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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 , **2011**, and ending , **20**

POSTMARK DATE APR 17 2011

Name of foundation: **JOE S MCFADDIN FOUNDATION 59-7916864**

Number and street (or P O box number if mail is not delivered to street address): **P.O. BOX 1908**

Room/suite: _____

City or town, state, and ZIP code: **ORLANDO, FL 32802-1908**

A Employer identification number: **20-7103830**

B Telephone number (see instructions): **() -**

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

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) ▶ \$ **695,424.**

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 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	23,141.	22,537.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	24,188.			
b	Gross sales price for all assets on line 6a	322,940.			
7	Capital gain net income (from Part IV, line 2)		24,186.		
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)	66.			STMT 2
12	Total. Add lines 1 through 11	47,395.	46,723.		
13	Compensation of officers, directors, trustees, etc.	11,433.	5,717.		5,716.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	4,500.	NONE	NONE	4,500.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	1,060.	196.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	16,993.	5,913.	NONE	10,216.
25	Contributions, gifts, grants paid	7,336.			7,336.
26	Total expenses and disbursements Add lines 24 and 25	24,329.	5,913.	NONE	17,552.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	23,066.			
b	Net investment income (if negative, enter -0-)		40,810.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	210.	53,203.	53,203.
	2	Savings and temporary cash investments	27,621.	41,596.	41,596.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 5	594,410.	550,508.	600,625.
	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)	622,241.	645,307.	695,424.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	622,031.	592,104.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	210.	53,203.	
	30	Total net assets or fund balances (see instructions)	622,241.	645,307.	
31	Total liabilities and net assets/fund balances (see instructions)	622,241.	645,307.		

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)	1 622,241.
2	Enter amount from Part I, line 27a	2 23,066.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 645,307.
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	6 645,307.

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 315,255.		298,754.	16,501.		
b					
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))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			16,501.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	24,186.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010			
2009			
2008			
2007			
2006			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.			8

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 148, refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes Yes/No columns. Activities include influencing legislation, political purposes, and tax return filing.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of SUNTRUST BANK Telephone no (888) 942-3272
Located at PO BOX 1908, ORLANDO, FL ZIP + 4 32802-1908
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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 X
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.

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? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes 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)? Yes X 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) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
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? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **N/A**

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		11,433.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 NONE

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		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	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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	677,795.
b	Average of monthly cash balances	1b	35,299.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	713,094.
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	NONE
3	Subtract line 2 from line 1d	3	713,094.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,696.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	702,398.
6	Minimum investment return. Enter 5% of line 5	6	35,120.

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	35,120.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	816.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	816.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	34,304.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	34,304.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	34,304.

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	17,552.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	17,552.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,552.

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				34,304.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			7,336.	
b Total for prior years 20 09 , 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006		NONE		
b From 2007		NONE		
c From 2008		NONE		
d From 2009		NONE		
e From 2010		NONE		
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 17,552.				
a Applied to 2010, but not more than line 2a			7,336.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				10,216.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				24,088.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(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).)

N/A

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

N/A

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

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

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

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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)				
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 8</p>				
<p>Total</p>			▶ 3a	7,336.
<p>b <i>Approved for future payment</i></p>				
<p>Total</p>			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal.

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

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

NOT APPLICABLE

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 of:
- (1) Cash **1a(1)** Yes No
 - (2) Other assets **1a(2)** Yes No
- b** Other transactions:
- (1) Sales of assets to a noncharitable exempt organization **1b(1)** Yes No
 - (2) Purchases of assets from a noncharitable exempt organization **1b(2)** Yes No
 - (3) Rental of facilities, equipment, or other assets **1b(3)** Yes No
 - (4) Reimbursement arrangements **1b(4)** Yes No
 - (5) Loans or loan guarantees **1b(5)** Yes No
 - (6) Performance of services or membership or fundraising solicitations **1b(6)** Yes No
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees **1c** Yes No
- 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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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
N/A		

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

[Signature] | 04/10/2012 | TRUSTEE
 Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name: JEFFREY E. KUHLIN
 Preparer's signature: *[Signature]*
 Date: 04/10/2012
 Check if self-employed
 PTIN: P00353001
 Firm's name: KPMG LLP
 Firm's EIN: 13-5565207
 Firm's address: 100 WESTMINSTER ST, 6TH FL, SUITE A, PROVIDENCE, RI 02903-9605
 Phone no. 888-942-3272

