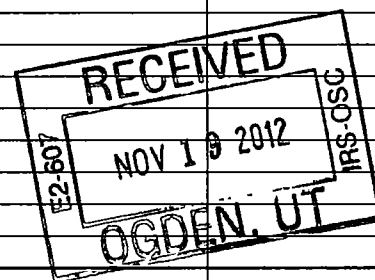
2011

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 JANUARY 1, 2011, and ending DECEMBER 31, 20

Name of foundation PLEROMA, INC.		A Employer identification number 20-0622367
Number and street (or P O box number if mail is not delivered to street address) Room/suite		B Telephone number (see instructions) 817-885-8001
PO BOX 1796 City or town, state, and ZIP code GLEN ROSE, TX 76043		
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
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		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,391,264.00		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	185,212.00	185,212.00		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	77,980.00			
	b Gross sales price for all assets on line 6a 3,918,262.00				
	7 Capital gain net income (from Part IV, line 2)		77,980.00		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-97,762.00	-97,762.00			
12 Total. Add lines 1 through 11	165,430.00	165,430.00			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,267.00	1,267.00		
	b Accounting fees (attach schedule)	6,605.00	6,605.00		
	c Other professional fees (attach schedule)	61,375.00	61,375.00		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,500.00	6,500.00		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,635.00	4,635.00		
	22 Printing and publications				
	23 Other expenses (attach schedule)	13,561.00	13,561.00		
	24 Total operating and administrative expenses. Add lines 13 through 23	93,943.00	93,943.00		
	25 Contributions, gifts, grants paid	900,000.00			900,000.00
26 Total expenses and disbursements. Add lines 24 and 25	993,943.00	93,943.00		900,000.00	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-828,513.00				
b Net investment income (if negative, enter -0-)		71,487.00			
c Adjusted net income (if negative, enter -0-)					



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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	1,186,091.00	1,638,487.00	1,638,487.00
	2 Savings and temporary cash investments			
	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 (attach schedule) ▶ 2,293.00 Less allowance for doubtful accounts ▶	250,000.00	462,293.00	
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	13,584,597.00	12,091,395.00	12,752,777.00
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	15,020,688.00	14,192,175.00	14,391,264.00	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	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	15,020,688.00		
	30 Total net assets or fund balances (see instructions)	15,020,688.00		
	31 Total liabilities and net assets/fund balances (see instructions)	15,020,688.00		

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	15,020,688.00
2 Enter amount from Part I, line 27a	2	-828,513.00
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	14,192,175.00
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,192,175.00

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d SECURITY SALES - SCHEDULE ATTACHED			P	VARIOUS	VARIOUS
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d 3,918,262.00		3,840,282.00	77,980.00		
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d			77,980.00		
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	77,980.00	
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	173,000.00	15,574,190.00	0.0111
2009	1,103,663.00	16,033,390.00	0.0688
2008	1,346,997.00	19,000,958.00	0.0709
2007	0.00	17,727,613.00	
2006	6,616,455.00	8,652,438.00	0.7647
2 Total of line 1, column (d)			2 0.9155
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 0.1831
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 15,336,557.36
5 Multiply line 4 by line 3			5 2,808,123.65
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 714.87
7 Add lines 5 and 6			7 2,808,838.52
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			8 900,000.00

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

1 a 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)		1	1,430.00
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	1,430.00
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,430.00
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	10,000.00	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	10,000.00	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,570.00	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 8,570.00 Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 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 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d 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"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
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	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address

14 The books are in care of M. CHRISTINE JURZYKOWSKI Telephone no 254-897-3145
 Located at PO BOX 1796 GLENROSE, TX ZIP + 4 76043

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15

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? ☐ Yes ☒ No
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ **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? ☐ 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** 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? ☐ **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
M. CHRISTINE JURZYKOWSKI PO BOX 1796 GLEN ROSE, TX 76043	DIRECTOR 3HRS/WK	0.00	0.00	0.00
MARK FINSER 9 LEYTON COURT MILL VALLEY, CA 94941	DIRECTOR 13HRS/WK	0.00	0.00	0.00
LAUDE DEL PEPIN 99 WABENA WAY PUTNAM, VT 05346	DIRECTOR 3HRS/WK	0.00	0.00	0.00

