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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 <b>THE LANEY THORNTON FOUNDATION</b>		A Employer identification number <b>20-1660400</b>						
Number and street (or P O box number if mail is not delivered to street address) <b>633 BATTERY STREET</b>	Room/suite <b>100</b>	B Telephone number (see instructions) <b>(415) 351-2893</b>						
City or town, state, and ZIP code <b>SAN FRANCISCO, CA 94111</b>		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 8,767,471.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>						

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
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				
4 Dividends and interest from securities	159,566.	159,566.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	155,637.			
b Gross sales price for all assets on line 6a <b>2,370,357.</b>				
7 Capital gain net income (from Part IV, line 2)		155,637.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-64,768.			ATCH 2
12 Total. Add lines 1 through 11	250,435.	315,203.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	12,000.			6,000.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	4,209.	4,104.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) <b>ATCH 5</b>	58,659.	58,564.		
24 Total operating and administrative expenses. Add lines 13 through 23	74,868.	62,668.		6,000.
25 Contributions, gifts, grants paid	558,140.			558,140.
26 Total expenses and disbursements. Add lines 24 and 25	633,008.	62,668.	0	564,140.
27 Subtract line 26 from line 12	-382,573.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		252,535.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA \*\* ATCH 4

Form 990-PF (2011)

614

**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 . . . . .	119,743.	108,353.	108,353.
	2 Savings and temporary cash investments . . . . .			
	3 Accounts receivable ▶ 492.			
	Less allowance for doubtful accounts ▶ . . . . .	285.	492.	492.
	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 . . . . .			
	10 a Investments - U.S. and state government obligations (attach schedule), **	1,587,360.	1,059,870.	1,012,928.
	b Investments - corporate stock (attach schedule) <b>ATCH 7</b>	3,803,340.	3,773,436.	4,111,429.
	c Investments - corporate bonds (attach schedule) <b>ATCH 8</b>	515,830.	548,295.	579,864.
	11 Investments - land, buildings, and equipment basis ▶ . . . . .			
Less accumulated depreciation ▶ (attach schedule) . . . . .				
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) <b>ATCH 9</b>	2,457,226.	2,600,375.	2,954,405.	
14 Land, buildings, and equipment basis ▶ . . . . .				
Less accumulated depreciation ▶ (attach schedule) . . . . .				
15 Other assets (describe ▶ . . . . .)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	8,483,784.	8,090,821.	8,767,471.	
Liabilities	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ . . . . .)			
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <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 . . . . .	8,483,784.	8,090,821.	
	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	8,483,784.	8,090,821.	
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	8,483,784.	8,090,821.		

**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	8,483,784.
2 Enter amount from Part I, line 27a . . . . .	2	-382,573.
3 Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4 Add lines 1, 2, and 3 . . . . .	4	8,101,211.
5 Decreases not included in line 2 (itemize) ▶ <b>ATTACHMENT 10</b> . . . . .	5	10,390.
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	8,090,821.

\*\*ATCH 6

Form 990-PF (2011)

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 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	155,637.	
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	431,050.	10,487,456.	0.041101
2009	522,488.	8,755,718.	0.059674
2008	581,101.	10,408,152.	0.055831
2007	531,545.	11,915,720.	0.044609
2006	432,547.	11,241,583.	0.038477
2 Total of line 1, column (d)			2 0.239692
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 0.047938
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 10,101,657.
5 Multiply line 4 by line 3			5 484,253.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,525.
7 Add lines 5 and 6			7 486,778.
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			8 564,140.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	2,525.
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	2,525.
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	2,525.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	12,345.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c		
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments Add lines 6a through 6d . . . . .	7	12,345.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	9,820.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 9,820. Refunded <input type="checkbox"/> . . . . .	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA, _____		
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

Form 990-PF (2011)

**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)		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)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <input type="checkbox"/> N/A			
14	The books are in care of <input type="checkbox"/> PASHA D. THORNTON Telephone no <input type="checkbox"/> 415 351-2893		
	Located at <input type="checkbox"/> 633 BATTERY STREET, SUITE 100 SAN FRANCISCO, CA ZIP + 4 <input type="checkbox"/> 94111-1812		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>	Yes	No
		16	X

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

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

	Yes	No
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"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
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	N/A
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

Form 990-PF (2011)

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ 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 ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 11		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				

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

Form 990-PF (2011)

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 . . . . .

