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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**

Name of foundation **BERNEICE M. HOPPER PRIVATE FOUNDATION C/O SECURITY NATIONAL BANK**

Number and street (or P O box number if mail is not delivered to street address) **1120 SOUTH 101ST STREET**
 Room/suite
 City or town, state, and ZIP code **OMAHA, NE 68124**

A Employer identification number **20-8132019**

B Telephone number (see instructions) **(402) 221-0122**

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) **\$ 1,360,175.**

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 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	12,783.	12,779.		STMT 1
5a	Gross rents	11,575.	11,575.	11,575.	
	b Net rental income or (loss) 5,722.				
6a	Net gain or (loss) from sale of assets not on line 10	-46,813.			
b	Gross sales price for all assets on line 6a 228,372.				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	19,000.	19,000.	19,000.	STMT 2
12	Total. Add lines 1 through 11	-3,455.	43,354.	30,575.	
13	Compensation of officers, directors, trustees, etc.	22,098.	17,679.		4,420.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 3	1,835.	1,468.	NONE	367.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	871.	135.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 5	5,873.	16.		4.
24	Total operating and administrative expenses. Add lines 13 through 23	30,677.	19,298.	NONE	4,791.
25	Contributions, gifts, grants paid	69,270.			69,270.
26	Total expenses and disbursements Add lines 24 and 25	99,947.	19,298.	NONE	74,061.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-103,402.			
b	Net investment income (if negative, enter -0-)		24,056.		
c	Adjusted net income (if negative, enter -0-)			30,575.	

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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				
	2	Savings and temporary cash investments	31,060.	14,500.	14,500.	
	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 ▶	NONE			
	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)	1,590,800.	1,503,507.	1,345,224.	
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶) STMT 6)		451.	451.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,621,860.	1,518,458.	1,360,175.		
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"/>		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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	1,621,860.	1,518,458.		
	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)	1,621,860.	1,518,458.			
31	Total liabilities and net assets/fund balances (see instructions)	1,621,860.	1,518,458.			

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	1,621,860.
2	Enter amount from Part I, line 27a	2	-103,402.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,518,458.
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	1,518,458.

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 222,471.		275,185.	-52,714.		
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			-52,714.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-46,813.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	79,471.	1,384,684.	0.057393
2009	107,963.	1,322,716.	0.081622
2008	44,052.	1,254,394.	0.035118
2007	485.	672,776.	0.000721
2006			
2 Total of line 1, column (d)			0.174854
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			0.043714
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		1,407,273.	
5 Multiply line 4 by line 3			61,518.
6 Enter 1% of net investment income (1% of Part I, line 27b)			241.
7 Add lines 5 and 6			61,759.
8 Enter qualifying distributions from Part XII, line 4			74,061.

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)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax based on investment income', and 'Credits/Payments'. Total amount owed is 127, with 127 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?'. Includes a section for states reported to.

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** Yes No

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** Yes No

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

Website address N/A

14 The books are in care of SEE STATEMENT 7 Telephone no Located at ZIP + 4

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**

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **16** Yes No

See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) 3b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? 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**

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? 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**

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 8		22,098.	-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	1,393,730.
b	Average of monthly cash balances	1b	34,974.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,428,704.
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	1,428,704.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,431.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,407,273.
6	Minimum investment return. Enter 5% of line 5	6	70,364.

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	70,364.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	241.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	241.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	70,123.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	70,123.
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	70,123.

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	74,061.
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	74,061.
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	241.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	73,820.

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				70,123.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
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	5,335.			
f Total of lines 3a through e	5,335.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 74,061.				
a Applied to 2010, but not more than line 2a			NONE	
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				70,123.
e Remaining amount distributed out of corpus	3,938.			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))				NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,273.			
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				NONE
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	9,273.			
10 Analysis of line 9.				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	5,335.			
e Excess from 2011	3,938.			

