Form **990-PF** | Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: The Beining Family Foundation

A Employer identification number: 20-7450964

Number and street (or P O box number if mail is not delivered to street address): 12231 Manchester Road | Room/suite:

B Telephone number (see instructions): 314-966-3400

City or town, state, and ZIP code: Des Peres, MO 63131

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: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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) ▶ $ 452,650.71

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)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	7,644.97	7,644.97		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<9,200.45>			
b	Gross sales price for all assets on line 6a 82,092.57				
7	Capital gain net income (from Part IV, line 2)				
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)				
12	**Total.** Add lines 1 through 11	<1,555.48>	7,644.97		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.	4,988.46	4,988.46		
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)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	86.66	86.66		
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	5,075.12	5,075.12		
25	Contributions, gifts, grants paid	24,911.58			
26	**Total expenses and disbursements.** Add lines 24 and 25	29,986.70	5,075.12		
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	<31,542.18>			
b	**Net investment income** (if negative, enter -0-)		2,569.85		
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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	26,588.88	24,703.97	24,703.97
2	Savings and temporary cash investments			
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			
10a	Investments—U.S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	235,732.49	146,226.97	146,226.97
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)	276,071.03	281,719.77	281,719.77
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)	538,392.40	452,650.71	452,650.71
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
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			
30	**Total net assets or fund balances** (see instructions)	538,392.40	452,650.71	
31	**Total liabilities and net assets/fund balances** (see instructions)	538,392.40	452,650.71	

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	538,392.40
2	Enter amount from Part I, line 27a	2	<31,542.18>
3	Other increases not included in line 2 (itemize) ▶ unrealized losses	3	<54,199.51>
4	Add lines 1, 2, and 3	4	452,650.71
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	452,650.71

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	securities in Schwab account 8996-4809	P	various	various
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	82,092.57		91,293.02	<9,200.45>
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				
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	<9,200.45>
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	24,974.22	498,252.59	0.05012
2009	23,501.37	457,003.76	0.05142
2008	41,539.94	644,784.93	0.06442
2007	41,354.19	819,376.02	0.05047
2006			

2	**Total** of line 1, column (d)	2	0.21643
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.05411
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	488,088.73
5	Multiply line 4 by line 3	5	26,410.48
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	25.70
7	Add lines 5 and 6	7	26,436.18
8	Enter qualifying distributions from Part XII, line 4	8	29,986.70

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	25	70
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	25	70
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0	00
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	25	70
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments. Add lines 6a through 6d	7		
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	25	70
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10		
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ **Refunded** ▶	11		

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
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		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
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? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Mssouri			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ James T. Reding, trustee Telephone no. ▶ 3149663400
Located at ▶ 12231 Manchester Road, Des Peres, MO ZIP+4 ▶ 63131-4314

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☑
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 | 0

			Yes	No
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		✓
	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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ 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 ☑ 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 ☑ 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		
	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		✓
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 ☑ 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 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? ☐ Yes ☑ 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		✓
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		✓

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)?	**5b**		
	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			
	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? *If "Yes" to 6b, file Form 8870.*	**6b**		✓
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?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
James T. Reding 12231 Manchester Road Des Peres, MO 63131-4314	trustee, nominal	4,988.46	n/a	n/a

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

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

Total number of other employees paid over $50,000 ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
none		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 n/a	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 n/a	
2	
All other program-related investments See instructions 3 n/a	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	495,521.55
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	0
3	Subtract line 2 from line 1d	3	495,521.55
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,432.82
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	488,088.73
6	**Minimum investment return.** Enter 5% of line 5	6	24,404.44

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	24,404.44
2a	Tax on investment income for 2011 from Part VI, line 5	2a	25.70		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	25.70
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	24,378.74
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	24,378.74
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	24,378.74

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	29,986.70
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	29,986.70
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	25.70
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	29,961.00

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				24,378.74
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			0	
b	Total for prior years: 20__,20__,20__		0		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006				
b	From 2007 385.39				
c	From 2008 9,406.17				
d	From 2009 676.29				
e	From 2010 139.94				
f	**Total** of lines 3a through e	10,607.79			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 29,986.70				
a	Applied to 2010, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see instructions)		0		
c	Treated as distributions out of corpus (Election required—see instructions)	0			
d	Applied to 2011 distributable amount				24,378.74
e	Remaining amount distributed out of corpus	5,607.96			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	16,215.75			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d	Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	16,215.75			
10	Analysis of line 9:				
a	Excess from 2007 385.39				
b	Excess from 2008 9,406.17				
c	Excess from 2009 676.29				
d	Excess from 2010 139.94				
e	Excess from 2011 5,607.96				

Part XIV Private Operating Foundations (see 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 . . . . . . ▶

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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

none

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

none

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Lutheran High School Association, 20-0785264	n/a	509a1	unrestricted	6,227.89
Abiding Savior Evangelical Lutheran Church	n/a	509a1	unrestricted	6,227.90
St. Luke's United Church of Christ, 43-1100674	n/a	509a1	unrestricted	6,227.90
Mayo Clinic, 41-6011702	n/a	509a1	unrestricted	6,227.89
Total ▶ 3a				24,911.58
b *Approved for future payment*				
Total ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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			14	7,644.97	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
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	<9,200.45>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				<1,555.48>	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 <1,555.48>

(See worksheet in line 13 instructions to verify calculations.)

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.)
	n/a

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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

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

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 of officer or trustee: [signature] Trustee | Date: 5-15-12 | Title: trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☑ if self-employed	PTIN
Russell A. Willis III	[signature]	5-15-12		P01080958
Firm's name ▶ Estate Administration Services, LLC			Firm's EIN ▶	04-3622056
Firm's address ▶ 12231 Manchester Road, Des Peres, MO 63131			Phone no	314-966-3400

B000013820106

charles SCHWAB INSTITUTIONAL

Schwab One® Trust Account of
JAMES T REDING TRUSTEE
BEINING FAMILY FOUNDATION
U/A DTD 10/18/1996

Account Number 8996-4809

Statement Period December 1-31, 2011

Need help reading this statement?
Visit www.schwab.com/StatementHelp for more information.