Form 990-PF (2011)



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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	5,675,619.
b	Average of monthly cash balances	1b	218,908.
c	Fair market value of all other assets (see instructions)	1c	4,360,962.
d	<b>Total</b> (add lines 1a, b, and c)	1d	10,255,489.
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	10,255,489.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	153,832.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,101,657.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	505,083.

**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	505,083.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,525.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,525.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	502,558.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	502,558.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	502,558.

**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	564,140.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	564,140.
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	2,525.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	561,615.

**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 . . . . .				502,558.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .			509,937.	
b Total for prior years 20 <u>09</u> , 20 <u>08</u> , 20 <u>07</u> . . . . .				
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . .				
b From 2007 . . . . .				
c From 2008 . . . . .				
d From 2009 . . . . .				
e From 2010 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>564,140.</u>				
a Applied to 2010, but not more than line 2a . . . . .			509,937.	
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 . . . . .				54,203.
e Remaining amount distributed out of corpus . . . . .				
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				
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 . . . . .				448,355.
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) . . . . .				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9				
a Excess from 2007 . . . . .				
b Excess from 2008 . . . . .				
c Excess from 2009 . . . . .				
d Excess from 2010 . . . . .				
e Excess from 2011 . . . . .				

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

NOT APPLICABLE

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

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

4942(1)(3) or

4942(1)(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

**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(f)(3)(B)(i). . . .

**b** "Endowment" alternative test-  
enter 2/3 of minimum invest-  
ment 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

N/A

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

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

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

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

**c Any submission deadlines**

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

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

Recipient		If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
<b>a</b> <i>Paid during the year</i> SEE ATTACHMENT A					558,140.
<b>Total</b> . . . . . ▶ <b>3a</b>					558,140.
<b>b</b> <i>Approved for future payment</i>					
<b>Total</b> . . . . . ▶ <b>3b</b>					

## Enter gross amounts unless otherwise indicated

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )



**SCHEDULE D**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

# Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

**2011**

Name of estate or trust

THE LANEY THORNTON FOUNDATION

Employer identification number

20-1660400

**Note:** Form 5227 filers need to complete *only* Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	<b>1b</b>	-14,396.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	<b>3</b>	
<b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	<b>5</b>	-14,396.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b>					

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	<b>6b</b>	157,826.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	<b>8</b>	
<b>9</b> Capital gain distributions	<b>9</b>	12,207.
<b>10</b> Gain from Form 4797, Part I	<b>10</b>	
<b>11</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	<b>12</b>	170,033.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-14,396.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		170,033.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . .	<b>15</b>		155,637.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

<b>Part IV Capital Loss Limitation</b>	
<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000 . . . . .

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

### Part V Tax Computation Using Maximum Capital Gains Rates

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>	
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>	
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>	
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>	
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . . .	<b>21</b>	
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>	
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>	
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	<b>24</b>	
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> <b>No.</b> Enter the amount from line 23. . . . .	<b>25</b>	
<b>26</b>	Subtract line 25 from line 24. . . . .	<b>26</b>	
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>	
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>	
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>	
<b>30</b>	Multiply line 29 by 15% ( 15) . . . . .	<b>30</b>	
<b>31</b>	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . . .	<b>31</b>	
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>	
<b>33</b>	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . . .	<b>33</b>	
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). . . . .	<b>34</b>	

Schedule D (Form 1041) 2011



**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

THE LANEY THORNTON FOUNDATION

20-1660400

**Part I** Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

**1b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b ..... -14,396.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Employer identification number

## Part II

[illegible]

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .

