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Form 990-PF

Return of Private Foundation

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

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 01-01-2011, and ending 12-31-2011

G Check all that apply Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation
Robert and Martha Trussell Family Foundation

Number and street (or P O box number if mail is not delivered to street address) Room/suite
Foundation Source 501 Silverside Rd

City or town, state, and ZIP code
Wilmington, DE 198091377

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 2,467,622** **J** Accounting method Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities.	46,501	46,501		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	\$ -14,505			
b	Gross sales price for all assets on line 6a 2,757,188				
7	Capital gain net income (from Part IV, line 2)		0		
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)	\$ -63,060	-63,060		
12	Total. Add lines 1 through 11	-31,064	-16,559		

Revenue	13 Compensation of officers, directors, trustees, etc				
Operating and Administrative Expenses	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	\$ 19,023	19,023		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	\$ 3,359	659		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	\$ 58,972	33,269	25,596	
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	81,354	52,951	25,596	
	25 Contributions, gifts, grants paid	1,721,500		1,721,500	
	26 Total expenses and disbursements. Add lines 24 and 25	1,802,854	52,951	1,747,096	
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,833,918			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)				

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
1 Cash—non-interest-bearing				
2 Savings and temporary cash investments		90,678	154,371	154,371
3 Accounts receivable ►				
Less allowance for doubtful accounts ►				
4 Pledges receivable ►				
Less allowance for doubtful accounts ►				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the 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				
10a Investments—U S and state government obligations (attach schedule)	55,993	19,746	20,507	
b Investments—corporate stock (attach schedule)	1,059,926	889,886	857,778	
c Investments—corporate bonds (attach schedule)	693,213	136,768	174,706	
11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	2,394,962	1,260,083	1,260,260	
14 Land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►				
15 Other assets (describe ► _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,294,772	2,460,854	2,467,622	
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ► _____)				
23 Total liabilities (add lines 17 through 22)			0	
Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ► <input checked="" 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	4,294,772	2,460,854		
30 Total net assets or fund balances (see page 17 of the instructions)	4,294,772	2,460,854		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,294,772	2,460,854		

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	4,294,772
2 Enter amount from Part I, line 27a	2	-1,833,918
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	2,460,854
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,460,854

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)
1 a	Publicly-traded Securities			
b	Passthrough K1 Capital Gain			
c	LEXINGTON KEYSTONE FUND LLC	P	2008-12-02	2011-07-19
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	1,912,913		1,733,019	179,894
b				-73,401
c	844,275		965,273	-120,998
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))
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				179,894
b				-73,401
c				-120,998
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 -14,505
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8				3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	449,775	4,412,820	000 101925
2009	644,067	4,792,715	000 134385
2008	516,138	6,487,486	000 079559
2007	609,196	7,347,727	000 082909
2006		82,529	
2			2 000 398778
3			3 000 079756
4			4 3,270,944
5			5 260,877
6			6
7			7 260,877
8			8 1,747,096

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	0
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		
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	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,072
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	3,072
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	3,072
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	3,072

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?	1a	No
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)?	1b	No
<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	Yes
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?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> _____		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
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 on page 27)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► _____				
14	The books are in care of ► Foundation Source Located at ► 501 Silverside Road Suite 123 Wilmington DE	Telephone no ► (800) 839-1754 ZIP +4 ► 198091377		
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ► _____				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► <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	No
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 ► 20____, 20____, 20____, 20____		
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 page 20 of the instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011).	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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	No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	No
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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i> 			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	Yes
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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 page 22 of the 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
Martha O Trussell Foundation Source 501 Silverside Rd Wilmington, DE 19809	Director / Secretary 001 00	0		
Robert B Trussell Foundation Source 501 Silverside Rd Wilmington, DE 19809	President / Director / Treasurer 001 00	0		

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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.			<input checked="" type="checkbox"/>	

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 page 23 of the instructions). If none, enter "NONE"

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.

1	
2	
3	
4	

Part IX-B | Summary of Program-Related Investments (see page 23 of the instructions)

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

1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,452,281
b Average of monthly cash balances.	1b	145,598
c Fair market value of all other assets (see page 24 of the instructions).	1c	1,722,876
d Total (add lines 1a, b, and c).	1d	3,320,755
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	3,320,755
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) <input checked="" type="checkbox"/>	4	49,811
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,270,944
6 Minimum investment return. Enter 5% of line 5.	6	163,547

Part XI Distributable Amount (see page 25 of the 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	163,547
2a Tax on investment income for 2011 from Part VI, line 5.	2a	
b Income tax for 2011 (This does not include the tax from Part VI).	2b	
c Add lines 2a and 2b.	2c	
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	163,547
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4.	5	163,547
6 Deduction from distributable amount (see page 25 of the instructions).	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	163,547

Part XII Qualifying Distributions (see page 25 of the 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 <input checked="" type="checkbox"/>	1a	1,747,096
b Program-related investments—total from Part IX-B.	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required).	3a	
b Cash distribution test (attach the required schedule).	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,747,096
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 page 26 of the instructions).	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,747,096