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 ☐

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 FUNDS DEDICATED TO PURPOSES OUTLINED IN SECTION 501C 3 OF THE INTERNAL REVENUE CODE	
2	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	14,524,176.00
b	Average of monthly cash balances	1b	1,045,933.00
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	15,570,109.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,570,109.00
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	233,551.64
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,336,557.36
6	Minimum investment return. Enter 5% of line 5	6	766,827.87

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

1	Minimum investment return from Part X, line 6	1	766,827.87
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,430.00
2b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,430.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	765,397.87
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	765,397.87
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	765,397.87

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	900,000.00
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	900,000.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	900,000.00

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
Distributable amount for 2011 from Part XI, line 7				765,397.87
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006 3,868,987.00				
b From 2007				
c From 2008 1,346,997.00				
d From 2009 1,103,663.00				
e From 2010				
f Total of lines 3a through e	6,319,647.00			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 900,000.00				
a Applied to 2010, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus . .	900,000.00			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	765,397.87			765,397.87
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,454,249.13			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	3,103,590.00			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,350,659.13			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008 1,346,997.00				
c Excess from 2009 1,103,663.00				
d Excess from 2010				
e Excess from 2011 900,000.00				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed**b** The form in which applications should be submitted and information and materials they should include**c** Any submission deadlines**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient 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 RSF GLOBAL COMM/ANJEL FUND 1002A O'REILLY AVE. SAN FRANCISCO, CA 94129	N/A	501C3	CHARITABLE	900,000.00
Total			▶ 3a	900,000.00
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
▼	

This image shows a blank sheet of white paper with horizontal blue or grey ruling lines. A single vertical line runs down the left side, creating a margin. The lines are evenly spaced and extend across the width of the page. There is no handwriting or other markings on the paper.

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee

11/10/12
Date

► Divide

May the IRS discuss the return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOE D BULLOCK

Preparer's signature

丁巳

Date _____

11/10/2012

Check	11
-------	----

2 self-employed

PTIN

200706204

Firm's name ► BULLOCK HARTLEY

Firm's address ► 1200 SUMMIT, SUITE 430

FORT WORTH, TX 76102

Firm's EIN ▶ 75-2566483

Phone no. 817-885-8001

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

Employer identification number

PLEROMA, INC .

20-0622367

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

PLEROMA, INC.

Employer identification number

20-0622367

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	N/A ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

20-0622367

[illegible]

Name of organization

PLEROMA, INC.

Employer identification number

20-0622367

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

PLEROMA, INC
SALES OF SECURITIES - 2011

<u>Proceeds - Sale of Securities</u>		<u>Cost Basis - Sale of Securities</u>	
10 First Solar	1,205	10 First Solar	1,107
10 Roche Hldgs	349	10 Roche Hldgs	389
100 Sysmex	3,714	100 Sysmex	1,794
100 Thermo Fisher	4,989	100 Thermo Fisher	3,468
1000 Enernoc	15,869	1000 Enernoc	25,055
1000 Comcast	24,460	1000 Comcast	17,033
1000 Enernoc	15,799	1000 Enernoc	29,033
1000 Oracle	31,900	1000 Oracle	17,160
1005 Juniper	23,143	1005 Juniper	27,064
105 Emerson	4,315	105 Emerson	5,678
105 Home Depot	3,611	105 Home Depot	3,404
105 Honda	4,608	105 Honda	3,679
105 Nordstrom	4,971	105 Nordstrom	5,093
105 Qualcomm	5,559	105 Qualcomm	5,885
1095 Metlife	33,833	1095 Metlife	42,360
1096 Banco Santander	9,659	1096 Banco Santander	16,495
110 3M	7,775	110 3M	8,315
110 Aon	4,499	110 Aon	5,708
110 Baker Hughes	7,617	110 Baker Hughes	5,545
110 First Solar	4,803	110 First Solar	12,181
110 Hospira	3,984	110 Hospira	5,956
110 Kraft	3,804	110 Kraft	3,475
110 Sohu	7,718	110 Sohu	6,473
110 Vertex	4,592	110 Vertex	5,174
110 Vestas	3,990	110 Vestas	2,921
1100 Kasikornbank	4,703	1100 Kasikornbank	2,467
1130 HP	46,859	1130 HP	40,034
115 Carbo	16,613	115 Carbo	12,160