Schedule D-1 (Form 1041) 2011

**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)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS				12,207.	
136,554.		STATE STREET BANK - MY2572 - SEE STMT A PROPERTY TYPE: SECURITIES 148,367.				VARIOUS -11,813.	VARIOUS
689,376.		STATE STREET BANK - MY2572 - SEE STMT A PROPERTY TYPE: SECURITIES 611,860.				VARIOUS 77,516.	VARIOUS
5,314.		CHARLES SCHWAB - #8298 - SEE STMT B PROPERTY TYPE: SECURITIES 5,911.				VARIOUS -597.	VARIOUS
258,196.		CHARLES SCHWAB - #8298 - SEE STMT B PROPERTY TYPE: SECURITIES 251,154.				VARIOUS 7,042.	VARIOUS
250,460.		CHARLES SCHWAB - #2768 - SEE STMT C PROPERTY TYPE: SECURITIES 160,031.				VARIOUS 90,429.	VARIOUS
8,004.		CHARLES SCHWAB - #2844 - SEE STMT D PROPERTY TYPE: SECURITIES 8,628.				VARIOUS -624.	VARIOUS
536,966.		CHARLES SCHWAB - #2844 - SEE STMT D PROPERTY TYPE: SECURITIES 572,042.				VARIOUS -35,076.	VARIOUS
13,950.		CHARLES SCHWAB - #8222 - SEE STMT E PROPERTY TYPE: SECURITIES 15,833.				VARIOUS -1,883.	VARIOUS
199,808.		CHARLES SCHWAB - #8222 - SEE STMT E PROPERTY TYPE: SECURITIES 217,918.				VARIOUS -18,110.	VARIOUS
10,037.		CHARLES SCHWAB - #6097 - SEE STMT F PROPERTY TYPE: SECURITIES 9,516.				VARIOUS 521.	VARIOUS
249,485.		CHARLES SCHWAB - #6097 - SEE STMT F PROPERTY TYPE: SECURITIES 213,460.				VARIOUS 36,025.	VARIOUS
TOTAL GAIN (LOSS) .....						<u>155,637.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND	158,224.	158,224.
INTEREST	1,342.	1,342.
TOTAL	<u>159,566.</u>	<u>159,566.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
ORDINARY BUSINESS INCOME - WIEL BRIEN FUND IV, LP	4,248.
RENTAL REAL ESTATE LOSS - WIEL BRIEN FUND IV, LP	-69,875.
STATE STREET BANK #MY2572 - NONDIV DISTR	859.
TOTALS	<u>-64,768.</u>

ATTACHMENT 3FORM 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	12,000.			6,000.
TOTALS	<u>12,000.</u>			<u>6,000.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	4,104.	4,104.
STATE TAXES PAID	105.	
TOTALS	<u>4,209.</u>	<u>4,104.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	58,446.	58,446.
BANK FEES	118.	118.
MISCELLANEOUS EXPENSE	95.	
TOTALS	<u>58,659.</u>	<u>58,564.</u>



FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>ATTACHMENT 6</u>	
<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u> <u>ENDING FMV</u>
CHARLES SCHWAB - US GOVT OBLIG	1,059,870.      1,012,928.
US OBLIGATIONS TOTAL	<u>1,059,870.</u> <u>1,012,928.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VARIOUS ACCOUNTS - CORP STOCKS	3,773,436.	4,111,429.
TOTALS	<u>3,773,436.</u>	<u>4,111,429.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VARIOUS ACCOUNTS - CORP BONDS	548,295.	579,864.
TOTALS	<u>548,295.</u>	<u>579,864.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VARIOUS OTHER INVESTMENTS	1,400,000.	1,743,904.
VARIOUS MUTUAL FUNDS	291,862.	291,971.
WIEL BRIEN FUND IV	408,513.	415,217.
K2 OVERSEAS L/S FUND	500,000.	503,313.
TOTALS	<u>2,600,375.</u>	<u>2,954,405.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJ - NO TAX IMPACT

10,390.

