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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.

2011

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

Name of foundation WILLIAM W. & BETTY HALLIDAY FOUNDATION		A Employer identification number 23-7001460
Number and street (or P.O. box number if mail is not delivered to street address) 7278 COUNTRY CLUB DRIVE	Room/suite	B Telephone number (see instructions) 314-385-7648
City or town, state, and ZIP code SAINT LOUIS, MO 63121		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,239,573	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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	41,919	41,919		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	135,667			
	b Gross sales price for all assets on line 6a 813,421				
	7 Capital gain net income (from Part IV, line 2)		135,667		
	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)	20,947	20,947			
12 Total. Add lines 1 through 11	198,533	198,533	-0-		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	8,000	8,000		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	760	760		
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	310	310		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	330	330		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	50	50		
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	9,120	9,450		
	25 Contributions, gifts, grants paid	49,675			49,675
26 Total expenses and disbursements. Add lines 24 and 25	59,125	9,450		49,675	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	139,408				
b Net investment income (if negative, enter -0-)		189,083			
c Adjusted net income (if negative, enter -0-)				N/A	

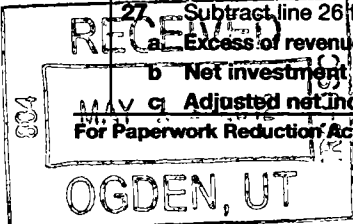
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Cat. No. 11289X

Form **990-PF** (2011)

23P

SCANNED MAY 29 2012



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	3,662	177	177
	2 Savings and temporary cash investments	129,750	147,117	147,117
	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)	874,482	999,832	1,092,279
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	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)	1,007,894	1,147,126	1,239,573
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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)			
	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.			
Net Assets or Fund Balances	27 Capital stock, trust principal, or current funds	164,268	164,268	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	843,626	982,858	
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)			
	31 Total liabilities and net assets/fund balances (see instructions)	1,007,894	1,147,126	

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	1,007,894
2 Enter amount from Part I, line 27a	2	139,408
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	
5 Decreases not included in line 2 (itemize) ▶ <u>To reconcile stock cost basis trial bal & books from prior yr</u>	5	-176
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,147,126

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 SEE ATTACHED SCHEDULE				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
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	135,667
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.

(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	DOES NOT APPLY	AS WE ARE NOT	PUBLICALLY TRADED
2009			
2008			
2007			
2006			
2 Total of line 1, column (d)			
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			
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			
5 Multiply line 4 by line 3			
6 Enter 1% of net investment income (1% of Part I, line 27b)			
7 Add lines 5 and 6			
8 Enter qualifying distributions from Part XII, line 4			

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

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)	1	3,782
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	-0-
3	Add lines 1 and 2	3	3,782
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	-0-
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,782
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	-0-
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	3,782
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?		✓
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)?		✓
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NOT REGULATED BY MISSOURI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
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? Website address ► NONE	13	✓	
14	The books are in care of ► LAURIE H LIVINGSTON Telephone no. ► 314-385-7648 Located at ► 7278 COUNTRY CLUB DR, ST LOUIS, MO ZIP+4 ► 63121-2609			
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-			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				✓

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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	✓
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	✓
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? | | |
| | b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | ☐ Yes ☒ No | 6b |
| | 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? | | 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
Laurie H Livingston ----- 7278 Country Club Dr, St Louis, MO 63121	TRUSTEE/ MANAGER	4,000	-0-	-0-
Bruce W Halliday ----- 4440 Lindell Blvd #1500, St Louis, MO 63108	TRUSTEE/ MANAGER	4,000	-0-	-0-
Jean E Robertson ----- 4319 Roland Blvd St Louis, MO 63121	TRUSTEE	-0-	-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				
Total number of other employees paid over \$50,000				

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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 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	
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	1,264,967
b	Average of monthly cash balances	1b	109,876
c	Fair market value of all other assets (see instructions)	1c	-0-
d	Total (add lines 1a, b, and c)	1d	1,374,843
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	-0-
2	Acquisition indebtedness applicable to line 1 assets	2	-0-
3	Subtract line 2 from line 1d	3	1,374,843
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	20,623
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,354,220
6	Minimum investment return. Enter 5% of line 5	6	67,711