Your Independent Investment Manager and/or Advisor

PARADIGM WEALTH ADVISORS, LLC
12231 MANCHESTER RD
DES PERES MO 63131-4314
1 (314) 966-3400

The custodian of your brokerage account is Charles Schwab & Co , Inc
For questions about this statement, or if there is a change in your financial situation, investment objectives, or risk profile, please contact your Independent Investment Manager and/or Advisor

Market Monitor

Rates	Yield
Schwab Govt MMF[f]	0.01%

001382

30/12-CTCP1312-001382-SML-63131431400 843297 *1-3-4
JAMES T REDING TRUSTEE
BEINING FAMILY FOUNDATION
U/A DTD 10/18/1996
12231 MANCHESTER RD
DES PERES MO 63131-4314

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PARADIGM
WEALTH ADVISORS, LLC
A "fee-only" Registered Investment Advisory Firm

CTCP1312-001382 843297

SIPC

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INSTITUTIONAL

Schwab One® Trust Account of
JAMES T REDING TRUSTEE
BEINING FAMILY FOUNDATION
U/A DTD 10/18/1996

Account Number
8996-4809

Statement Period
December 1-31, 2011

Change in Account Value	This Period	Year to Date
Starting Value	**$ 450,257.18**	**$ 538,392.40**
Cash Value of Purchases & Sales	0.00	17,868.28
Investments Purchased/Sold	0.00	(17,868.28)
Deposits & Withdrawals	0 00	(24,900.20)
Dividends & Interest	4,616.07	10,143.97
Fees & Charges	0 00	(4,996.96)
Transfers	0.00	0.00
Income Reinvested	(0.46)	(2.16)
Change in Value of Investments	(2,222.08)	(65,986.34)
Ending Value on 12/31/2011	**$ 452,650.71**	**$ 452,650.71**
Total Change In Account Value (Totals include Deposits & Withdrawals)	$ 2,393.53	$ (85,741.69)

Asset Composition	Market Value
Cash and Money Market Funds [Sweep]	$ 24,703.97
Equities	146,226.97
Equity Funds	94,223.22
Other Assets	187,496.55
Total Assets Long	**$ 452,650.71**
Total Account Value	$ 452,650.71

PARADIGM
WEALTH ADVISORS, L L C
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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

CTCP1312-001382 843298

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INSTITUTIONAL

Schwab One® Trust Account of
JAMES T REDING TRUSTEE
BEINING FAMILY FOUNDATION
U/A DTD 10/18/1996

Account Number
8996-4809

Statement Period
December 1-31, 2011

	This Period		Year to Date	
Income Summary	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	0 46	0 00	2.16
Cash Dividends	0.00	1,977.13	0.00	7,285.01
Total Capital Gains	0.00	2,638 48	0.00	2,638.48
Total Income	**0.00**	**4,616.07**	**0.00**	**9,925.65**

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	**Market Value**
Cash	398.86
Total Cash	**398.86**

Money Market Funds [Sweep]	**Quantity**	**Market Price**	**Market Value**	**Current Yield**
SCHWAB GOVT MONEY FUND. SWGXX	24,305.1100	1.0000	24,305.11	0.01%
Total Money Market Funds [Sweep]			**24,305.11**	
Total Cash & Money Market [Sweep]			**24,703.97**	

Investment Detail - Equities

Equities	**Quantity**	**Market Price**	**Market Value**
APPLE INC SYMBOL. AAPL	61.0000	405.0000	24,705.00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
BANK OF AMERICA CORP SYMBOL: BAC	3,559.0000	5.5600	19,788.04
BERKSHIRE HATHAWAY B NEW CLASS B SYMBOL. BRKB	250.0000	76.3000	19,075.00
CATERPILLAR INC SYMBOL: CAT	75.0000	90.6000	6,795.00
CITIGROUP INC NEW SYMBOL. C	826.0000	26.3100	21,732.06
DEERE & CO SYMBOL. DE	85.0000	77.3500	6,574.75
FREEPORT MCMORAN COPPER SYMBOL: FCX	118.0000	36.7900	4,341.22
GENERAL ELECTRIC COMPANY SYMBOL: GE	1,503.0000	17.9100	26,918.73
PEPSICO INCORPORATED SYMBOL: PEP	160 0000	66.3500	10,616.00
PNC FINL SERVICES GP INC SYMBOL: PNC	39.0000	57.6700	2,249.13
REGIONS FINANCIAL CP NEW SYMBOL: RF	420 0000	4.3000	1,806.00
WELLS FARGO & CO NEW SYMBOL· WFC	59.0000	27.5600	1,626.04
Total Equities	7,155.0000		146,226.97

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement charles SCHWAB INSTITUTIONAL

Schwab One® Trust Account of
JAMES T REDING TRUSTEE
BEINING FAMILY FOUNDATION
U/A DTD 10/18/1996

Account Number
8996-4809

Statement Period
December 1-31, 2011

Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value
DODGE & COX BALANCED FD SYMBOL: DODBX	327.8590	67.4500	22,114.09
MATTHEWS CHINA FUND SYMBOL. MCHFX	1,081.0810	21 5100	23,254.05
OAKMARK EQUITY INCOME FD SYMBOL. OAKBX	900.4950	27.0500	24,358.39
VANGUARD WELLINGTON FD INVESTOR SHARE SYMBOL: VWELX	781.6430	31.3400	24,496.69
Total Equity Funds	3,091.0780		94,223.22
Total Mutual Funds	3,091.0780		94,223.22

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value
ISHARES MSCI BRAZIL INDX BRAZIL FREE INDEX FUND SYMBOL. EWZ	250.0000	57.3900	14,347.50
ISHARES S&P EURO 350 IDX S&P EURO 350 INDEX FUND SYMBOL. IEV	200 0000	33.7400	6,748.00
ISHARES S&P GSCI CMDTY COMMODITY INDEXED TRUST SYMBOL. GSG	1,136.0000	32.9800	37,465.28

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

CTCP1312-001382 843301

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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value
ISHARES TR BARCLAYS TIPS BOND FUND SYMBOL: TIP	195 0000	116.6900	22,754.55
ISHARES TR DJ US FINL DOW JONES U S FINANCIAL SECTOR INDEX FUND SYMBOL: IYF	655 0000	49.0500	32,127.75
S P D R S&P 500 ETF TR EXPIRING 01/22/2118 SYMBOL. SPY	180.0000	125.5000	22,590.00
VANGUARD DIV APPRCIATION SYMBOL. VIG	400.0000	54.6500	21,860.00
VANGUARD MID CAP SYMBOL: VO	120.0000	71.9400	8,632.80
VANGUARD SMALL CAP SYMBOL. VB	301.0000	69.6700	20,970.67
Total Other Assets	3,437.0000		187,496.55

Total Investment Detail	452,650.71
Total Account Value	452,650.71

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Schwab One® Trust Account of
JAMES T REDING TRUSTEE
BEINING FAMILY FOUNDATION
U/A DTD 10/18/1996

Account Number 8996-4809

Statement Period December 1-31, 2011

Transaction Detail - Dividends & Interest (including Money Market Fund dividends reinvested)