TOTAL

10,390.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

W. LANEY THORNTON  
633 BATTERY STREET, SUITE 100  
SAN FRANCISCO, CA 94115-1062

PRESIDENT/DIRECTOR  
1.00 *HR/WEEK*

0 0 0

PASHA D. THORNTON  
633 BATTERY STREET, SUITE 100  
SAN FRANCISCO, CA 94111-1812

SECRETARY/TREASURER  
1.00 *HR/WEEK*

0 0 0

GRAND TOTALS

The Laney Thornton Foundation  
Charitable Donations  
12/31/2011

Date	Check #	Recipient	Address	Status of Recipient	Purpose of Grant	Amount
06/29/2011	1540	Active Reading Clinic	1543 Sunnyvale Avenue, Suite 201, Walnut Creek, CA 94597	Public Charity	General Support	5,000
11/28/2011	1576	African Wildlife Foundation	1400 Sixteenth Street, NW, Suite 120, Washington, DC 20036-2249	Public Charity	General Support	5,000
11/23/2011	1575	American Conservatory Theatre	30 Grant Avenue, 6th Floor, San Francisco, CA 94108-5834	Public Charity	General Support	800
11/28/2011	1577	American Conservatory Theatre	30 Grant Avenue, 6th Floor, San Francisco, CA 94108-5834	Public Charity	General Support	5,000
11/02/2011	1556	amfAR	120 Wall Street, 13th Floor, New York, NY 10005-3908	Public Charity	General Support	4,000
11/28/2011	1578	Bay Area Ridge Trail Council	1007 General Kenedy Avenue, Suite 3, San Francisco, CA 94129	Public Charity	General Support	1,000
11/28/2011	1579	Bay Nature	1328 Sixth Street, #2, Berkeley, CA 94710	Public Charity	General Support	2,500
11/28/2011	1609	Breakthrough San Francisco	350 Masonic Avenue, San Francisco, CA 94118	Public Charity	General Support	1,000
11/28/2011	1580	California Academy of Sciences	55 Music Concourse Drive, Golden Gate Park, San Francisco, CA 94118	Public Charity	General Support	10,000
08/03/2011	1543	Californians for Population Stabilization	1129 State Street, Suite 3D, Santa Barbara CA 93101	Public Charity	General Support	10,000
11/28/2011	1581	Californians for Population Stabilization	1129 State Street, Suite 3D, Santa Barbara CA 93101	Public Charity	General Support	10,000
04/06/2011	1524	CEERT	1100 11th Street, Suite 311, Sacramento, CA 95814	Public Charity	General Support	500
11/28/2011	1582	Center for Immigration Studies	1522 K Street, NW, Suite 820, Washington, DC 20005-1202	Public Charity	General Support	2,500
11/28/2011	1583	Climate Protection Campaign	PO Box 3785, Santa Rosa, CA 95402	Public Charity	General Support	10,000
11/08/2011	1565	COFAM	De Young, Golden Gate Park, 50 Hagiwara Tea Garden Drive, San Francisco, CA 94118	Public Charity	General Support	500
02/18/2011	1514	Conservation International	2011 Crystal Drive, Suite 500, Arlington, VA 22202	Public Charity	General Support	1,750
11/28/2011	1584	Earth Policy Institute	1300 Connecticut Avenue, NW, Suite 403, Washington, DC 20036	Public Charity	General Support	15,000
11/28/2011	1585	EngenderHealth	440 Ninth Avenue, New York, NY 10001	Public Charity	General Support	25,000
05/25/2011	1534	ENVIRONMENTAL WORKING GROUP	1436 U Street NW, Suite 100, Washington, DC 20009	Public Charity	General Support	1,000
11/28/2011	1586	Familie Care International	588 Broadway, Suite 503, New York, NY 10012	Public Charity	General Support	1,000
11/28/2011	1587	Fed for American Immigration Reform	25 Massachusetts Avenue, NW, Suite 330, Washington, DC 20001	Public Charity	General Support	5,000
11/28/2011	1588	Fine Arts Museum of San Francisco	De Young, Golden Gate Park, 50 Hagiwara Tea Garden Drive, San Francisco, CA 94118	Public Charity	General Support	5,000