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					7,685.	
257.00		22.926 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 266.00					02/22/2011	08/15/2011
15,072.00		871.695 EATON VANCE TAX-MGD VAL-I #35572 PROPERTY TYPE: SECURITIES 10,539.00					02/10/2009	02/22/2011
7,830.00		719.008 FORUM ABSOLUTE STRATEGIES-I PROPERTY TYPE: SECURITIES 7,819.00					02/22/2011	07/18/2011
1,988.00		181.885 FORUM ABSOLUTE STRATEGIES-I PROPERTY TYPE: SECURITIES 1,977.00					10/25/2010	08/15/2011
6,429.00		373.345 T ROWE PRICE INSTL LARGE-CAP GRW PROPERTY TYPE: SECURITIES 5,048.00					05/24/2010	02/22/2011
21,428.00		221. ISHARES TR S&P MIDCAP 400 INDEX ETF PROPERTY TYPE: SECURITIES 21,543.00					02/22/2011	07/18/2011
7,767.00		312.164 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 6,253.00					10/26/2009	02/22/2011
705.00		28.35 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 665.00					12/20/2010	02/22/2011
1,894.00		210.913 MANNING & NAPIER WORLD OPPTYS-A PROPERTY TYPE: SECURITIES 1,829.00					10/25/2010	02/22/2011
36,393.00		5505.783 MANNING & NAPIER WORLD OPPTYS-A PROPERTY TYPE: SECURITIES 44,367.00					12/15/2010	12/29/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
16,516.00		2498.692 MANNING & NAPIER WORLD OPPTYS-A PROPERTY TYPE: SECURITIES 20,956.00					12/15/2011	12/29/2011
							-4,440.00	
586.00		16.986 OPPENHEIMER DEVELOPING MKTS INSTL PROPERTY TYPE: SECURITIES 585.00					10/25/2010	07/18/2011
							1.00	
760.00		72.45 PIMCO LOW DURATION-I PROPERTY TYPE: SECURITIES 754.00					02/22/2011	07/18/2011
							6.00	
1,287.00		122.805 PIMCO LOW DURATION-I PROPERTY TYPE: SECURITIES 1,278.00					02/22/2011	08/15/2011
							9.00	
638.00		68.017 PIMCO COMMODITY REALRTN STRATEGY- PROPERTY TYPE: SECURITIES 556.00					10/26/2009	02/22/2011
							82.00	
197.00		21.987 PIMCO COMMODITY REALRTN STRATEGY- PROPERTY TYPE: SECURITIES 180.00					10/26/2009	08/15/2011
							17.00	
1,354.00		126.424 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES 1,334.00					02/22/2011	07/18/2011
							20.00	
1,509.00		141.557 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES 1,487.00					02/22/2011	08/15/2011
							22.00	
8,585.00		685.125 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES 5,151.00					05/18/2009	02/22/2011
							3,434.00	
979.00		78.163 RIDGEWORTH FD-MIDCAP VAL EQTY #RG PROPERTY TYPE: SECURITIES 908.00					12/13/2010	02/22/2011
							71.00	
6,588.00		548.117 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES 3,650.00					02/10/2009	07/18/2011
							2,938.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,636.00		347.526 RIDGEWORTH FD-LARGECAP VAL EQTY# PROPERTY TYPE: SECURITIES 2,874.00				02/10/2009	02/22/2011 1,762.00	
2,709.00		237.84 RIDGEWORTH FD-LARGECAP GRTH STK#R PROPERTY TYPE: SECURITIES 1,563.00				02/10/2009	02/22/2011 1,146.00	
337.00		28.853 RIDGEWORTH FD-LARGECAP GRTH STK#R PROPERTY TYPE: SECURITIES 190.00				02/10/2009	07/18/2011 147.00	
949.00		86.044 RIDGEWORTH FD-LARGECAP GRTH STK#R PROPERTY TYPE: SECURITIES 931.00				08/15/2011	11/10/2011 18.00	