PLEROMA, INC

SALES OF SECURITIES - 2011

<u>Proceeds - Sale of Securities</u>		<u>Cost Basis - Sale of Securities</u>	
115 Johnson & Johnson	7,641	115 Johnson & Johnson	7,674
115 Thermo Fisher	7,154	115 Thermo Fisher	4,336
116 Tenaris	3,609	116 Tenaris	4,207
1175 Adobe	34,608	1175 Adobe	25,401
120 Adobe Systems	3,685	120 Adobe Systems	3,245
120 Apache	9,264	120 Apache	7,757
120 Aptargroup	5,176	120 Aptargroup	5,660
120 Juniper Networks	3,523	120 Juniper Networks	2,759
		120 Energy Transfer	-4,952
120 L Air	2,995	120 L Air	2,094
120 McCormick	5,428	120 McCormick	4,908
120 Pepsico	7,163	120 Pepsico	7,539
120 Sysco	3,709	120 Sysco	3,371
125 ADP	5,821	125 ADP	5,648
125 Emerson Electric	6,519	125 Emerson Electric	6,760
125 Juniper	2,191	125 Juniper	1,963
125 St Jude	6,004	125 St Jude	6,134
130 Netapp	4,454	130 Netapp	2,279
130 Disco	6,273	130 Disco	7,696
1300 Norfolk	97,180	1300 Norfolk	63,635
1300 Staples	28,879	1300 Staples	33,685
135 AT&T	4,158	135 AT&T	3,643
135 IBM	25,390	135 IBM	24,387
135 KLA	5,119	135 KLA	5,719
135 Time Warner	10,071	135 Time Warner	7,180
135 Zimmer	6,881	135 Zimmer	8,749
14 Henkel	787	14 Henkel	616
140 Australia & NZ	3,140	140 Australia & NZ	2,937
140 CME	39,168	140 CME	45,734
140 Gilead	5,266	140 Gilead	5,853
145 Dentsply	4,268	145 Dentsply	4,691
145 Disney	5,532	145 Disney	4,918
145 Praxair	13,449	145 Praxair	8,502

PLEROMA, INC

SALES OF SECURITIES - 2011

<u>Proceeds - Sale of Securities</u>	<u>Cost Basis - Sale of Securities</u>
145 Veolia	4,523
15 Google Inc.	7,334
15 Novo-Nordisk	1,781
150 ABB	3,655
150 EOG	15,015
150 Itron	7,002
150 L Air	3,805
150 Noble	4,284
1500 Ormat Tech	27,359
155 Unilever	4,549
160 Home Depot	5,068
1617 Infigen	476
165 Visa	11,978
1655 Corning	25,329
1690 Infigen	442
170 ABB Ltd	4,241
170 Baker Hughes	7,534
170 BB&T	4,422
170 Corning Inc	3,035
170 Kraft	5,505
170 SPDR	30,273
170 Subsea	4,419
170 Time Warner	10,894
170 Vodafone	4,877
170 WGL	6,401
1702 Infigen	479
175 Baker Hughes	12,488
175 Checkpoint	10,594
175 PNC	8,017
175 Procter & Gamble	11,344
175 Schnitzer	7,843
1785 Allscripts	33,239
18 Veolia	569
145 Veolia	8,604
15 Google Inc.	6,876
15 Novo-Nordisk	1,877
150 ABB	3,198
150 EOG	15,629
150 Itron	8,686
150 L Air	2,618
150 Noble	6,616
1500 Ormat Tech	36,201
155 Unilever	3,805
160 Home Depot	5,187
1617 Infigen	859
165 Visa	15,384
1655 Corning	32,727
1690 Infigen	853
170 ABB Ltd	3,200
170 Baker Hughes	8,570
170 BB&T	4,715
170 Corning	3,362
170 Kraft	5,371
170 SPDR	10,011
170 Subsea	2,938
170 Time Warner	8,410
170 Vodafone	4,116
170 WGL	6,225
1702 Infigen	896
175 Baker Hughes	8,822
175 Checkpoint	8,298
175 PNC	11,554
175 Procter & Gamble	11,600
175 Schnitzer	10,230
1785 Allscripts	34,319
18 Veolia	1,068