11/28/2011	1628	First Base Foundation	519 Browning Street, Mill Valley, CA 94941	Public Charity	General Support	5,000
11/28/2011	1589	Forest Forever Foundation	142 Sansome Street, 5th Floor, San Francisco, CA 94104	Public Charity	General Support	1,000
11/28/2011	1590	Full Circle Fund	133 Kearny Street, Suite 202, San Francisco, CA 94108	Public Charity	General Support	1,000
09/14/2011	1547	Greenbelt Alliance	631 Howard Street, Suite 510, San Francisco, CA 94105	Public Charity	General Support	1,000
11/28/2011	1591	Greenbelt Alliance	631 Howard Street, Suite 510, San Francisco, CA 94105	Public Charity	General Support	90,000
11/28/2011	1592	Hampshire College	Office of Institutional Advancement, Amherst, MA 01002-3359	Public Charity	General Support	1,000
12/12/2011	1626	Hampshire College	Office of Institutional Advancement, Amherst, MA 01002-3359	Public Charity	General Support	1,500
11/28/2011	1593	Harvard Business School	124 Mount Auburn Street, Cambridge, MA 02138-5795	Public Charity	General Support	1,000
11/28/2011	1594	Harvard University Center for Environment	24 Oxford Street, 3rd Floor, Cambridge, MA 02138	Public Charity	General Support	5,000
11/28/2011	1596	I S I S	893 West Street, Hampshire College, Amherst, MA 01002	Public Charity	General Support	5,000
11/28/2011	1595	IHC-CalCars	PO Box 61045, Palo Alto, CA 94306	Public Charity	General Support	500
02/18/2011	1515	Institute for Health and Healing	2015 Steiner Street, San Francisco, CA 94115	Public Charity	General Support	500
03/30/2011	1526	Institute For Market Transformation	1776 Massachusetts Avenue, NW, Suite 815, Washington, DC 20036	Public Charity	General Support	3,000
11/28/2011	1597	International Planned Parenthood Fed	125 Maiden Lane, 9th Floor, New York, NY 10038-4730	Public Charity	General Support	2,500
06/03/2011	1535	Natural Resources Defense Council	1314 Second Street, Santa Monica, CA 90401	Public Charity	General Support	10,000
11/28/2011	1599	Natural Resources Defense Council	40 W 20th Street, New York, NY 10011	Public Charity	General Support	5,000
11/28/2011	1600	NumbersUSA.com	1601 N Kent Street, Suite 1100, Arlington, VA 22209	Public Charity	General Support	30,000
11/28/2011	1601	Pacific Forest Trust	The Presidio, 1001-A O'Reilly Avenue, San Francisco, CA 94129	Public Charity	General Support	40,000
11/28/2011	1602	Population Connection	2120 L Street NW, Suite 500, Washington, DC 20037	Public Charity	General Support	7,500
10/20/2011	1553	Population Media Center	PO Box 547, Shelburne, VT 05482	Public Charity	General Support	12,500
09/15/2011	1548	Progressives for Immigration Reform	888 16th Street NW, Suite 800, Washington, DC 20006	Public Charity	General Support	10,000
11/28/2011	1603	Progressives for Immigration Reform	888 16th Street NW, Suite 800, Washington, DC 20006	Public Charity	General Support	15,000
11/28/2011	1604	Rainforest Alliance	665 Broadway, Suite 500, New York, NY 10012	Public Charity	General Support	10,000
11/28/2011	1605	Resource Renewal Institute	187 East Blithedale Avenue, Mill Valley, CA 94941	Public Charity	General Support	1,000
07/19/2011	1541	Rocky Mountain Institute	1820 Folsom Street, Boulder CO 80302	Public Charity	General Support	9,000
11/28/2011	1606	Rocky Mountain Institute	1820 Folsom Street, Boulder CO 80302	Public Charity	General Support	10,000