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 9

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 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 <i>Paid during the year</i> SEE STATEMENT 13				
Total ▶ 3a				69,270.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main 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, etc.

(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.)

Table with 2 columns: Line No., Explanation. Row 7 contains 'ROYALTY INCOME'. The rest of the table is empty.

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (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... [] Yes [X] No

Table with 3 columns: (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: Douglas A Oldaker, Date: 04/30/2012, Title: SENIOR VP.

Paid Preparer Use Only Print/Type preparer's name: JOSEPH B HULL, Preparer's signature: [Signature], Date: 04/30/2012, Check [] if self-employed, PTIN: P00135850, Firm's name: THOMSON REUTERS (TAX & ACCOUNTING), Firm's EIN: 75-1297386, Firm's address: 6135 TRUST DRIVE, SUITE 118, HOLLAND, OH 43528, Phone no: 614-880-0021.

RENT AND ROYALTY INCOME

Taxpayer's Name BERNEICE M. HOPPER PRIVATE FOUNDATION C/O	Identifying Number 20-8132019
---	---

DESCRIPTION OF PROPERTY
CASH FARM LEASE WITH BOB & DICK STANDER

Yes No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: **4 - COMMERCIAL**

RENTAL INCOME	11,400.	
OTHER INCOME:		
TOTAL GROSS INCOME		11,400.

OTHER EXPENSES:		
INSURANCE	550.	
TAXES	4,087.	

DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		4,637.
TOTAL RENT OR ROYALTY INCOME (LOSS)		6,763.

Less Amount to

Rent or Royalty	
Depreciation	
Depletion	
Investment Interest Expense	
Other Expenses	
Net Income (Loss) to Others	

Net Rent or Royalty Income (Loss) 6,763.

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
5-YEAR GOVERNMENT DFA FUND	820.	820.
US MICRO CAP PORTFOLIO	347.	347.
EMERGING MKTS VALUE DFA FUND	275.	275.
ONE YEAR FIXED INCOME DFA FUND	290.	290.
EMERGING MKTS SMALL CAP PORT DFA	434.	434.
INTL SMALL CO DFA FUND	773.	773.
ENHANCED US LARGE CO PORT DFA FUND	1,221.	1,221.
INTL SMALL CAP VALUE PORT DFA FUND	640.	640.
EMERGING MARKETS PORTFOLIO DFA	279.	279.
US SMALL CAP VALUE PORT DFA FUND	251.	251.
LARGE CAP VALUE PORTFOLIO DFA FUND	1,608.	1,608.
REAL EST SECURITIES PORT DFA FUND	605.	605.
5 YEAR GLOBAL FIXED INCOME DFA FUND	1,158.	1,158.
DFA INTERNATL VALUE PORT	1,727.	1,727.
FEDERATED US GOVT SEC 1-3 YR CL Y	6.	6.
FEDERATED TOTAL RETURN BD FD IS #328	38.	38.
FORWARD COMMODITY L/S STRATEGY INSTL	452.	448.
FEDERATED GOVERNMENT OBLIGATIONS #05 MMK	4.	4.
PERMANENT PORTFOLIO FUND	252.	252.
VANGUARD EQUITY INCOME FUND #565	1,067.	1,067.
VANGUARD SHORT TERM INV GR FUND	43.	43.
VANGUARD INFLTN PROTCID SECS FD #119	493.	493.
TOTAL	12,783.	12,779.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----
ROYALTY INCOME	19,000.	19,000.	19,000.
TOTALS	19,000.	19,000.	19,000.

FORM 990PF, PART I - LEGAL FEES
 =====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	1,835.	1,468.		367.
TOTALS	1,835.	1,468.	NONE	367.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	368.	
FEDERAL ESTIMATES - PRINCIPAL	368.	
FOREIGN TAXES ON QUALIFIED FOR	84.	84.
FOREIGN TAXES ON NONQUALIFIED	51.	51.
TOTALS	871.	135.