19,996.00		1812.835 RIDGEWORTH FD-LARGECAP GRTH STK PROPERTY TYPE: SECURITIES 11,910.00				02/10/2009	11/10/2011 8,086.00	
319.00		42.196 RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES 247.00				01/19/2010	02/22/2011 72.00	
6,817.00		932.548 RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES 3,870.00				02/10/2009	04/18/2011 2,947.00	
19,127.00		1918.455 RIDGEWORTH FD-SHORT TERM BD #RG PROPERTY TYPE: SECURITIES 18,462.00				01/19/2010	02/22/2011 665.00	
695.00		69.5 RIDGEWORTH FD-SHORT TERM BD #RGCX PROPERTY TYPE: SECURITIES 662.00				02/10/2009	07/18/2011 33.00	
1,310.00		131.394 RIDGEWORTH FD-SHORT TERM BD #RGC PROPERTY TYPE: SECURITIES 1,251.00				02/10/2009	08/15/2011 59.00	
110.00		12.332 RIDGEWORTH FD-SEIX FLT HGH INCM#R PROPERTY TYPE: SECURITIES 112.00				02/22/2011	07/18/2011 -2.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
103.00		12.075 RIDGEWORTH FD-SEIX FLT HGH INCM#R PROPERTY TYPE: SECURITIES 110.00				02/22/2011	08/15/2011 -7.00	
15,629.00		1825.824 RIDGEWORTH FD-SEIX FLT HGH INCM PROPERTY TYPE: SECURITIES 14,594.00				01/19/2010	09/21/2011 1,035.00	
15,116.00		1765.882 RIDGEWORTH FD-SEIX FLT HGH INCM PROPERTY TYPE: SECURITIES 15,989.00				02/22/2011	09/21/2011 -873.00	
10,428.00		1005.551 RIDGEWORTH FD-INTERMEDIATE BD # PROPERTY TYPE: SECURITIES 10,367.00				02/10/2009	02/22/2011 61.00	
3,197.00		308.335 RIDGEWORTH FD-INTERMEDIATE BD #R PROPERTY TYPE: SECURITIES 3,204.00				12/13/2010	02/22/2011 -7.00	
11,709.00		1104.623 RIDGEWORTH FD-INTERMEDIATE BD # PROPERTY TYPE: SECURITIES 11,389.00				02/10/2009	07/18/2011 320.00	
6,192.00		574.93 RIDGEWORTH FD-INTERMEDIATE BD #RG PROPERTY TYPE: SECURITIES 5,928.00				02/10/2009	08/15/2011 264.00	
203.00		16.437 SCHRODER US SMALL/MID CAP OPPTY-I PROPERTY TYPE: SECURITIES 203.00				02/22/2011	07/18/2011	
2,081.00		248.033 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 1,520.00				10/26/2009	02/22/2011 561.00	
752.00		85.649 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 525.00				10/26/2009	07/18/2011 227.00	
20.00		1.483 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES 19.00				01/19/2010	07/18/2011 1.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,145.00		662.647				02/22/2011	07/18/2011	
		9,043.00				102.00		
1,661.00		121.329				01/19/2010	08/15/2011	
		1,574.00				87.00		
277.00		22.368				12/15/2011	12/29/2011	
		274.00				3.00		
42,975.00		3471.322				05/24/2010	12/29/2011	
		44,798.00				-1,823.00		
TOTAL GAIN (LOSS)							----- 24,186. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	23,141.	22,537.
TOTAL	23,141.	22,537.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	66.
TOTALS	----- 66. =====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	4,500.			4,500.
TOTALS	4,500.	NONE	NONE	4,500.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PRIOR YR BALANCE DUE	96.	
CURRENT YR ESTIMATES	964.	
FOREIGN TAXES		196.
	-----	-----
TOTALS	1,060.	196.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV

