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 , **and ending**

Name of foundation: THE FRUEHAUF FOUNDATION

A Employer identification number: 23-7015744

Number and street (or P O box number if mail is not delivered to street address): C/O SENTINEL TRUST; 2001 KIRBY DR — Room/suite: 1200

B Telephone number: 713-529-3729

City or town, state, and ZIP code: HOUSTON, TX 77019

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: [X] 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)* ▶$ 4,635,558.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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).)

	Line	(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				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	74.	74.		STATEMENT 1
	4 Dividends and interest from securities	125,065.	125,065.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	143,213.			
	b Gross sales price for all assets on line 6a 1,590,789.				
	7 Capital gain net income (from Part IV, line 2)		143,213.		
	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)				
	11 Other income				
	12 **Total** Add lines 1 through 11	268,352.	268,352.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,570.	1,785.	0.	1,785.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	2,434.	2,434.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	22,744.	11,372.	0.	11,372.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	28,748.	15,591.	0.	13,157.
	25 Contributions, gifts, grants paid	213,350.			213,350.
	26 **Total expenses and disbursements.** Add lines 24 and 25	242,098.	15,591.	0.	226,507.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	26,254.			
	b **Net investment income** (if negative, enter -0-)		252,761.		
	c **Adjusted net income** (if negative, enter -0-)			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		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1 Cash - non-interest-bearing				
2 Savings and temporary cash investments		470,501.	681,250.	681,250.
3 Accounts receivable ▶	4,522.			
Less: allowance for doubtful accounts ▶		853.	4,522.	4,522.
4 Pledges receivable ▶				
Less: allowance for doubtful accounts ▶				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons				
7 Other notes and loans receivable ▶				
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				
b Investments - corporate stock				
c Investments - corporate bonds				
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 6	3,935,485.	3,747,321.	3,949,786.
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 **Total assets** (to be completed by all filers)		4,406,839.	4,433,093.	4,635,558.
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				
22 Other liabilities (describe ▶)				
23 **Total liabilities** (add lines 17 through 22)		0.	0.	
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	▶ [X]			
27 Capital stock, trust principal, or current funds		3,977,256.	3,977,256.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds		429,583.	455,837.	
30 **Total net assets or fund balances**		4,406,839.	4,433,093.	
31 **Total liabilities and net assets/fund balances**		4,406,839.	4,433,093.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,406,839.
2 Enter amount from Part I, line 27a	2	26,254.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,433,093.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,433,093.

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	P		
b	LITIGATION SETTLEMENTS	P		
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,586,102.		1,447,576.	138,526.
b	2,243.			2,243.
c	2,444.			2,444.
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				138,526.
b				2,243.
c				2,444.
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	143,213.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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 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	219,852.	4,625,512.	.047530
2009	246,034.	4,278,424.	.057506
2008	281,717.	5,026,097.	.056051
2007	254,790.	5,810,908.	.043847
2006	233,861.	5,455,034.	.042871

2 **Total** of line 1, column (d)	2	.247805
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	.049561
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,828,982.
5 Multiply line 4 by line 3	5	239,329.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,528.
7 Add lines 5 and 6	7	241,857.
8 Enter qualifying distributions from Part XII, line 4	8	226,507.

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	5,055.
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	5,055.
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	5,055.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,389.		
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	2,389.
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	2,666.
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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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		X
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		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
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	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
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	X	
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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HARVEY C FRUEHAUF, JR - PRESIDENT Telephone no. ▶(713) 529-3729

Located at ▶2001 KIRBY DR, STE 1200, HOUSTON, TX ZIP+4 ▶77019

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 N/A

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

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

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

			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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ ____, ____, ____, ____			
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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A — 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? N/A ☐ 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? — 6b No: 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? N/A — 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.

(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 7		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ► 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

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

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	
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	4,188,606.
b	Average of monthly cash balances	1b	713,690.
c	Fair market value of all other assets	1c	224.
d	**Total** (add lines 1a, b, and c)	1d	4,902,520.
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	4,902,520.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	73,538.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,828,982.
6	**Minimum investment return.** Enter 5% of line 5	6	241,449.

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	241,449.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 5,055.		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	5,055.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	236,394.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	236,394.
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	236,394.

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	226,507.
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	
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	226,507.
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	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	226,507.

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.

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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				236,394.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			207,679.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 226,507.				
a Applied to 2010, but not more than line 2a			207,679.	
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				18,828.
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).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				217,566.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
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				

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

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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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).)