BERNEICE M. HOPPER PRIVATE FOUNDATION C/O

20-8132019

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
RENT AND ROYALTY EXPENSES	5,853.		
OTHER NON-ALLOCABLE EXPENSE -	20.	16.	4.
TOTALS	5,873.	16.	4.
	=====	=====	=====

BERNEICE M. HOPPER PRIVATE FOUNDATION C/O

20-8132019

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUND POSTING	451.	451.
TOTALS	451.	451.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: SECURITY NATIONAL BANK

ADDRESS: 1120 SOUTH 101ST. STREET, SUITE 420
OMAHA, NE 68124-1091

TELEPHONE NUMBER: (402)221-0122

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

=====

OFFICER NAME:

SECURITY NATIONAL BANK

ADDRESS:

1120 SOUTH 101ST. STREET, SUITE 420

OMAHA, NE 68124

COMPENSATION 22,098.

TOTAL COMPENSATION: 22,098.

=====

RECIPIENT NAME:

BERNEICE M HOPPER PFDN C/O WEEPING WATER PUBLIC SC

ADDRESS:

PO BOX 326

WEEPING WATER, NE 68463

RECIPIENT'S PHONE NUMBER: 402-267-4265

FORM, INFORMATION AND MATERIALS:

COMPLETE BERNEICE HOPPER PFDN SCHOLARSHIP APPLICATION & INCLUDE FINAN
ANCIALS, EXTRA-CURRICULAR, COMMUNITY ACTIVITES, LETTERS OF RECOMENDATI
ON, ACADEMIC HISTORY, PERSONAL STMT, TRANSCRIPTS, AND CONDITIONAL LTR.

SUBMISSION DEADLINES:

SET ANNUALLY BY TRUSTEES.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

AWARD TO HS SENIORS WHO GRADUATE FROM WEEPING WATER HIGH SCHOOL AND
SURROUNDING HS & WILL BE PAID DIRECTLY TO THE EDUCATIONAL INSITUION
UPON RECEIPT OF GRADE TRANSCRIPTS & PROOF OF ENROLLMENT.

RECIPIENT NAME:

BERNEICE HOPPER PRIVATE FOUNDATION

ADDRESS:

1120 SOUTH 101ST STREET

OMAHA, NE 68124

RECIPIENT'S PHONE NUMBER: 402-221-0122

FORM, INFORMATION AND MATERIALS:

COMPLETE THE BERNEICE M HOOPER PRIVATE FDN GRANT APPLICATION
FOR FUNDED PROJECTS OR AGENCIES MUST BE LOCATED IN THE GREATER WEEPING
WATER, NEBRASKA AREA.

SUBMISSION DEADLINES:

POSTMARKED BY APRIL 1, 2010.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GRANTS WILL ONLY BE GIVEN TO 501(C)(3) NONPROFIT ORGANIZATIONS, OR TO
GOVERNMENT ENTITIES OR THEIR AGENCIES. GRANTS WILL NOT ORDINARILY BE
GIVEN TO ANY ORG FOR MORE THAN TWO CONSECUTIVE YEARS.

RECIPIENT NAME:
UNIVERSITY OF NEBRASKA
OFFICE OF SCHOLARSHIPS
ADDRESS:
PO BOX 880411
LINCOLN, NE 68588-0411
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
NEBRASKA METHODIST COLLEGE
JOSIE HARPER CAMPUS
ADDRESS:
720 N. 87TH ST.
OMAHA, NE 68114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
HERITAGE HOUSE MUSEUM
ADDRESS:
PO BOX 43
WEEPING WATER, NE 68463
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROJECT ENHANCEMENTS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 600.

RECIPIENT NAME:
THE LIGHTHOUSE
FAITH MISSIONARY CHURCH
ADDRESS:
P.O. BOX 321
WEEPING WATER, NE 68463
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 800.