DESCRIPTION C OR F

BEGINNING BOOK VALUE

ENDING BOOK VALUE

ENDING FMV

SEE ATTACHED STATEMENT C 594,410. 550,508. 600,625.

TOTALS 594,410. 550,508. 600,625.

=====

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

OFFICER NAME:

SUNTRUST

ADDRESS:

PO BOX 1908

ORLANDO, FL 32802-1908

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION 11,433.

TOTAL COMPENSATION: 11,433.
=====

RECIPIENT NAME:

KATRINA PARKER-LUCKIE

ADDRESS:

SUNTRUST BANK, PO BOX 26150
RICHMOND, VA 23260-6150

FORM, INFORMATION AND MATERIALS:

WRITTEN LETTER OF REQUEST

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

AWARDS ARE FOR THE PURPOSE OF PROVIDING MAINTENANCE, SUPPORT AND
EDUCATION TO INDIGENT CHILDREN IN FOREIGN LANDS

=====

RECIPIENT NAME:

CHILD FUND INTERNATIONAL

ATTN: CANDICE BRAXTON

ADDRESS:

2821 EMERYWOOD PARKWAY

RICHMOND, VA 23294

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 7,336.

TOTAL GRANTS PAID: 7,336.

=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust

Employer identification number

JOE S MCFADDIN FOUNDATION 59-7916864

20-7103830

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-3,693.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-3,693.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					7,685.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	20,194.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	27,879.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-3,693.
14	Net long-term gain or (loss):			
a	Total for year	14a		27,879.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		24,186.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

**SCHEDULE D-1
(Form 1041)**

Department of the Treasury
Internal Revenue Service

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

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: **JOE S MCFADDIN FOUNDATION 59-7916864** Employer identification number: **20-7103830**

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 22.926 ABERDEEN EQUITY LON	02/22/2011	08/15/2011	257.00	266.00	-9.00
719.008 FORUM ABSOLUTE STR	02/22/2011	07/18/2011	7,830.00	7,819.00	11.00
181.885 FORUM ABSOLUTE STR	10/25/2010	08/15/2011	1,988.00	1,977.00	11.00
373.345 T ROWE PRICE INSTL GRWTH-I	05/24/2010	02/22/2011	6,429.00	5,048.00	1,381.00
221. ISHARES TR S&P MIDCAP ETF	02/22/2011	07/18/2011	21,428.00	21,543.00	-115.00
28.35 JANUS PERKINS SMALL	12/20/2010	02/22/2011	705.00	665.00	40.00
210.913 MANNING & NAPIER W OPPTYS-A	10/25/2010	02/22/2011	1,894.00	1,829.00	65.00
2498.692 MANNING & NAPIER OPPTYS-A	12/15/2011	12/29/2011	16,516.00	20,956.00	-4,440.00
16.986 OPPENHEIMER DEVELOP INSTL-Y	10/25/2010	07/18/2011	586.00	585.00	1.00
72.45 PIMCO LOW DURATION-I	02/22/2011	07/18/2011	760.00	754.00	6.00
122.805 PIMCO LOW DURATION	02/22/2011	08/15/2011	1,287.00	1,278.00	9.00
126.424 PIMCO INVT GRADE C	02/22/2011	07/18/2011	1,354.00	1,334.00	20.00
141.557 PIMCO INVT GRADE C	02/22/2011	08/15/2011	1,509.00	1,487.00	22.00
78.163 RIDGEWORTH FD-MIDCA #RGD5	12/13/2010	02/22/2011	979.00	908.00	71.00
86.044 RIDGEWORTH FD-LARGE STK#RGE3	08/15/2011	11/10/2011	949.00	931.00	18.00
12.332 RIDGEWORTH FD-SEIX INCM#RG CJ	02/22/2011	07/18/2011	110.00	112.00	-2.00
12.075 RIDGEWORTH FD-SEIX INCM#RG CJ	02/22/2011	08/15/2011	103.00	110.00	-7.00
1765.882 RIDGEWORTH FD-SEI INCM#RG CJ	02/22/2011	09/21/2011	15,116.00	15,989.00	-873.00
308.335 RIDGEWORTH FD-INTE #RGCF	12/13/2010	02/22/2011	3,197.00	3,204.00	-7.00
16.437 SCHRODER US SMALL/M OPPTY-I	02/22/2011	07/18/2011	203.00	203.00	
662.647 TEMPLETON GLOBAL B	02/22/2011	07/18/2011	9,145.00	9,043.00	102.00
22.368 TEMPLETON GLOBAL BD	12/15/2011	12/29/2011	277.00	274.00	3.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -3,693.00

