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

**2011**

Department of the Treasury  
Internal Revenue Service

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

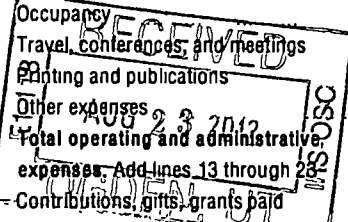
For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>HENRY S AND PATRICE HEMINGWAY FOUNDATION</b>		A Employer identification number <b>20-2056179</b>
Number and street (or P O box number if mail is not delivered to street address) <b>290 EAST PENNY PARADE DRIVE</b>	Room/suite	B Telephone number <b>8013635227</b>
City or town, state, and ZIP code <b>SALT LAKE CITY, UT 84103</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/>  2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>174,128.</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	495.			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	13.	13.		STATEMENT 1
	4 Dividends and interest from securities	2,040.	2,040.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	40,230.			
	b Gross sales price for all assets on line 6a	480,913.			
	7 Capital gain net income (from Part IV, line 2)		40,230.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	42,778.	42,283.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees <b>STMT 3</b>	1,065.	1,065.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes <b>STMT 4</b>	103.	103.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23	1,168.	1,168.	0.	0.	
25 Contributions, gifts, grants paid	93,881.			93,881.	
26 Total expenses and disbursements. Add lines 24 and 25	95,049.	1,168.	0.	93,881.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<52,271.>				
b Net investment income (if negative, enter -0-)		41,115.			
c Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	12,065.	165,286.	165,286.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <span style="float:right">STMT 5</span>	214,396.	8,809.	8,842.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ _____)				
<b>16 Total assets (to be completed by all filers)</b>	<b>226,461.</b>	<b>174,095.</b>	<b>174,128.</b>	
Liabilities	17 Accounts payable and accrued expenses	95.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ _____)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>95.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	226,366.	174,095.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	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			
<b>30 Total net assets or fund balances</b>	<b>226,366.</b>	<b>174,095.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>226,461.</b>	<b>174,095.</b>		

**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	226,366.
2 Enter amount from Part I, line 27a	2	<52,271.>
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	174,095.
5 Decreases not included in line 2 (itemize) ▶ _____	5	0.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>6</b>	<b>174,095.</b>

**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 CHARLES SCHWAB #2333 - SEE ATTACHED	P	VARIOUS	12/31/11
b CHARLES SCHWAB #2333 - SEE ATTACHED	P	VARIOUS	12/31/11
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 417,135.		395,010.	22,125.
b 63,778.		45,673.	18,105.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(l) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any	
a			22,125.
b			18,105.
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	40,230.
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). If (loss), enter -0- in Part I, line 8	3	22,125.

**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 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	93,379.	284,973.	.327677
2009	43,656.	273,819.	.159434
2008	15,870.	339,813.	.046702
2007	47,950.	460,082.	.104221
2006	51,629.	326,608.	.158076

2 Total of line 1, column (d)	2	.796110
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	.159222
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	233,102.
5 Multiply line 4 by line 3	5	37,115.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	411.
7 Add lines 5 and 6	7	37,526.
8 Enter qualifying distributions from Part XII, line 4	8	93,881.

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.

**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)	}	1	411.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	411.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	411.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		7	0.
6 Credits/Payments:		8	
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		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		9	411.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		10	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		11	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>			

**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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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?		
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?		
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"/> UT		
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

N/A

**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? Website address ▶ N/A	X		
14	The books are in care of ▶ HENRY S HEMINGWAY Telephone no. ▶ 801-363-5227 Located at ▶ P.O. BOX 11026, SALT LAKE CITY, UT ZIP+4 ▶ 84147			
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 N/A			
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 ▶		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)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/>	1b	
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 ▶ _____		
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.) N/A	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.) N/A	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

**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(a))?  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)?  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  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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). N/A

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 N/A

5b		
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
HENRY S HEMINGWAY PO BOX 11026 SALT LAKE CITY, UT 84147	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
PATRICE HEMINGWAY PO BOX 11026 SALT LAKE CITY, UT 84147	SECRETARY/TREASURER/DIRECTOR 0.00	0.	0.	0.
RICHARD HEMINGWAY PO BOX 11026 SALT LAKE CITY, UT 84147	DIRECTOR 0.00	0.	0.	0.
KATHLEEN V HEMINGWAY PO BOX 11026 SALT LAKE CITY, UT 84147	DIRECTOR 0.00	0.	0.	0.