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
12/01/11	12/01/11	Qualified Dividend	WELLS FARGO & CO NEW WFC	7.08
12/07/11	12/07/11	Cash Dividend	ISHARES TR BARCLAYS TIPS: TIP	46.92
12/08/11	12/08/11	Short Term Cap Gn	MATTHEWS CHINA FUND: MCHFX	12.54
12/08/11	12/08/11	Cash Dividend	MATTHEWS CHINA FUND. MCHFX	302.63
12/08/11	12/08/11	LT Cap Gain	MATTHEWS CHINA FUND: MCHFX	2,214.80
12/15/11	12/15/11	Cash Dividend	OAKMARK EQUITY INCOME FD: OAKBX	337.96
12/15/11	12/15/11	LT Cap Gain	OAKMARK EQUITY INCOME FD. OAKBX	423.68
12/20/11	12/20/11	Cash Dividend	DODGE & COX BALANCED FD: DODBX	134.42
12/23/11	12/23/11	Qualified Dividend	BANK OF AMERICA CORP. BAC	35.59
12/27/11	12/27/11	Cash Dividend	VANGUARD WELLINGTON FD. VWELX	203.23
12/28/11	12/28/11	Cash Dividend	VANGUARD DIV APPRCIATION: VIG	132.80
12/29/11	12/29/11	Cash Dividend	ISHARES MSCI BRAZIL INDX. EWZ	105.32
12/29/11	12/29/11	Cash Dividend	ISHARES S&P EURO 350 IDX: IEV	63.21
12/29/11	12/29/11	Cash Dividend	ISHARES TR DJ US FINL: IYF	196.57
12/30/11	12/30/11	Cash Dividend	VANGUARD MID CAP VO	115.92
12/30/11	12/30/11	Cash Dividend	VANGUARD SMALL CAP: VB	282.94
12/31/11	12/31/11	Dividend	SCHWAB GOVT MONEY FUND: SWGXX	0.46
Total Dividends & Interest				**4,616.07**

Total Transaction Detail	**4,616.07**

Money Funds Detail

SCHWAB GOVT MONEY FUND Activity

Settle Date	Transaction	Quantity	Unit Price	Purchase/Debit	Sale/Credit
Opening # of Shares: 20,087.9000					
12/02/11	Purchased	7.0800	1.0000	7.08	

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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Money Funds Detail (continued)

SCHWAB GOVT MONEY FUND Activity (continued)

Settle Date	Transaction	Quantity	Unit Price	Purchase/Debit	Sale/Credit
12/08/11	Purchased	46.9200	1.0000	46.92	
12/09/11	Purchased	2,529.9700	1.0000	2,529.97	
12/16/11	Purchased	761.6400	1.0000	761.64	
12/21/11	Purchased	134.4200	1.0000	134.42	
12/27/11	Purchased	35.5900	1.0000	35 59	
12/28/11	Purchased	203.2300	1.0000	203.23	
12/29/11	Purchased	132.8000	1.0000	132.80	
12/30/11	Purchased	365.1000	1.0000	365.10	
12/31/11	Dividend	0.4600	1.0000	0.46	
Closing # of Shares: 24,305.1100					
Total SCHWAB GOVT MONEY FUND Activity				**4,217.21**	
Total Money Funds Detail				**4,217.21**	

SCHWAB GOVT MMF Average Yield For The Most Recent Pay Period. 0 01%, 7-Day Yield 0.01%.

Pending Corporate Actions

	Transaction	Quantity	Payable Date	Rate per Share	Share Distribution	Cash Distribution
PEPSICO INCORPORATED	Qualified Dividend	160.0000	01/03/12	0.5150		82.40
REGIONS FINANCIAL CP NEW	Qualified Dividend	420.0000	01/03/12	0.0100		4.20
GENERAL ELECTRIC COMPANY	Qualified Dividend	1,503.0000	01/25/12	0.1700		255.51
S P D R S&P 500 ETF TR	Cash Dividend	180.0000	01/31/12	0.7701		138.62
Total Pending Corporate Actions						**480.73**

Pending transactions are not included in account value.

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

CTCP1312-001382 843304

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Schwab One® Trust Account of
JAMES T REDING TRUSTEE
BEINING FAMILY FOUNDATION
U/A DTD 10/18/1996

Account Number	Statement Period
8996-4809	December 1-31, 2011

Endnotes For Your Account

Symbol	Endnote Legend
f	7-day yield: Annualized fund yield based on the average daily yield for the previous 7 days, assuming dividends are paid in cash and not reinvested.

Terms and Conditions

This Account statement is furnished solely by Charles Schwab & Co , Inc ("Schwab") for your Account at Schwab ("Account") Schwab Institutional is a division of Charles Schwab & Co., Inc., and provides back office brokerage and related services to investment advisors and retirement plan providers Unless otherwise defined herein, capitalized terms have the same meanings as in your Account Agreement. Schwab is a registered broker-dealer and, other than an affiliated company that may act as an Investment Advisor for the Sweep Funds, is not affiliated with your independent Investment Advisor whose name appears on this statement ("Advisors") Advisors are independently owned and operated Schwab neither endorses nor recommends any particular Advisor or its investment strategy and has no responsibility to monitor trading by any Advisor in your Account Schwab has not verified any statement accompanying any Advisor's logo appearing on this statement. Advisors provide investment advisory services for your Account Schwab provides brokerage and custody services for your Account Schwab has agreements with Advisors under which Schwab provides Advisors with institutional trading, custody and related services, and products Not all of these products and services may benefit your Account, and Schwab may provide them to Advisors on the Advisor's commitment to place a certain amount of its clients' assets in brokerage accounts at Schwab within a certain period of time This commitment could influence an Advisor's recommendation or requirement that its clients establish brokerage accounts at Schwab

GENERAL INFORMATION AND KEY TERMS:
If you receive any other communication from any source other than Schwab which purports to represent your holdings at Schwab (including balances held at a Depository Institution) you should verify its content with this statement
AIP (Automatic Investment Plan) Customers: Schwab receives remuneration in connection with certain transactions effected through Schwab If you participate in a systematic investment program through Schwab, the additional information normally detailed on a trade confirmation will be provided upon request
Average Daily Balance: Average daily composite of all cash balances that earn interest and all loans from Schwab that are charged interest Interest cycles may differ from statement cycles
Bank Deposit Feature: Schwab acts as your agent and custodian in establishing and maintaining your Bank Deposit feature as a Schwab Cash Feature for your brokerage account Deposit accounts held through the Bank Deposit feature constitute direct obligations of Charles Schwab Bank and are not obligations of Schwab Bank deposit accounts are insured by the FDIC within applicable limits For information on FDIC insurance and its limits, as well as other important disclosures about the Bank Deposit feature, please refer to the Cash Features Disclosure Statement available online or from a Schwab representative.
Insured Bank Network ("Bank Network") Feature: Schwab acts as your agent and custodian in establishing and maintaining your Insured Bank Network feature as a Schwab Cash Feature for your brokerage account Deposit accounts held through the Insured Bank Network feature constitute direct obligations of a participating Depository Institution and are not obligations of Schwab Insured Bank Network deposit accounts are insured by the FDIC within applicable limits For information on FDIC insurance and its limits, as well as other important disclosures about the Insured Bank Network feature, please refer to the Cash Features Disclosure Statement available online or from a Schwab representative
Cash: Any Free Credit Balance owed by us to you payable upon demand which, although accounted for on our books of record, is not segregated and may be used in the conduct of this firm's business
Current Yield: Annual dividend paid on an equity divided by the current market price
Dividend Reinvestment Customers: Dividend reinvestment transactions were effected by Schwab acting as a principal for its own account, except for the reinvestment of Schwab dividends, for which an independent broker-dealer acted as the buying agent The time of these transactions, the exchange upon which these transactions occurred and the name of the person from whom the security was purchased will be furnished upon written request
Estimated Annual Income: Estimated annual income is derived from information provided by outside parties Schwab cannot guarantee the accuracy of such information Since the interest and dividends are subject to change at any time, they should not be relied upon exclusively for making investment decisions
Interest: For the Schwab One Interest feature, Bank Deposit feature and the Insured Bank Network feature, interest is paid for a period that differs from the Statement Period Balances include interest paid as indicated on your statement by Schwab, Charles Schwab Bank, or a Depository Institution participating in the Insured Bank Network These balances do not include interest that may have accrued during the Statement Period after interest is paid The interest paid may include interest that accrued in the prior Statement Period