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				163,547
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.	376,710			
c From 2008.	194,568			
d From 2009.	407,487			
e From 2010.	229,134			
f Total of lines 3a through e.	1,207,899			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 1,747,096				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2011 distributable amount.				163,547
e Remaining amount distributed out of corpus	1,583,549			
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:	2,791,448			
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 page 27 of the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,791,448			
10 Analysis of line 9				
a Excess from 2007.	376,710			
b Excess from 2008.	194,568			
c Excess from 2009.	407,487			
d Excess from 2010.	229,134			
e Excess from 2011.	1,583,549			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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

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 page 28 of the 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)				
a Paid during the year See Additional Data Table				
Total			► 3a	1,721,500
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities.						
5 Net rental income or (loss) from real estate						
a Debt-financed property.				14	46,501	
b Not debt-financed property.						
6 Net rental income or (loss) from personal property						
7 Other investment income.						
8 Gain or (loss) from sales of assets other than inventory				18	-14,505	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
K-1 Pass-Through Income /						
11 Other revenue a(Loss)				14	-63,060	
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e).						-31,064
13 Total Add line 12, columns (b), (d), and (e).				13		-31,064

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p>		
<p>*****</p>	<p>2012-07-23</p>	<p>*****</p>
<p>Signature of officer or trustee</p>	<p>Date</p>	<p>Title</p>
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature</p>	<p>Date</p>
	<p>Jeffrey D Haskell</p>	<p>Check if self-employed <input type="checkbox"/></p>
	<p>Firm's name</p>	<p>PTIN</p>
	<p>Foundation Source</p>	<p>2012-07-23</p>
<p>55 Walls Drive</p>	<p>Firm's EIN <input type="checkbox"/></p>	
<p>Firm's address</p>	<p>Phone no (800) 839-1754</p>	
<p>Fairfield, CT 06824</p>		

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Additional Data

Software ID: 11000218
Software Version: 2011.0.0
EIN: 20-3992488
Name: Robert and Martha Trussell Family Foundation

Part VI Line 7 - Tax Paid Original Return: 3072

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 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
a Paid during the year				
AID TO THE CHURCH IN NEED INC 725 LEONARD ST 3RD FLR BROOKLYN, NY 11222	N/A	509(a)(1)	General Unrestricted	700
APOSTOLATE FOR FAMILY CONSECRATION 3375 COUNTY RD 36 BLOOMINGDALE, OH 43910	N/A	509(a)(1)	General Unrestricted	2,500
ARCHDIOCESE FOR THE MILITARY SERVIC 1025 MICHIGAN AVE NE WASHINGTON, DC 20017	N/A	509(a)(1)	General Unrestricted	1,500
AVE MARIA UNIVERSITY INC 5050 AVE MARIA BLVD AVE MARIA, FL 34142	N/A	509(a)(1)	General Unrestricted	2,500
BENEDICTINES OF MARY QUEEN OF APOST 8005 NW 316TH ST GOWER, MO 64454	N/A	509(a)(1)	General Unrestricted	1,000
BLUEGRASS INSTIT FOR PUBLIC POLICY PO BOX 11706 LEXINGTON, KY 40577	N/A	509(a)(1)	General Unrestricted	10,000
CATHEDRAL OF CHRIST THE KING 299 COLONY BLVD LEXINGTON, KY 40502	N/A	509(a)(1)	Sunday Collections	30,000
CATHOLIC ANSWERS INC PO BOX 199000 SAN DIEGO, CA 92159	N/A	509(a)(1)	General Unrestricted	2,500
CATHOLIC CHURCH EXTENSION SOCIETY 150 S WACKER DR CHICAGO, IL 60606	N/A	509(a)(1)	General Unrestricted	3,500
CATHOLIC FAMILY AND HUMAN RIGHTS IN 1100 G ST NW STE 450 WASHINGTON, DC 20005	N/A	509(a)(1)	General Unrestricted	3,000
CATHOLIC RELIEF SERVICES INC 228 W LEXINGTON ST BALTIMORE, MD 21201	N/A	509(a)(1)	General Unrestricted	7,500
CATHOLIC SOCIAL SERVICE BUREAU 1310 W MAIN ST LEXINGTON, KY 40508	N/A	509(a)(1)	General Unrestricted	10,000
CATHOLICS COME HOME INC 560 W CROSSVILLE RD STE 100 ROSWELL, GA 30075	N/A	509(a)(1)	General Unrestricted	1,000,000
CATHOLICS UNITED FOR THE FAITH 827 N 4TH ST STEUBENVILLE, OH 43952	N/A	509(a)(1)	General Unrestricted	3,500
CHRISTENDOM EDUCATIONAL CORPORATION 134 CHRISTENDOM DR FRONT ROYAL, VA 22630	N/A	509(a)(1)	General Unrestricted	2,000
CHRISTIAN APPALACHIAN PROJECT INC 6550 S KY RTE 321 HAGERHILL, KY 41222	N/A	509(a)(2)	General Unrestricted	6,000
CHRYSALIS HOUSE INC 1589 HILL RISE DR LEXINGTON, KY 40504	N/A	509(a)(1)	General Unrestricted	3,000
DAUGHTERS OF CHARITY OF ST VINCENT 333 S SETON AVE EMMITSBURG, MD 21727	N/A	509(a)(1)	General Unrestricted	1,000
DISMAS MINISTRY 2973 S WENTWORTH AVE MILWAUKEE, WI 53207	N/A	509(a)(1)	General Unrestricted	300
DOMINICAN FRIARS PROVINCE OF ST JOS 141 E 65TH ST NEW YORK, NY 10065	N/A	509(a)(1)	General Unrestricted	1,000
DOMINICAN HIGH SCHOOL 120 E SILVER SPRING DR WHITEFISH BAY, WI 53217	N/A	509(a)(1)	General Unrestricted	60,000
DOMINICAT SISTERS OF MARY MOTHER OF 4597 WARREN RD ANN ARBOR, MI 48105	N/A	509(a)(1)	General Unrestricted	1,500
FEED THE CHILDREN INC 333 N MERIDIAN AVE OKLAHOMA CITY, OK 73107	N/A	509(a)(1)	General Unrestricted	3,500
FELLOWSHIP OF CATHOLIC UNIVERSITY SPO BOX 18710 GOLDEN, CO 80402	N/A	509(a)(1)	General Unrestricted	50,000
FOOD FOR THE POOR INC 6401 LYONS RD COCONUT CREEK, FL 33097	N/A	509(a)(1)	General Unrestricted	7,500
FOUNDATION FOR A CHRISTIAN CIVILIZA 1358 JEFFERSON RD SPRING GROVE, PA 17362	N/A	509(a)(2)	America Needs Fatima Program	500
GOOD COUNSEL INC 411 CLINTON ST HOBOKEN, NJ 07030	N/A	509(a)(1)	General Unrestricted	1,000
INNOVATIVE MEDIA INC 3719 OLD ALABAMA RD STE 300G 43 ALPHARETTA, GA 30022	N/A	509(a)(1)	General Unrestricted	10,000
JUNIOR ACHIEVEMENT OF THE BLUEGRASS 1092 DUVAL ST STE 240 LEXINGTON, KY 40515	N/A	509(a)(1)	General Unrestricted	20,000
LEGION OF CHRIST COLLEGE OF HUMANIT 33 ROSSOTTO DR HAMDEN, CT 06514	N/A	509(a)(1)	General Unrestricted	75,000