RECIPIENT NAME:
SOUTHEAST COMMUNITY COLLEGE
ADDRESS:
8800 O STREET
LINCOLN, NE 68520
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
LOFTE COMMUNITY THEATRE
ADDRESS:
PO BOX 62
MANLEY, NE 68403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 10,500.

RECIPIENT NAME:
PERU STATE COLLEGE
ADDRESS:
PO BOX 10
PERU, NE 68421
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
MIDLAND UNIVERSITY
ADDRESS:
900 N CLARKSON ST.
FREMONT, NE 68025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
SENCA - CASS COUNTY COMM
OUTREACH
ADDRESS:
802 4TH ST.
HUMBOLDT, NE 68376
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 13,370.

RECIPIENT NAME:
NEBRASKA WILDLIFE REHAB, INC.
ADDRESS:
16215 HWY 50
LOUISVILLE, NE 68463
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
WEeping WATER PUBLIC LIBRARY
ADDRESS:
206 W. H STREET
WEeping WATER, NE 68463
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 15,000.

TOTAL GRANTS PAID: 69,270.
=====

RENT AND ROYALTY SUMMARY
 =====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
PASTURE LEASE WITH P	175.		1,216.	-1,041.
CASH FARM LEASE WITH	11,400.		4,637.	6,763.
MINERAL RIGHTS LEASE	19,000.			19,000.
	-----	-----	-----	-----
TOTALS	30,575.		5,853.	24,722.
	=====	=====	=====	=====

Investment Review



BERNEICE M. HOPPER PRIVATE FOUNDATION CREATED UNDER SEVENTH RESTATEMENT OF THE BERNEICE M. HOPPER REVOCABLE TRUST DATED JUNE 6, 2005.

As of 12/31/2011

Account Basics

Account Type: Charitable Foundation Trust
 Opened Date: 2/8/2007
 Admin Officer: SARAH LIERMAN
 Investment Officer: Brent Boyce
 Investment Model: 70% Equity 30% Fixed
 Investment Objective: 80% Equity 20% Fixed
 Investment Powers: FULL
 Review Cycle: Annual - Mar

Summary

Asset Type	Market Value	Cost Basis	Unrealized Gain/Loss	% Portfolio at Market	Est. Annual Income	Yield at Market
Cash	\$0.00	\$0.00		0.00 %		
Equity Mutual Funds	\$463,176.98	\$498,920.27	(\$35,740.31)	34.06 %	\$11,806.73	2.55 %
International Equity Mutual Funds	\$126,646.68	\$189,059.98	(\$62,413.30)	9.31 %	\$4,890.44	3.88 %
Fixed Income Mutual Fund	\$205,591.07	\$199,205.55	\$6,385.52	15.12 %	\$4,774.43	2.32 %
Money Market Funds	\$14,600.28	\$14,500.28	\$0.00	1.07 %	\$1.44	0.01 %
Real Estate	\$549,800.00	\$616,315.00	(\$66,515.00)	40.43 %	\$0.00	0.00 %
Equipment & Leases	\$4.00	\$4.00	\$0.00	0.00 %	\$0.00	0.00 %
Other Assets	\$1.00	\$1.00	\$0.00	0.00 %	\$0.00	0.00 %
Miscellaneous	\$1.00	\$1.00	\$0.00	0.00 %	\$0.00	0.00 %
Grand Total:	<u>\$1,359,723.99</u> + 451.00 1,360,174.99	<u>\$1,518,007.08</u> + 451.00 1,518,458.08	<u>(\$158,283.09)</u> mutual fund		<u>\$21,473.04</u>	<u>1.58 %</u>

Realized Gains/Losses

From 12/31/2011 To 12/31/2011

Short Term Gain/Loss for Period: \$0.00
 Long Term Gain/Loss for Period: \$0.00

BERNEICE M. HOPPER PRIVATE FOUNDATION C/O
 Schedule D Detail of Long-term Capital Gains and Losses