For the Schwab One Interest feature, interest accrues daily from the second-to-last business day of the prior month and is posted on the second-to-last business day of the current month For the Bank Deposit feature, interest accrues daily from the 16th day of the prior month and is credited/posted on the first business day after the 15th of the current month For the Insured Bank Network feature, interest accrues daily from the 16th of the prior month and is generally credited/posted on the 15th of the current month If the 15th of the month falls on a non-business day, the interest amount payable through the 15th of the month is generally paid on the last business day prior to the 15th However, there may be certain events that trigger the posting of interest earlier in the interest period Events that could trigger an earlier interest posting include the closure of your deposit accounts at a Depository Institution or the rebalancing of funds between your MMDA and transaction account at a Depository Institution These events are referred to as **"Mid-Cycle Interest"** on your account statement The interest period for Mid-Cycle Interest payments will be from the 16th of the prior month, or the date the account(s) were established if after the 16th of the prior month, until the date posted on your account statement For more information, about Mid-Cycle Interest payments please refer to your Cash Features Disclosure Statement

If, on any given day, the interest that Schwab calculates for the Free Credit Balances in the Schwab One Interest feature in your brokerage account is less than $ 005, you will not accrue any interest on that day For balances held at Charles Schwab Bank in the Bank Deposit feature or at a Depository Institution participating in the Insured Bank Network feature, interest will accrue even if the amount is less than $ 005

Margin Account Customers: This is a combined statement of your margin account and special memorandum account maintained for you under Section 220 5 of Regulation T issued by the Board of Governors of the Federal Reserve System The permanent record of the separate account as required by Regulation T is available for your inspection. Securities purchased on margin are Schwab's collateral for the loan to you. It is important that you fully understand the risks involved in trading securities on margin These risks include

- You can lose more funds than you deposit in the margin account
- Schwab can force the sale of securities or other assets in any of your account(s) to maintain the required account equity without contacting you
- You are not entitled to choose which assets are liquidated nor are you entitled to an extension of time on a margin call
- Schwab can increase its "house" maintenance margin requirements at any time without advance written notice to you.

Market Price: The most recent price evaluation available to Schwab on the last business day of the report period, normally the last trade price or bid as of market close Unpriced securities denote that no market evaluation update is currently available Price evaluations are obtained from outside parties Schwab shall have no responsibility for the accuracy or timeliness of any such valuations Pricing of assets not held at Schwab is for informational purposes only. Some securities, especially thinly traded equities in the OTC market or foreign markets, may not report the most current price and are indicated as Stale Priced For Limited Partnerships and Real Estate Investment Trust (REIT) securities, you may see that the value reflected on your monthly account statement for this security is unpriced NASD rules require that certain Limited Partnerships (direct participation programs) and Real Estate Investment Trust (REIT) securities, that have not been priced within 18 months, must show as unpriced on customer statements Note that these securities are generally illiquid, the value of the securities will be different than its purchase price, and, if applicable, that accurate valuation information may not be available
Market Value: The Market Value is computed by multiplying the Market Price by the Quantity of Shares This is the dollar value of your present holdings in your specified Schwab Account or a summary of the Market Value summed over multiple accounts
Non-Standard Assets: All assets shown on this statement, other than certain direct investments which may be held by a third party, are held in your Account Values of certain non-standard assets may be furnished by a third party as provided by Schwab's Non-Standard Asset Custody Agreement Schwab shall have no responsibility for the accuracy or timeliness of such valuations Assets held by a third party are not covered by SIPC
Option Customers: Be aware of the following. 1) Commissions and other charges related to the execution of option transactions have been included in confirmations of such transactions previously furnished to you and will be made available promptly upon request 2) You should

Terms and Conditions (continued)

advise us promptly of any material changes in your investment objectives or financial situation 3) Exercise assignment notices for option contracts are allocated among customer short positions pursuant to an automated procedure which randomly selects from among all customer short option positions those contracts which are subject to exercise, including positions established on the day of assignment
Schwab Sweep Money Funds: Includes the primary money market funds into which Free Credit Balances may be automatically invested pursuant to your Account Agreement Schwab or an affiliate acts and receives compensation as the Investment Advisor, Transfer Agent, Shareholder Service Agent and Distributor for the Schwab Sweep Money Funds The amount of such compensation is disclosed in the prospectus The yield information for Schwab Sweep Money Funds is the current 7-day yield as of the statement period Yields vary. Schwab and the Schwab Sweep Money Funds investment advisor may be voluntarily reducing a portion of a Schwab Sweep Money Fund's expenses Without these reductions, yields would have been lower
Securities Products and Services: Securities products and services are offered by Charles Schwab & Co , Inc , Member SIPC Securities products and services, including unswept intraday funds and net credit balances held in brokerage accounts are not guaranteed deposits or obligations of Charles Schwab Bank or a Depository Institution(s) participating in the Insured Bank Network, and are subject to investment risk, are not FDIC insured, may lose value, and are not bank guaranteed SIPC does not cover balances held at Charles Schwab Bank in the Bank Deposit feature or at a Depository Institution(s) participating in the Insured Bank Network feature
Short Positions: Securities sold short will be identified through an "S" in Investment Detail The market value of these securities will be expressed as a debit and be netted against any long positions in Total Account Value
Depository Institution: A Member FDIC depository institution participating in the Insured Bank Network that has entered into a deposit agreement with Schwab, at which interest-bearing deposit accounts are maintained on your behalf.
Yield to Maturity: This is the actual average annual return on a note if held to maturity

IN CASE OF ERRORS OR DISCREPANCIES: If you find an error or discrepancy relating to your brokerage activity (other than an electronic fund transfer) you must notify us promptly, but no later than 10 days after this statement is sent or made available to you. If this statement shows that we have mailed or delivered security certificate(s) that you have not received, notify Schwab immediately. You may call us at 800-515-2157. Any oral communications should be re-confirmed in writing to further protect your rights, including rights under the Securities Investor Protection Act (SIPA). If you do not so notify us, you agree that the statement activity and Account balance are correct for all purposes with respect to those brokerage transactions.