Form 990PF Part XV Line 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
a Paid during the year				
LEXINGTON PHILHARMONIC SOCIETY INC161 N MILL ST LEXINGTON, KY 40507	N/A	509(a)(1)	General Unrestricted	1,000
LIFE LEGAL DEFENSE FOUNDATION PO BOX 2105 NAPA, CA 94558	N/A	509(a)(1)	General Unrestricted	3,000
MAGGIES PLACE INC PO BOX 1102 PHOENIX, AZ 85001	N/A	509(a)(1)	General Unrestricted	7,500
MARYKNOLL SISTERS CHARITABLE TR PO BOX 306 MARYKNOLL, NY 10545	N/A	509(a)(1)	General Unrestricted	1,000
MATER ECCLESIAE FUND FOR VOCATIONS PO BOX 7433 FALLS CHURCH, VA 22040	N/A	509(a)(1)	General Unrestricted	2,000
MATTHEW KELLY FOUNDATION 2330 KEMPER LN CINCINNATI, OH 45206	N/A	509(a)(1)	General Unrestricted	15,000
MISSIONARY OBLATES OF MARY IMMACULATA 327 OBLATE DR SAN ANTONIO, TX 78216	N/A	509(a)(1)	General Unrestricted	1,500
MONKS OF THE MOST BLESSED VIRGIN MAPO BOX 728 CODY, WY 82414	N/A	509(a)(1)	General Unrestricted	3,000
NATIVITY JESUIT MIDDLE SCHOOL INC1515 S 29TH ST MILWAUKEE, WI 53215	N/A	509(a)(1)	General Unrestricted	6,000
NEW CAMALDOLI HERMITAGE 62475 COAST HWY 1 BIG SUR, CA 93920	N/A	509(a)(1)	General Unrestricted	1,500
PRIESTLY FRATERNITY OF ST PETER INC119 GRIFFIN RD ELMHURST TWP, PA 18444	N/A	509(a)(1)	General Unrestricted	500
PROVINCE OF ST AUGUSTINE OF THE CAP 220 37TH ST PITTSBURGH, PA 15201	N/A	509(a)(1)	General Unrestricted	2,000
RACE TRACK CHAPLAINCY OF AMERICA INC2365 HARRODSBURG RD STE A120 LEXINGTON, KY 40504	N/A	509(a)(1)	General Unrestricted	5,000
RELEVANT RADIO 1496 BELLEVUE ST STE 202 GREEN BAY, WI 54311	N/A	509(a)(1)	General Unrestricted	12,500
RENEWAL MINISTRIES INC 230 COLLINGWOOD ANN ARBOR, MI 48103	N/A	509(a)(1)	General Unrestricted	5,000
ROMAN CATHOLIC DIOCESE OF LEXINGTON 1310 W MAIN ST LEXINGTON, KY 40508	N/A	509(a)(1)	Catholic Way Bible Study	5,000
ROMAN CATHOLIC DIOCESE OF LEXINGTON 1310 W MAIN ST LEXINGTON, KY 40508	N/A	509(a)(1)	Catholic Way Bible Study	5,000
ROMAN CATHOLIC DIOCESE OF LEXINGTON 1310 W MAIN ST LEXINGTON, KY 40508	N/A	509(a)(1)	Diocesan Capital Campaign	75,000
ROMAN CATHOLIC DIOCESE OF LEXINGTON 1310 W MAIN ST LEXINGTON, KY 40508	N/A	509(a)(1)	Annual Appeal Campaign	25,000
ROMAN CATHOLIC DIOCESE OF LEXINGTON 1310 W MAIN ST LEXINGTON, KY 40508	N/A	509(a)(1)	Diocesan Annual Appeal Campaign	25,000
RONALD MCDONALD HOUSE CHARITIES OF PO BOX 22414 LEXINGTON, KY 40522	N/A	509(a)(1)	General Unrestricted	2,500
SAINT BENEDICT CENTER PO BOX 528 SCHUYLER, NE 68661	N/A	509(a)(1)	General Unrestricted	1,500
SHEPHERDS HOUSE INC 154 BONNIE BRAE DR LEXINGTON, KY 40508	N/A	509(a)(2)	General Unrestricted	1,000
ST CECILIA CONGREGATION OF DOMINICA 801 DOMINICAN DR NASHVILLE, TN 37228	N/A	509(a)(1)	General Unrestricted	3,500
ST JOSEPH HOSPITAL FOUNDATION INC 1 SAINT JOSEPH DR LEXINGTON, KY 40504	N/A	509(a)(3)	General Unrestricted	5,000
TAYLOR MANOR INC 300 BERRY AVE VERSAILLES, KY 40383	N/A	509(a)(1)	General Unrestricted	3,500
THE RIGHT TO LIFE EDUCATIONAL FOUNDATION 134 BRECKENRIDGE LN LOUISVILLE, KY 40207	N/A	509(a)(1)	General Unrestricted	7,500
THY KINGDOM COME NETWORK INC 195 MOORE DR LEXINGTON, KY 40503	N/A	PF	Expenditure Responsibility Grant	40,000
THY KINGDOM COME NETWORK INC 195 MOORE DR LEXINGTON, KY 40503	N/A	PF	Expenditure Responsibility Grant	25,000
THY KINGDOM COME NETWORK INC 195 MOORE DR LEXINGTON, KY 40503	N/A	PF	Expenditure Responsibility Grant	100,000