20-8132019

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
258.487 DFA 2 YR GLOBAL FIXED INC PT	12/02/2009	02/09/2011	2,621.00	2,665.00	-44.00
5.918 DFA 2 YR GLOBAL FIXED INC PT	12/16/2009	02/09/2011	60.00	60.00	
.431 DFA 2 YR GLOBAL FIXED INC PT	12/26/2007	02/09/2011	4.00	4.00	
.431 DFA 2 YR GLOBAL FIXED INC PT	12/26/2007	02/09/2011	4.00	4.00	
980.393 DFA 2 YR GLOBAL FIXED INC PT	03/02/2009	02/09/2011	9,941.00	10,000.00	-59.00
1593.966 DFA 2 YR GLOBAL FIXED INC PT	05/25/2007	02/09/2011	16,163.00	16,482.00	-319.00
489.237 DFA 2 YR GLOBAL FIXED INC PT	03/02/2007	02/09/2011	4,961.00	5,000.00	-39.00
41.006 5-YEAR GOVERNMENT DFA FUND	12/14/2009	05/10/2011	445.00	444.00	1.00
879.804 5-YEAR GOVERNMENT DFA FUND	03/02/2009	05/10/2011	9,555.00	9,528.00	27.00
772.042 ONE YEAR FIXED INCOME DFA FUND	03/02/2009	05/10/2011	7,991.00	7,921.00	70.00
175.532 ONE YEAR FIXED INCOME DFA FUND	12/02/2009	05/10/2011	1,817.00	1,815.00	2.00
766.482 LARGE CAP VALUE PORTFOLIO DFA FUND	05/25/2007	05/10/2011	17,085.00	21,186.00	-4,101.00
579.413 LARGE CAP VALUE PORTFOLIO DFA FUND	07/05/2007	05/10/2011	12,915.00	16,038.00	-3,123.00
847.395 5 YEAR GLOBAL FIXED INCOME DFA FUND	03/02/2009	05/10/2011	9,406.00	9,279.00	127.00
1551.335 US MICRO CAP PORTFOLIO	05/25/2007	08/09/2011	19,376.00	25,488.00	-6,112.00
354.189 US MICRO CAP PORTFOLIO	07/05/2007	08/09/2011	4,424.00	5,961.00	-1,537.00
745.514 US SMALL CAP VALUE PORT DFA	05/25/2007	08/09/2011	16,625.00	23,581.00	-6,956.00
191.706 US SMALL CAP VALUE PORT DFA	07/05/2007	08/09/2011	4,275.00	6,146.00	-1,871.00
634.417 LARGE CAP VALUE PORTFOLIO DFA FUND	03/02/2007	12/27/2011	12,206.00	16,000.00	-3,794.00
1693.721 LARGE CAP VALUE PORTFOLIO DFA FUND	05/25/2007	12/27/2011	32,587.00	46,814.00	-14,227.00
1254.41 LARGE CAP VALUE PORTFOLIO DFA FUND	08/07/2007	12/27/2011	24,135.00	32,000.00	-7,865.00
247.236 LARGE CAP VALUE PORTFOLIO DFA FUND	12/26/2007	12/27/2011	4,757.00	5,654.00	-897.00
.238 LARGE CAP VALUE PORTFOLIO DFA	12/26/2007	12/27/2011	5.00	5.00	
516.796 LARGE CAP VALUE PORTFOLIO DFA FUND	05/22/2008	12/27/2011	9,943.00	12,000.00	-2,057.00
Totals					