PLEROMA, INC

SALES OF SECURITIES - 2011

<u>Proceeds - Sale of Securities</u>		<u>Cost Basis - Sale of Securities</u>	
180 Cummins	17,561	180 Cummins	6,569
180 J&J	11,009	180 J&J	12,012
180 Thermo Fisher	11,349	180 Thermo Fisher	6,787
185 Allscripts Healthcare	3,391	185 Allscripts Healthcare	3,557
185 Cemig	3,289	185 Cemig	2,243
185 Novartis	10,079	185 Novartis	11,787
1863 Infigen	487	1863 Infigen	949
195 East West	3,750	195 East West	3,263
195 Johnson Controls	7,237	195 Johnson Controls	5,785
20 HSBC	1,011	20 HSBC	1,141
20 Novo	1,971	20 Novo	2,503
20 Valmont	1,797	20 Valmont	2,010
20 Vodafone	556	20 Vodafone	484
200 Cree	6,715	200 Cree	13,151
2000 Teva	74,514	2000 Teva	65,491
2028 Hansen	1,896	2028 Hansen	3,151
205 MetLife	5,386	205 MetLife	9,386
205 Perrigo	17,431	205 Perrigo	4,636
205 Qualcomm	9,993	205 Qualcomm	11,694
2140 JP Morgan Chase	71,376	2140 JP Morgan Chase	81,007
215 Deere	17,920	215 Deere	8,483
215 JP Morgan	8,772	215 JP Morgan	9,512
215 Spectra	5,214	215 Spectra	5,870
215 Vodafone	5,564	215 Vodafone	5,736
2160 Ford	23,462	2160 Ford	33,661
22 Henkel	1,238	22 Henkel	968
220 Ford	2,799	220 Ford	3,588
225 Deere	18,183	225 Deere	7,882
225 Disney	6,559	225 Disney	7,631
235 EMC	4,865	235 EMC	5,165
235 Time Warner	18,852	235 Time Warner	11,626
24 Henkel	1,360	24 Henkel	1,056
240 Costco	17,921	240 Costco	12,602