IN CASE OF COMPLAINTS: If you have a complaint regarding your Schwab statement, products or services, please write to the Client Advocacy Team at Charles Schwab & Co , Inc , Attention Client Advocacy Team, 211 Main St , San Francisco, CA 94105, USA, or call Schwab Signature Alliance at 800-515-2157

Address Changes: If you fail to notify Schwab in writing of any change of address or phone number, you may not receive important notifications about your Account, and trading or other restrictions might be placed on your Account

Additional Information:
We are required by law to report to the Internal Revenue Service certain payments to you and credits to your Account during the calendar year Retain this statement for income tax purposes
A financial statement for your inspection is available at Schwab's offices or a copy will be mailed to you upon written request
Any third party trademarks appearing herein are the property of their respective owners
Schwab and Charles Schwab Bank are affiliates of each other and subsidiaries of the Charles Schwab Corporation.

(0411-1333) REG24877B-09 (04/11)

charles SCHWAB

Schwab One® Trust Account of
JAMES T REDING TRUSTEE

Account Number
8996-4809

TAX YEAR 2011
FORM 1099 COMPOSITE
& YEAR-END SUMMARY

Date Prepared: February 10, 2012

Recipient's Name and Address

10/02-CT2F1207-005046-MED1-631314314 955001 *1-2-3
JAMES T REDING TRUSTEE
BEINING FAMILY FOUNDATION
U/A DTD 10/18/1996
12231 MANCHESTER RD
DES PERES MO 63131

005046

Your Independent Investment Manager and/or Advisor

PARADIGM WEALTH ADVISORS, LLC
12231 MANCHESTER RD
DES PERES MO 63131
(314) 966-3400

The custodian of your brokerage account is Charles Schwab & Co., Inc.

Items for Attention

- Some companies have not confirmed the final status of their distributions for tax reporting at this time. Should Schwab receive updated information for your security, CORRECTED Form(s) 1099 may be delivered to you.
- Please refer to the enclosed insert(s) for additional information.

Important Official IRS Form(s) 1099 Enclosed

The report in this package contains your income tax return documents and year-end summary. Please retain this package for tax preparation purposes.

For tax advice, please consult with a qualified tax advisor, CPA, financial planner, or investment manager. Independent investment advisors are not owned by, affiliated with, or supervised by Schwab.

To contact Schwab:
If you have any questions or need additional information about your Form(s) 1099 or your year-end summary, please call your advisor directly, or call Schwab Alliance™ at 1-800-515-2157.

To contact the IRS:
Tax questions for individuals: 1-800-829-1040
Tax questions for businesses: 1-800-829-4933
To order tax forms or publications: 1-800-829-3676
To pay taxes by credit card: 1-888-272-9829
For additional information and to print forms and publications, visit www.irs.gov.

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Date Prepared: February 10, 2012

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The details and specific transactions in this section and in all subsequent sections are provided to you as a courtesy, should you need additional information when completing your tax return When relevant, IRS box numbers are referenced for individual items that comprise the totals that appear on the actual Form(s) 1099 Please note that only the information contained in boxes on Form(s) 1099 is reported to the IRS. Please consult with your tax advisor or financial advisor regarding specific questions

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INTEREST & DIVIDENDS

The information in the following sections may be helpful for, but not limited to, Schedule B. Please consult with your tax advisor or financial advisor regarding specific questions.

Detail Information of Dividends and Distributions

Description	CUSIP Number	Paid in 2011	Paid / Adjusted in 2012 for 2011	Amount
Ordinary Dividends				
Non-Qualified Dividends				
DODGE & COX BALANCED FD	256201104	$ 0.00	$ 154.83	$ 154.83
ISHARES MSCI BRAZIL INDX	464286400	$ 376.26	$ (11 01)	$ 365.25
ISHARES RUSSELL MIDCAP	464287473	$ 133.85	$ (121.08)	$ 12.77
ISHARES RUSSELL MIDCAP	464287481	$ 48.25	$ (48.25)	$ 0.00
ISHARES S&P EURO 350 IDX	464287861	$ 242.78	$ (242.78)	$ 0.00
ISHARES TR BARCLAYS TIPS	464287176	$ 932 84	$ 0.00	$ 932.84
ISHARES TR DJ US FINL	464287788	$ 539.62	$ (424.96)	$ 114.66
MATTHEWS CHINA FUND	577130701	$ 0.00	$ 119 09	$ 119.09
OAKMARK EQUITY INCOME FD	413838400	$ 0.00	$ 31.82	$ 31.82
S P D R S&P 500 ETF TR	78462F103	$ 325.06	$ (292.90)	$ 32.16
SCHWAB GOVT MONEY FUND	808515209	$ 2.16	$ 0.00	$ 2.16
VANGUARD DIV APPRCIATION	921908844	$ 246.80	$ (246.80)	$ 0.00
VANGUARD MID CAP	922908629	$ 115.92	$ (108.47)	$ 7.45
VANGUARD SMALL CAP	922908751	$ 282.94	$ (195.43)	$ 87.51
VANGUARD WELLINGTON FD	921935102	$ 0.00	$ 340.88	$ 340.88
Total Non-Qualified Dividends (Included in Box 1a)		**$ 3,246.48**	**$ (1,045.06)**	**$ 2,201.42**
Short-Term Capital Gains				
MATTHEWS CHINA FUND	577130701	$ 12.54	$ (7.64)	$ 4.90
Total Short-Term Capital Gains (Included in Box 1a)		**$ 12.54**	**$ (7.64)**	**$ 4.90**
Qualified Dividends				
BANK OF AMERICA CORP	060505104	$ 142.36	$ 0.00	$ 142.36
CATERPILLAR INC	149123101	$ 34.50	$ 0.00	$ 34.50
CHESAPEAKE ENERGY CORP	165167107	$ 60.57	$ 0.00	$ 60.57

Detail Information of Dividends and Distributions (continued)