11/28/2011	1607	San Francisco Ballet Association	455 Franklin Street, San Francisco, CA 94102	Public Charity	General Support	5,000
11/28/2011	1608	San Francisco Conservatory of Music	50 Oak Street, San Francisco, CA 94102	Public Charity	General Support	1,000
11/28/2011	1610	San Francisco Film Society	39 Mesa Street, Suite 110, The Presidio, San Francisco, CA 94129	Public Charity	General Support	1,000
11/28/2011	1611	San Francisco Opera Association	War Memorial Opera House, 301 Van Ness Avenue, San Francisco, CA 94102	Public Charity	General Support	5,000
11/28/2011	1612	San Francisco Parks Trust	San Francisco Parks Alliance, PO Box 170160, San Francisco, CA 94117	Public Charity	General Support	1,000
11/28/2011	1613	San Francisco Symphony	Davies Symphony Hall, San Francisco, CA 94102-4585	Public Charity	General Support	5,000
11/28/2011	1614	Save the Redwoods League	114 Sansome Street, Suite 1200, San Francisco, CA 94104-3823	Public Charity	General Support	5,000
11/28/2011	1615	SFJAZZ	Three Embarcadero Center, Lobby Level, San Francisco, CA 94111	Public Charity	General Support	5,000
11/28/2011	1616	Sonoma Ashram Foundation	PO Box 950, Sonoma CA 95476	Public Charity	General Support	1,000
11/28/2011	1617	Sonoma Land Trust	966 Sonoma Avenue, Santa Rosa, CA 95404	Public Charity	General Support	1,000
11/30/2011	1624	Sonoma Mountain Preservation	5850 Grove Street, Sonoma, CA 95476	Public Charity	General Support	500
11/28/2011	1618	SPUR	654 Mission Street, San Francisco, CA 94105	Public Charity	General Support	1,000
05/23/2011	1533	The Baum Foundation	PO box 475027, San Francisco, CA 94147	Public Charity	General Support	4,250
01/14/2011	1511	The Crucible	1260 7th Street, Oakland, CA 94607	Public Charity	General Support	250
07/19/2011	1542	The Crucible	1260 7th Street, Oakland, CA 94607	Public Charity	General Support	1,000
11/28/2011	1619	The Crucible	1260 7th Street, Oakland, CA 94607	Public Charity	General Support	2,500
11/08/2011	1568	The David Lynch Foundation	1000 North Fourth Street, Fairfield, IA 52557	Public Charity	General Support	1,500
11/28/2011	1598	The Leakey Foundation	1003B O'Reilly Avenue, San Francisco, CA 94129-1359	Public Charity	General Support	1,000
03/22/2011	1519	Tipping Point Community	703 Market Street, Suite 708, San Francisco, CA 94103	Public Charity	General Support	4,800
06/08/2011	1538	Tipping Point Community	703 Market Street, Suite 708, San Francisco, CA 94103	Public Charity	General Support	5,000
11/28/2011	1620	UCSF Foundation	UCSF, Box 0248, San Francisco, CA 94143-0248	Public Charity	General Support	20,000
11/28/2011	1621	Webb Schools	1175 West Baseline Road, Claremont, CA 91711-2199	Public Charity	General Support	1,000
04/06/2011	1525	WILDAID	744 Montgomery Street, San Francisco, CA 94111	Public Charity	General Support	3,400
05/09/2011	1529	WILDAID	744 Montgomery Street, San Francisco, CA 94111	Public Charity	General Support	640
05/09/2011	1530	WILDAID	744 Montgomery Street, San Francisco, CA 94111	Public Charity	General Support	1,750
11/28/2011	1622	WILDAID	744 Montgomery Street, San Francisco, CA 94111	Public Charity	General Support	35,000
12/21/2011	1629	Wildlife Conservation Society	2300 Southern Blvd, Bronx, NY 10460	Public Charity	General Support	20,000
11/28/2011	1623	Worldwatch Institute	1776 Massachusetts Avenue, NW, Washington, DC 20036	Public Charity	General Support	25,000