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	67,711
2a	Tax on investment income for 2011 from Part VI, line 5	2a	-0-
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	-0-
c	Add lines 2a and 2b	2c	-0-
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	67,711
4	Recoveries of amounts treated as qualifying distributions	4	-0-
5	Add lines 3 and 4	5	67,711
6	Deduction from distributable amount (see instructions)	6	-0-
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	67,711

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	49,675
b	Program-related investments—total from Part IX-B	1b	-0-
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	-0-
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	49,675
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	49,675

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				67,711
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				
c From 2008				
d From 2009 15,702				
e From 2010 4,015				
f Total of lines 3a through e	19,717			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 49,675				
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				49,675
e Remaining amount distributed out of corpus	-0-			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	18,036			18,036
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,681			
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)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,681			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011 1,681				

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 N/A

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 SEE ATTACHED SCHEDULE			To help people and animals	\$49,675
Total				3a \$49,675
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Part IV

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 <u>NONE</u>					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
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					
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)					
13 Total. Add line 12, columns (b), (d), and (e)					

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

13 _____

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations[illegible]

	A	B	C	D	E
1					
2					
3					
4					
5					
6					
7	2011 FORM 990-PF	- SCHEDULE ATTACHMENTS PART 1			
8					
9	PART I				
10					
11	LINE 11: OTHER INCOME				
12					
13	MLP DISTRIBUTION- ENERGY TRANSFER			\$7,597	
14	HUTECHINSON TELE			\$199	
15					
16	OPTION TRADES			\$13,151	
17					
18	TOTAL OTHER INCOME			\$20,947	
19					
20					
21	LINE 16a - LEGAL FEES				
22		AMENDMT TO TRUST			
23		POLSINELLI, SHUGART		\$760	
24					
25	LINE 16c - OTHER				
26		INVESTMT PROCESS FEES		\$310	
27					
28	LINE 18 - TAXES				
29		FOREIGN TAXES PD		\$330	

	A	B	C	D	E	F	G
1							
2							
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4							
5							
6							
7							
8	PART II LINES 10 A,B,C				<u>COST-BOOK VALUE</u>	<u>MKT VALUE</u>	
9					<u>12/31/10</u>	<u>12/31/11</u>	<u>12-31/11</u>
10	INVESTMENTS - STOCKS						
11							
12							
13	5000 SHS ANNALY CAP			\$85,041	\$0	\$0	
14	2656 BRAZIL FDS			\$35,878	\$35,878	\$51,924	
15	500 SHS BHP BILLITON			\$40,853	\$40,853	\$35,315	
16							
17	4000 SHS BANCO LATINO AM			\$67,280	\$0	\$0	
18							
19							
20							
21							
22	500 SHS CLOROX + 500SHS			\$58,233	\$58,233	\$66,560	
23	1000 SHS DUPONT			\$37,098	\$37,098	\$45,780	
24	1500 SHS ENERGY TRANS+1500SHS			\$70,834	\$140,482	\$137,550	
25							
26	4000 SHS EXPERIAN GRP LTD			\$30,560	\$30,560	\$54,424	
27	500 SHS HATTERAS FIN'L CORP			\$12,675	\$12,675	\$13,185	
28	2000 HUTCHISON TELE HONG KONG			\$3,580	\$3,580	\$11,550	
29	2000 IRSA INVERSIONES Y				\$26,779	\$20,740	
30							
31	500 JOHN & JOHN			\$31,324	\$31,324	\$32,790	
32	20,000 SHS JIANGXI COPPER			\$13,200	\$13,200	\$43,220	
33	5000 SHS LIBBEY INC -3000 SHS			\$31,361	\$0	\$0	
34	1000 SHS MCCORMICK			\$39,457	\$39,457	\$50,420	
35	500 MCDONALDS + 500 SHS			\$64,276	\$0	\$0	
36	2000 SHS MORG STAN CHINA FD			\$59,663	\$59,663	\$38,700	
37	1000 NEWMONT MINING			\$0	\$55,987	\$60,010	
38	3000 PEPSICO			\$0	\$181,066	\$199,050	
39	1000 SOTHEBYS			\$0	\$40,109	\$28,530	
40	1000 SHS SUNCOR ENERGY			\$34,868	\$34,868	\$28,830	
41	1000 + 250SHS STREETTRACKS GLD			\$84,217	\$0	\$0	
42	400 SHS SWEDISH EXPT CR CORP			\$3,175	\$3,175	\$3,580	
43	1000 XEROX			\$0	\$8,948	\$7,960	
44	500 WALMART+500SHS			\$24,354	\$49,577	\$59,760	
45	500 SHS WESTPK BK+500SHS			\$46,383	\$96,321	\$102,400	
46							
47	<u>TOTAL SECURITIES</u>			<u>\$874,310</u>	<u>\$999,833</u>	<u>\$1,092,278</u>	
48							
49							
50							