Description	CUSIP Number		Paid in 2011		Paid / Adjusted in 2012 for 2011		Amount
Qualified Dividends (continued)							
CITIGROUP INC NEW	172967424	$	24.78	$	0.00	$	24.78
DODGE & COX BALANCED FD	256201104	$	531 13	$	(154.83)	$	376.30
FREEPORT MCMORAN COPPER	35671D857	$	29.50	$	0.00	$	29.50
GENERAL ELECTRIC COMPANY	369604103	$	871.74	$	0.00	$	871.74
ISHARES MSCI BRAZIL INDX	464286400	$	0.00	$	66.11	$	66.11
ISHARES RUSSELL MIDCAP	464287473	$	0.00	$	121.08	$	121.08
ISHARES RUSSELL MIDCAP	464287481	$	0.00	$	48 25	$	48.25
ISHARES S&P EURO 350 IDX	464287861	$	0.00	$	272.48	$	272.48
ISHARES TR DJ US FINL	464287788	$	0 00	$	424.96	$	424.96
MATTHEWS CHINA FUND	577130701	$	302.63	$	(109.59)	$	193.04
OAKMARK EQUITY INCOME FD	413838400	$	337.96	$	(31.82)	$	306.14
OCEAN RIG UDW INC F	Y64354205	$	0.00	$	132.52	$	132.52
PEPSICO INCORPORATED	713448108	$	318.40	$	0.00	$	318.40
PHILIP MORRIS INTL INC	718172109	$	384.00	$	0.00	$	384.00
PNC FINL SERVICES GP INC	693475105	$	44.85	$	0.00	$	44.85
REGIONS FINANCIAL CP NEW	7591EP100	$	16.80	$	0.00	$	16.80
S P D R S&P 500 ETF TR	78462F103	$	0.00	$	431 52	$	431.52
TRANSOCEAN INC NEW F	H8817H100	$	162.74	$	0.00	$	162.74
VANGUARD DIV APPRCIATION	921908844	$	0.00	$	246.80	$	246.80
VANGUARD MID CAP	922908629	$	0.00	$	108.47	$	108.47
VANGUARD SMALL CAP	922908751	$	0.00	$	195.43	$	195.43
VANGUARD WELLINGTON FD	921935102	$	737.87	$	(340.88)	$	396.99
WELLS FARGO & CO NEW	949746101	$	28.32	$	0 00	$	28.32
Total Qualified Dividends (Box 1b and included in Box 1a)		**$**	**4,028.15**	**$**	**1,410.50**	**$**	**5,438.65**
Total Ordinary Dividends (Box 1a)		**$**	**7,287.17**	**$**	**357.80**	**$**	**7,644.97**

(Total Non-Qualified Dividends, Short-Term Capital Gains and Qualified Dividends)

Date Prepared: February 10, 2012

Detail Information of Dividends and Distributions (continued)

Description	Country	CUSIP Number		Paid in 2011		Paid / Adjusted in 2012 for 2011		Amount
Capital Gain Distributions								
15% Rate Gain								
MATTHEWS CHINA FUND		577130701	$	2,214.80	$	0.00	$	2,214.80
OAKMARK EQUITY INCOME FD		413838400	$	423.68	$	0.00	$	423.68
Total 15% Rate Gain (Included in Box 2a)			**$**	**2,638.48**	**$**	**0.00**	**$**	**2,638.48**
Total Capital Gain Distributions (Box 2a)			**$**	**2,638.48**	**$**	**0.00**	**$**	**2,638.48**
Foreign Tax Paid	**Country**							
ISHARES MSCI BRAZIL INDX	Not Provided	464286400	$	0.00	$	(55.10)	$	(55.10)
ISHARES S&P EURO 350 IDX	Not Provided	464287861	$	0.00	$	(29.70)	$	(29.70)
MATTHEWS CHINA FUND	Not Provided	577130701	$	0.00	$	(1.86)	$	(1.86)
Total Foreign Tax Paid (Box 6)			**$**	**0.00**	**$**	**(86.66)**	**$**	**(86.66)**

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REALIZED GAIN OR (LOSS)

The information in the following sections includes all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
OCEAN RIG UDW INC	F Y64354205	0 95	09/19/11	10/05/11	$ 15.00	$ 14.05	$ 0.00	$ 0.95
OCEAN RIG UDW INC	F Y64354205	9.00	09/19/11	10/06/11	$ 123.94	$ 132.53	$ 0.00	$ (8.59)
Security Subtotal					**$ 138.94**	**$ 146.58**	**$ 0.00**	**$ (7.64)**
Total Short-Term					**$ 138.94**	**$ 146.58**	**$ 0.00**	**$ (7.64)**

Long-Term Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
CHESAPEAKE ENERGY C	165167107	255.00	03/30/10	08/08/11	$ 6,952.42	$ 5,923.20	$ 0.00	$ 1,029.22
Security Subtotal					**$ 6,952.42**	**$ 5,923.20**	**$ 0.00**	**$ 1,029.22**
DRYSHIPS INC F	Y2109Q101	1,370.00	10/21/09	09/27/11	$ 3,758.48	$ 10,051.16	$ 0.00	$ (6,292.68)
Security Subtotal					**$ 3,758.48**	**$ 10,051.16**	**$ 0.00**	**$ (6,292.68)**
GOOGLE INC CLASS A	38259P508	20.00	02/09/10	08/08/11	$ 11,178.25	$ 10,819.95	$ 0.00	$ 358.30
Security Subtotal					**$ 11,178.25**	**$ 10,819.95**	**$ 0.00**	**$ 358.30**
ISHARES RUSSELL MIDCA	464287481	200.00	05/31/07	08/05/11	$ 10,502.87	$ 11,640.95[a]	$ 0.00	$ (1,138.08)
Security Subtotal					**$ 10,502.87**	**$ 11,640.95**	**$ 0.00**	**$ (1,138.08)**

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Date Prepared: February 10, 2012

Long-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
ISHARES RUSSELL MIDCA	464287473	300.00	05/31/07	08/05/11	$	12,230.81	$	16,368.31[a]	$	0.00	$	(4,137.50)
Security Subtotal					**$**	**12,230.81**	**$**	**16,368.31**	**$**	**0.00**	**$**	**(4,137.50)**
JOHNSON & JOHNSON	478160104	200.00	05/31/07	01/26/11	$	12,190.82	$	12,690.95[a]	$	0.00	$	(500.13)
Security Subtotal					**$**	**12,190.82**	**$**	**12,690.95**	**$**	**0.00**	**$**	**(500.13)**
PHILIP MORRIS INTL INC	718172109	200.00	05/31/07	08/04/11	$	13,736.75	$	9,984.61[e]	$	0.00	$	3,752.14
Security Subtotal					**$**	**13,736.75**	**$**	**9,984.61**	**$**	**0.00**	**$**	**3,752.14**
TRANSOCEAN INC NEW	H8817H100	206.00	05/18/10	08/04/11	$	11,403.23	$	13,667.31	$	0.00	$	(2,264.08)
Security Subtotal					**$**	**11,403.23**	**$**	**13,667.31**	**$**	**0.00**	**$**	**(2,264.08)**
Total Long-Term					**$**	**81,953.63**	**$**	**91,146.44**	**$**	**0.00**	**$**	**(9,192.81)**

Total Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
Total Short-Term Realized Gain or (Loss)	**$**	**138.94**	**$**	**146.58**	**$**	**0.00**	**$**	**(7.64)**
Total Long-Term Realized Gain or (Loss)	**$**	**81,953.63**	**$**	**91,146.44**	**$**	**0.00**	**$**	**(9,192.81)**
Total Realized Gain or (Loss)	**$**	**82,092.57**	**$**	**91,293.02**	**$**	**0.00**	**$**	**(9,200.45)**

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Date Prepared: February 10, 2012

Total Realized Gain or (Loss)(continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)

Schwab has provided realized gain and loss information whenever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. For explanation of Cost Basis Method, please refer to Cost Basis Disclosure. See Terms and Conditions.