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

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
	0.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 <span style="float: right;">▶</span>	0.



**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	100,273.
b	Average of monthly cash balances	1b	136,379.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	236,652.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	236,652.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,550.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	233,102.
6	Minimum investment return. Enter 5% of line 5	6	11,655.

**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	11,655.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	411.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	411.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,244.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,244.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	11,244.

**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	93,881.
b	Program-related investments - total from Part IX-B	1b	0.
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	93,881.
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	5	411.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	93,470.

**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				11,244.
2 Undistributed Income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	35,356.			
b From 2007	25,094.			
c From 2008				
d From 2009	30,482.			
e From 2010	80,184.			
f Total of lines 3a through e	171,116.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	93,881.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				11,244.
e Remaining amount distributed out of corpus	82,637.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	253,753.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	35,356.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	218,397.			
10 Analysis of line 9:				
a Excess from 2007	25,094.			
b Excess from 2008				
c Excess from 2009	30,482.			
d Excess from 2010	80,184.			
e Excess from 2011	82,637.			

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

- 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)

	Tax year				(e) Total
	(a) 2011	(b) 2010	Prior 3 years		
			(c) 2009	(d) 2008	
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(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:  
**HENRY S HEMINGWAY, 801-363-5227**  
**PO BOX 11026, SALT LAKE CITY, UT 84147**

b The form in which applications should be submitted and information and materials they should include:  
**NONE SPECIFIED**

c Any submission deadlines:  
**NONE**

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**NONE**

**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
<b>a Paid during the year</b>				
BOYS & GIRLS CLUB 669 SOUTH 200 EAST, SUITE 100 SALT LAKE CITY, UT 84111	NONE		CHARITABLE CONTRIBUTION	16,700.
CRIMSON CLUB 1825 E SOUTH CAMPUS DR. SALT LAKE CITY, UT 84112	NONE		CHARITABLE CONTRIBUTION	2,700.
FOUNDATION FOR WOMEN'S EDUCATION IN THE RURAL WORLD 4535 ADINADI ROAD SALT LAKE CITY, UT 84124	NONE		CHARITABLE CONTRIBUTION	2,500.
HENRY'S FORK FOUNDATION 606 MAIN STREET ASHTON, ID 83420	NONE		CHARITABLE CONTRIBUTION	600.
INTERMOUNTAIN THERAPY ANIMALS 448 EAST 400 SOUTH, SUITE 103 SALT LAKE CITY, UT 84111	NONE		CHARITABLE CONTRIBUTION	1,240.
<b>Total</b> SEE CONTINUATION SHEET(S)				<b>93,881.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2011**

Name of the organization

Employer identification number

HENRY S AND PATRICE HEMINGWAY FOUNDATION

20-2056179

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.**Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

**HENRY S AND PATRICE HEMINGWAY FOUNDATION**

**20-2056179**

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HENRY S HEMINGWAY 290 EAST PENNY PARADE DRIVE SALT LAKE CITY, UT 84103	\$ 400.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

Employer identification number

**HENRY S AND PATRICE HEMINGWAY FOUNDATION**

**20-2056179**

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization  
**HENRY S AND PATRICE HEMINGWAY FOUNDATION**

Employer identification number  
**20-2056179**

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

HENRY S AND PATRICE HEMINGWAY FOUNDATION 20-2056179

**Part XV** Supplementary Information

**3** Grants and Contributions Paid During the Year (Continuation)

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
KCPW P.O. BOX 510730 SALT LAKE CITY, UT 84111	NONE		CHARITABLE CONTRIBUTION	1,500.
KUED 101 S. WASATCH DR. SALT LAKE CITY, UT 84112	NONE		CHARITABLE CONTRIBUTION	500.
KUER 101 S. WASATCH DR. SALT LAKE CITY, UT 84112	NONE		CHARITABLE CONTRIBUTION	500.
RONALD MCDONALD HOUSE 130 SOUTH 800 EAST SALT LAKE CITY, UT 84102	NONE		CHARITABLE CONTRIBUTION	500.
SALT LAKE ART CENTER 20 S WEST TEMPLE SALT LAKE CITY, UT 84101	NONE		CHARITABLE CONTRIBUTION	200.
SANDY SANBORN SCHOLARSHIP FUND PO BOX 167 FLORISSANT, CO 80816	NONE		CHARITABLE CONTRIBUTION	5,000.
SOUTH SEVIER SENIOR CITIZEN CENTER 140 W 100 S CENTRAL VALLEY, UT 84754	NONE		CHARITABLE CONTRIBUTION	2,000.
THE CHILDREN'S CENTER 350 SOUTH 400 EAST SALT LAKE CITY, UT 84111	NONE		CHARITABLE CONTRIBUTION	7,500.
THE NATURE CONSERVANCY 559 E SOUTH TEMPLE SALT LAKE CITY, UT 84102	NONE		CHARITABLE CONTRIBUTION	25,941.
UTAH FOOD BANK 1025 S 700 W SALT LAKE CITY, UT 84104	NONE		CHARITABLE CONTRIBUTION	500.
<b>Total from continuation sheets</b>				<b>70,141.</b>