A	B	C	D	E	F	G	H
1							
2							
3	WM W AND BETTY HALLIDAY FOUNDATION						
4	FED 1D #12-7001460						
5							
6							
7	2011 CAPITAL GAINS REPORT						
8							
9							
10	SECURITY	SHARES	BOUGHT	SOLD	SALES PRICE	COST BASIS	GAIN/LOSS
11							
12	ANNALY CAP MGMT	9,000	1-6/11	9/12/11	\$159,129	\$160,902	-\$1,773
13	ANNALY CAP MGMT	5,000	4/14/10	9/12/11	\$88,406	\$85,043	\$3,363
14	BANCOLATINOAM	4,000	05/05/04	01/24/11	\$68,240	\$67,280	\$960
15	ENERGY TRANSFER PTS	500	09/23/10	08/09/11	\$20,915	\$24,014	-\$3,099
16	ENERGY TRANSFER PTS	500	07/01/10	08/09/11	\$20,915	\$22,807	-\$1,892
17	LIBBEY INC	2,000	08/03/07	01/24/11	\$29,919	\$31,360	-\$1,441
18	MCDONALDS CORP	1,000	6/15/09	5/26/11	\$79,928	\$64,276	\$15,652
19	NEWMONT MINING	1,000	01/24/11	05/03/11	\$55,983	\$55,548	\$435
20	STREETTRKS GOLD TR	350	09/23/11	09/23/11	\$57,443	\$57,669	-\$226
21	STREETTRKS GOLD TR	600	03/24/16	08/05/11	\$96,860	\$33,150	\$63,710
22	STREETTRKS GOLD TR	650	3/06&12/09	09/23/11	\$106,679	\$51,067	\$55,613
23	WALMART	500	06/05/09	02/04/11	\$28,004	\$24,353	\$3,651
24							
25							
26							
27							
28							
29							
30	TOTALS				\$812,421	\$677,468	\$134,953
31							
32	PER STMS						
33	RTS MORG STAN CHINA FD						\$429
34	ENRON LIQUID						\$285
35							
36							
37							
38							
39	TOTAL CAP GAINS/LOSS						\$135,667
40							
41							

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WM W. & BETTY HALLIDAY FOUNDATION
FED ID #23-7001460

2011 MONTH END VALUES

<u>MONTH</u>	<u>SECURITIES</u>	<u>CASH</u>
JANUARY	\$1,095,504	\$145,042
FEBRUARY	\$1,111,389	\$171,005
MARCH	\$1,175,985	\$86,637
APRIL	\$1,249,515	\$80,644
MAY	\$1,155,271	\$136,585
JUNE	\$1,235,977	\$43,297
JULY	\$1,248,162	\$39,500
AUGUST	\$1,252,820	\$25,994
SEPTEMBER	\$1,010,207	\$150,005
OCTOBER	\$1,130,606	\$150,078
NOVEMBER	\$1,103,381	\$142,278
DECEMBER	\$1,092,278	\$147,446
<u>TOTALS</u>	<u>\$13,861,095</u>	<u>\$1,318,511</u>
<u>MONTHLY AVERAGE</u>	<u>\$1,155,091</u>	<u>\$109,876</u>