Form 990PF Part XV Line 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)				
a Paid during the year				
THY WILL BE DONE INC195 MOORE DR LEXINGTON, KY 40503	N/A	PF	Expenditure Responsibility Grant	10,000
Total			► 3a	1,721,500

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Expenditure Responsibility Statement

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 11000218

Software Version: 2011.0.0

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Thy Kingdom Come Network Inc	195 Moore Drive Lexington, KY 40503	2009-09-21	100,000	General Operating Expenses	100,000	To the knowledge of the grantor, no funds have been diverted	5/3/10 and 8/5/11		None necessary
Thy Kingdom Come Network Inc	195 Moore Drive Lexington, KY 40503	2010-06-25	70,000	General Operating Expenses	70,000	To the knowledge of the grantor, no funds have been diverted	40760		None necessary
Thy Kingdom Come Network Inc	195 Moore Drive Lexington, KY 40503	2010-08-30	70,000	General Operating Expenses	70,000	To the knowledge of the grantor, no funds have been diverted	40671		None necessary
Thy Kingdom Come Network Inc	195 Moore Drive Lexington, KY 40503	2011-03-02	100,000	General Operating Expenses		To the knowledge of the grantor, no funds have been diverted	7/15/12 Expected Submission Date		None necessary
Thy Kingdom Come Network Inc	195 Moore Drive Lexington, KY 40503	2011-08-19	40,000	General Operating Expenses		To the knowledge of the grantor, no funds have been diverted	7/15/12 Expected Submission Date		None necessary
Thy Kingdom Come Network Inc	195 Moore Drive Lexington, KY 40503	2011-12-30	25,000	General Operating Expenses		To the knowledge of the grantor, no funds have been diverted	7/15/12 Expected Submission Date		None necessary
Thy Will Be Done Inc	195 Moore Drive Lexington, KY 40503	2008-10-23	10,000	General funding (Installment 1 of 3)	10,000	To the knowledge of the grantor, no funds have been diverted	09/08/09, 12/31/10, 02/21/11 and 7/15/12 Expected Submission Date		None necessary
Thy Will Be Done Inc	195 Moore Drive Lexington, KY 40503	2009-10-26	10,000	General Funding (Installment 2 of 3)	10,000	To the knowledge of the grantor, no funds have been diverted	09/08/09, 12/31/10, 02/21/11 and 7/15/12 Expected Submission Date		None necessary
Thy Will Be Done Inc	195 Moore Drive Lexington, KY 40503	2011-09-23	10,000	General Funding (Installment 3 of 3)		To the knowledge of the grantor, no funds have been diverted	09/08/09, 12/31/10, 02/21/11 and 7/15/12 Expected Submission Date		None necessary

TY 2011 General Explanation Attachment

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 11000218

Software Version: 2011.0.0

Identifier	Return Reference	Explanation
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TY 2011 Investments Corporate Bonds Schedule

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 11000218

Software Version: 2011.0.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AUSTRALIAN GOVT SER 126 - 04.500 - 04/15/2020 Q0819ADE7 16000000.00%	136,768	174,706