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**FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1**


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SOURCE	AMOUNT
CHARLES SCHWAB	13.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13.

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	2,040.	0.	2,040.
TOTAL TO FM 990-PF, PART I, LN 4	2,040.	0.	2,040.

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**FORM 990-PF ACCOUNTING FEES STATEMENT 3**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	1,065.	1,065.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	1,065.	1,065.	0.	0.

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**FORM 990-PF TAXES STATEMENT 4**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX ON DIVIDENDS	103.	103.	0.	0.
TO FORM 990-PF, PG 1, LN 18	103.	103.	0.	0.

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FORM 990-PF

CORPORATE STOCK

STATEMENT 5

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
250 ADVANCED AUTO PARTS INC	0.	0.
531 AETNA INC NEW	0.	0.
480 AMERN FINANCIAL GP NEW	0.	0.
194 ARCH CAP GROUP LTD NEW F	0.	0.
60 AUTOZONE INC	0.	0.
533 ASPEN INSURANCE HOLDINGF	0.	0.
320 CHUBB CORPORATION	0.	0.
377 DIRECTV CL A	0.	0.
375 ENDURANCE SPECIALTY HLDGF	0.	0.
333 FAMILY DOLLAR STORES INC	0.	0.
797 GAP INC	0.	0.
260 ITT EDUC SVCS INC	0.	0.
264 RENAISSANCERE HLDGS INCF	0.	0.
362 RYDER SYSTEM INC	0.	0.
245 TRAVELERS COMPANIES INC	0.	0.
200 D S W INC.	8,809.	8,842.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>8,809.</u>	<u>8,842.</u>

SCHWAB

Schwab One® Account of  
HENRY S AND PATRICE HEMINGWAY

Account Number  
2088-2333

Report Period  
January 1 - December 31;  
2011

2011 Year-End Schwab Gain/Loss Report

Accounting Method  
Mutual Funds: Average  
All Other Investments: First In First Out (FIFO)

Realized Gain or (Loss)

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ADVANCE AUTO PARTS INC: AAP	250.0000	10/19/10	01/10/11	\$15,582.76	\$15,046.45	\$536.31
ADVANCE AUTO PARTS INC: AAP	250.0000	01/10/11	01/10/11	\$15,582.76	\$15,563.95	\$18.81
<b>Security Subtotal</b>				<b>\$31,165.52</b>	<b>\$30,610.40</b>	<b>\$555.12</b>
AETNA INC NEW: AET	200.0000	08/17/10	02/16/11	\$7,510.91	\$5,643.37	\$1,867.54
AETNA INC NEW: AET	100.0000	08/17/10	05/18/11	\$4,422.22	\$2,821.69	\$1,600.53
AETNA INC NEW: AET	231.0000	08/17/10	05/18/11	\$10,215.30	\$6,518.09	\$3,697.21
<b>Security Subtotal</b>				<b>\$22,148.43</b>	<b>\$14,983.15</b>	<b>\$7,165.28</b>
AMERN FINANCIAL GP NEW: AFG	2.0000	10/19/10	02/16/11	\$68.64	\$62.24	\$6.40
AMERN FINANCIAL GP NEW: AFG	108.0000	10/19/10	02/16/11	\$3,706.34	\$3,360.81	\$345.53
AMERN FINANCIAL GP NEW: AFG	200.0000	10/19/10	06/14/11	\$6,930.92	\$6,223.73	\$707.19
AMERN FINANCIAL GP NEW: AFG	80.0000	10/19/10	10/04/11	\$2,406.65	\$2,489.49	(\$82.84)
AMERN FINANCIAL GP NEW: AFG	90.0000	10/19/10	10/04/11	\$2,707.48	\$2,800.68	(\$93.20)