When value for the report is unavailable, it is noted as follows. "Missing" or "--"

-- Schwab is not providing Cost Basis on this security type .

Missing Cost Basis may be missing due to one of the following reasons:
- Cost basis data may not be available for a number of reasons (for example, the security was purchased outside of Schwab and we did not receive cost basis from the transferring firm).
- The security was purchased more than 10 years ago.

Endnotes for Your Realized Gain or (Loss)

Symbol	Endnote Legend
a	Data for this holding has been edited or provided by the advisor.
e	Data for this holding has been edited or provided by the end client.

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SUMMARY OF FEES & EXPENSES

The information in the following sections may be helpful for, but not limited to, calculating your itemized deductions for Schedule A. Please consult with your tax advisor or financial advisor regarding specific questions.

Fees — 2011

Description	Amount
ADVISOR FEES	$ 4,988.46
Total of Fees — 2011	**$ 4,988.46**

COST BASIS DISCLOSURE

Changes to Cost Basis Reporting Requirements
Starting with the 2011 tax year, Charles Schwab & Co. will be required to report adjusted cost basis and gain/loss details to you and the IRS on your Form 1099-B for covered securities in your taxable brokerage accounts that you sell and that are covered by the new Emergency Economic Stabilization Act regulations. In the event of transfers of securities, we are also required to report adjusted cost basis information to other custodians for covered securities transferred to them.

Schwab will treat securities as covered when they are acquired on or after the following effective dates.
- January 1, 2011 for stocks and other equities
- January 1, 2012 for mutual funds, ETFs, and Dividend Reinvestment Plan ("DRIP") shares
- January 1, 2013 for other securities (e.g., fixed income and options)

Because these new reporting requirements could impact the cost basis used to compute your taxable gains and losses, it's important to understand when and how they will apply to you. The information in this document is intended as informational only and is not individualized tax advice. Schwab does not provide tax advice and encourages you to consult with your tax professional to understand how the new reporting requirements will affect you and your tax situation.

What Does This Mean for You
1. When you sell covered securities, as described above, Schwab will be required to report details about your gain or loss to you and the IRS on Form 1099-B. You will continue to be responsible for reporting all cost basis information for both covered and uncovered securities to the IRS on your tax returns.

2. Unless you've indicated otherwise, Schwab will calculate your gains and losses using the IRS default cost basis method of Average Cost for mutual funds and FIFO (First In, First Out) for all other securities. It is your responsibility to choose the cost basis method appropriate to your tax situation. See "Cost Basis Methods" for the methods offered by Schwab.

3. When you sell a security, the cost basis method used to calculate your gain or loss cannot be changed after your trade settles. So it's important to consider the tax implications at the time of trade.

What is Cost Basis?
Cost basis is the original purchase price you paid for a security plus commissions and any fees. Adjusted cost basis includes any other adjustments to the price. Adjusted cost basis also includes any adjustments due to wash sales, amortization, accretion, and corporate actions.

Your realized gain/loss on a security is determined by subtracting the adjusted cost basis from the sales proceeds in an account less commissions and fees

For covered securities that were not both purchased and sold at Schwab, Schwab calculates cost basis using data that you have provided to us or that we have obtained from third-party sources such as your prior custodian or another third-party source Because the accuracy of cost basis data depends upon these third-party inputs, we are not able to guarantee the availability, accuracy, or completeness of such cost basis data on transactions that did not occur at Schwab. If we are not provided with adequate information to report cost basis data for covered securities that were not both purchased and sold at Schwab, those securities will be considered uncovered and the cost basis will not be reported to the IRS even if acquired after the effective date.

Cost Basis Methods
It is your responsibility to choose the cost basis method appropriate to your tax situation. Failure to select the proper cost basis method may cause you to pay more tax than necessary. Schwab does not provide tax advice and encourages you to consult with your tax professional regarding this decision.

To view and change your default cost basis method on your brokerage account, go to the Service tab on schwab.com, then the Cost Basis Method page in Account Settings. You can also make a change by calling 800-435-4000. If your account is managed by an investment advisor, please call your advisor to make a change.

Default Cost Basis Methods
We apply the IRS default method of Average Cost for your mutual funds and the default method of FIFO (First In, First Out) to all other securities unless you inform us of a preferred method.

FIFO	Shares you acquired first are sold first
Average Cost	Cost is derived by dividing the total dollar amount invested in a particular fund position by the number of shares held prior to the trade date. Shares are removed in FIFO order.

Cost Basis Methods Offered by Schwab:
You may select a different cost basis method for your brokerage account other than the default methods described above. The following cost basis methods are offered by Schwab:

FIFO (First In, First Out)	Shares you acquired first are sold first
LIFO (Last In, First Out)	Shares you acquired last are sold first
HCOST (High Cost)	Shares with the highest cost are sold first
LCOST (Low Cost)	Shares with lowest cost are sold first

Tax Lot Optimizer™: Lots are selected and sold with the objective of taking losses first (short-term then long-term) and gains last (long-term then short-term). Lots are sold in this order:

Short Term Losses	Lots that reflect a short term loss are sold first, beginning with lots that generate the greatest short term loss down to the least short term loss

COST BASIS DISCLOSURE (continued)

Long Term Losses	Lots that reflect a long term loss are sold, beginning with lots that generate the greatest long term loss down to the least long term loss
Short Term No Gains or Losses	Short term lots that reflect no gain or loss
Long Term No Gains or Losses	Long term lots that reflect no gain or loss
Long Term Gains	Lots that reflect a long term gain, beginning with lots that generate the least long term gain up to the greatest long term gain.
Short Term Gains	Lots that reflect a short term gain, beginning with lots that generate the least short term gain up to the greatest short term gain.
Average Cost (mutual funds only)	Cost is derived by dividing the total dollar amount invested in a particular fund position by the number of shares held prior to the trade date. Shares are removed in FIFO order.
Specific Identification	The IRS allows taxpayers to identify specific lots to be sold. Such identification must be made with the broker at the time of trade and no later than close of business on the day the trade settles.