SEE STATEMENT 8

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:

SEE STATEMENT 9

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 STATEMENT B				213,350.
Total			▶ 3a	213,350.
b *Approved for future payment*				
NONE				
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
	(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			14	74.	
4 Dividends and interest from securities			14	125,065.	
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	143,213.	
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)		0.		268,352.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 268,352.

(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).
	N/A

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

		Line	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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/11/12 Title: V.P.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CONNIE L. ESTOPINAL	Connie L. Estopinal	5-10-2012		P00150005

Firm's name ▶ MOHLE ADAMS — Firm's EIN ▶ 74-1067601

Firm's address ▶ 3900 ESSEX LANE, SUITE 1000 HOUSTON, TX 77027 — Phone no. 713-629-1381

123622
12-02-11

January 01, 2011 To December 31, 2011

Account Name : Fruehauf Foundation **Account No : 08-30008**

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
	Money Market Funds						
681,249.74	Northern Inst. Government Select Fund	681,249.74	100 00	681,249.74	68.12	0.01%	14.70%
	Totals	**681,249.74**		**681,249.74**	**68.12**	**0.01%**	**14.70%**
	Common Stock						
410	Abbott Laboratones	17,765.30	56.23	23,054 30	787.20	3.41%	0 50%
1,750	Advanced Energy Industnes	17,295.94	10.73	18,777.50	0.00	0.00%	0.41%
460	Agco Corp	17,283.80	42 97	19,766.20	0.00	0.00%	0.43%
1,135	Alcoa Inc	12,334.18	8.65	9,817.75	136.20	1.39%	0.21%
1,565	Allstate Corp	83,163.16	27.41	42,896.65	1,314.60	3.06%	0.93%
315	Amencan Electnc Power	11,236.32	41.31	13,012.65	592.20	4.55%	0.28%
410	Amgen Inc	20,384.41	64.21	26,326.10	590.40	2.24%	0.57%
170	Apache Corp	19,467.21	90.58	15,398.60	102.00	0.66%	0.33%
15	Apple Computer Inc	4,998.85	405.00	6,075 00	0.00	0.00%	0.13%
400	Applied Matenals Inc	4,419.04	10 71	4,284.00	128.00	2.99%	0.09%
1,375	AT&T Inc	34,364.24	30.24	41,580 00	2,420.00	5.82%	0 90%
3,415	Bank Amer Corp	34,813.27	5.56	18,987 40	136.60	0.72%	0 41%
230	Bunge Ltd	15,817.65	57.20	13,156.00	230.00	1.75%	0.28%
350	Chevron Corp	21,006.98	106 40	37,240 00	1,134.00	3.05%	0.80%
130	Cigna Corp	5,498.18	42.00	5,460.00	5.20	0.10%	0.12%
1,595	Cisco Systems Inc	27,570 17	18 08	28,837 60	382.80	1.33%	0.62%
849	Citigroup Inc	36,053.14	26.31	22,337.19	33.96	0.15%	0.48%
200	Colgate-Palmolive Co	14,998 62	92 39	18,478.00	464.00	2.51%	0 40%
1,080	Comcast Corp Cl A	18,507 92	23.71	25,606.80	486.00	1.90%	0.55%
1,450	Computer Sciences Corp	63,940.54	23.70	34,365.00	1,160.00	3.38%	0.74%