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SCHWAB

Schwab One® Account of  
HENRY S AND PATRICE HEIMINGWAY

Account Number  
2088-2333

Report Period  
January 1 - December 31,  
2011

2011 Year-End Schwab Gain/Loss Report

Accounting Method  
Mutual Funds: Average  
All Other Investments: First In First Out (FIFO)

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity Par	Acquired Opened	Sold Closed	Total Proceeds	Cost Basis	Realized Gain or Loss
AMERN FINANCIAL GP NEW AFG	170.0000	08/09/11	10/04/11	\$5,114.12	\$5,186.47	(\$72.35)
<b>Security Subtotal</b>				<b>\$20,934.15</b>	<b>\$20,123.42</b>	<b>\$810.73</b>
ARCH CAP GROUP LTD NEW F ACGL	100.0000	09/06/11	10/04/11	\$3,176.01	\$3,262.92	(\$86.91)
ARCH CAP GROUP LTD NEW F ACGL	206.0000	09/06/11	10/04/11	\$6,546.71	\$6,721.63	(\$174.92)
<b>Security Subtotal</b>				<b>\$9,724.72</b>	<b>\$9,984.55</b>	<b>(\$259.83)</b>
ASPEN INSURANCE HOLDINGF: AHL	100.0000	06/17/10	02/15/11	\$2,961.25	\$2,813.95	\$147.30
ASPEN INSURANCE HOLDINGF: AHL	3.0000	06/19/10	02/15/11	\$68.84	\$64.21	\$4.63
ASPEN INSURANCE HOLDINGF: AHL	100.0000	06/19/10	05/17/11	\$2,727.87	\$2,607.07	\$120.80
ASPEN INSURANCE HOLDINGF: AHL	159.0000	06/19/10	05/17/11	\$4,337.31	\$4,463.24	(\$125.93)
ASPEN INSURANCE HOLDINGF: AHL	171.0000	08/19/10	05/17/11	\$4,664.65	\$4,600.08	\$64.57
<b>Security Subtotal</b>				<b>\$14,779.92</b>	<b>\$14,968.55</b>	<b>(\$188.63)</b>
AUTONATION INC: AN	136.0000	08/02/11	09/06/11	\$5,231.42	\$5,000.15	\$231.27
AUTONATION INC: AN	55.0000	08/09/11	09/06/11	\$1,269.39	\$1,136.45	\$132.94



**2011 Year-End Schwab Gain/Loss Report**

Accounting Method  
Mutual Funds: Average  
All Other Investments: First in First Out (FIFO)

**Realized Gain or (Loss) (continued)**

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AUTONATION INC: AN	103.0000	08/09/11	09/06/11	\$3,962.04	\$3,547.09	\$414.95
<b>Security Subtotal</b>				<b>\$10,462.85</b>	<b>\$9,683.69</b>	<b>\$779.16</b>
AUTOZONE INC: AZO	20.0000	08/09/11	09/06/11	\$6,182.40	\$5,443.15	\$739.25
<b>Security Subtotal</b>				<b>\$6,182.40</b>	<b>\$5,443.15</b>	<b>\$739.25</b>
CHUBB CORPORATION: CB	106.0000	04/06/10	02/15/11	\$6,287.33	\$5,440.76	\$846.57
CHUBB CORPORATION: CB	32.0000	09/06/11	10/04/11	\$1,835.07	\$1,897.69	(\$62.62)
CHUBB CORPORATION: CB	137.0000	09/06/11	10/04/11	\$7,856.39	\$8,124.51	(\$268.12)
<b>Security Subtotal</b>				<b>\$15,978.79</b>	<b>\$15,462.96</b>	<b>\$515.83</b>
COCA COLA ENT NEW: CCE	115.0000	01/04/11	02/16/11	\$3,009.74	\$2,853.72	\$156.02
COCA COLA ENT NEW: CCE	485.0000	01/04/11	05/17/11	\$13,910.28	\$12,035.23	\$1,875.05
<b>Security Subtotal</b>				<b>\$16,920.02</b>	<b>\$14,888.95</b>	<b>\$2,031.07</b>
CONOCOPHILLIPS: COP	154.0000	09/06/11	09/20/11	\$10,362.75	\$10,014.02	\$348.73
<b>Security Subtotal</b>				<b>\$10,362.75</b>	<b>\$10,014.02</b>	<b>\$348.73</b>
DIRECTV CL A CLASS A: DTV	377.0000	04/07/10	01/10/11	\$15,662.68	\$13,013.57	\$2,649.11