Wm. Betty Halliday Foundations

Category Detail Report

1/1/11 through 12/31/11

Fed ID # 23-7001460

2011
990-PF

Donations

Date	Num	Payee	Memo	Amount
Income/Expenses				
Expenses				
<u>donation</u>				
2/7/11	592	Friends of St. Louis Art Museum	St. Louis	-100.00
2/13/11	593	Humane Society of Missouri	St. Louis	-5,500.00
2/13/11	595	Animal House Fund	St. Louis	-1,000.00
3/7/11	596	Rainbow Village Inc	St. Louis	-500.00
3/9/11	597	S.P. C.A. International	NY	-5,000.00
3/9/11	598	Cardinal Glennon Hospital	St. Louis	-20,000.00
6/14/11	601	Humane Society of Missouri	St. Louis	-325.00
8/1/11	1358	VOIDBackstoppers	St. Louis	0.00
8/1/11	1359	VOIDJuvenile Diabetes Foundation	St. Louis	0.00
8/1/11	1360	Backstoppers	St. Louis	-250.00
8/1/11	1361	Juvenile Diabetes Foundation	St. Louis	-1,000.00
8/11/11	602	Humane Society of Missouri	St. Louis	-2,000.00
9/8/11	603	Humane Society of Missouri	St. Louis	-1,600.00
11/8/11	1362	Animal Protective Assn of Mo	St. Louis	-500.00
11/8/11	1363	Dog and Kitty City	Dallas, TX	-100.00
11/8/11	1364	Emmaus Homes	St. Louis	-500.00
11/8/11	1365	Evangelical Children's Home	St. Louis	-500.00
11/8/11	1366	Forest Park Forever	St. Louis, Mo	-100.00
11/8/11	1367	Friends of Tower Grove Park	St. Louis	-100.00
11/8/11	1368	Lydias House	St. Louis	-500.00
11/8/11	1369	Missouri Botanical Garden	St. Louis	-100.00
11/8/11	1370	Neighborhood Houses	St. Louis	-100.00
11/8/11	1371	Open Door Sanctuary	St. Louis, MO	-100.00
11/8/11	1372	Salvation Army	St. Louis	-3,000.00
11/8/11	1373	St. Louis Area Food Bank	St. Louis	-1,000.00
11/8/11	1374	St. Louis Zoo Friends Assn	St. Louis	-100.00
11/8/11	1375	Stray Rescue of St. Louis	St. Louis	-500.00
11/8/11	1376	The Smile Train	NY	-1,000.00
11/8/11	1377	wildlife Center of Missouri	St. Louis	-100.00
11/8/11	1378	Wolf Haven International	Wash state	-100.00
12/16/11	605	Humane Society of Missouri	St. Louis	-1,000.00
12/31/11	1379	Animal House Fund	St. Louis	-1,000.00
12/31/11	1380	The Smile Train	NY	-1,000.00
12/31/11	1381	St. Louis Area Food Bank	St. Louis	-1,000.00
Total donation				-49,675.00
Total Expenses				-49,675.00
Total Income/Expenses				-49,675.00

AFFIDAVIT OF PUBLICATION

Page 1 of 1

STATE OF MISSOURI
COUNTY OF ST. LOUIS

} S.S.

Before the undersigned, a Notary Public in and for the county of St. Louis, Missouri, personally appeared before **Gordon Friedrich**, of **The Countian**, a daily newspaper published in the county of St. Louis, Missouri, who, being duly sworn, say that they have complied with all of the provisions of the laws of this state regulating newspapers and the **The Countian** publication of legal notices, and is qualified to publish the annexed notice or advertisement, and that it was published in **The Countian** for 1 day, the first publication being on the **5th** day of **May 2011** and the last publication being on the **5th** day of **May 2011** to wit:

05/05/2011

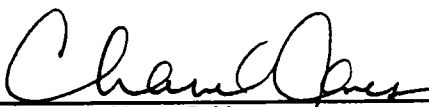
PUBLIC NOTICE

The Wm. & Betty Halliday Foundation
has filed its 2010 return and same is
available for examination at 7278
Country Club Dr., St. Louis, MO 63121
WM. & BETTY HALLIDAY
10282932 County May 5, 2011



Gordon Friedrich

Subscribed and sworn before me this 5th day of May, 2011
(SEAL)



Notary Public