**TY 2011 Investments Corporate
Stock Schedule**

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 11000218

Software Version: 2011.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
12 shares of ACCIONA SA ACXIF.PK	1,068	1,038
89 shares of ACORDA THERAPEUTICS, INC. ACOR	2,633	2,122
104 shares of ADOBE SYSTEMS, INC. ADBE	2,703	2,940
36 shares of AFLAC INC. AFL	1,646	1,557
61 shares of AGILENT TECHNOLOGIES INC A	2,952	2,131
200 shares of AIA GROUP AAIGF.PK	569	628
57 shares of AKAMAI TECH COM STK AKAM	1,259	1,840
48 shares of ALBEMARLE CP ALB	1,969	2,472
27 shares of ALEXION PHARMACEUTICALS, INC. ALXN	982	1,931
30 shares of ALLERGAN INC. AGN	2,406	2,632
26 shares of ALLIANCE DATA SYSTEM CORP ADS	1,558	2,700
57 shares of ALLIANT CORP LNT	1,868	2,514
596 shares of ALLOS THERAPEUTICS, INC. ALTH	2,719	846
19 shares of AMAZON COM AMZN	3,802	3,289
99 shares of AMER FIN GRP HLD AFG	2,744	3,652
77 shares of AMYLIN PHARMACEUTICALS INC AMLN	1,297	876
26 shares of ANHEUSER BUSCH COS INC BUD	1,509	1,586
98 shares of ANNALY MTG MGMT INC. COM NLY	1,830	1,564
23 shares of APOLLO GROUP INC CL A APOL	1,152	1,239
32 shares of APPLE INC. AAPL	6,842	12,960
15 shares of APTAR GROUP INC ATR	703	783
150 shares of ARCH COAL INC. ACI	3,953	2,177
136 shares of ASAHI GLASS ADR ASGLY.PK	1,438	1,123
31 shares of ASML HOLDING NV NY REG SHS ASML	1,284	1,295
180 shares of ASSOCIATED BANC-CORP ASBC	2,282	2,011
18 shares of BAIDU.COM - ADR BIDU	2,506	2,096
43 shares of BAKER HUGHES INTL BHI	2,508	2,092
175 shares of BANCO SANTANDER CEN STD	1,775	1,316
161 shares of BARCLAYS PLC ADR BCS	2,531	1,769
40 shares of BAXTER INTERNATIONAL INC. BAX	1,923	1,979

Name of Stock	End of Year Book Value	End of Year Fair Market Value
25 shares of BEIERSDORF AG BDRFF.PK	1,510	1,422
90 shares of BERKLEY W R CP WRB	2,408	3,095
6 shares of BIO RAD LABS INC CL A BIO	686	576
47 shares of BIOMARIN PHARMACEUTICAL INC. BMRN	907	1,616
51 shares of BNP PARIBAS SPONS ADR BNPQY.PK	1,388	1,002
51 shares of BOEING CO BA	3,627	3,741
84 shares of BP PLC SPONSORED ADR BP	3,538	3,590
177 shares of BRUKER CORPORATION BRKR	2,430	2,198
28 shares of C H ROBINSON WORLDWIDE INC. CHRW	2,242	1,954
9 shares of CABOT OIL GAS CORP COG	689	683
70 shares of CARNIVAL CORP CCL	2,583	2,285
359 shares of CARREFOUR S.A. CRRFY.PK	2,883	1,608
50 shares of CELANESE CORPORATION CE	1,924	2,214
63 shares of CENTENE CORPORATION - COMMON STOCK CNC	1,720	2,494
48 shares of CHINA CONSTRUCT UNSPON ADR CICHY.PK	801	669
4 shares of CHIPOLTE MEX GRILL CMG	1,257	1,351
160 shares of CISCO SYSTEMS INC CSCO	3,424	2,893
111 shares of CITIGROUP INC C	4,913	2,920
16 shares of CME GROUP, INC CME	4,559	3,899
26 shares of COACH INC COH	1,684	1,587
33 shares of COLGATE-PALMOLIVE COMPANY CL	2,803	3,049
148 shares of COMCAST CORP CL A CMCSA	2,904	3,509
22 shares of CONCHO RESOURCES INC CXO	2,220	2,063
30 shares of CONSOL ENERGY INC. CNX	1,630	1,101
59 shares of COVANCE INC CVD	3,221	2,697
26 shares of CREDIT SUISSE GROUP ADR CS	1,133	610
57 shares of CROWN CASTLE INTL CCI	2,422	2,554
68 shares of CVS CAREMARK CORP. CVS	2,492	2,773
63 shares of CYTEC IND INC CYT	2,739	2,813
37 shares of DANAHER CORP DHR	2,043	1,740