USA
170970 2 000

FEDERAL CAPITAL GAIN DIVIDENDS
=====

SHORT-TERM CAPITAL GAIN DIVIDENDS

5-YEAR GOVERNMENT DFA FUND	136.00
ONE YEAR FIXED INCOME DFA FUND	15.00
INTL SMALL CAP VALUE PORT DFA FUND	3.00
INTL SMALL CAP VALUE PORT DFA FUND	22.00
INTL SMALL CAP VALUE PORT DFA FUND	2.00
INTL SMALL CAP VALUE PORT DFA FUND	10.00
5 YEAR GLOBAL FIXED INCOME DFA FUND	229.00
FEDERATED US GOVT SEC 1-3 YR CL Y	4.00
FEDERATED TOTAL RETURN BD FD IS #328	34.00
FEDERATED GOVERNMENT OBLIGATIONS #05 MMKT	
PERMANENT PORTFOLIO FUND	50.00
STADION INVESTMENT TRUST LOAD FEE WAIVED	321.00
STADION INVESTMENT TRUST LOAD FEE WAIVED	306.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS 1,132.00
=====

LONG-TERM CAPITAL GAIN DIVIDENDS

28% RATE CAPITAL GAIN DIVIDENDS

PERMANENT PORTFOLIO FUND	31.00
--------------------------	-------

TOTAL 28% RATE CAPITAL GAIN DIVIDENDS 31.00

15% RATE CAPITAL GAIN DIVIDENDS

5-YEAR GOVERNMENT DFA FUND	837.00
EMERGING MKTS VALUE DFA FUND	162.00
ONE YEAR FIXED INCOME DFA FUND	121.00
EMERGING MKTS SMALL CAP PORT DFA	375.00
INTL SMALL CO DFA FUND	466.00
INTL SMALL CAP VALUE PORT DFA FUND	414.00
EMERGING MARKETS PORTFOLIO DFA	499.00
US SMALL CAP VALUE PORT DFA FUND	538.00
5 YEAR GLOBAL FIXED INCOME DFA FUND	766.00
FEDERATED US GOVT SEC 1-3 YR CL Y	61.00
FEDERATED TOTAL RETURN BD FD IS #328	47.00

FEDERAL CAPITAL GAIN DIVIDENDS

=====

PERMANENT PORTFOLIO FUND
VANGUARD INFLTN PROTCTD SECS FD #119

185.00
268.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

4,738.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

4,769.00

=====

**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)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					1,132.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					4,769.	
187.00		18.403 DFA 2 YR GLOBAL FIXED INC PT PROPERTY TYPE: SECURITIES 186.00					12/14/2010 1.00	02/09/2011
2,621.00		258.487 DFA 2 YR GLOBAL FIXED INC PT PROPERTY TYPE: SECURITIES 2,665.00					12/02/2009 -44.00	02/09/2011
43.00		4.272 DFA 2 YR GLOBAL FIXED INC PT PROPERTY TYPE: SECURITIES 43.00					12/14/2010	02/09/2011
60.00		5.918 DFA 2 YR GLOBAL FIXED INC PT PROPERTY TYPE: SECURITIES 60.00					12/16/2009	02/09/2011
4.00		.431 DFA 2 YR GLOBAL FIXED INC PT PROPERTY TYPE: SECURITIES 4.00					12/26/2007	02/09/2011
4.00		.431 DFA 2 YR GLOBAL FIXED INC PT PROPERTY TYPE: SECURITIES 4.00					12/26/2007	02/09/2011
9,941.00		980.393 DFA 2 YR GLOBAL FIXED INC PT PROPERTY TYPE: SECURITIES 10,000.00					03/02/2009 -59.00	02/09/2011
16,163.00		1593.966 DFA 2 YR GLOBAL FIXED INC PT PROPERTY TYPE: SECURITIES 16,482.00					05/25/2007 -319.00	02/09/2011
4,961.00		489.237 DFA 2 YR GLOBAL FIXED INC PT PROPERTY TYPE: SECURITIES 5,000.00					03/02/2007 -39.00	02/09/2011
445.00		41.006 5-YEAR GOVERMENT DFA FUND PROPERTY TYPE: SECURITIES 444.00					12/14/2009 1.00	05/10/2011

