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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

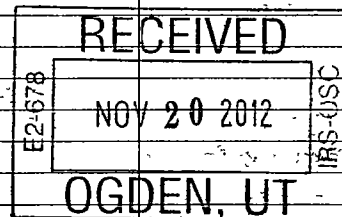
, 2011, and ending

, 20

Name of foundation BOOTH FOUNDATION, INC.		A Employer identification number 20-0667161
Number and street (or P O box number if mail is not delivered to street address) 2001 SAILFISH POINT BLVD. #316	Room/suite	B Telephone number (see instructions) (772) 225-4391
City or town, state, and ZIP code STUART, FL 34996		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address 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"/> 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"/>
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		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 24,435,737.		
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

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	532.	532.		ATCH 1
4 Dividends and interest from securities	539,217.	539,217.		ATCH 2
5a Gross rents				
b Net rental income or (loss)	187,232.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a 3,417,143.		187,232.		
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-218,413.	80,328.		ATCH 3
12 Total. Add lines 1 through 11	508,568.	807,309.		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 4	993.	993.		
b Accounting fees (attach schedule) ATCH 5	13,865.	9,705.		694.
c Other professional fees (attach schedule) *	38,117.	38,117.		
17 Interest ATTACHMENT 7	6,710.	6,710.		
18 Taxes (attach schedule) (see instructions) *	22,336.	4,102.		
19 Depreciation (attach schedule) and depletion	10,290.	10,290.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 9	3,100.	2,654.		
24 Total operating and administrative expenses Add lines 13 through 23	95,411.	72,571.		694.
25 Contributions, gifts, grants paid	1,265,317.			1,265,317.
26 Total expenses and disbursements Add lines 24 and 25	1,360,728.	72,571.	0	1,266,011.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-852,160.			
b Net investment income (if negative, enter -0-)		734,738.		
c Adjusted net income (if negative, enter -0-)				



For Paperwork Reduction Act Notice, see instructions

* ATCH 6 JSA ** ATCH 8 Form 990-PF (2011)

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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	10,333.	27,708.	27,708.
	2 Savings and temporary cash investments	6,351,526.	985,330.	985,330.
	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) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges ATCH 10	76,421.		
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 11	4,017,408.	6,010,238.	5,862,763.
	c Investments - corporate bonds (attach schedule) ATCH 12	93,942.	93,942.	29,000.
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans ATCH 13	16,836,997.	19,436,733.	17,485,286.
	13 Investments - other (attach schedule) ATCH 13			
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 14)	46,454.	45,650.	45,650.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	27,433,081.	26,599,601.	24,435,737.	
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 ▶ ATCH 15)		18,680.	
	23 Total liabilities (add lines 17 through 22)	0	18,680.	
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 checked="" 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	27,433,081.	26,580,921.	
	30 Total net assets or fund balances (see instructions)	27,433,081.	26,580,921.	
31 Total liabilities and net assets/fund balances (see instructions)	27,433,081.	26,599,601.		

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	27,433,081.
2 Enter amount from Part I, line 27a	2	-852,160.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	26,580,921.
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	26,580,921.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h)))		
a					
b					
c					
d					
e					
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	187,232.	
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	0	

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	892,500.	13,354,436.	0.066832
2009	1,885,024.	9,215,356.	0.204552
2008	2,023,871.	24,554,667.	0.082423
2007	2,020,210.	36,416,524.	0.055475
2006	535,903.	10,485,094.	0.051111
2 Total of line 1, column (d)			2 0.460393
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 0.092079
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 22,556,282.
5 Multiply line 4 by line 3			5 2,076,960.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,347.
7 Add lines 5 and 6			7 2,084,307.
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 1,266,011.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	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	1	14,695.
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	14,695.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	14,695.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	14,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	14,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	357.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed. ATTACHMENT 16	9	1,086.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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		X
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
4a 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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL, _____		
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

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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 N/A				
14	The books are in care of NICHOLAS D. ENDRES, CPA Telephone no 713-622-0016			
	Located at 1333 WEST LOOP SOUTH, STE 1400 HOUSTON, TX ZIP + 4 77027			
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?	16	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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	
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		
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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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	
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

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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 ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
ATTACHMENT 17		0	0	0

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		0	0	0

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

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

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

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

Total. Add lines 1 through 3

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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	19,812,785.
b	Average of monthly cash balances	1b	3,086,994.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	22,899,779.
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	22,899,779.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	343,497.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,556,282.
6	Minimum investment return. Enter 5% of line 5	6	1,127,814.

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	1,127,814.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	14,695.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	3,539.
c	Add lines 2a and 2b	2c	18,234.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,109,580.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,109,580.
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	1,109,580.

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	1,266,011.
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	1,266,011.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,266,011.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,109,580.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006	19,754.			
b From 2007	244,656.			
c From 2008	810,480.			
d From 2009	1,444,614.			
e From 2010	224,778.			
f Total of lines 3a through e	2,744,282.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,266,011.				
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				1,109,580.
e Remaining amount distributed out of corpus	156,431.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,900,713.			
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)	19,754.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,880,959.			
10 Analysis of line 9				
a Excess from 2007	244,656.			
b Excess from 2008	810,480.			
c Excess from 2009	1,444,614.			
d Excess from 2010	224,778.			
e Excess from 2011	156,431.			

Form 990-PF (2011)

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

NOT APPLICABLE

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

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

4942(j)(3) or 4942(j)(5)

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

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

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

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

NONE

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

NONE

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

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

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

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

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

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

Recipient 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				
ATTACHMENT 18				
Total ▶ 3a				1,265,317.
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

JSA
1E1492 1 000

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



[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

D. If "Yes," complete the following schedule:		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign Here  11/13/12 

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/type preparer's name NICHOLAS D. ENDRES		Preparer's signature <i>Nicholas D. Endres</i>		Date 11/9/2012	Check <input type="checkbox"/> if self-employed	PTIN P00178386
	Firm's name ▶ EEPB PC					Firm's EIN ▶ 76-0222094	
	Firm's address ▶ 1333 WEST LOOP S. SUITE 1400 HOUSTON, TX 77027					Phone no 713-622-0016	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TEMPORARY CASH INVESTMENTS	464.	464.
BANK DEPOSIT INTEREST	68.	68.
TOTAL	<u>532.</u>	<u>532.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST FROM SECURITIES	166,846.	166,846.
DIVIDENDS FROM SECURITIES	372,371.	372,371.
TOTAL	<u>539,217.</u>	<u>539,217.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RENT AND ROYALTY INCOME	72,867.	72,867.
PTP INCOME	-298,741.	
OTHER PTP INVESTMENT INCOME	7,461.	7,461.
TOTALS	-218,413.	80,328.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	993.	993.		
TOTALS	<u>993.</u>	<u>993.</u>		

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	13,865.	9,705.		694.
TOTALS	<u>13,865.</u>	<u>9,705.</u>		<u>694.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISOR FEES	38,117.	38,117.
TOTALS	<u>38,117.</u>	<u>38,117.</u>

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PTP PASSTHROUGH EXPENSE	6,710.	6,710.
TOTALS	<u>6,710.</u>	<u>6,710.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	4,102.	4,102.
FEDERAL EXCISE TAX	14,695.	
UNRELATED BUS INCOME TAX	3,539.	
TOTALS	<u>22,336.</u>	<u>4,102.</u>

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS EXPENSE	95.	95.
ADMINISTRATIVE EXPENSE	1,355.	1,355.
PTP PASSTHROUGH EXPENSE	785.	785.
VOC ENERGY TRUST	419.	419.
	446.	
TOTALS	<u>3,100.</u>	<u>2,654.</u>

ATTACHMENT 10

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

PREPAID TAXES

TOTALS

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ANNALY CAPITAL MGMT	435,849.	399,000.
ANWORTH MTG ASSET CORP	227,299.	188,400.
CENTURY LINK	251,164.	260,400.
COMMONWEALTH REIT	834,234.	599,040.
BARCLAYS BANK 7.75% PFD		
CARLYLE CAPITAL CORP	95,613.	650.
DENBURY RESOURCES INC	34,110.	30,200.
ENDURO ROYALTY TRUST	383,652.	368,460.
ELAN CORP	75,420.	68,700.
TELEFONICA SA	48,851.	42,975.
KOHLBERG CAPITAL CORP	88,968.	49,354.
PENGROWTH ENERGY TRUST	247,111.	210,600.
PENN VIRGINIA CORP		
PERMIAN BASIN ROYALTY TRUST	415,376.	631,470.
PIMCO HIGH INCOME FUND	121,509.	180,300.
PROSHARES ULTRA SHORT MSCI		
TEEKAY OFFSHORE PARTNERS	39,538.	66,500.
TELEFONICA BRASIL SA	26,728.	27,330.
KINROSS GOLD CORP		
NORTH AMERICAN PALLADIUM	70,535.	43,350.
DEUTSCHE BK CAP TR 7.6%	280,742.	432,600.
VOC ENERGY TRUST	211,314.	221,800.
GENERAL MOTORS PREF 4.75%	100,000.	68,500.
MEDICAL PROPERTY TRUST	138,859.	148,050.
BCS IPATH S&P 500 VIX		
FRONTIER COMMUNICATIONS CORP	160,266.	128,750.
VECTOR GROUP LTD	231,956.	239,760.
HUGOTON ROYALTY TRUST	205,507.	188,400.
CYS INVESTMENTS INC	120,850.	131,400.