PLEROMA, INC

SALES OF SECURITIES - 2011

<u>Proceeds - Sale of Securities</u>		<u>Cost Basis - Sale of Securities</u>	
2443 Hansen	2,306	2443 Hansen	3,252
247 Energy Transfer	13,125	247 Energy Transfer	8,661
25 Carbo Ceramics	3,565	25 Carbo Ceramics	2,966
25 Google	12,242	25 Google	13,292
25 IBM	4,101	25 IBM	2,182
250 Pearson	4,210	250 Pearson	3,598
250 Thermo Fisher	11,313	250 Thermo Fisher	8,669
255 ABB	4,144	255 ABB	4,801
260 Johnson Controls	9,954	260 Johnson Controls	7,714
265 BB&T	5,380	265 BB&T	7,132
265 P&G	16,547	265 P&G	16,452
265 Sysco	6,734	265 Sysco	7,798
265 WGL	9,956	265 WGL	9,703
270 Parker	19,447	270 Parker	14,971
28 Energy Transfer	1,492	28 Energy Transfer	982
280 KLA	12,141	280 KLA	11,862
285 Baker Hughes	12,769	285 Baker Hughes	14,305
2960 US Bancorp	73,246	2960 US Bancorp	42,774
30 EOG	2,123	30 EOG	2,989
30 Franklin	3,723	30 Franklin	2,778
30 Vossloh	3,542	30 Vossloh	3,805
300 East West	4,280	300 East West	5,020
300 Thermo Fisher	13,133	300 Thermo Fisher	10,403
3000 JP Morgan	127,528	3000 JP Morgan	140,843
305 ATT	8,452	305 ATT	8,724
305 Johnson Controls	7,980	305 Johnson Controls	9,049
310 Statoil	7,336	310 Statoil	7,468
315 Netapp	11,895	315 Netapp	5,522
318 HSBC	12,196	318 HSBC	14,673
32 Google	16,106	32 Google	18,442
320 Valmont	26,597	320 Valmont	29,653
325 Taiwan	3,626	325 Taiwan	3,333
3322.259 MFS Emerging	49,965	3322.259 EMF Emerging Mkts	51,308

PLEROMA, INC

SALES OF SECURITIES - 2011

<u>Proceeds - Sale of Securities</u>		<u>Cost Basis - Sale of Securities</u>	
335 Microsoft	8,104	335 Microsoft	9,571
335 Vodafone	8,610	335 Vodafone	8,937
340 Taiwan	4,527	340 Taiwan	3,487
35 Apple	14,133	35 Apple	12,681
35 Apple	11,256	35 Apple	12,288
35 EOG	3,541	35 EOG	3,664
35 Nike	2,844	35 Nike	2,264
35 Toray	2,533	35 Toray	2,590
3500 CVS	116,340	3500 CVS	101,663
355 Grupo	8,162	355 Grupo	7,376
360 Nike	27,690	360 Nike	24,622
360 St Jude	14,087	360 St Jude	12,823
365 Perrigo	36,045	365 Perrigo	8,254
365 T Rowe	21,916	365 T Rowe	17,895
367 Veolia	11,563	367 Veolia	12,020
370 EOG Resources	40,289	370 EOG Resources	40,677
380 Neteapp	13,819	380 Neteapp	6,661
385 Itron	13,222	385 Itron	20,497
390 Johnson Controls	11,342	390 Johnson Controls	11,449
395 JP Morgan	11,488	395 JP Morgan	17,145
395 Natl Oilwell	26,942	395 Natl Oilwell	31,220
40 Carbo	4,014	40 Carbo	4,746
40 Costco	3,198	40 Costco	2,096
40 Parker Hannifan	2,455	40 Parker Hannifan	2,218
4000 Capitaland	7,047	4000 Capitaland	11,613
41 Sony	1,403	41 Sony	1,499
410 Jones Lang	24,707	410 Jones Lang	37,874
415 St Jude	14,298	415 St Jude	14,782
45 Bard Inc	4,899	45 Bard Inc	3,430
45 Grainger	6,539	45 Grainger	3,255
45 National Oilwell Varco	3,120	45 National Oilwell Varco	3,557
45 New Oriental	5,300	45 New Oriental	2,490
45 Perrigo	3,786	45 Perrigo	1,018