SCHWAB

Schwab One® Account of  
HENRY S AND PATRICE HEMINGWAY

Account Number  
2088-2333

Report Period  
January 1 - December 31,  
2011

2011 Year-End Schwab Gain/Loss Report

Accounting Method  
Mutual Funds Average  
All Other Investments: First In First Out (FIFO)

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity Par	Acquired: Opened	Sold: Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DIRECTV CL A CLASS A: DTV	238.0000	09/06/11	09/20/11	\$10,427.15	\$9,957.35	\$469.80
<b>Security Subtotal</b>				<b>\$26,089.83</b>	<b>\$22,970.92</b>	<b>\$3,118.91</b>
ENDURANCE SPECIALTY HLDGF: ENH	117.0000	10/19/10	02/14/11	\$5,677.14	\$4,788.09	\$889.05
ENDURANCE SPECIALTY HLDGF: ENH	100.0000	10/19/10	06/09/11	\$4,021.45	\$4,092.39	(\$70.94)
ENDURANCE SPECIALTY HLDGF: ENH	158.0000	10/19/10	06/09/11	\$6,446.70	\$6,465.97	(\$19.27)
<b>Security Subtotal</b>				<b>\$16,207.29</b>	<b>\$15,346.45</b>	<b>\$860.84</b>
ENI S P A SPON ADR FSPONSORED ADR 1 SPON ADR R.E	272.0000	09/06/11	10/06/11	\$10,326.65	\$9,969.05	\$357.60
<b>Security Subtotal</b>				<b>\$10,326.65</b>	<b>\$9,969.05</b>	<b>\$357.60</b>
FAMILY DOLLAR STORES INC: FDO	49.0000	10/19/10	02/15/11	\$2,147.01	\$2,213.67	(\$66.66)
FAMILY DOLLAR STORES INC: FDO	51.0000	10/19/10	05/17/11	\$2,692.67	\$2,304.02	\$388.65
FAMILY DOLLAR STORES INC: FDO	100.0000	10/19/10	05/17/11	\$5,279.75	\$4,517.69	\$762.06
FAMILY DOLLAR STORES INC: FDO	133.0000	10/19/10	05/17/11	\$7,022.06	\$6,006.52	\$1,015.54
<b>Security Subtotal</b>				<b>\$17,141.49</b>	<b>\$15,043.90</b>	<b>\$2,097.59</b>
FOREST LABORATORIES INC FRX	128.0000	07/12/11	09/06/11	\$4,232.74	\$4,988.15	(\$755.41)

## 2011 Year-End Schwab Gain/Loss Report

Accounting Method  
Mutual Funds: Average  
All Other Investments: First In First Out (FIFO)

## Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
FOREST LABORATORIES INC: FRX	160.0000	08/09/11	09/06/11	\$5,290.93	\$5,297.59	(\$6.66)
<b>Security Subtotal</b>				<b>\$9,523.67</b>	<b>\$10,285.74</b>	<b>(\$762.07)</b>
GAMESTOP CORP CL A NEW: GME	200.0000	07/12/11	10/04/11	\$4,557.80	\$4,996.95	(\$439.15)
GAMESTOP CORP CL A NEW: GME	235.0000	08/09/11	10/04/11	\$5,355.41	\$4,912.93	\$442.48
<b>Security Subtotal</b>				<b>\$9,913.21</b>	<b>\$9,909.88</b>	<b>\$3.33</b>
GAP INC: GPS	212.0000	07/13/10	02/14/11	\$4,538.36	\$3,983.74	\$554.62
GAP INC: GPS	249.0000	07/13/10	05/17/11	\$5,723.08	\$4,679.02	\$1,044.06
GAP INC: GPS	336.0000	07/13/10	05/17/11	\$7,722.71	\$6,313.85	\$1,408.86
<b>Security Subtotal</b>				<b>\$17,984.15</b>	<b>\$14,976.61</b>	<b>\$3,007.54</b>
HEWLETT-PACKARD COMPANY: HPQ	430.0000	09/06/11	10/04/11	\$9,584.17	\$10,078.69	(\$494.52)
<b>Security Subtotal</b>				<b>\$9,584.17</b>	<b>\$10,078.69</b>	<b>(\$494.52)</b>
ITT EDUC SVCS INC: ESI	260.0000	10/19/10	01/24/11	\$18,832.63	\$14,984.95	\$3,847.68
<b>Security Subtotal</b>				<b>\$18,832.63</b>	<b>\$14,984.95</b>	<b>\$3,847.68</b>
KROGER COMPANY: KR	200.0000	09/06/11	10/04/11	\$4,301.85	\$4,546.07	(\$244.22)