The cost basis method used to determine the gain/loss of a trade cannot be changed after the trade settles If Schwab does not receive a specific instruction by the end of settlement date, we will use the current cost basis method you have selected for your account or the default cost basis method if you have made no alternate selection to calculate the gain/loss that is reported to you and the IRS at the end of year.

The Internal Revenue Service does not recognize LIFO, HCOST, LCOST and Tax Lot Optimizer as accounting methods, but it does recognize standing instructions to sell lots as adequate identification for reporting gains/losses.

Cost Basis Adjustments
Cost basis is generally based on your purchase price plus commissions and any fees, however the original cost basis may be subject to adjustments that increase or decrease your basis.

Schwab will adjust the cost basis of securities in your brokerage account in the following circumstances.

Wash Sales: If you sell shares at a loss and buy additional shares in the same security 30 days before or after that date (61-day range), you may not claim the loss on your tax return until you sell the new shares If a wash sale occurs, the loss is disallowed for federal income tax purposes but may be added to the cost basis of the purchased shares. Schwab will adjust the cost basis and holding period of shares when a wash sale occurs within an account as a result of a purchase of an identical security with the same CUSIP. It's important to note that the wash sale reporting requirements for you as a taxpayer are different and broader than the reporting requirements for Schwab. For more details on your wash sale reporting requirements, please see IRS publication 550 or speak with your tax professional.

Corporate Actions: In some instances corporate actions can affect cost basis of your securities. Regulations require issuers to provide statements describing the effects of a corporate action on the cost basis of a security. Schwab will adjust cost basis for corporate actions based on the information provided in the issuer statement.

Return of Capital Payments: Cost basis will be reduced for any return of capital (principal) distributions.

Option Adjustments: Schwab will adjust the cost basis or realized gain/loss (proceeds) of the underlying security for option assignments and exercises (by factoring the premium paid or received).

Inheritance: Schwab will adjust the cost basis of securities that have been inherited based on the fair market value on the date of death unless alternate instructions are received from an authorized representative of the estate.

Gifts: Shares will be gifted based on your default cost basis method unless otherwise specified with a given purchase date and cost prior to the gift transfer. Schwab will track the fair market value and gift date in addition to the donor's adjusted cost basis and will apply IRS gift rules at the time of sale to determine gain or loss.

You will still be required to track and make adjustments to your securities as it is possible that you could have other situations that require cost basis adjustments that Schwab is not required to report.

Please Note. This information is not intended to be a substitute for specific individualized tax, legal or investment planning advice. Where specific advice is necessary or appropriate, Schwab recommends consulting with a qualified tax advisor, CPA, financial planner or investment manager. Independent investment advisors are not owned by, affiliated with, or supervised by Schwab.

Foreign Investors should note that the information provided is from a U.S. tax perspective. The information provided may or may not have relevance in other jurisdictions.

Contact Us
If you have any questions or need more information about the cost basis methods or terminology in this Disclosure Statement, please call us at 1-800-435-4000. If your account is managed by an investment advisor, please call Schwab Alliance at 1-800-515-2157.

TERMS AND CONDITIONS

GENERAL INFORMATION

Form 1099-Composite
For U.S. taxpayers, the information reported to you on Form 1099 is given to the Internal Revenue Service (IRS). Form 1099-Composite is comprised of the following substitute forms. 1099-DIV, 1099-INT, 1099-MISC, 1099-OID, and 1099-B. The form(s) you receive in Form 1099 Composite depends on the income reportable to the IRS.

Year-End Summary
The information in the Year-End Summary is provided to you as a courtesy, should you need additional information when completing your tax return. When relevant, IRS box numbers are referenced to indicate individual items that make up the totals appearing on your Form(s) 1099. With the exception of the IRS box numbers referenced, Charles Schwab does not provide the details of the Year-End Summary to the IRS.

We recommend that all customers consult their investment and tax advisors prior to using this information.

Corrected Form 1099 and Year-End Summary
We are required to send you a corrected form with the revisions clearly highlighted when we receive updates or revisions to information contained in the form. This generally occurs if one or more of the issuers of the securities in your account reallocated certain income distribution (e.g., dividends or capital gains) after we mailed your original Form 1099. As a result, the supplemental information in Year-End Summary may be updated. Upon receiving the corrected form, you may want to consider filing an amended return based on the changes in your taxable income as reported on your corrected Form 1099. We suggest that you consult with a qualified tax advisor, CPA, financial planner, or investment manager before you proceed.

Duplicate Form 1099 and Year-End Summary
If you request a duplicate Form 1099, please be aware that Schwab uses the most up-to-date information available at the time of the production. Thus, your duplicate Form 1099 and Year-End Summary may have more up-to-date information than the original Form 1099-please note that information mandated by the IRS is not updated for the duplicate form.

Realized Gain or (Loss) in Year-End Summary
Realized Gain or (Loss) section provides information for all your realized gain or (loss) transactions during the tax year. It contains all transactions in the Form 1099-B as well as transactions that are not reported on Form 1099-B (for example. sales and expirations of option activities, cash in lieu under $20, negative or zero proceed sales, bankruptcy, and worthless securities. This supplemental information is believed to be accurate as of the date the data was compiled but they may not be updated for any corrections after the data was initially compiled.

IN CASE OF QUESTIONS: If you have questions about this report or about specific Schwab accounts or Schwab One® transactions (other than wire transfers or check transactions), contact Schwab at 1-800-435-4000. If you have a complaint regarding your Schwab statement or our products or services, please write to the Client Advocacy Team at Charles Schwab & Co., Inc., Attention: Client Advocacy Team, 211 Main St., San Francisco, CA 94105. Outside of the U.S., call +1-415-667-5009.

For Clients of Investment Advisors
The Year-End Summary in this report is furnished solely by Charles Schwab & Co., Inc ("Schwab") for your account at Schwab ("Account"). Schwab Advisor Services™ is a division of Charles Schwab & Co., Inc. and provides back-office brokerage and related services to independent investment advisors and retirement plan providers. Unless otherwise defined herein, capitalized terms have the same meanings as in your Account Agreement. Schwab is a registered broker-dealer and, other than an affiliated company that may act as an Investment Advisor for the Sweep Funds, is not affiliated with your Investment Advisor, whose name appears on this report ("Advisors"). Advisors are independently owned and operated. Schwab neither endorses nor recommends any particular Advisor or investment strategy and has no responsibility to monitor trading by any Advisor in your Account. Advisors provide investment advisory services for your Account. Schwab provides brokerage and custody for your Account Schwab has agreements with Advisors under which Schwab provides Advisors with institutional trading, custody and related services, and products. Not all of these products and services may benefit your Account, and Schwab may provide them to Advisors on the Advisors' commitment to place a certain amount of its clients' assets in brokerage accounts at Schwab within a certain period of time. This commitment could influence an Advisor's recommendation or requirement that its clients establish brokerage accounts at Schwab.