ATTACHMENT 11 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DB CCNT CAP TR V PREF	229,876.	193,201.
INTEL CORP	15,174.	14,550.
KRAFT FOODS INC	80,533.	85,928.
VERIZON COMM	72,359.	80,240.
DUNKIN' BRANDS GP INC	1,900.	2,498.
GOLDMAN SACHS GP PREF	236,900.	240,100.
HOMEOWNERS CHOICE INC	40,621.	40,050.
KIMCO REALTY CORP	193,226.	198,267.
MEDLEY CAP CORP	90,000.	78,000.
SENIOR HSG PPTYS TR	123,168.	134,640.
TWO HARBORS INV CORP	81,030.	69,300.
TOTALS	<u>6,010,238.</u>	<u>5,862,763.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WILLIAM LYON HOMES, 4/1/13	93,942.	29,000.
TOTALS	<u>93,942.</u>	<u>29,000.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 13

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LRR ENERGY LP	189,555.	196,100.
MEMORIAL PRODUCTION PARTNERS	190,000.	180,800.
DUNCAN ENERGY PARTNERS LP		
EAGLE ROCK ENERGY PARTNERS LP	376,637.	738,433.
VANGUARD NATURAL RESOURCES LP	187,410.	214,133.
ENTERPRISE PRODUCTS PARTNERS	154,174.	510,180.
FERREL GAS PARTNERS LP	58,900.	56,910.
GENESIS ENERGY LP	71,334.	168,240.
GLOBAL PARTNERS LP	366,972.	557,685.
INERGY LP	183,496.	378,510.
SANDRIDGE PERMIAN TRUST	277,664.	364,000.
LEGACY RESERVES LP	243,405.	706,000.
LEHMAN BROTHERS ANNUITY DUE	11,284,387.	
LINN ENERGY LLC	263,815.	1,099,390.
MARKWEST ENERGY PARTNERS LP	393,376.	1,899,570.
SANDRIDGE MISSISSIPPIAN TRUST	103,743.	155,250.
NUSTAR ENERGY LP	74,651.	113,320.
NUSTAR GP HOLDINGS LP	109,774.	332,500.
ONEOK PARTNERS LP	82,322.	346,440.
PENN VA GP HOLDINGS LP		
PENN VA RESOURCE PARTNERS LP	101,685.	250,194.
PLAINS ALL AMERICAN PIPELINE	82,566.	220,350.
MID-CON ENERGY PARTNERS LP	215,239.	220,200.
REGENCY ENERGY PARTNERS LP	245,000.	509,630.
STONEMOR PARTNERS LP	173,185.	246,225.
TARGA RESOURCE PARTNERS LP	171,702.	1,192,960.
TC PIPELINES LP	30,050.	94,860.
TEEKAY LNG PTNRS LP	107,917.	152,582.
TERRA NITROGEN CO LP	41,813.	419,800.
TRANSMONTAIGNE PARTNERS LP	57,216.	120,960.
WESTERN GAS PARTNERS LP		
ENBRIDGE ENERGY PARTNERS LP	46,914.	265,520.
BREITBURN ENERGY PARTNERS LP	496,748.	572,100.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 13 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ECA MARCELLUS TRUST	236,082.	306,960.
QR ENERGY LP	355,797.	403,200.
RHINO RESOURCES PARTNERS LP	226,350.	235,460.
WTS EAGLE ROCK ENERGY PARTNERS		
NGL ENERGY PARTNERS LP	193,334.	206,300.
RENTECH NITROGEN PARTNERS LP	19,318.	16,350.
WASH MUTUAL MTG SEC	195,207.	178,604.
ALT LOAN TRST MTGPC	54,104.	48,728.
GSR MTG LN TRUST	80,690.	81,907.
RFMSI TRUST MTGPC	290,272.	257,699.
COUNTRYWIDE ALT LN SER 2005	89,033.	80,681.
WELLS FARGO MTG BCK SEC	72,340.	70,914.
FIRST HORIZON MTG PASS THRU	192,806.	177,000.
WELLS FARGO MTG 2006-91	194,006.	196,190.
BANC OF AMERICA ALT LN TRST	126,010.	119,598.
CHL MTG PASS THRU TRST	120,521.	104,182.
ALT LN TRST MTGPC	172,999.	155,792.
BANK OF AMERICA FD CRP SER 07	215,493.	196,058.
MSSTR SER 2005-2	30,504.	36,326.
HVMT SER 2004-1	150,238.	2,289,335.
ROSE ROCK MIDSTREAM LP	39,979.	41,160.
TOTALS	<u>19,436,733.</u>	<u>17,485,286.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 14

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT INCOME RECEIVABLE	45,650.	45,650.
TOTALS	<u>45,650.</u>	<u>45,650.</u>

ATTACHMENT 15FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
TAXES AND INTEREST PAYABLE	18,680.
TOTALS	<u>18,680.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 17TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITIONNAME AND ADDRESS

ALEX E. BOOTH, JR 2001 SAILFISH PT BLVD, APT #316 STUART, FL 34996	PRESIDENT & TREASURER	0	0	0
--	-----------------------	---	---	---

BETH TERDO PRINZ 815 COLORADO AVENUE, STE 103 STUART, FL 34994	SECRETARY & DIRECTOR	0	0	0
--	----------------------	---	---	---

KATHERINE BOOTH 2001 SAILFISH PT BLVD, APT #316 STUART, FL 34996	VICE PRESIDENT & DIRECTOR	0	0	0
--	---------------------------	---	---	---

WILLIAM BRYANT 318 SEABOARD LANE, STE 205 FRANKLIN, TN 37067	DIRECTOR	0	0	0
--	----------	---	---	---

SUSAN MACHAMER 1000 NO. US 1, TOWNHOUSE 752 JUPITER, FL 33477	ASST. SECR. & DIRECTOR	0	0	0
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GRAND TOTALS

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OUTREACH FOUNDATION OF FIRST PRESBYTERIAN CHURCH 318 SEABOARD LANE, SUITE 205 FRANKLIN, TN 37069	NONE PUBLIC	PROGRAM FOR DISADVANTAGED PEOPLE	1,180,000.
MARTIN MEMORIAL FOUNDATION PO BOX 9010 STUART, FL 34995	NONE PUBLIC	COMMUNITY HEALTH SUPPORT	19,317
INTERNATIONAL HOUSE 500 RIVERSIDE DRIVE NEW YORK, NY 10027	NONE PUBLIC	EDUCATION	1,000
FIRST PRESBYTERIAN CHURCH OF KENOVA 1116 CHESTNUT ST KENOVA, WV 25530	NONE PUBLIC	PROGRAM FOR DISADVANTAGED PEOPLE	65,000
TOTAL CONTRIBUTIONS PAID			1,265,317

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 19

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
OTHER PTP INVESTMENT INCOME					
PTP INCOME	211110	-298,741.	18	7,461.	
TOTALS		<u>-298,741.</u>		<u>7,461.</u>	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,097,613.		SEE ATTACHED STMT-BNY MELLON PROPERTY TYPE: SECURITIES 1,077,396.				VAR 20,217.	VAR
		BASIS ADJUSTMENT-CALUMET SPECIALTY PRODU PROPERTY TYPE: SECURITIES -1,046.				VAR 1,046.	06/06/2011
265.		CAPITAL GAIN DISTRIBUTION-PROSPECT ENERG PROPERTY TYPE: SECURITIES				VAR 265.	VAR
211,158.		SEE ATTACHED STMT-RBC 528 PROPERTY TYPE: SECURITIES 219,909.				VAR -8,751.	VAR
524,167.		SEE ATTACHED STMT-RBC 528 PROPERTY TYPE: SECURITIES 703,860.				VAR -179,693.	VAR
987,040.		SEE ATTACHED STMT-RBC 529 PROPERTY TYPE: SECURITIES 973,977.				VAR 13,063.	VAR
64,894.		SEE ATTACHED STMT-RBC 529 PROPERTY TYPE: SECURITIES 110,869.				VAR -45,975.	VAR
189,521.		4,242 SHRS ENTERPRISE PRODUCTS PARTNERS PROPERTY TYPE: SECURITIES 59,473.				VAR 130,048.	11/07/2011
289,067.		7,500 SHRS WESTERN GAS PARTNERS LP 85,056.				VAR 204,011.	12/16/2011
12,569.		CAPITAL GAIN DISTRIBUTIONS PROPERTY TYPE: SECURITIES				VAR 12,569.	VAR
14,207.		CAPITAL GAINS FROM PTPS PROPERTY TYPE: SECURITIES				VAR 14,207.	VAR
26,638.		PROCEEDS FROM LITIGATION SETTLEMENTS PROPERTY TYPE: OTHER				VAR 26,638.	VAR

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3.		CAPITAL GAIN DISTRIBUTION-PENN VIRGINIA					VAR 3.	VAR
		BASIS ADJUSTMENT-ENCORE ENERGY PROPERTY TYPE: SECURITIES 416.				P	VAR -416.	VAR
TOTAL GAIN (LOSS)							<u>187,232.</u>	



BNY MELLON
WEALTH MANAGEMENT

BOOTH FOUNDATION

2011 Tax Information

Account Number 10570514400

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Income for 2011

This section reports your proceeds from sales during the year. We are not required nor do we report your net gains and losses to the Internal Revenue Service. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully before preparing your tax return.