**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)	
9,555.00		879.804				03/02/2009	05/10/2011	
		5-YEAR GOVERNMENT DFA FUND PROPERTY TYPE: SECURITIES						
		9,528.00				27.00		
7,991.00		772.042				03/02/2009	05/10/2011	
		ONE YEAR FIXED INCOME DFA FUND PROPERTY TYPE: SECURITIES						
		7,921.00				70.00		
42.00		4.071				12/14/2010	05/10/2011	
		ONE YEAR FIXED INCOME DFA FUND PROPERTY TYPE: SECURITIES						
		42.00						
150.00		14.539				12/14/2010	05/10/2011	
		ONE YEAR FIXED INCOME DFA FUND PROPERTY TYPE: SECURITIES						
		150.00						
1,817.00		175.532				12/02/2009	05/10/2011	
		ONE YEAR FIXED INCOME DFA FUND PROPERTY TYPE: SECURITIES						
		1,815.00				2.00		
17,085.00		766.482				05/25/2007	05/10/2011	
		LARGE CAP VALUE PORTFOLIO DFA FU PROPERTY TYPE: SECURITIES						
		21,186.00				-4,101.00		
12,915.00		579.413				07/05/2007	05/10/2011	
		LARGE CAP VALUE PORTFOLIO DFA FU PROPERTY TYPE: SECURITIES						
		16,038.00				-3,123.00		
594.00		53.506				12/15/2010	05/10/2011	
		5 YEAR GLOBAL FIXED INCOME DFA FU PROPERTY TYPE: SECURITIES						
		584.00				10.00		
9,406.00		847.395				03/02/2009	05/10/2011	
		5 YEAR GLOBAL FIXED INCOME DFA F PROPERTY TYPE: SECURITIES						
		9,279.00				127.00		
19,376.00		1551.335				05/25/2007	08/09/2011	
		US MICRO CAP PORTFOLIO PROPERTY TYPE: SECURITIES						
		25,488.00				-6,112.00		
4,424.00		354.189				07/05/2007	08/09/2011	
		US MICRO CAP PORTFOLIO PROPERTY TYPE: SECURITIES						
		5,961.00				-1,537.00		

**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)	
16,625.00		745.514			US SMALL CAP VALUE PORT DFA FUND PROPERTY TYPE: SECURITIES 23,581.00		05/25/2007	08/09/2011
							-6,956.00	
4,275.00		191.706			US SMALL CAP VALUE PORT DFA FUND PROPERTY TYPE: SECURITIES 6,146.00		07/05/2007	08/09/2011
							-1,871.00	
12,206.00		634.417			LARGE CAP VALUE PORTFOLIO DFA FU PROPERTY TYPE: SECURITIES 16,000.00		03/02/2007	12/27/2011
							-3,794.00	
32,587.00		1693.721			LARGE CAP VALUE PORTFOLIO DFA F PROPERTY TYPE: SECURITIES 46,814.00		05/25/2007	12/27/2011
							-14,227.00	
24,135.00		1254.41			LARGE CAP VALUE PORTFOLIO DFA FU PROPERTY TYPE: SECURITIES 32,000.00		08/07/2007	12/27/2011
							-7,865.00	
4,757.00		247.236			LARGE CAP VALUE PORTFOLIO DFA FU PROPERTY TYPE: SECURITIES 5,654.00		12/26/2007	12/27/2011
							-897.00	
5.00		.238			LARGE CAP VALUE PORTFOLIO DFA FUND PROPERTY TYPE: SECURITIES 5.00		12/26/2007	12/27/2011
9,943.00		516.796			LARGE CAP VALUE PORTFOLIO DFA FU PROPERTY TYPE: SECURITIES 12,000.00		05/22/2008	12/27/2011
							-2,057.00	
154.00		7.989			LARGE CAP VALUE PORTFOLIO DFA FUND PROPERTY TYPE: SECURITIES 105.00		12/15/2008	12/27/2011
							49.00	

**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)	
TOTAL GAIN(LOSS)							----- -46,813. =====	