\$ 558,140

Harris myCFO Investment Advisory Services LLC

**REALIZED GAINS AND LOSSES**

The Laney Thornton Foundation

**Non-US Equity - Foundation**

**Charles Schwab 81018298**

From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
03-10-09	10-18-11	53.929	DFA INTL SMALL COMPANY PORTFOLIO FUND	447.61		806.63		359.02
TOTAL GAINS							0.00	32,881.83
TOTAL LOSSES							-597.04	-25,839.88
TOTAL REALIZED GAIN/LOSS							-597.04	7,041.95
				257,064.76	0.00	263,509.67		

	Cost	Proceeds	Gain/(Loss)
Short-Term	\$ 5,911	\$ 5,314	\$ (597)
Long-Term	251,154	258,196	7,042
Totals	\$257,065	\$263,510	\$ 6,445

Investment advice is presented and separately provided by Harris myCFO Investment Advisory Services LLC, an SEC-registered investment advisor and wholly-owned subsidiary of Harris myCFO, Inc. This report is solely for informational purposes. It is not an offer of sale of any security or a solicitation of any service. The information is based on pricing information provided by third party sources and is believed reliable, but its timeliness, accuracy or completeness is not guaranteed. Tax preparers should refer to account statements and Form 1099s provided by account custodians for tax reporting purposes. Past performance is no indication of future results.



Harris myCFO Investment Advisory Services LLC

**REALIZED GAINS AND LOSSES**

The Laney Thornton Foundation

**Small / Mid Cap Equity - Fdtn**

**Charles Schwab 86862768**

From 01-01-11 Through 10-22-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
02-02-09	10-18-11	1,600 000	ISHARES TR RUSSELL 2000 RUSSELL 2000 INDEX	71,072 00		113,894 46		42,822 46
02-02-09	10-18-11	5,296 097	MANAGERS AMG TIMES SQUARE MID CAP GROWTH I	44,116 49		71,043 61		26,927 12
02-02-09	10-18-11	2,480 224	CRM MID CAP VALUE FUND INST CL	44,842 45		65,522 35		20,679 90
TOTAL GAINS							0 00	90,429 48
TOTAL LOSSES							0 00	0 00
TOTAL REALIZED GAIN/LOSS							0.00	90,429.48
				160,030.94	0.00	250,460.42		

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Harris myCFO Investment Advisory Services LLC

**REALIZED GAINS AND LOSSES**

The Laney Thornton Foundation

**PIMCO US Taxable - Foundation**

**Charles Schwab 99582844**

From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
10-29-10	10-18-11	363 641	PIMCO TOTAL RETURN FUND INSTL CL	4,250 96		3,908 91	-342 05	
09-30-10	10-18-11	235 761	PIMCO TOTAL RETURN FUND INSTL CL	2,734 83		2,534 28		-200 55
11-30-10	10-18-11	380 945	PIMCO TOTAL RETURN FUND INSTL CL	4,377 06		4,094 91	-282 15	
09-09-10	10-18-11	45,531 281	PIMCO TOTAL RETURN FUND INSTL CL	521,343 59		489,431 90		-31,911 69
09-09-10	11-29-11	4,188 837	PIMCO TOTAL RETURN FUND INSTL CL	47,963 14		45,000 00		-2,963 14
TOTAL GAINS							0 00	0 00
TOTAL LOSSES							-624 20	-35,075 39
TOTAL REALIZED GAIN/LOSS							-624.20	-35,075.39
				580,669.59	0.00	544,970.00		

	Cost	Proceeds	Gain/(Loss)
Short-Term	\$ 8,628	\$ 8,004	\$ (624)
Long-Term	572,042	536,966	( 35,076)
Totals	\$ 580,670	\$ 544,970	\$ 35,700