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

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

JOE S MCFADDIN FOUNDATION 59-7916864

20-7103830

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 871.695 EATON VANCE TAX-MG #35572	02/10/2009	02/22/2011	15,072.00	10,539.00	4,533.00
312.164 JANUS PERKINS SMAL VALUE-I	10/26/2009	02/22/2011	7,767.00	6,253.00	1,514.00
5505.783 MANNING & NAPIER OPPTYS-A	12/15/2010	12/29/2011	36,393.00	44,367.00	-7,974.00
68.017 PIMCO COMMODITY REA STRATEGY-I	10/26/2009	02/22/2011	638.00	556.00	82.00
21.987 PIMCO COMMODITY REA STRATEGY-I	10/26/2009	08/15/2011	197.00	180.00	17.00
685.125 RIDGEWORTH FD-MIDC #RGD5	05/18/2009	02/22/2011	8,585.00	5,151.00	3,434.00
548.117 RIDGEWORTH FD-MIDC #RGD5	02/10/2009	07/18/2011	6,588.00	3,650.00	2,938.00
347.526 RIDGEWORTH FD-LARG EQTY#RGD4	02/10/2009	02/22/2011	4,636.00	2,874.00	1,762.00
237.84 RIDGEWORTH FD-LARGE STK#RGE3	02/10/2009	02/22/2011	2,709.00	1,563.00	1,146.00
28.853 RIDGEWORTH FD-LARGE STK#RGE3	02/10/2009	07/18/2011	337.00	190.00	147.00
1812.835 RIDGEWORTH FD-LAR STK#RGE3	02/10/2009	11/10/2011	19,996.00	11,910.00	8,086.00
42.196 RIDGEWORTH FD-INTL	01/19/2010	02/22/2011	319.00	247.00	72.00
932.548 RIDGEWORTH FD-INTL #RGD1	02/10/2009	04/18/2011	6,817.00	3,870.00	2,947.00
1918.455 RIDGEWORTH FD-SHO #RGCX	01/19/2010	02/22/2011	19,127.00	18,462.00	665.00
69.5 RIDGEWORTH FD-SHORT T	02/10/2009	07/18/2011	695.00	662.00	33.00
131.394 RIDGEWORTH FD-SHOR #RGCX	02/10/2009	08/15/2011	1,310.00	1,251.00	59.00
1825.824 RIDGEWORTH FD-SEI INCM#RG CJ	01/19/2010	09/21/2011	15,629.00	14,594.00	1,035.00
1005.551 RIDGEWORTH FD-INT #RGCF	02/10/2009	02/22/2011	10,428.00	10,367.00	61.00
1104.623 RIDGEWORTH FD-INT #RGCF	02/10/2009	07/18/2011	11,709.00	11,389.00	320.00
574.93 RIDGEWORTH FD-INTER #RGCF	02/10/2009	08/15/2011	6,192.00	5,928.00	264.00
248.033 SENTINEL SMALL CO-	10/26/2009	02/22/2011	2,081.00	1,520.00	561.00
85.649 SENTINEL SMALL CO-I	10/26/2009	07/18/2011	752.00	525.00	227.00
1.483 TEMPLETON GLOBAL BD-	01/19/2010	07/18/2011	20.00	19.00	1.00
121.329 TEMPLETON GLOBAL B	01/19/2010	08/15/2011	1,661.00	1,574.00	87.00
3471.322 TEMPLETON GLOBAL	05/24/2010	12/29/2011	42,975.00	44,798.00	-1,823.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 20,194.00

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ABERDEEN EQUITY LONG SHORT-I	135.00
FORUM ABSOLUTE STRATEGIES-I	156.00
JANUS PERKINS SMALL CAP VALUE-I	580.00
MANNING & NAPIER WORLD OPPTYS-A	2,349.00
NEUBERGER BERMAN HIGH INCOME BD-I	225.00
PIMCO LOW DURATION-I	
PIMCO COMMODITY REALRTN STRATEGY-I	53.00
PIMCO INVT GRADE CORP BD-I	713.00
RIDGEWORTH FD-INTERMEDIATE BD #RGCF	1,889.00
SCHRODER US SMALL/MID CAP OPPTY-I	97.00
SENTINEL SMALL CO-I	1,215.00
TEMPLETON GLOBAL BD-ADV	274.00

----- 7,685.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

7,685.00
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PORTFOLIO DETAIL
AS OF 12/31/11

JOE S MCFADDIN FOUNDATION
ACCOUNT NO. 7916864

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>PRINCIPAL PORTFOLIO</u>						
	PRINCIPAL CASH	52,909.58 7.61 %	52,909.58			
<u>STIF & MONEY MARKET FUNDS</u>						
18,639.63	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	18,639.63 1.000 2.68 %	18,639.63 1.00	0.00		0.01 % 0.00 %
<u>MUTUAL FUNDS</u>						
1,218.969	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	13,603.69 11.160 1.96 %	13,314.45 10.92	289.24		0.00 % 0.00 %
18,345.547	FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL CUSIP: 314172560	89,159.36 4.860 12.82 %	81,662.00 4.45	7,497.36	3,376	3.79 % 0.00 %
3,102.626	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	34,284.02 11.050 4.93 %	31,455.80 10.14	2,828.22	115	0.34 % 0.00 %
552.395	HARBOR FD CAP APPRECIATION FD INSTL CL CUSIP: 411511504	20,383.38 36.900 2.93 %	20,979.98 37.98	596.60-	24	0.12 % 0.00 %
333.498	JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103CI83	6,803.36 20.400 0.98 %	6,771.73 20.31	31.63	39	0.57 % 0.00 %