**SCHWAB**

Schwab One's Account of  
**HENRY S AND PATRICE HEMINGWAY**

Account Number  
**2088-2333**

Report Period  
**January 1 - December 31,  
2011**

**2011 Year-End Schwab Gain/Loss Report**

Accounting Method  
Mutual Funds Average  
All Other Investments First in First Out (FIFO)

**Realized Gain or (Loss) (continued)**

Short-Term (continued)	Quantity Par	Acquired/Opened	Sold/Closed	Total Proceeds	Cost Basis	Realized Gain or Loss
KROGER COMPANY-KR	240 0000	09 06 11	10 04 11	\$5 162.22	\$5 454.80	(\$292.58)
<b>Security Subtotal</b>				<b>\$9,464.07</b>	<b>\$10,000.87</b>	<b>(\$536.80)</b>
LORILLARD INC LO	92 0000	09 06 11	10 04 11	\$10 201.53	\$9 986.35	\$215.18
<b>Security Subtotal</b>				<b>\$10,201.93</b>	<b>\$9,986.35</b>	<b>\$215.58</b>
NEWMARKET CORPORATION NEU	63 0000	09 06 11	10 04 11	\$6 911.68	\$9 839.95	(\$298.27)
<b>Security Subtotal</b>				<b>\$8,911.68</b>	<b>\$9,899.95</b>	<b>(\$988.27)</b>
ONINICOM GROUP INC: OMC	263.0000	09 06 11	10 06 11	\$10 221.55	\$10 055.55	\$166.00
<b>Security Subtotal</b>				<b>\$10,221.55</b>	<b>\$10,055.55</b>	<b>\$166.00</b>
RENAISSANCERE HLDGS INCF: RNR	11.0000	06 16 10	02 14 11	\$767.18	\$625.17	\$142.01
RENAISSANCERE HLDGS INCF: RNR	74 0000	06 16 10	02 14 11	\$5 161.01	\$4 205.71	\$955.30
RENAISSANCERE HLDGS INCF: RNR	10.0000	08 18 10	06 09 11	\$711.68	\$568.34	\$143.34
RENAISSANCERE HLDGS INCF: RNR	100.0000	06 18 10	06 09 11	\$7 116.72	\$5 683.39	\$1 433.33
RENAISSANCERE HLDGS INCF: RNR	69 0000	06 15 10	07 12 11	\$4 834.76	\$3 921.54	\$913.22
<b>Security Subtotal</b>				<b>\$18,591.35</b>	<b>\$15,004.15</b>	<b>\$3,587.20</b>

**2011 Year-End Schwab Gain/Loss Report**

Accounting Method  
Mutual Funds: Average  
All Other Investments: First In First Out (FIFO)

**Realized Gain or (Loss) (continued)**

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
RESEARCH IN MOTION LTD F: RIMM	177.0000	07/13/11	10/04/11	\$3,516.34	\$5,018.05	(\$1,499.71)
RESEARCH IN MOTION LTD F: RIMM	230.0000	08/09/11	10/04/11	\$4,571.85	\$5,158.42	(\$586.57)
<b>Security Subtotal</b>				<b>\$8,090.19</b>	<b>\$10,176.47</b>	<b>(\$2,086.28)</b>
RYDER SYSTEM INC: R	362.0000	08/17/10	02/16/11	\$17,819.21	\$14,977.65	\$2,841.56
<b>Security Subtotal</b>				<b>\$17,819.21</b>	<b>\$14,977.65</b>	<b>\$2,841.56</b>
SEAGATE TECHNOLOGY PLC F: STX	300.0000	07/18/11	09/06/11	\$3,131.36	\$4,868.95	(\$1,737.59)
SEAGATE TECHNOLOGY PLC F: STX	450.0000	08/09/11	09/06/11	\$4,637.04	\$5,089.45	(\$392.41)
<b>Security Subtotal</b>				<b>\$7,828.40</b>	<b>\$9,958.40</b>	<b>(\$2,130.00)</b>
TEXAS INSTRUMENTS INC: TXN	160.0000	07/12/11	09/06/11	\$3,947.95	\$5,016.95	(\$1,069.00)
TEXAS INSTRUMENTS INC: TXN	200.0000	08/09/11	09/06/11	\$4,934.93	\$5,270.55	(\$335.62)
<b>Security Subtotal</b>				<b>\$8,882.88</b>	<b>\$10,287.50</b>	<b>(\$1,404.62)</b>
TRAVELERS COMPANIES INC: TRV	100.0000	08/09/11	10/04/11	\$4,624.20	\$4,923.35	(\$299.15)
<b>Security Subtotal</b>				<b>\$4,624.20</b>	<b>\$4,923.35</b>	<b>(\$299.15)</b>