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Harris myCFO Investment Advisory Services LLC  
**REALIZED GAINS AND LOSSES**  
The Laney Thornton Foundation  
**Cohen Steers - Foundation**  
**Charles Schwab 91428222**  
From 01-01-11 Through 10-20-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
06-30-11	10-18-11	273 3550	COHEN & STEERS INTL REALTY A	3,045 18		2,596 87	-448 31	
12-16-10	10-18-11	1,195 1160	COHEN & STEERS INTL REALTY A	12,787 74		11,353 60	-1,434 14	
07-31-09	10-18-11	19,249 2780	COHEN & STEERS INTL REALTY A	200,000 00		182,868 14		-17,131 86
12-17-09	10-18-11	1,459 1890	COHEN & STEERS INTL REALTY A	14,956 69		13,862 30		-1,094 39
06-30-10	10-18-11	323 9950	COHEN & STEERS INTL REALTY A	2,961 31		3,077 95		116 64
TOTAL GAINS							0 00	116 64
TOTAL LOSSES							-1,882 45	-18,226 25
							-1,882.45	-18,109.61
TOTAL REALIZED GAIN/LOSS				233,750.92	0.00	213,758.86		

	Cost	Proceeds	Gain/(Loss)
Short-Term	\$ 15,833	\$ 13,950	\$( 1,883)
Long-Term	217,918	199,808	( 18,110)
Totals	\$ 233,751	\$ 213,759	\$ 19,993

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Harris myCFO Investment Advisory Services LLC

# REALIZED GAINS AND LOSSES

The Laney Thornton Foundation

**PIMCO Foreign Bond - Fndtn**

**Charles Schwab 71106097**

From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
09-29-11	10-18-11	117 112	VANGUARD INFLATION PROTECTED SECURITIES FD	1,637 23		1,641 72	4 49	
06-29-11	10-18-11	253 773	VANGUARD INFLATION PROTECTED SECURITIES FD	3,410 71		3,557 49	146 78	
09-27-10	10-18-11	44 115	VANGUARD INFLATION PROTECTED SECURITIES FD	585 85		618 42		32 57
03-30-11	10-18-11	109 620	VANGUARD INFLATION PROTECTED SECURITIES FD	1,442 60		1,536 69	94 09	
06-28-10	10-18-11	66 869	VANGUARD INFLATION PROTECTED SECURITIES FD	866 62		937 40		70 78
12-28-10	10-18-11	235 447	VANGUARD INFLATION PROTECTED SECURITIES FD	3,025 49		3,300 59	275 10	
12-23-09	10-18-11	288 431	VANGUARD INFLATION PROTECTED SECURITIES FD	3,616 92		4,043 34		426 42
03-29-10	10-18-11	91 784	VANGUARD INFLATION PROTECTED SECURITIES FD	1,143 63		1,286 66		143 03
03-26-09	10-18-11	7 113	VANGUARD INFLATION PROTECTED SECURITIES FD	86 49		99 71		13 22
09-12-06	10-18-11	16,091 137	VANGUARD INFLATION PROTECTED SECURITIES FD	192,973 85		225,571 66		32,597 81
03-23-07	10-18-11	149 407	VANGUARD INFLATION PROTECTED SECURITIES FD	1,789 89		2,094 44		304 55
09-22-06	10-18-11	276 737	VANGUARD INFLATION PROTECTED SECURITIES FD	3,298 71		3,879 40		580 69
09-21-07	10-18-11	236 750	VANGUARD INFLATION PROTECTED SECURITIES FD	2,817 33		3,318 85		501 52
12-19-08	10-18-11	25 624	VANGUARD INFLATION PROTECTED SECURITIES FD	301 60		359 21		57 61
06-22-07	10-18-11	519 049	VANGUARD INFLATION PROTECTED SECURITIES FD	5,979 44		7,276 23		1,296 79
TOTAL GAINS							520 46	36,024 99
TOTAL LOSSES							0 00	0 00
TOTAL REALIZED GAIN/LOSS							520.46	36,024.99
				222,976.36	0.00	259,521.81		

	Cost	Proceeds	Gain/(Loss)
Short-Term	\$ 9,516	\$ 10,037	\$ 521
Long-Term	213,460	249,485	36,025
Totals	\$222,976	\$259,522	\$ 36,546

Investment advice is  
It is not an offer of sale  
preparers should refer

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