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
ANNALY MTG MGMT INC	035710409	10000	01/04/11	03/23/11	\$180,597.52	\$172,000.00	\$8,597.52
21VIANET GROUP INC-ADR	90138A103	150	04/21/11	04/21/11	\$3,205.43	\$2,250.00	\$955.43
RESPONSYS INC	761248103	500	04/20/11	04/21/11	\$7,830.84	\$6,000.00	\$1,830.84
TESORO LOGISTIC LP	88160T107	500	04/20/11	04/21/11	\$11,707.77	\$10,500.00	\$1,207.77
EQUITY ONE INC	294752100	3000	05/19/11	05/19/11	\$58,834.87	\$58,260.00	\$574.87
CALUMET SPECIALTY PRODS	131476103	2000	02/24/11	06/06/11	\$43,787.71	\$42,900.00	\$887.71
SENIOR HSG PTYS TR	81721M109	2750	06/28/11	06/28/11	\$62,938.32	\$61,875.00	\$1,063.32
U S TREASURY BOND	912810QQ4	50000	05/17/11	08/03/11	\$54,281.25	\$51,210.94	\$3,070.31
B & G FOODS INC NEW	05508R106	10000	08/05/11	08/05/11	\$177,796.58	\$169,300.00	\$8,496.58
CONOCOPHILLIPS	20825C104	400	08/08/11	08/15/11	\$26,947.48	\$26,096.00	\$851.48
SOUTHERN COMPANY	842587107	350	08/08/11	08/17/11	\$14,168.68	\$13,485.50	\$683.18
B & G FOODS INC NEW	05508R106	5375	08/18/11	08/19/11	\$93,039.98	\$91,590.00	\$1,449.98
B & G FOODS INC NEW	05508R106	4625	08/18/11	08/29/11	\$81,675.93	\$78,810.00	\$2,865.93
B & G FOODS INC NEW	05508R106	5000	08/25/11	08/29/11	\$88,298.30	\$83,475.00	\$4,823.30
KINDER MORGAN HOLDCO LLC	49456B101	1000	02/11/11	10/25/11	\$29,925.69	\$31,040.00	\$-1,114.31
FIFTH ST FIN CORP	31678A103	5000	06/21/11	10/27/11	\$49,603.04	\$58,600.00	\$-8,996.96
DUNKIN' BRANDS GROUP INC	265504100	100	07/27/11	11/03/11	\$2,605.94	\$1,900.00	\$705.94



BNY MELLON
ASSET MANAGEMENT

BOOTH FOUNDATION

2011 Tax Information

Account Number 10570514400

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Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
PROSPECT ENERGY CORP	74348T102	10000	06/21/11	11/10/11	\$92,749.21	\$101,104.00 *	\$-8,354.79
INERGY MIDSTREAM LP	45671U106	1000	12/15/11	12/16/11	\$17,618.96	\$17,000.00	\$618.96
Total short term gain/loss					\$1,097,613.50	\$1,077,396.44	\$20,217.06

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Schedule of Realized Gains and Losses

The detailed gain and loss information in this section is provided as a service to our clients. This information may not be furnished to the IRS in its entirety. Information reported to the IRS is shown on Form 1099-B.

This section includes a summary of the short- or long-term gain and loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less and "long-term" refers to securities held for more than one year. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. Cost basis information may also reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 550 and 1212 for more information and consult your tax advisor, as RBC does not provide tax advice.

Short-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
2,000.000	ANNALY CAPITAL MANAGEMENT INC SYMBOL: NLY, CUSIP: 035710409	<input checked="" type="checkbox"/>	09/28/10	07/08/11	37,060.55	36,699.94	360.61
7,000.000	ANNALY CAPITAL MANAGEMENT INC SYMBOL: NLY, CUSIP: 035710409	<input checked="" type="checkbox"/>	09/29/10	08/01/11	121,868.11	128,159.50	-6,291.39
3,000.000	ANNALY CAPITAL MANAGEMENT INC SYMBOL: NLY, CUSIP: 035710409	<input checked="" type="checkbox"/>	09/28/10	08/01/11	52,229.19	55,049.91	-2,820.72
Short-Term Subtotal					211,157.85		-8,751.50

Long-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
5,000.000	ANNALY CAPITAL MANAGEMENT INC SYMBOL: NLY, CUSIP: 035710409	<input checked="" type="checkbox"/>	12/14/09	07/05/11	91,553.24	93,424.00	-1,870.76
5,000.000	ANNALY CAPITAL MANAGEMENT INC SYMBOL: NLY, CUSIP: 035710409	<input checked="" type="checkbox"/>	12/15/09	07/06/11	91,803.23	90,890.00	913.23
5,000.000	ANNALY CAPITAL MANAGEMENT INC SYMBOL: NLY, CUSIP: 035710409	<input checked="" type="checkbox"/>	12/23/09	07/07/11	92,453.22	93,090.00	-636.78
3,000.000	ANNALY CAPITAL MANAGEMENT INC SYMBOL: NLY, CUSIP: 035710409	<input checked="" type="checkbox"/>	03/26/10	07/08/11	55,590.82	52,852.50	2,738.32
10,000.000	ANWORTH MORTGAGE ASSET CORP SYMBOL: ANH, CUSIP: 037347101	<input checked="" type="checkbox"/>	10/19/09	07/13/11	73,098.59	77,300.00	-4,201.41
500.000	BARCLAYS BANK PLC SPONSORED ADS 7.7500% PERP PFD SYMBOL: BCS-C, CUSIP: 06739H511	<input checked="" type="checkbox"/>	10/08/08	06/16/11	12,597.36	5,500.00	7,097.36
2,000.000	BARCLAYS BANK PLC SPONSORED ADS 7.7500% PERP PFD SYMBOL: BCS-C, CUSIP: 06739H511	<input checked="" type="checkbox"/>	10/09/08	06/16/11	50,389.43	19,704.00	30,685.43
2,000.000	KINROSS GOLD CORP	<input checked="" type="checkbox"/>	09/08/09	01/18/11	33,861.34	45,499.00	-11,637.66

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QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	NEW SYMBOL: KGC, CUSIP 496902404						
500.000	KINROSS GOLD CORP NEW SYMBOL: KGC, CUSIP. 496902404	<input checked="" type="checkbox"/>	09/08/09	01/18/11	8,465.34	11,069.85	-2,604.51
800.000	PENN VIRGINIA CORP SYMBOL: PVA, CUSIP. 707882106	<input checked="" type="checkbox"/>	10/16/06	12/01/11	4,233.15	26,720.00	-22,486.85
700.000	PENN VIRGINIA CORP SYMBOL: PVA, CUSIP: 707882106	<input checked="" type="checkbox"/>	10/16/06	12/01/11	3,704.00	23,376.50	-19,672.50
200.000	PROSHARES TRUST ULTRASHORT MSCI EMERGING MKT ETF NEW SYMBOL: EEV, CUSIP: 74347X575	<input checked="" type="checkbox"/>	10/23/08	12/01/11	6,417.43	164,434.00	-158,016.57
Long-Term Subtotal					524,167.15		-179,692.70
Total Gains and Losses					735,325.00		-188,444.20
Short-Term							-8,751.50
Long-Term							-179,692.70
Term Unknown							0.00

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Schedule of Realized Gains and Losses

The detailed gain and loss information in this section is provided as a service to our clients. This information may not be furnished to the IRS in its entirety. Information reported to the IRS is shown on Form 1099-B.

This section includes a summary of the short- or long-term gain and loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less and "long-term" refers to securities held for more than one year. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time in the case of bonds purchased at a premium, cost basis information may be amortized. Cost basis information may also reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 550 and 1212 for more information and consult your tax advisor, as RBC does not provide tax advice.

Term Unknown

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
2,222.000	ENTERPRISE PRODUCTS PARTNERS LP SYMBOL: EPD, CUSIP: 293792107 SEE FOOTNOTES A	<input checked="" type="checkbox"/>	N/A	11/07/11	99,273.04	N/A	N/A
2,020.000	ENTERPRISE PRODUCTS PARTNERS LP SYMBOL: EPD, CUSIP: 293792107 SEE FOOTNOTES A	<input checked="" type="checkbox"/>	N/A	11/07/11	90,248.21	N/A	N/A
2,500.000	WESTERN GAS PARTNERS LP COM UNIT REPSTG LTD PARTNER SYMBOL: WES, CUSIP: 958254104 SEE FOOTNOTES: A	<input checked="" type="checkbox"/>	N/A	12/16/11	96,567.14	N/A	N/A
5,000.000	WESTERN GAS PARTNERS LP COM UNIT REPSTG LTD PARTNER SYMBOL: WES, CUSIP: 958254104 SEE FOOTNOTES: A	<input checked="" type="checkbox"/>	N/A	12/16/11	192,500.29	N/A	N/A
Term Unknown Subtotal					478,588.68		0.00

Short-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
1,000,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2005-54CB1-A-7-FIXED 5.500% DUE 11/25/2035 ADJUSTED QUANTITY 11,015.310, ORIGINAL COST 11,008.42, PURCHASE FACTOR 0.01101531, SALE FACTOR 0.01101531 CUSIP 12668ANZ4	<input checked="" type="checkbox"/>	02/03/11	03/25/11	11,015.31	11,008.42	6.89
1,000,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2005-54CB1-A-7-FIXED 5.500% DUE 11/25/2035 ADJUSTED QUANTITY 17,974.610, ORIGINAL COST 17,963.37,	<input checked="" type="checkbox"/>	02/03/11	04/25/11	17,974.61	17,963.37	11.24

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QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	PURCHASE FACTOR 0.01797461, SALE FACTOR: 0.01797461 CUSIP: 12668ANZ4						
,000,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2005-54CB1-A-7-FIXED 5 500% DUE 11/25/2035 ADJUSTED QUANTITY: 4,360.650, ORIGINAL COST: 4,357.92, PURCHASE FACTOR: 0.00436065, SALE FACTOR: 0.00436065 CUSIP: 12668ANZ4	<input checked="" type="checkbox"/>	02/03/11	05/25/11	4,360.65	4,357.92	2.73
,000,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2005-54CB1-A-7-FIXED 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 9,935.990, ORIGINAL COST: 9,929.78, PURCHASE FACTOR: 0.00993599, SALE FACTOR: 0.00993599 CUSIP: 12668ANZ4	<input checked="" type="checkbox"/>	02/03/11	06/25/11	9,935.99	9,929.78	6.21
,000,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2005-54CB1-A-7-FIXED 5 500% DUE 11/25/2035 ADJUSTED QUANTITY: 7,815.930, ORIGINAL COST: 7,811.04, PURCHASE FACTOR: 0.00781593, SALE FACTOR: 0.00781593 CUSIP: 12668ANZ4	<input checked="" type="checkbox"/>	02/03/11	07/25/11	7,815.93	7,811.04	4.89
,000,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2005-54CB1-A-7-FIXED 5 500% DUE 11/25/2035 ADJUSTED QUANTITY: 7,975.670, ORIGINAL COST: 7,970.68, PURCHASE FACTOR: 0.00797567, SALE FACTOR: 0.00797567 CUSIP: 12668ANZ4	<input checked="" type="checkbox"/>	02/03/11	08/25/11	7,975.67	7,970.68	4.99
,000,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2005-54CB1-A-7-FIXED 5 500% DUE 11/25/2035 ADJUSTED QUANTITY: 9,175.560, ORIGINAL COST: 9,169.82, PURCHASE FACTOR: 0.00917556, SALE FACTOR: 0.00917556 CUSIP: 12668ANZ4	<input checked="" type="checkbox"/>	02/03/11	09/25/11	9,175.56	9,169.82	5.74
,000,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES	<input checked="" type="checkbox"/>	02/03/11	10/25/11	4,696.98	4,694.04	2.94