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Schwab

Schwab One® Account of  
**HENRY S AND PATRICE HEMINGWAY**

Report Period  
**January 1 - December 31,  
2011**

Account Number  
**2088-2333**

**2011 Year-End Schwab Gain/Loss Report**

Accounting Method  
Mutual Funds: Average  
All Other Investments: First In First Out (FIFO)

**Realized Gain or (Loss) (continued)**

Short-Term (continued)	Quantity	Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
UNUM GROUP: UNM	454.0000		09/06/11	10/04/11	\$9,075.42	\$10,019.65	(\$944.23)
<b>Security Subtotal</b>					<b>\$9,075.42</b>	<b>\$10,019.65</b>	<b>(\$944.23)</b>
WALGREEN COMPANY: WAG	264.0000		09/06/11	10/04/11	\$9,161.23	\$9,991.55	(\$830.32)
<b>Security Subtotal</b>					<b>\$9,161.23</b>	<b>\$9,991.55</b>	<b>(\$830.32)</b>
<b>Total Short-Term</b>					<b>\$417,134.95</b>	<b>\$395,010.47</b>	<b>\$22,124.48</b>

Long-Term	Quantity	Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ARCH CAP GROUP LTD NEW F: ACGL	57.0000		10/05/09	02/15/11	\$5,234.95	\$3,806.13	\$1,428.82
ARCH CAP GROUP LTD NEW F: ACGL	411.0000		10/05/09	05/18/11	\$14,145.62	\$9,148.05	\$4,997.57
<b>Security Subtotal</b>					<b>\$19,380.57</b>	<b>\$12,954.18</b>	<b>\$6,426.39</b>
AUTOZONE INC: AZO	11.0000		10/05/09	02/14/11	\$2,867.49	\$1,596.19	\$1,271.30
AUTOZONE INC: AZO	29.0000		10/05/09	06/05/11	\$6,456.60	\$4,206.15	\$2,250.45
AUTOZONE INC: AZO	20.0000		10/05/09	09/06/11	\$6,152.41	\$2,902.17	\$3,250.24
<b>Security Subtotal</b>					<b>\$17,508.50</b>	<b>\$8,706.51</b>	<b>\$8,801.99</b>

2011 Year-End Schwab Gain/Loss Report

Accounting Method:  
Mutual Funds: Average  
All Other Investments: First In First Out (FIFO)

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CHUBB CORPORATION: CB	214.0000	04/06/10	07/12/11	\$13,333.69	\$10,984.19	\$2,349.50
<b>Security Subtotal</b>				<b>\$13,333.69</b>	<b>\$10,984.19</b>	<b>\$2,349.50</b>
TRAVELERS COMPANIES INC: TRV	33.0000	11/23/09	02/14/11	\$1,936.36	\$1,754.76	\$181.60
TRAVELERS COMPANIES INC: TRV	122.0000	11/23/09	06/09/11	\$7,457.31	\$6,487.29	\$970.02
TRAVELERS COMPANIES INC: TRV	90.0000	11/23/09	10/04/11	\$4,161.78	\$4,785.71	(\$623.93)
<b>Security Subtotal</b>				<b>\$13,555.45</b>	<b>\$13,027.76</b>	<b>\$527.69</b>
<b>Total Long-Term</b>				<b>\$63,778.21</b>	<b>\$45,672.64</b>	<b>\$18,105.57</b>
<b>Total Realized Gain or (Loss)</b>				<b>\$480,913.16</b>	<b>\$440,683.11</b>	<b>\$40,230.05</b>

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.  
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.