PLEROMA, INC

SALES OF SECURITIES - 2011

<u>Proceeds - Sale of Securities</u>	<u>Cost Basis - Sale of Securities</u>	
45 Sonova	4,404	2,049
450 Cree	9,862	27,549
460 Sony	7,862	14,906
470 Statoil	9,937	11,122
475 Colgate	41,973	28,918
480 Cooper	25,869	30,475
50 Franklin Resources	4,590	4,629
50 Itron	2,391	2,911
50 Pearson	851	720
500 First Solar	85,286	64,110
500 CVS	16,620	16,500
500 Qualcomm	27,350	18,895
500 St Jude	21,113	22,182
500 T Rowe Price	24,143	33,571
5000 Cisco	86,548	153,217
5000 Gafisa	33,910	66,909
505 Koninklijke	10,270	17,685
510 Thermo Fisher	25,627	18,079
515 Microsoft	12,758	14,714
520 Petroleum Geo	5,439	8,619
526 Pepsico	33,762	0
530 Emerson	29,312	28,661
547 Hansen	512	728
55 Cummins	4,569	2,007
55 Cooper	3,297	3,569
55 Parker Hannifin	4,714	3,050
555 Visa	44,257	45,139
580 Hospira	17,549	31,403
585 Vertex	16,906	27,517
590 Aon	27,655	30,615
590 SSE	11,512	16,911
595 Tenaris	28,380	20,914
60 Apple	22,629	19,808

PLEROMA, INC

SALES OF SECURITIES - 2011

Proceeds - Sale of Securities

60 Cummins
60 Digital Realty
60 Nike
60 Schnitzer Steel
60 Valmont
600 Australia & NZ
600 Vestas
624 Infigen
625 T Rowe
645 Standard Chartered
65 Bard
65 Colgate
65 Costco
65 Grainger
65 Johnson Matthey
65 Perrigo
65 Starwood Hotels
65 T Rowe Price
65 Visa
650 Starwood
660 Target
665 Juniper
675 SK Telecom
70 3M
70 AON Corp
70 Carbo
70 CME
70 Fanuc
70 Hospira
70 Johnson Matthey
710 Zimmer
720 Chubb
730 Hansen

5,645
3,624
5,025
3,160
4,607
12,231
20,647
155
36,201
14,120
5,445
5,699
5,194
9,547
3,891
5,931
3,387
3,723
5,404
25,975
32,984
13,939
11,786
6,435
3,459
10,570
20,554
11,519
3,778
4,779
37,619
43,344
693

Cost Basis - Sale of Securities

60 Cummins
60 Digital Realty
60 Nike
60 Schnitzer Steel
60 Valmont
600 Australia & NZ
600 Vestas
624 Infigen
625 T Rowe
645 Standard Chartered
65 Bard
65 Colgate
65 Costco
65 Grainger
65 Johnson Matthey
65 Perrigo
65 Starwood Hotels
65 T Rowe Price
65 Visa
650 Starwood
660 Target
665 Juniper
675 SK Telecom
70 3M
70 AON Corp
70 Carbo
70 CME
70 Fanuc
70 Hospira
70 Johnson Matthey
710 Zimmer
720 Chubb
730 Hansen

2,190
3,786
3,881
3,690
6,031
12,586
16,946
313
29,773
17,671
4,954
3,957
3,406
4,702
3,868
1,470
3,833
3,096
5,795
38,329
39,785
10,446
15,648
5,291
3,632
8,306
23,853
5,552
3,790
4,165
41,546
37,283
1,475

PLEROMA, INC

SALES OF SECURITIES - 2011

<u>Proceeds - Sale of Securities</u>	<u>Cost Basis - Sale of Securities</u>
734 Infigen	734 Infigen
74 Sony	74 Sony
75 Novartis	75 Novartis
75 Apache	75 Apache
75 Cree	75 Cree
75 Deere & Co	75 Deere & Co
75 Natl Oilwell Varco	75 Natl Oilwell Varco
75 New Oriental	75 New Oriental
75 Pearson	75 Pearson
75 SAP	75 SAP
75 SPDR	75 SPDR
770 Energy Trsf Partners	770 Energy Trsf Partners
780 Dentsply	780 Dentsply
795 Gafisa	795 Gafisa
795 Noble	795 Noble
80 Cummins	80 Cummins
80 SPDR	80 SPDR
80 Aptargroup	80 Aptargroup
80 Automatic Data Processing	80 Automatic Data Processing
80 Check Point	80 Check Point
80 Cree	80 Cree
80 IBM	80 IBM
80 McCormick	80 McCormick
80 Metlife	80 Metlife
80 SPDR	80 SPDR
80 Tenaris	80 Tenaris
800 Sims Metal	800 Sims Metal
800 Tenaris	800 Tenaris
825 AXA	825 AXA
85 Henkel	85 Henkel
85 Apple	85 Apple
85 Deere	85 Deere
85 Netapp	85 Netapp
186	369
2,670	2,706
4,250	4,206
8,767	5,701
2,552	5,030
5,912	2,959
3,822	5,928
2,434	1,003
1,343	1,079
4,901	3,892
12,040	4,417
41,108	26,891
25,017	25,233
3,682	10,783
25,066	33,536
8,063	2,919
12,623	4,711
4,031	3,774
4,141	3,615
4,175	3,802
1,963	5,144
13,671	14,754
3,987	3,272
3,214	3,663
11,982	4,711
3,588	2,794
10,382	18,841
24,889	27,942
10,974	23,958
3,962	3,739
27,795	14,682
5,308	2,463
4,224	1,490