Name of Stock	End of Year Book Value	End of Year Fair Market Value
27 shares of DBS GROUP HLDGS SPON ADR DBSDY.PK	1,083	956
22 shares of DECKERS OUTDOOR CORPORATION - COMMON STOCK DECK	1,071	1,663
75 shares of DENDREON CORPORATION DNDN	1,846	570
36 shares of DISCOVERY COMMUNICATIONS CL A DISCA	1,612	1,475
25 shares of DOLLAR GENERAL CORP DG	1,022	1,029
100 shares of DOW CHEMICAL PV DOW	2,822	2,876
40 shares of DRIL QUIP INC DRQ	2,363	2,633
67 shares of E.ON AG SPON ADR REP 1/3 ORD NPV EONGY.PK	2,084	1,433
14 shares of ECOLAB INC ECL	661	809
15 shares of EDWARDS LIFESCIENCES EW	1,078	1,061
95 shares of EMC CORP-MASS EMC	2,683	2,046
35 shares of ENSCO PLC ESV	1,926	1,642
31 shares of EOG RESOURCES INC EOG	3,131	3,054
25 shares of ESTEE LAUDER COMPANIES INC EL	2,441	2,808
65 shares of EXPRESS SCRIPTS HOLDING CO. ESRX	3,551	2,905
44 shares of EXXON MOBIL CORP XOM	2,797	3,729
36 shares of F M C CP FMC	3,133	3,097
34 shares of FEDEX CORPORATION COMMON STOCK FDX	2,719	2,839
46 shares of FEI CO. FEIC	1,491	1,876
186 shares of FIAT INDUSTRIAL FNDSF.PK	2,077	1,600
90 shares of FLIR SYSTEMS INC FLIR	2,526	2,256
34 shares of FLOWSERVE CP FLS	3,771	3,377
273 shares of FLSMIDTH CO A/S S/ADR FLIDY.PK	2,081	1,581
38 shares of FMC TECHS INC COM FTI	1,717	1,985
28 shares of FRESENIUS MED CAR AG FMS	1,777	1,903
206 shares of GAMESTOP CORP GME	4,011	4,971
86 shares of GEN CABLE CP BGC	2,273	2,151
53 shares of GEN DYNAMICS CP GD	3,572	3,520
104 shares of GENERAL MOTORS GM	3,364	2,108
35 shares of GILEAD SCIENCES INC GILD	1,282	1,433

Name of Stock	End of Year Book Value	End of Year Fair Market Value
54 shares of GLOBAL PAYMENTS INC GPN	2,486	2,559
6 shares of GOOGLE INC CL A GOOG	3,233	3,875
133 shares of GRAFTECH INTL LTD GTI	2,192	1,815
94 shares of GUESS INC COM GES	3,953	2,803
132 shares of HARSCO CORP HSC	3,181	2,717
70 shares of HCA INC HCA	1,369	1,542
175 shares of HEADWATERS INC HW	514	389
88 shares of HEALTH NET INC HNT	2,321	2,677
143 shares of HEIDELBERGCEMENT AG UNSPONSORED ADR HDELY.PK	1,609	1,203
64 shares of HEINEKEN N V ADR HINKY.PK	1,463	1,474
219 shares of HERTZ GLOBAL HOLDINGS INC HTZ	3,229	2,567
44 shares of HESS CORP HES	2,339	2,499
73 shares of HEWLETT PACKARD CO HPQ	2,869	1,880
155 shares of HON HAI PRECISION S/GDR HNHPF.PK	976	817
50 shares of HOSPIRA INC W/I HSP	1,443	1,519
66 shares of ILLINOIS TOOL WORKS ITW	3,197	3,083
36 shares of IMPERIAL TOBACCO GRO ITYBY.PK	2,422	2,712
81 shares of INCYTE CORPORATION INCY	1,384	1,216
165 shares of INFINEON TECH ADS IFNNY.PK	1,409	1,239
77 shares of INFORMATICA CORPORATION INFA	3,337	2,844
231 shares of INGRAM MICRO INC - CL A IM	3,595	4,202
126 shares of INPUT/OUTPUT INC. IO	470	772
139 shares of INTERNATIONAL GAME TECHNOLOGY IGT	2,419	2,391
107 shares of INVESCO PLC IVZ	1,930	2,150
64 shares of IROBOT CORPORATION IRBT	1,927	1,910
888 shares of ISHARES IBOXX INVESTMENT GRADE CORPORATE BOND FD LQD	99,312	101,018
676 shares of ISHARES TRUST MSCI EAFE INDEX FUND EFA	40,883	33,482
95 shares of ITOCHU CORP ADR OTC ITOCY.PK	1,943	1,913
50 shares of JACOBS ENGINEERNG GP JEC	1,903	2,029
54 shares of JOHNSON JOHNSON JNJ	3,532	3,541