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	2005-54CB1-A-7-FIXED 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 4,696.980, ORIGINAL COST: 4,694.04, PURCHASE FACTOR: 0.00469698, SALE FACTOR: 0.00469698 CUSIP: 12668ANZ4						
,000,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2005-54CB1-A-7-FIXED 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 11,414.980, ORIGINAL COST: 11,407.85, PURCHASE FACTOR 0.01141498, SALE FACTOR: 0.01141498 CUSIP: 12668ANZ4	<input checked="" type="checkbox"/>	02/03/11	11/25/11	11,414.98	11,407.85	7.14
,000,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2005-54CB1-A-7-FIXED 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 468.890, ORIGINAL COST: 468.60, PURCHASE FACTOR: 0.00046889, SALE FACTOR: 0.00046889 CUSIP: 12668ANZ4	<input checked="" type="checkbox"/>	02/03/11	12/25/11	468.89	468.60	0.29
500,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2006-27CBA-4-FIXED R 6.000% DUE 11/25/2036 ADJUSTED QUANTITY: 7,021.860, ORIGINAL COST: 6,249.46, PURCHASE FACTOR 0.01404372, SALE FACTOR: 0.01404372 CUSIP 02147YAD7	<input checked="" type="checkbox"/>	01/18/11	02/25/11	7,021.86	6,249.46	772.40
500,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2006-27CBA-4-FIXED R 6.000% DUE 11/25/2036 ADJUSTED QUANTITY: 7,021.860, ORIGINAL COST: 6,249.46, PURCHASE FACTOR 0.01404372, SALE FACTOR: 0.01404372 CUSIP 02147YAD7	<input checked="" type="checkbox"/>	01/18/11	03/25/11	7,021.86	6,249.46	772.40
500,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2006-27CBA-4-FIXED R 6.000% DUE 11/25/2036 ADJUSTED QUANTITY: 2,916.080, ORIGINAL COST: 2,595.31, PURCHASE FACTOR 0.00583216, SALE FACTOR: 0.00583216 CUSIP 02147YAD7	<input checked="" type="checkbox"/>	01/18/11	04/25/11	2,916.08	2,601.31	314.77

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QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
500,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2006-27CBA-4-FIXED R 6.000% DUE 11/25/2036 ADJUSTED QUANTITY: 1,238.290, ORIGINAL COST: 1,102.08, PURCHASE FACTOR: 0.00247658, SALE FACTOR: 0.00247658 CUSIP: 02147YAD7	<input checked="" type="checkbox"/>	01/18/11	05/25/11	1,238.29	1,102.08	136.21
500,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2006-27CBA-4-FIXED R 6.000% DUE 11/25/2036 ADJUSTED QUANTITY: 1,218.250, ORIGINAL COST: 1,084.24, PURCHASE FACTOR: 0.0024365, SALE FACTOR: 0.0024365 CUSIP: 02147YAD7	<input checked="" type="checkbox"/>	01/18/11	06/25/11	1,218.25	1,084.24	134.01
500,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2006-27CBA-4-FIXED R 6.000% DUE 11/25/2036 ADJUSTED QUANTITY: 1,774.390, ORIGINAL COST: 1,579.21, PURCHASE FACTOR: 0.00354878, SALE FACTOR: 0.00354878 CUSIP: 02147YAD7	<input checked="" type="checkbox"/>	01/18/11	07/25/11	1,774.39	1,579.21	195.18
500,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2006-27CBA-4-FIXED R 6.000% DUE 11/25/2036 ADJUSTED QUANTITY: 1,466.480, ORIGINAL COST: 1,305.17, PURCHASE FACTOR: 0.00293296, SALE FACTOR: 0.00293296 CUSIP: 02147YAD7	<input checked="" type="checkbox"/>	01/18/11	08/25/11	1,466.48	1,305.17	161.31
500,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2006-27CBA-4-FIXED R 6.000% DUE 11/25/2036 ADJUSTED QUANTITY: 1,852.480, ORIGINAL COST: 1,648.71, PURCHASE FACTOR: 0.00370496, SALE FACTOR: 0.00370496 CUSIP: 02147YAD7	<input checked="" type="checkbox"/>	01/18/11	09/25/11	1,852.48	1,648.71	203.77
500,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2006-27CBA-4-FIXED R 6.000% DUE 11/25/2036 ADJUSTED QUANTITY: 926.600, ORIGINAL COST: 824.67, PURCHASE FACTOR: 0.00370496, SALE FACTOR: 0.00370496 CUSIP: 02147YAD7	<input checked="" type="checkbox"/>	01/18/11	10/25/11	926.60	824.67	101.93

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QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	PURCHASE FACTOR: 0.0018532, SALE FACTOR: 0.0018532 CUSIP: 02147YAD7						
500,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2006-27CBA-4-FIXED R 6.000% DUE 11/25/2036 ADJUSTED QUANTITY: 301.490, ORIGINAL COST: 268.33, PURCHASE FACTOR: 0.00060298, SALE FACTOR: 0.00060298 CUSIP: 02147YAD7	<input checked="" type="checkbox"/>	01/18/11	11/25/11	301.49	268.33	33.16
500,000.000*	ALTERNATIVE LOAN TRUST MTGPC/SERIES 2006-27CBA-4-FIXED R 6.000% DUE 11/25/2036 ADJUSTED QUANTITY: 1,732.040, ORIGINAL COST: 1,541.52, PURCHASE FACTOR: 0.00346408, SALE FACTOR: 0.00346408 CUSIP: 02147YAD7	<input checked="" type="checkbox"/>	01/18/11	12/25/11	1,732.04	1,541.52	190.52
5,000.000	ANNALY CAPITAL MANAGEMENT INC SYMBOL: NLY, CUSIP: 035710409	<input checked="" type="checkbox"/>	12/07/10	08/01/11	86,650.93	91,536.00	-4,885.07
5,000.000	ANNALY CAPITAL MANAGEMENT INC SYMBOL: NLY, CUSIP: 035710409	<input checked="" type="checkbox"/>	12/09/10	08/01/11	86,650.80	90,502.72	-3,851.88
5,000.000	ANNALY CAPITAL MANAGEMENT INC SYMBOL: NLY, CUSIP: 035710409	<input type="checkbox"/>	02/16/11	08/01/11	86,650.80	87,651.17	-1,000.33
250,000.000*	BANC OF AMER ALT LN TRUST SERIES 2006-7 CLASS A2 5.707% DUE 10/25/2036 ADJUSTED QUANTITY: 6,939.120, ORIGINAL COST: 6,175.82, PURCHASE FACTOR: 0.02775648, SALE FACTOR: 0.02775648 CUSIP: 059469AB2	<input checked="" type="checkbox"/>	02/11/11	03/25/11	6,939.12	6,175.82	763.30
250,000.000*	BANC OF AMER ALT LN TRUST SERIES 2006-7 CLASS A2 5.707% DUE 10/25/2036 ADJUSTED QUANTITY: 8,427.970, ORIGINAL COST: 7,500.89, PURCHASE FACTOR: 0.03371188, SALE FACTOR: 0.03371188 CUSIP: 059469AB2	<input checked="" type="checkbox"/>	02/11/11	04/25/11	8,427.97	7,500.89	927.08
250,000.000*	BANC OF AMER ALT LN TRUST SERIES 2006-7 CLASS A2 5.707% DUE 10/25/2036	<input checked="" type="checkbox"/>	02/11/11	05/25/11	8,396.72	7,473.08	923.64

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QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	ADJUSTED QUANTITY: 8,396.720, ORIGINAL COST: 7,473.08, PURCHASE FACTOR: 0.03358688, SALE FACTOR: 0.03358688 CUSIP 059469AB2						
250,000.000*	BANC OF AMER ALT LN TRUST SERIES 2006-7 CLASS A2 5.707% DUE 10/25/2036 ADJUSTED QUANTITY: 4,669.540, ORIGINAL COST: 4,155.89, PURCHASE FACTOR 0.01867816, SALE FACTOR 0.01867816 CUSIP 059469AB2	<input checked="" type="checkbox"/>	02/11/11	06/25/11	4,669.54	4,155.89	513.65
250,000.000*	BANC OF AMER ALT LN TRUST SERIES 2006-7 CLASS A2 5.707% DUE 10/25/2036 ADJUSTED QUANTITY: 8,698.300, ORIGINAL COST: 7,741.49, PURCHASE FACTOR: 0.0347932, SALE FACTOR: 0.0347932 CUSIP: 059469AB2	<input checked="" type="checkbox"/>	02/11/11	07/25/11	8,698.30	7,741.49	956.81
250,000.000*	BANC OF AMER ALT LN TRUST SERIES 2006-7 CLASS A2 5.707% DUE 10/25/2036 ADJUSTED QUANTITY: 6,408.080, ORIGINAL COST: 5,703.19, PURCHASE FACTOR: 0.02563232, SALE FACTOR: 0.02563232 CUSIP: 059469AB2	<input checked="" type="checkbox"/>	02/11/11	08/25/11	6,408.08	5,703.19	704.89
250,000.000*	BANC OF AMER ALT LN TRUST SERIES 2006-7 CLASS A2 5.707% DUE 10/25/2036 ADJUSTED QUANTITY: 8,629.370, ORIGINAL COST: 7,680.14, PURCHASE FACTOR 0.03451748, SALE FACTOR: 0.03451748 CUSIP: 059469AB2	<input checked="" type="checkbox"/>	02/11/11	09/25/11	8,629.37	7,680.14	949.23
250,000.000*	BANC OF AMER ALT LN TRUST SERIES 2006-7 CLASS A2 5.707% DUE 10/25/2036 ADJUSTED QUANTITY 5,945.670, ORIGINAL COST 5,291.65, PURCHASE FACTOR 0.02378268, SALE FACTOR 0.02378268 CUSIP 059469AB2	<input checked="" type="checkbox"/>	02/11/11	10/25/11	5,945.67	5,291.65	654.02
250,000.000*	BANC OF AMER ALT LN TRUST SERIES 2006-7 CLASS A2 5.707% DUE 10/25/2036 ADJUSTED QUANTITY 12,119.530, ORIGINAL COST 10,786.38, PURCHASE FACTOR 0.04847812, SALE FACTOR 0.04847812 CUSIP 059469AB2	<input checked="" type="checkbox"/>	02/11/11	11/25/11	12,119.53	10,786.38	1,333.15