PLEROMA, INC

SALES OF SECURITIES - 2011

<u>Proceeds - Sale of Securities</u>		<u>Cost Basis - Sale of Securities</u>	
85 Zimmer	5,270	85 Zimmer	5,509
86 Julius	3,694	86 Julius	3,309
860 Asml	30,481	860 Asml	37,239
9 Julius	387	9 Julius	346
90 ASML	3,560	90 ASML	2,771
90 ASML Holding	3,182	90 ASML Holding	3,897
90 Colgate Palmolive	7,860	90 Colgate Palmolive	6,695
90 Cooper Industries	4,019	90 Cooper Industries	5,841
90 Digital Realty	4,817	90 Digital Realty	5,680
90 Gen-Probe	5,016	90 Gen-Probe	5,551
90 Novartis	5,433	90 Novartis	5,734
90 PNC	5,216	90 PNC	6,233
90 Schnitzer	3,128	90 Schnitzer	5,535
930 Staples	18,716	930 Staples	16,977
95 Checkpoint	4,935	95 Checkpoint	4,336
95 Dentsply	3,447	95 Dentsply	3,073
95 Noble	3,582	95 Noble	4,190
95 Praxair	9,614	95 Praxair	5,571
990 ATT	27,560	990 ATT	27,072
Cap Gain Distrib Sonova	106		
Cap Gain Distributions	2,562		
MFS Emerging Mkts ST Cap Gain	68		
MGS Emerging Mkts LT Cap Gain	239		
Money Gram Settlement Fund	7,566		
Novartis	29	Novartis	29
Novartis Frac Share	26	Novartis Frac Share	25
Total Proceeds - Sale of Securities	<u>\$3,918,262</u>		<u>\$3,840,282</u>

PLEROMA, INC
SCHEDULE ATTACHED TO FORM 990-PF – 12/31/2011

Page 1, Part I, Line 11, Other Income

Loss from partnership investment TBL Capital	\$(64,663)
Loss from partnership investment Highwater Global Fund LLC	(70,461)
Gain from partnership investment RSF Mezzanine Fund	44,559
Loss from partnership investment Cap Growth III LP	<u>(7,197)</u>
	<u>\$ (97,762)</u>

Page 1, Part I, Line 16(b), Accounting Fees

Accounting and tax preparation fees	<u>\$6,605</u>
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Page 1, Part I, Line 16(c), Other Professional Fees

Portfolio Advisory fees	\$53,215
Consulting fees	<u>8,160</u>
	<u>\$61,375</u>

Page 1, Part I, Line 23, Other Expenses

Account & bank fees	\$ 8,245
Membership fees	2,750
Miscellaneous expenses	1,940
Filing fees	<u>626</u>
	<u>\$13,561</u>

Page 1, Part I, Line 18, Taxes

Foreign taxes paid re: investment securities	<u>\$6,500</u>
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Page 2, Part II, Line 7, Other Notes & Loans Receivable

Loan Receivable – RSF - PRI	<u>\$462,293</u>
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