Name of Stock	End of Year Book Value	End of Year Fair Market Value
105 shares of JP MORGAN CHASE CO JPM	4,692	3,491
63 shares of KDDI CP UNSP ADR KDDIY.PK	940	1,014
38 shares of KELLOGG CO K	2,147	1,922
26 shares of KOHLS CORP KSS	1,450	1,283
90 shares of KRAFT FOODS INC KFT	3,052	3,362
138 shares of KROGER CO KR	3,038	3,342
72 shares of LAS VEGAS SANDS CORP LVS	3,303	3,077
29 shares of LIBERTY MEDIA CORPORATION COM LMCA	2,432	2,263
588 shares of LLOYDS TSB GROUP PLC LYG	2,365	923
38 shares of LVMH MOET HENN UNSP LVMUY.PK	947	1,068
116 shares of MAN SE UNSP/ADR MAGOY.PK	1,125	1,020
28 shares of MCDONALDS CORP MCD	2,202	2,809
124 shares of MDU RESOURCES GROUP MDU	2,258	2,661
89 shares of MEDTRONIC INC MDT	3,218	3,404
13 shares of MERCADOLIBRE, INC. MELI	1,195	1,034
56 shares of METLIFE INC. MET	2,505	1,746
33 shares of MID AMER APT COMMUN MAA	1,966	2,064
29 shares of MITSUBISHI CORP SPON MSBHY.PK	1,348	1,162
438 shares of MITSUBISHI TOKYO FIN MTU	1,893	1,835
10 shares of MONSANTO CO MON	696	701
144 shares of MORGAN STANLEY MS	3,514	2,179
64 shares of NATIONAL AUSTRALIA BK LTD NABZY.PK	1,551	1,532
236 shares of NEKTAR THERAPEUTICS NKTR	2,194	1,322
46 shares of NESTLE S.A. NSRGY.PK	2,796	2,655
41 shares of NETAPP, INC. NTAP	1,603	1,487
54 shares of NEUSTAR, INC. CL A NSR	1,385	1,845
363 shares of NEW WORLD DEV LTD S/ADR NDVLY.PK	1,003	566
28 shares of NEXTERA ENERGY, INC NEE	1,518	1,705
18 shares of NIKE INC-CL B NKE	1,481	1,735
59 shares of NISSAN MOTOR LTD ASR NSANY.PK	1,012	1,049

Name of Stock	End of Year Book Value	End of Year Fair Market Value
76 shares of NOBLE CORPORATION NE	2,378	2,297
65 shares of NOVARTIS AG ADR NVS	3,871	3,716
93 shares of NUANCE COMMUNICATIONS, INC. NUAN	1,770	2,340
96 shares of OAO GAZPROM SPONS GDR OGZPY.PK	1,362	1,025
56 shares of OIL STATES INTL INC OIS	3,727	4,277
30 shares of ONYX PHARMACEUTICALS, INC. ONXX	791	1,319
36 shares of ORACLE CORP ORCL	1,307	923
158 shares of ORBITAL SCIENCES CORP ORB	2,427	2,296
57 shares of ORICA LIMITED OCLDF.PK	1,423	1,425
63 shares of ORIENT-EXPRESS HOTEL OEH	486	471
21 shares of ORIX CORP ADS IX	844	861
122 shares of OSHKOSH CORP OSK	3,943	2,608
201 shares of PARAMETRIC TECHNOLOGY CORP PMTC	3,639	3,670
41 shares of PEABODY ENERGY CORP BTU	1,799	1,358
47 shares of PETROMINERALS LTD ORD PMGLF.PK	1,076	761
6 shares of PRICELINE.COM INCORPORATED PCLN	3,306	2,806
63 shares of PRUDENTIAL PLC SC PUK	1,295	1,244
22 shares of PVH CORP PVH	1,025	1,551
79 shares of QEP RESOURCES INC QEP	2,274	2,315
94 shares of QUALCOMM INC QCOM	5,035	5,142
215 shares of QUESTAR CP STR	3,458	4,270
15 shares of RALPH LAUREN CORP RL	1,907	2,071
72 shares of RAYONIER INC RYN	2,168	3,213
113 shares of RECKSON ASSOCS RLTY CORP RA	1,414	1,683
20 shares of RICOH CO LTD SPN ADR RICOY.OB	1,236	873
25 shares of RIO TINTO PLC SPONSORED ADR RIO	1,381	1,223
71 shares of RIVERBED TECHNOLOGY, INC. RVBD	2,369	1,669
49 shares of ROPER INDUSTRIES NEW COMMON ROP	3,490	4,257
84 shares of ROVI CORP. ROVI	3,984	2,065
50 shares of RYANAIR HOLDINGS PLC-ADR COM RYAAY.PK	1,512	1,393

Name of Stock	End of Year Book Value	End of Year Fair Market Value
65 shares of SAGE GROUP PLC UNS/ADR SGPYY.PK	1,034	1,182
18 shares of SALESFORCE.COM CRM	2,302	1,826
131 shares of SAMPO OYJ UNSPONSORED ADR SAXPY.PK	1,668	1,615
26 shares of SAP AKTIENGESELL ADS SAP	1,538	1,377
220 shares of SAVIENT PHARMACEUTICALS INC SVNT	2,665	491
20 shares of SCHLUMBERGER LTD SLB	1,281	1,366
128 shares of SCIENTIFIC GAMES CORP - CLASS A COMMON STOCK SGMS	1,240	1,242
58 shares of SCOTTISH SOUTHERN ENERGY ADR SSEZY.PK	1,102	1,165
264 shares of SEQUENOM, INC. SQNM	1,768	1,175
20 shares of SEVEN I HOLDINGS C SVNDY.PK	1,100	1,105
83 shares of SGS SA UNSP ADR SGSOY.PK	1,415	1,375
23 shares of SHERWIN-WILLIAMS CO. SHW	1,908	2,053
132 shares of SHIN-ETSU CHEMICAL C SHECY.PK	1,702	1,621
13 shares of SINA CORPORATION SINA	989	676
21710 shares of SMA RELATIONSHIP TR SER T SRTTX	93,715	97,694
6046 shares of SMA RELATIONSHIP TRUST SER G SRTGX	59,945	44,679
63 shares of SMITH A O CORP DEL COM AOS	2,464	2,528
313 shares of SPDR SP 500 ETF TRUST SPY	40,427	39,282
41 shares of SUNCOR ENERGY INC SU	1,555	1,182
143 shares of SYMANTEC CORP SYMC	2,127	2,238
81 shares of TANGER FACTORY OUTLT CENREIT SKT	2,195	2,375
26 shares of TECK COMINCO LIMITED CL B SV TCK	919	915
52 shares of TELEOR ASA S/ADR TELNY.PK	2,252	2,536
10 shares of TERADATA CORPORATION TDC	480	485
142 shares of TETRA TECHNOLOGIES TTI	1,590	1,326
21 shares of TEVA PHARMECEUTICAL SP ADR TEVA	991	848
131 shares of TH K CO LTD THKLY.PK	1,322	1,296
110 shares of TIME WARNER INC. TWX	3,218	3,975
63 shares of TOKIO MARINE HOLDINGS INC TKOMY.PK	1,476	1,386
19 shares of TOKYO GAS CO LTD ADR TKGSY.PK	838	879