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QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
250,000.000*	BANC OF AMER ALT LN TRUST SERIES 2006-7 CLASS A2 5.707% DUE 10/25/2036 ADJUSTED QUANTITY: 5,300.290, ORIGINAL COST: 4,717.26, PURCHASE FACTOR: 0.02120116, SALE FACTOR: 0.02120116 CUSIP: 059469AB2	<input checked="" type="checkbox"/>	02/11/11	12/25/11	5,300.29	4,717.26	583.03
600,000.000*	BANK OF AMERICA FUNDING CORP SERIES 2007-2 CLASS 1A7 5.750% DUE 03/25/2037 ADJUSTED QUANTITY: 9,787.080, ORIGINAL COST: 9,267.14, PURCHASE FACTOR: 0.0163118, SALE FACTOR: 0.0163118 CUSIP: 05951GAV4	<input checked="" type="checkbox"/>	04/20/11	05/25/11	9,787.08	9,267.14	519.94
600,000.000*	BANK OF AMERICA FUNDING CORP SERIES 2007-2 CLASS 1A7 5.750% DUE 03/25/2037 ADJUSTED QUANTITY: 6,837.252, ORIGINAL COST: 6,474.02, PURCHASE FACTOR: 0.01139542, SALE FACTOR: 0.01139542 CUSIP: 05951GAV4	<input checked="" type="checkbox"/>	04/20/11	06/25/11	6,837.25	6,474.02	363.23
600,000.000*	BANK OF AMERICA FUNDING CORP SERIES 2007-2 CLASS 1A7 5.750% DUE 03/25/2037 ADJUSTED QUANTITY: 9,787.080, ORIGINAL COST: 9,267.14, PURCHASE FACTOR: 0.0163118, SALE FACTOR: 0.0163118 CUSIP: 05951GAV4	<input checked="" type="checkbox"/>	04/20/11	07/25/11	9,787.08	9,267.14	519.94
600,000.000*	BANK OF AMERICA FUNDING CORP SERIES 2007-2 CLASS 1A7 5.750% DUE 03/25/2037 ADJUSTED QUANTITY: 9,787.080, ORIGINAL COST: 9,267.14, PURCHASE FACTOR: 0.0163118, SALE FACTOR: 0.0163118 CUSIP: 05951GAV4	<input checked="" type="checkbox"/>	04/20/11	08/25/11	9,787.08	9,267.14	519.94
600,000.000*	BANK OF AMERICA FUNDING CORP SERIES 2007-2 CLASS 1A7 5.750% DUE 03/25/2037 ADJUSTED QUANTITY: 9,787.080, ORIGINAL COST: 9,267.14, PURCHASE FACTOR: 0.0163118, SALE FACTOR: 0.0163118 CUSIP: 05951GAV4	<input checked="" type="checkbox"/>	04/20/11	09/25/11	9,787.08	9,267.14	519.94
600,000.000*	BANK OF AMERICA FUNDING CORP SERIES 2007-2 CLASS 1A7 5.750% DUE 03/25/2037	<input checked="" type="checkbox"/>	04/20/11	10/25/11	9,787.08	9,267.14	519.94

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	ADJUSTED QUANTITY: 9,787.080, ORIGINAL COST: 9,267.14, PURCHASE FACTOR: 0.0163118, SALE FACTOR: 0.0163118 CUSIP: 05951GAV4						
600,000.000*	BANK OF AMERICA FUNDING CORP SERIES 2007-2 CLASS 1A7 5.750% DUE 03/25/2037 ADJUSTED QUANTITY: 9,787.080, ORIGINAL COST: 9,267.14, PURCHASE FACTOR: 0.0163118, SALE FACTOR: 0.0163118 CUSIP: 05951GAV4	<input checked="" type="checkbox"/>	04/20/11	11/25/11	9,787.08	9,267.14	519.94
600,000.000*	BANK OF AMERICA FUNDING CORP SERIES 2007-2 CLASS 1A7 5.750% DUE 03/25/2037 ADJUSTED QUANTITY: 9,787.080, ORIGINAL COST: 9,267.14, PURCHASE FACTOR: 0.0163118, SALE FACTOR: 0.0163118 CUSIP: 05951GAV4	<input checked="" type="checkbox"/>	04/20/11	12/25/11	9,787.08	9,267.14	519.94
1,000.000	BARCLAYS BK PLC IPATH S&P 500 VIX SHORT TERM FUTURES ETN NEW SYMBOL: VXX, CUSIP: 06740C261	<input checked="" type="checkbox"/>	11/03/10	08/30/11	38,208.26	51,907.86	-13,699.60
500,000.000*	CHL MORTGAGE PASS THROUGH TRUST MTGPC/SERIES 2006-15 A-1-FIXED RT 6.250% DUE 10/25/2036 ADJUSTED QUANTITY: 9,894.310, ORIGINAL COST: 9,449.07, PURCHASE FACTOR: 0.01978862, SALE FACTOR: 0.01978862 CUSIP: 12543UAA0	<input checked="" type="checkbox"/>	01/26/11	02/25/11	9,894.31	9,449.07	445.24
500,000.000*	CHL MORTGAGE PASS THROUGH TRUST MTGPC/SERIES 2006-15 A-1-FIXED RT 6.250% DUE 10/25/2036 ADJUSTED QUANTITY: 14,266.670, ORIGINAL COST: 13,624.67, PURCHASE FACTOR: 0.02853334, SALE FACTOR: 0.02853334 CUSIP: 12543UAA0	<input checked="" type="checkbox"/>	01/26/11	03/25/11	14,266.67	13,624.67	642.00
500,000.000*	CHL MORTGAGE PASS THROUGH TRUST MTGPC/SERIES 2006-15 A-1-FIXED RT 6.250% DUE 10/25/2036 ADJUSTED QUANTITY: 5,112.240, ORIGINAL COST: 4,882.19, PURCHASE FACTOR: 0.01022448, SALE FACTOR: 0.01022448	<input checked="" type="checkbox"/>	01/26/11	04/25/11	5,112.24	4,882.19	230.05

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	CUSIP: 12543UAA0						
500,000.000*	CHL MORTGAGE PASS THROUGH TRUST MTGPC/SERIES 2006-15 A-1-FIXED RT 6 250% DUE 10/25/2036 ADJUSTED QUANTITY 5,582.400, ORIGINAL COST: 5,331.19, PURCHASE FACTOR: 0.0111648, SALE FACTOR: 0.0111648 CUSIP: 12543UAA0	<input checked="" type="checkbox"/>	01/26/11	05/25/11	5,582.40	5,331.19	251.21
500,000.000*	CHL MORTGAGE PASS THROUGH TRUST MTGPC/SERIES 2006-15 A-1-FIXED RT 6.250% DUE 10/25/2036 ADJUSTED QUANTITY: 10,397.170, ORIGINAL COST: 9,929.30, PURCHASE FACTOR: 0.02079434, SALE FACTOR: 0.02079434 CUSIP: 12543UAA0	<input checked="" type="checkbox"/>	01/26/11	06/25/11	10,397.17	9,929.30	467.87
500,000.000*	CHL MORTGAGE PASS THROUGH TRUST MTGPC/SERIES 2006-15 A-1-FIXED RT 6 250% DUE 10/25/2036 ADJUSTED QUANTITY: 22,299.940, ORIGINAL COST: 21,296.44, PURCHASE FACTOR: 0.04459988, SALE FACTOR: 0.04459988 CUSIP: 12543UAA0	<input checked="" type="checkbox"/>	01/26/11	07/25/11	22,299.94	21,296.44	1,003.50
500,000.000*	CHL MORTGAGE PASS THROUGH TRUST MTGPC/SERIES 2006-15 A-1-FIXED RT 6 250% DUE 10/25/2036 ADJUSTED QUANTITY: 5,279.040, ORIGINAL COST: 5,041.48, PURCHASE FACTOR: 0.01055808, SALE FACTOR: 0.01055808 CUSIP: 12543UAA0	<input checked="" type="checkbox"/>	01/26/11	08/25/11	5,279.04	5,041.48	237.56
500,000.000*	CHL MORTGAGE PASS THROUGH TRUST MTGPC/SERIES 2006-15 A-1-FIXED RT 6 250% DUE 10/25/2036 ADJUSTED QUANTITY 7,914.920, ORIGINAL COST: 7,558.75, PURCHASE FACTOR 0.01582984, SALE FACTOR 0.01582984 CUSIP 12543UAA0	<input checked="" type="checkbox"/>	01/26/11	09/25/11	7,914.92	7,558.75	356.17
500,000.000*	CHL MORTGAGE PASS THROUGH TRUST MTGPC/SERIES 2006-15 A-1-FIXED RT	<input checked="" type="checkbox"/>	01/26/11	10/25/11	7,116.68	6,796.43	320.25