PORTFOLIO DETAIL
AS OF 12/31/11

JOE S MCFADDIN FOUNDATION
ACCOUNT NO. 7916864

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
3,439.691	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	30,647.65 8.910 4.41 %	30,577.64 8.89	70.01	2,236	7.30 % 0.00 %
640.183	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	18,546.10 28.970 2.67 %	18,401.50 28.74	144.60	432	2.33 % 0.00 %
1,554.996	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	10,169.67 6.540 1.46 %	10,220.12 6.57	50.45-	3,098	30.46 % 0.00 %
4,091.304	PIMCO FDS FOREIGN BD US\$ HEDGED FD INSTL CL CUSIP: 693390882	43,286.00 10.580 6.22 %	43,286.00 10.58	0.00	1,199	2.77 % 0.00 %
3,257.425	PIMCO FDS PAC INVNT MGMT SER INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	33,714.35 10.350 4.85 %	32,896.74 10.10	817.61	1,782	5.29 % 0.00 %
2,584.599	PIMCO FDS LOW DURATION FD INSTL CL CUSIP: 693390304	26,595.52 10.290 3.82 %	26,905.68 10.41	310.16-	571	2.15 % 0.00 %
626.14	SCHRODER FDS US SMALL & MIDCAP OPPORTUNITES FD IV CUSIP: 80809R204	7,175.56 11.460 1.03 %	7,658.73 12.23	483.17-	0	0.00 % 0.00 %
1,919.018	SENTINEL FDS SMALL CO FD INSTL CL CUSIP: 81728B825	14,296.68 7.450 2.06 %	11,644.52 6.07	2,652.16	0	0.00 % 0.00 %
4,293.147	T ROWE PRICE FDS LARGE-CAP GROWTH FD INSTL CL CUSIP: 45775L408	69,205.53 16.120 9.95 %	49,917.33 11.63	19,288.20	0	0.00 % 0.00 %



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JOE S MCFADDIN FOUNDATION
ACCOUNT NO. 7916864

PORTFOLIO DETAIL
AS OF 12/31/11

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
	TOTAL MUTUAL FUNDS	417,870.87	385,692.22	32,178.65	12,870	3.08 %
	<u>PROPRIETARY FUNDS</u>					
8,411	RIDGEWORTH FD-INTERMEDIATE BD I SHS #RGCJ CUSIP: 76628T702	87,979.06 10.460 12.65 %	86,737.23 10.31	1,241.83	2,061	2.34 % 0.00 %
4,088.554	RIDGEWORTH FD-LARGECAP VALUE EQUITY I SHS #RGD4 CUSIP: 76628R672	50,861.61 12.440 7.31 %	37,746.55 9.23	13,115.06	834	1.64 % 0.00 %
1,967.249	RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ CUSIP: 76628T678	17,016.70 8.650 2.45 %	14,527.28 7.38	2,489.42	970	5.70 % 0.00 %
2,711.415	RIDGEWORTH FD-SHORT TERM BD I SHS #RGCX CUSIP: 76628T611	26,897.24 9.920 3.87 %	25,804.77 9.52	1,092.47	591	2.20 % 0.00 %
	TOTAL PROPRIETARY FUNDS	182,754.61	164,815.83	17,938.78	4,456	2.44 %
	PRINCIPAL PORTFOLIO TOTAL	672,174.69	622,057.26	50,117.43	17,328	2.80 %
	<u>INCOME PORTFOLIO</u>					
	INCOME CASH	293.53 0.04 %	293.53			



JOE S MCFADDIN FOUNDATION
ACCOUNT NO. 7916864

PORTFOLIO DETAIL

AS OF 12/31/11

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
	<u>SIIF & MONEY MARKET FUNDS</u>					
22,956.57	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	22,956.57 1.000 3.30 %	22,956.57 1.00	0.00	2	0.01 % 0.00 %
	<u>INCOME PORTFOLIO TOTAL</u>	<u>23,250.10</u>	<u>23,250.10</u>	<u>0.00</u>	<u>2</u>	<u>0.01 %</u>
	<u>TOTAL ASSETS</u>	<u>695,424.79</u>	<u>645,307.36</u>	<u>50,117.43</u>	<u>17,330</u>	<u>2.370 %</u>

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years