Name of Stock	End of Year Book Value	End of Year Fair Market Value
60 shares of TOLL BROTHERS INC TOL	999	1,225
91 shares of TUDOR PERINI CP TPC	2,177	1,123
2783 shares of UBS SP 500 INDEX-A PSPIX	27,833	23,349
57 shares of ULTRA PETROLEUM CORP UPL	2,246	1,689
11 shares of UNION PACIFIC UNP	1,141	1,165
53 shares of UNITEDHEALTH GROUP INC. UNH	2,136	2,686
88 shares of US BANCORP DEL NEW USB	2,121	2,380
758 shares of VANGUARD EMERGING MARKETS STOCK INDEX VIPERS VWO	28,012	28,963
374 shares of VANGUARD LG-CAP ETF VV	20,065	21,430
36 shares of VARIAN MEDICAL SYSTEMS INC VAR	1,930	2,417
56 shares of VISA INC V	4,236	5,686
114 shares of VODAFONE GROUP PLC VOD	2,797	3,195
57 shares of VOLKSWAGEN AG VLKPY.PK	1,335	1,688
125 shares of WADDELLREED FIN INC WDR	3,154	3,096
31 shares of WATSON PHARMACEUTICALS INC. WPI	1,974	1,871
48 shares of WATSON WYATT CO. HOLDINGS TW	1,931	2,877
158 shares of WELLS FARGO CO. WFC	4,608	4,354
134 shares of WERNER ENTERPRISES INC WERN	3,000	3,229
53 shares of WESCO INTL INC WCC	1,929	2,810
141 shares of WESTAR ENERGY INC. WR	3,727	4,058
98 shares of WOLTERS KLUWER S/ADR WTKWY.PK	1,991	1,678
490 shares of XSTRATA PLC UNSP/ADR XSRAY.PK	1,796	1,450

TY 2011 Investments Government Obligations Schedule

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 11000218

Software Version: 2011.0.0

US Government Securities - End of

Year Book Value: 19,746

US Government Securities - End of

Year Fair Market Value: 20,507

State & Local Government

**Securities - End of Year Book
Value:**

State & Local Government

**Securities - End of Year Fair
Market Value:**

TY 2011 Investments - Other Schedule

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 11000218

Software Version: 2011.0.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
STARSL, LLC		78,880	79,057
WAYCROSS 50/50 GROWTH FUND L.P		1,181,203	1,181,203

TY 2011 LiquidationExplanationStmt

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 11000218

Software Version: 2011.0.0

Statement: This statement is submitted to report the distribution of certain assets during the above-referenced year. The distributions resulted in a substantial contraction of assets. The following information is submitted in accordance with Treasury Regulation Section 1.6043-3a1 and the Form 990-PF instructions During the taxable year ending December 31, 2011, Robert and Martha Trussell Family Foundation the Foundation made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled 1,721,500. This amount represents over 25 of the Foundations net assets of 4,444,412 as measured by fair market value at the beginning of the Foundations taxable year ending December 31, 2011. Although the Foundation technically experienced a substantial contraction, it will continue in existence and has no plans for dissolution. The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a each such grant was made solely for the charitable purpose specified therein.

TY 2011 Other Expenses Schedule

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 11000218

Software Version: 2011.0.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	25,571			25,571
Bank Charges	231	231		
LEXINGTON KEYSTONE FUND LLC K1 passthrough expense	33,038	33,038		
STARSLAT LLC K1 nondeductible passthrough expense	107			
State or Local Filing Fees	25			25

TY 2011 Other Income Schedule

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 11000218

Software Version: 2011.0.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LEXINGTON KEYSTONE FUND LLC K-1 Pass-Through Share of Partnership Income/Loss	15,453	15,453	
STARSLAT, LLC K-1 Pass-Through Share of Partnership Income/Loss	-13,027	-13,027	
WAYCROSS 50/50 GROWTH FUND L P K-1 Pass-Through Share of Partnership Income/Loss	-65,486	-65,486	

TY 2011 Other Professional Fees Schedule

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 11000218

Software Version: 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	19,023	19,023		

TY 2011 Taxes Schedule

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 11000218

Software Version: 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2011	2,700	0	0	0
Foreign Tax Paid	659	659	0	0