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	6 250% DUE 10/25/2036 ADJUSTED QUANTITY: 7,116.680, ORIGINAL COST: 6,796.43, PURCHASE FACTOR: 0.01423336, SALE FACTOR: 0.01423336 CUSIP: 12543UAA0						
500,000.000*	CHL MORTGAGE PASS THROUGH TRUST MTGPC/SERIES 2006-15 A-1-FIXED RT 6 250% DUE 10/25/2036 ADJUSTED QUANTITY: 5,331.830, ORIGINAL COST: 5,091.90, PURCHASE FACTOR: 0.01066366, SALE FACTOR: 0.01066366 CUSIP: 12543UAA0	<input checked="" type="checkbox"/>	01/26/11	11/25/11	5,331.83	5,091.90	239.93
500,000.000*	CHL MORTGAGE PASS THROUGH TRUST MTGPC/SERIES 2006-15 A-1-FIXED RT 6 250% DUE 10/25/2036 ADJUSTED QUANTITY: 5,020.080, ORIGINAL COST: 4,794.18, PURCHASE FACTOR: 0.01004016, SALE FACTOR: 0.01004016 CUSIP: 12543UAA0	<input checked="" type="checkbox"/>	01/26/11	12/25/11	5,020.08	4,794.18	225.90
600,000.000*	COUNTRYWIDE ALT LN TR SERIES 2005-64CB CLASS 1-A-1 5 500% DUE 12/25/2035 ADJUSTED QUANTITY: 6,892.950, ORIGINAL COST: 6,469.03, PURCHASE FACTOR: 0.01148825, SALE FACTOR: 0.01148825 CUSIP: 12668AZL2	<input checked="" type="checkbox"/>	01/19/11	02/25/11	6,892.95	6,469.03	423.92
600,000.000*	COUNTRYWIDE ALT LN TR SERIES 2005-64CB CLASS 1-A-1 5.500% DUE 12/25/2035 ADJUSTED QUANTITY: 6,892.950, ORIGINAL COST: 6,469.03, PURCHASE FACTOR: 0.01148825, SALE FACTOR: 0.01148825 CUSIP: 12668AZL2	<input checked="" type="checkbox"/>	01/19/11	03/25/11	6,892.95	6,469.03	423.92
600,000.000*	COUNTRYWIDE ALT LN TR SERIES 2005-64CB CLASS 1-A-1 5 500% DUE 12/25/2035 ADJUSTED QUANTITY: 6,892.950, ORIGINAL COST: 6,469.03, PURCHASE FACTOR: 0.01148825, SALE FACTOR: 0.01148825 CUSIP: 12668AZL2	<input checked="" type="checkbox"/>	01/19/11	04/25/11	6,892.95	6,469.03	423.92
600,000.000*	COUNTRYWIDE ALT LN TR SERIES 2005-64CB CLASS 1-A-1 5 500% DUE 12/25/2035 ADJUSTED QUANTITY: 4,240.13, ORIGINAL COST: 3,979.36, PURCHASE FACTOR: 0.01148825, SALE FACTOR: 0.01148825 CUSIP: 12668AZL2	<input checked="" type="checkbox"/>	01/19/11	05/25/11	4,240.13	3,979.36	260.77

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	ADJUSTED QUANTITY: 4,240.128, ORIGINAL COST: 3,979.36, PURCHASE FACTOR: 0.00706688, SALE FACTOR: 0.00706688 CUSIP: 12668AZL2						
600,000.000*	COUNTRYWIDE ALT LN TR SERIES 2005-64CB CLASS 1-A-1 5.500% DUE 12/25/2035 ADJUSTED QUANTITY: 6,892.950, ORIGINAL COST: 6,469.03, PURCHASE FACTOR: 0.01148825, SALE FACTOR: 0.01148825 CUSIP: 12668AZL2	<input checked="" type="checkbox"/>	01/19/11	06/25/11	6,892.95	6,469.03	423.92
600,000.000*	COUNTRYWIDE ALT LN TR SERIES 2005-64CB CLASS 1-A-1 5.500% DUE 12/25/2035 ADJUSTED QUANTITY: 5,133.390, ORIGINAL COST: 4,817.69, PURCHASE FACTOR: 0.00855565, SALE FACTOR: 0.00855565 CUSIP: 12668AZL2	<input checked="" type="checkbox"/>	01/19/11	07/25/11	5,133.39	4,817.69	315.70
600,000.000*	COUNTRYWIDE ALT LN TR SERIES 2005-64CB CLASS 1-A-1 5.500% DUE 12/25/2035 ADJUSTED QUANTITY: 6,892.950, ORIGINAL COST: 6,469.03, PURCHASE FACTOR: 0.01148825, SALE FACTOR: 0.01148825 CUSIP: 12668AZL2	<input checked="" type="checkbox"/>	01/19/11	08/25/11	6,892.95	6,469.03	423.92
600,000.000*	COUNTRYWIDE ALT LN TR SERIES 2005-64CB CLASS 1-A-1 5.500% DUE 12/25/2035 ADJUSTED QUANTITY: 6,892.950, ORIGINAL COST: 6,469.03, PURCHASE FACTOR: 0.01148825, SALE FACTOR: 0.01148825 CUSIP: 12668AZL2	<input checked="" type="checkbox"/>	01/19/11	09/25/11	6,892.95	6,469.03	423.92
600,000.000*	COUNTRYWIDE ALT LN TR SERIES 2005-64CB CLASS 1-A-1 5.500% DUE 12/25/2035 ADJUSTED QUANTITY: 6,892.950, ORIGINAL COST: 6,469.03, PURCHASE FACTOR: 0.01148825, SALE FACTOR: 0.01148825 CUSIP: 12668AZL2	<input checked="" type="checkbox"/>	01/19/11	10/25/11	6,892.95	6,469.03	423.92
600,000.000*	COUNTRYWIDE ALT LN TR SERIES 2005-64CB CLASS 1-A-1 5.500% DUE 12/25/2035 ADJUSTED QUANTITY: 6,892.950, ORIGINAL COST: 6,469.03, PURCHASE FACTOR: 0.01148825, SALE FACTOR: 0.01148825 CUSIP: 12668AZL2	<input checked="" type="checkbox"/>	01/19/11	11/25/11	6,892.95	6,469.03	423.92

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600,000.000*	COUNTRYWIDE ALT LN TR SERIES 2005-64CB CLASS 1-A-1 5.500% DUE 12/25/2035 ADJUSTED QUANTITY: 6,892.950, ORIGINAL COST: 6,469.03, PURCHASE FACTOR: 0.01148825, SALE FACTOR: 0.01148825 CUSIP: 12668AZL2	<input checked="" type="checkbox"/>	01/19/11	12/25/11	6,892.95	6,469.03	423.92
500,000.000*	GSR MORTGAGE LOAN TRUST MTGPC/SERIES 2005-8F 2A-5-FIXED RT 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 8,970.630, ORIGINAL COST: 8,667.87, PURCHASE FACTOR: 0.01794126, SALE FACTOR: 0.01794126 CUSIP: 362341VT3	<input checked="" type="checkbox"/>	08/29/11	09/25/11	8,970.63	8,667.87	302.76
500,000.000*	GSR MORTGAGE LOAN TRUST MTGPC/SERIES 2005-8F 2A-5-FIXED RT 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 7,116.940, ORIGINAL COST: 6,876.74, PURCHASE FACTOR: 0.01423388, SALE FACTOR: 0.01423388 CUSIP: 362341VT3	<input checked="" type="checkbox"/>	08/29/11	10/25/11	7,116.94	6,876.74	240.20
500,000.000*	GSR MORTGAGE LOAN TRUST MTGPC/SERIES 2005-8F 2A-5-FIXED RT 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 12,622.440, ORIGINAL COST: 12,196.43, PURCHASE FACTOR: 0.02524488, SALE FACTOR: 0.02524488 CUSIP: 362341VT3	<input checked="" type="checkbox"/>	08/29/11	11/25/11	12,622.44	12,196.43	426.01
500,000.000*	GSR MORTGAGE LOAN TRUST MTGPC/SERIES 2005-8F 2A-5-FIXED RT 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 4,870.080, ORIGINAL COST: 4,705.71, PURCHASE FACTOR: 0.00974016, SALE FACTOR: 0.00974016 CUSIP: 362341VT3	<input checked="" type="checkbox"/>	08/29/11	12/25/11	4,870.08	4,705.71	164.37
600,000.000*	RFMSI SERIES TRUST MTGPC/SER 2006-S9 A-10-FIXED RT 6.250% DUE 09/25/2036 ADJUSTED QUANTITY: 5,516.628, ORIGINAL COST: 5,351.13, PURCHASE FACTOR: 0.00919438, SALE FACTOR: 0.00919438	<input checked="" type="checkbox"/>	11/29/10	01/25/11	5,516.63	5,351.13	165.50

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	CUSIP: 749577AK8						
600,000.000*	RFMSI SERIES TRUST MTGPC/SER 2006-S9 A-10-FIXED RT 6 250% DUE 09/25/2036 ADJUSTED QUANTITY: 5,566.188, ORIGINAL COST: 5,399.20, PURCHASE FACTOR: 0.00927698, SALE FACTOR: 0.00927698 CUSIP: 749577AK8	<input checked="" type="checkbox"/>	11/29/10	02/25/11	5,566.19	5,399.20	166.99
600,000.000*	RFMSI SERIES TRUST MTGPC/SER 2006-S9 A-10-FIXED RT 6 250% DUE 09/25/2036 ADJUSTED QUANTITY: 8,753.418, ORIGINAL COST: 8,490.82, PURCHASE FACTOR: 0.01458903, SALE FACTOR: 0.01458903 CUSIP: 749577AK8	<input checked="" type="checkbox"/>	11/29/10	03/25/11	8,753.42	8,490.82	262.60
600,000.000*	RFMSI SERIES TRUST MTGPC/SER 2006-S9 A-10-FIXED RT 6.250% DUE 09/25/2036 ADJUSTED QUANTITY: 4,019.052, ORIGINAL COST: 3,898.48, PURCHASE FACTOR: 0.00669842, SALE FACTOR: 0.00669842 CUSIP: 749577AK8	<input checked="" type="checkbox"/>	11/29/10	04/25/11	4,019.05	3,898.48	120.57
600,000.000*	RFMSI SERIES TRUST MTGPC/SER 2006-S9 A-10-FIXED RT 6.250% DUE 09/25/2036 ADJUSTED QUANTITY: 8,753.418, ORIGINAL COST: 8,490.82, PURCHASE FACTOR: 0.01458903, SALE FACTOR: 0.01458903 CUSIP: 749577AK8	<input checked="" type="checkbox"/>	11/29/10	05/25/11	8,753.42	8,490.82	262.60
600,000.000*	RFMSI SERIES TRUST MTGPC/SER 2006-S9 A-10-FIXED RT 6 250% DUE 09/25/2036 ADJUSTED QUANTITY: 5,191.920, ORIGINAL COST: 5,036.16, PURCHASE FACTOR: 0.0086532, SALE FACTOR: 0.0086532 CUSIP: 749577AK8	<input checked="" type="checkbox"/>	11/29/10	06/25/11	5,191.92	5,036.16	155.76
600,000.000*	RFMSI SERIES TRUST MTGPC/SER 2006-S9 A-10-FIXED RT	<input checked="" type="checkbox"/>	11/29/10	07/25/11	2,345.98	2,275.60	70.38

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	6.250% DUE 09/25/2036 ADJUSTED QUANTITY: 2,345 982, ORIGINAL COST: 2,275.60, PURCHASE FACTOR: 0 00390997, SALE FACTOR: 0.00390997 CUSIP: 749577AK8						
600,000.000*	RFMSI SERIES TRUST MTGPC/SER 2006-S9 A-10-FIXED RT 6 250% DUE 09/25/2036 ADJUSTED QUANTITY. 995 952, ORIGINAL COST: 966.07, PURCHASE FACTOR. 0.00165992, SALE FACTOR: 0.00165992 CUSIP 749577AK8	<input checked="" type="checkbox"/>	11/29/10	08/25/11	995.95	966.07	29.88
600,000.000*	RFMSI SERIES TRUST MTGPC/SER 2006-S9 A-10-FIXED RT 6.250% DUE 09/25/2036 ADJUSTED QUANTITY. 7,907 442, ORIGINAL COST: 7,670.22, PURCHASE FACTOR: 0 01317907, SALE FACTOR: 0.01317907 CUSIP: 749577AK8	<input checked="" type="checkbox"/>	11/29/10	09/25/11	7,907.44	7,670.22	237.22
600,000.000*	RFMSI SERIES TRUST MTGPC/SER 2006-S9 A-10-FIXED RT 6 250% DUE 09/25/2036 ADJUSTED QUANTITY: 8,753.418, ORIGINAL COST: 8,490.82, PURCHASE FACTOR. 0.01458903, SALE FACTOR: 0.01458903 CUSIP: 749577AK8	<input checked="" type="checkbox"/>	11/29/10	10/25/11	8,753.42	8,490.82	262.60
600,000 000*	RFMSI SERIES TRUST MTGPC/SER 2006-S9 A-10-FIXED RT 6 250% DUE 09/25/2036 ADJUSTED QUANTITY: 8,753.418, ORIGINAL COST: 8,490.82, PURCHASE FACTOR 0 01458903, SALE FACTOR: 0.01458903 CUSIP. 749577AK8	<input checked="" type="checkbox"/>	11/29/10	11/25/11	8,753.42	8,490.82	262.60
650,000.000*	RFMSI TRUST MTGPC/SER 2005-S7 A-5-FIXED RT 5 500% DUE 11/25/2035 ADJUSTED QUANTITY 2,410 889, ORIGINAL COST 2,383 77, PURCHASE FACTOR 0 00370906, SALE FACTOR 0 00370906 CUSIP 76111XZV8	<input checked="" type="checkbox"/>	02/16/11	03/25/11	2,410 89	2,383.77	27 12
650,000.000*	RFMSI TRUST MTGPC/SER	<input checked="" type="checkbox"/>	02/16/11	04/25/11	901 00	890 86	10 14

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	2005-S7 A-5-FIXED RT 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 900.998, ORIGINAL COST: 890.86, PURCHASE FACTOR 0.00138615, SALE FACTOR: 0 00138615 CUSIP: 76111XZV8						
650,000.000*	RFMSI TRUST MTGPC/SER 2005-S7 A-5-FIXED RT 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 5,421.371, ORIGINAL COST: 5,360.38, PURCHASE FACTOR 0 00834057, SALE FACTOR: 0 00834057 CUSIP: 76111XZV8	<input checked="" type="checkbox"/>	02/16/11	05/25/11	5,421.37	5,360.38	60.99
650,000.000*	RFMSI TRUST MTGPC/SER 2005-S7 A-5-FIXED RT 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 10,066.388, ORIGINAL COST: 9,953.14, PURCHASE FACTOR: 0 01548675, SALE FACTOR 0.01548675 CUSIP: 76111XZV8	<input checked="" type="checkbox"/>	02/16/11	06/25/11	10,066.39	9,953.14	113.25
650,000.000*	RFMSI TRUST MTGPC/SER 2005-S7 A-5-FIXED RT 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 1,684.683, ORIGINAL COST: 1,665.73, PURCHASE FACTOR: 0 00259182, SALE FACTOR: 0.00259182 CUSIP: 76111XZV8	<input checked="" type="checkbox"/>	02/16/11	07/25/11	1,684.68	1,665.73	18.95
650,000.000*	RFMSI TRUST MTGPC/SER 2005-S7 A-5-FIXED RT 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 224.452, ORIGINAL COST: 221.92, PURCHASE FACTOR: 0 00034531, SALE FACTOR 0 00034531 CUSIP: 76111XZV8	<input checked="" type="checkbox"/>	02/16/11	08/25/11	224.45	221.93	2.52
650,000.000*	RFMSI TRUST MTGPC/SER 2005-S7 A-5-FIXED RT 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 2,115.458, ORIGINAL COST: 2,091.66, PURCHASE FACTOR 0 00325455, SALE FACTOR 0 00325455 CUSIP 76111XZV8	<input checked="" type="checkbox"/>	02/16/11	09/25/11	2,115.46	2,091.66	23.80
650,000.000*	RFMSI TRUST MTGPC/SER 2005-S7 A-5-FIXED RT 5.500% DUE 11/25/2035 ADJUSTED QUANTITY 6,671.763, ORIGINAL COST: 6,596.70,	<input checked="" type="checkbox"/>	02/16/11	10/25/11	6,671.76	6,596.71	75.05

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Schedule of Realized Gains and Losses (cont)

Short-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	PURCHASE FACTOR: 0.01026425, SALE FACTOR: 0.01026425 CUSIP: 76111XZV8						
650,000.000*	RFMSI TRUST MTGPC/SER 2005-S7 A-5-FIXED RT 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 9,922.757, ORIGINAL COST: 9,811.13, PURCHASE FACTOR: 0.01526578, SALE FACTOR: 0.01526578 CUSIP: 76111XZV8	<input checked="" type="checkbox"/>	02/16/11	11/25/11	9,922.76	9,811.13	111.63
650,000.000*	RFMSI TRUST MTGPC/SER 2005-S7 A-5-FIXED RT 5.500% DUE 11/25/2035 ADJUSTED QUANTITY: 3,127.358, ORIGINAL COST: 3,092.18, PURCHASE FACTOR: 0.00481132, SALE FACTOR: 0.00481132 CUSIP: 76111XZV8	<input checked="" type="checkbox"/>	02/16/11	12/25/11	3,127.36	3,092.18	35.18
5,200 000	SUMMIT HOTEL PROPERTIES INC SYMBOL: INN, CUSIP: 866082100	<input type="checkbox"/>	02/09/11	07/25/11	58,077.38	50,407.50	7,669.88
750,000.000*	WASHINGTON MUTUAL MORTGAGE SECURITIES COMTGPC/SER 2005-5 CB-14-FIXED R 5 500% DUE 07/25/2035 ADJUSTED QUANTITY 3,569.370, ORIGINAL COST: 3,489.06, PURCHASE FACTOR: 0 00475916, SALE FACTOR: 0.00475916 CUSIP: 93934FAY8	<input checked="" type="checkbox"/>	12/14/10	01/25/11	3,569.37	3,489.06	80 31
750,000.000*	WASHINGTON MUTUAL MORTGAGE SECURITIES COMTGPC/SER 2005-5 CB-14-FIXED R 5.500% DUE 07/25/2035 ADJUSTED QUANTITY 3,820 838, ORIGINAL COST: 3,734.87, PURCHASE FACTOR: 0 00509445, SALE FACTOR: 0.00509445 CUSIP: 93934FAY8	<input checked="" type="checkbox"/>	12/14/10	02/25/11	3,820.84	3,734.87	85.97
750,000 000*	WASHINGTON MUTUAL MORTGAGE SECURITIES COMTGPC/SER 2005-5 CB-14-FIXED R 5 500% DUE 07/25/2035 ADJUSTED QUANTITY 3,317 018, ORIGINAL COST 3,242.39, PURCHASE FACTOR 0 00442269, SALE FACTOR 0 00442269 CUSIP 93934FAY8	<input checked="" type="checkbox"/>	12/14/10	03/25/11	3,317.02	3,242.38	74 64
750,000.000*	WASHINGTON MUTUAL MORTGAGE	<input checked="" type="checkbox"/>	12/14/10	04/25/11	4,313.94	4,216.88	97.06

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Schedule of Realized Gains and Losses (cont)

Short-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	SECURITIES COMTGPC/SER 2005-5 CB-14-FIXED R 5.500% DUE 07/25/2035 ADJUSTED QUANTITY: 4,313 940, ORIGINAL COST: 4,216.88, PURCHASE FACTOR: 0.00575192, SALE FACTOR: 0.00575192 CUSIP: 93934FAY8						
750,000.000*	WASHINGTON MUTUAL MORTGAGE SECURITIES COMTGPC/SER 2005-5 CB-14-FIXED R 5.500% DUE 07/25/2035 ADJUSTED QUANTITY 2,678.820, ORIGINAL COST: 2,618.55, PURCHASE FACTOR: 0.00357176, SALE FACTOR: 0.00357176 CUSIP: 93934FAY8	<input checked="" type="checkbox"/>	12/14/10	05/25/11	2,678.82	2,618.55	60.27
750,000.000*	WASHINGTON MUTUAL MORTGAGE SECURITIES COMTGPC/SER 2005-5 CB-14-FIXED R 5.500% DUE 07/25/2035 ADJUSTED QUANTITY: 5,109.420, ORIGINAL COST: 4,994.46, PURCHASE FACTOR: 0.00681256, SALE FACTOR: 0.00681256 CUSIP: 93934FAY8	<input checked="" type="checkbox"/>	12/14/10	06/25/11	5,109.42	4,994.46	114.96
750,000.000*	WASHINGTON MUTUAL MORTGAGE SECURITIES COMTGPC/SER 2005-5 CB-14-FIXED R 5.500% DUE 07/25/2035 ADJUSTED QUANTITY: 3,663.848, ORIGINAL COST: 3,581.41, PURCHASE FACTOR: 0.00488513, SALE FACTOR: 0.00488513 CUSIP: 93934FAY8	<input checked="" type="checkbox"/>	12/14/10	07/25/11	3,663.85	3,581.41	82.44
750,000.000*	WASHINGTON MUTUAL MORTGAGE SECURITIES COMTGPC/SER 2005-5 CB-14-FIXED R 5.500% DUE 07/25/2035 ADJUSTED QUANTITY: 3,538.253, ORIGINAL COST: 3,458.64, PURCHASE FACTOR: 0.00471767, SALE FACTOR: 0.00471767 CUSIP: 93934FAY8	<input checked="" type="checkbox"/>	12/14/10	08/25/11	3,538.25	3,458.64	79.61
750,000.000*	WASHINGTON MUTUAL MORTGAGE SECURITIES COMTGPC/SER 2005-5 CB-14-FIXED R 5.500% DUE 07/25/2035 ADJUSTED QUANTITY: 4,750.373, ORIGINAL COST: 4,643.49, PURCHASE FACTOR: 0.00633383, SALE FACTOR: 0.00633383	<input checked="" type="checkbox"/>	12/14/10	09/25/11	4,750.37	4,643.49	106.88

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Short-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	CUSIP: 93934FAY8						
750,000 000*	WASHINGTON MUTUAL MORTGAGE SECURITIES COMTGPC/SER 2005-5 CB-14-FIXED R 5.500% DUE 07/25/2035 ADJUSTED QUANTITY 5,055.638, ORIGINAL COST: 4,941.89, PURCHASE FACTOR: 0.00674085, SALE FACTOR: 0.00674085 CUSIP: 93934FAY8	<input checked="" type="checkbox"/>	12/14/10	10/25/11	5,055.64	4,941.89	113.75
750,000.000*	WASHINGTON MUTUAL MORTGAGE SECURITIES COMTGPC/SER 2005-5 CB-14-FIXED R 5.500% DUE 07/25/2035 ADJUSTED QUANTITY 2,278 950, ORIGINAL COST: 2,227.67, PURCHASE FACTOR 0.0030386, SALE FACTOR: 0.0030386 CUSIP: 93934FAY8	<input checked="" type="checkbox"/>	12/14/10	11/25/11	2,278.95	2,227.67	51.28
86,000.000*	WELLS FARGO MORTGAGE BACKED SECURITIES TMTGPC/SER 2006-6 I-A-2-FIXED R 5 750% DUE 05/25/2036 ADJUSTED QUANTITY: 193.410, ORIGINAL COST: 192.20, PURCHASE FACTOR 0.00224895, SALE FACTOR: 0.00224895 CUSIP: 94984AAB6	<input checked="" type="checkbox"/>	02/24/11	08/25/11	193.41	192.20	1.21
86,000.000*	WELLS FARGO MORTGAGE BACKED SECURITIES TMTGPC/SER 2006-6 I-A-2-FIXED R 5 750% DUE 05/25/2036 ADJUSTED QUANTITY: 3,289.570, ORIGINAL COST: 3,269.01, PURCHASE FACTOR: 0.03825081, SALE FACTOR: 0.03825081 CUSIP 94984AAB6	<input checked="" type="checkbox"/>	02/24/11	09/25/11	3,289.57	3,269.01	20.56
86,000 000*	WELLS FARGO MORTGAGE BACKED SECURITIES TMTGPC/SER 2006-6 I-A-2-FIXED R 5 750% DUE 05/25/2036 ADJUSTED QUANTITY 3,265 980, ORIGINAL COST 3,245.57, PURCHASE FACTOR: 0 03797651, SALE FACTOR 0 03797651 CUSIP 94984AAB6	<input checked="" type="checkbox"/>	02/24/11	10/25/11	3,265 98	3,245.57	20.41
86,000 000*	WELLS FARGO MORTGAGE BACKED SECURITIES TMTGPC/SER 2006-6 I-A-2-FIXED R	<input checked="" type="checkbox"/>	02/24/11	11/25/11	3,242 55	3,222 28	20 27

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Schedule of Realized Gains and Losses (cont)

Short-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	5.750% DUE 05/25/2036 ADJUSTED QUANTITY: 3,242 550, ORIGINAL COST: 3,222.28, PURCHASE FACTOR: 0.03770407, SALE FACTOR: 0.03770407 CUSIP 94984AAB6						
86,000.000*	WELLS FARGO MORTGAGE BACKED SECURITIES TMTGPC/SER 2006-6 I-A-2-FIXED R 5.750% DUE 05/25/2036 ADJUSTED QUANTITY: 3,219 260, ORIGINAL COST: 3,199.14, PURCHASE FACTOR: 0.03743326, SALE FACTOR: 0.03743326 CUSIP. 94984AAB6	<input checked="" type="checkbox"/>	02/24/11	12/25/11	3,219.26	3,199.14	20.12
Short-Term Subtotal					987,039.60		13,063.17

Long-Term

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
5,000.000	EAGLE ROCK ENERGY PARTNERS LP UNIT LTD PARTNERSHIP INT SYMBOL: EROC, CUSIP: 26985R104	<input checked="" type="checkbox"/>	10/25/06	08/05/11	47,350.93	90,952.28	-43,601.35
618.000	EAGLE ROCK ENERGY PARTNERS LP UNIT LTD PARTNERSHIP INT SYMBOL: EROC, CUSIP: 26985R104	<input checked="" type="checkbox"/>	10/26/06	08/05/11	5,852.57	11,307.73	-5,455.15
100.000	ENTERPRISE PRODUCTS PARTNERS LP SYMBOL: EPD, CUSIP: 293792107	<input checked="" type="checkbox"/>	06/16/09	11/07/11	4,467.73	1,584.16	2,883.57
600,000.000*	RFMSI SERIES TRUST MTGPC/SER 2006-S9 A-10-FIXED RT 6.250% DUE 09/25/2036	<input checked="" type="checkbox"/>	11/29/10	12/25/11	4,803.95	4,659.83	144.12

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Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	ADJUSTED QUANTITY: 4,803.948, ORIGINAL COST: 4,659.83, PURCHASE FACTOR: 0.00800658, SALE FACTOR: 0.00800658						
750,000.000*	WASHINGTON MUTUAL MORTGAGE SECURITIES COMTGPC/SER 2005-5 CB-14-FIXED R 5 500% DUE 07/25/2035	<input checked="" type="checkbox"/>	12/14/10	12/25/11	2,419.10	2,364.67	54.43
	ADJUSTED QUANTITY: 2,419.103, ORIGINAL COST: 2,364.67, PURCHASE FACTOR: 0.00322547, SALE FACTOR: 0.00322547						
	Long-Term Subtotal				64,894.28		-45,974.38
Total Gains and Losses					1,530,522.56		-32,911.21
	Short-Term						13,063.17
	Long-Term						-45,974.38
	Term Unknown						0.00

* Return of principal Quantity represents face value

A Certain cost basis information is not available for this tax lot; therefore, gain/loss and term are not known. Please contact your Financial Advisor for more information.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

BOOTH FOUNDATION, INC.

Employer identification number (EIN) or

☒ 20-0667161

Number, street, and room or suite no. If a P.O. box, see instructions

2001 SAILFISH POINT BLVD. #316

Social security number (SSN)

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

STUART, FL 34996

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

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

- The books are in the care of ► NICHOLAS D. ENDRES, CPA

Telephone No ► 713 622-0016FAX No ► 713 622-5527

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► ☒ calendar year 2011 or► ☐ tax year beginning _____, 20____, and ending _____, 20____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	14,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	14,000.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	BOOTH FOUNDATION, INC.		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P O box, see instructions		Social security number (SSN)	
	2001 SAILFISH POINT BLVD. #316			
City, town or post office, state, and ZIP code. For a foreign address, see instructions		STUART, FL 34996		

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

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

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

- The books are in the care of **NICHOLAS D. ENDRES, CPA**
Telephone No **713 622-0016** FAX No **713 622-5527**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15, 20 12
- 5 For calendar year 2011, or other tax year beginning 20, and ending 20
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION REQUIRED TO FILE AN ACCURATE AND COMPLETE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	14,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	14,000.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0

Signature and Verification must be completed for Part II only.

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

Signature Mary Jane Robison Title CPA Date 8/14/2012

Form 8868 (Rev 1-2012)