January 01, 2011 To December 31, 2011

Account Name : Fruehauf Foundation

Account No : 08-30008

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
185	ConocoPhillips	9,703.91	72.87	13,480.95	488.40	3.62%	0.29%
2,115	Cooper Tire & Rubber Co	22,841.64	14.01	29,631 15	888.30	3.00%	0.64%
415	CVS Corp	12,878.73	40.78	16,923.70	269.75	1.59%	0.37%
435	Devon Energy Corp	29,058 27	62 00	26,970.00	295.80	1.10%	0 58%
4,870	Emulex Corp	39,737.13	6.86	33,408.20	0.00	0.00%	0 72%
500	EnCana Corp	13,930.85	18.53	9,265.00	400.00	4.32%	0.20%
820	Entergy Corp	54,222.76	73.05	59,901.00	2,722.40	4.54%	1.29%
180	Exxon Mobil Corp	11,080 69	84.76	15,256 80	338.40	2.22%	0.33%
265	Forest Laboratones, Inc	8,439.80	30.26	8,018.90	0.00	0.00%	0.17%
585	Freeport-McMoran Copper & Gold, Inc	27,494.63	36.79	21,522.15	585.00	2.72%	0.46%
205	General Dynamics Corp	12,657.56	66.41	13,614.05	385.40	2.83%	0.29%
1,130	Gilead Sciences, Inc	40,105.08	40.93	46,250.90	0.00	0.00%	1.00%
370	Goldman Sachs Group, Inc	47,512.45	90.43	33,459.10	518.00	1.55%	0.72%
40	Helmerich & Payne Inc	1,229.43	58.36	2,334.40	11.20	0.48%	0.05%
1,335	Hewlett-Packard Co	39,137.09	25 76	34,389.60	640.80	1.86%	0.74%
5,140	Integrated Device Tech	25,181 10	5.46	28,064.40	0 00	0.00%	0.61%
1,155	Intel Corp	23,510 45	24.25	28,008.75	970 20	3.46%	0 60%
1,170	J P Morgan Chase & Co	40,809.22	33 25	38,902 50	1,170.00	3.01%	0.84%
1,700	Kindred Healthcare Inc	16,644.02	11 77	20,009.00	0.00	0.00%	0.43%
1,795	Kroger Co	38,108.20	24.22	43,474.90	825.70	1.90%	0.94%
1,410	Lilly Eli & Co	49,009.00	41.56	58,599.60	2,763.60	4.72%	1.26%
540	Loews Corp	11,789.53	37.65	20,331.00	135.00	0.66%	0.44%
805	Marathon Oil Corp	15,028.58	29.27	23,562.35	483.00	2.05%	0.51%
1,587	Marathon Petroleum Corp	51,232.22	33.29	52,831.23	1,587.00	3.00%	1.14%

January 01, 2011 To December 31, 2011

Account Name · Fruehauf Foundation **Account No · 08-30008**

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
435	Medtronic Inc	14,536.89	38 25	16,638.75	421.95	2.54%	0 36%
890	Merck & Co Inc New	28,634.19	37.70	33,553.00	1,495.20	4.46%	0.72%
760	Metlife Inc Com	24,088 44	31.18	23,696.80	562.40	2.37%	0 51%
815	Micron Technology	4,529.68	6.29	5,126.35	0.00	0.00%	0.11%
1,510	Microsoft Corp	37,704.87	25.96	39,199.60	1,208.00	3.08%	0.85%
1,215	Morgan Stanley	23,801.27	15.13	18,382.95	243.00	1.32%	0.40%
100	Norfolk Southern Corp	2,756.80	72.86	7,286.00	172.00	2.36%	0.16%
1,345	Omnivision Technologies	18,831.35	12.24	16,456.08	0.00	0.00%	0.36%
1,220	Oshkosh Corp Com	21,823.92	21.38	26,083.60	0.00	0.00%	0.56%
200	Pepsico Inc	10,089.40	66.35	13,270.00	412.00	3.10%	0.29%
355	Pfizer Inc	6,713.09	21 64	7,682.20	312.40	4.07%	0.17%
110	Photronics Inc	697.39	6.08	668.80	0.00	0.00%	0.01%
935	Radioshack Corporation	11,402.17	9.71	9,078.85	467.50	5.15%	0.20%
695	Raytheon Co (New)	31,824.13	48.38	33,624.10	1,195.40	3.56%	0.73%
20	Seacor Holdings, Inc	1,459.80	88.96	1,779.20	0.00	0.00%	0.04%
4,835	Southwest Airlines Co	49,186.08	8.56	41,387.60	87.03	0.21%	0.89%
600	Steel Dynamics Inc	6,838.20	13.15	7,890.00	240.00	3.04%	0.17%
100	Target Corp	5,052.78	51.22	5,122.00	120.00	2.34%	0.11%
468	Time Warner Cable	13,503.07	63.57	29,750.76	898.56	3.02%	0.64%
415	Travelers Cos Inc	20,689.59	59.17	24,555.55	680.60	2.77%	0.53%
1,900	UnumProvident Corp	38,330.01	21.07	40,033.00	798.00	1.99%	0.86%
220	Verizon Communications	5,944.13	40.12	8,826.40	440.00	4 99%	0 19%
900	Wal-Mart Stores Inc	41,829.81	59.76	53,784.00	1,314.00	2.44%	1.16%
510	Wellpoint Inc	24,932.98	66.25	33,787.50	510.00	1.51%	0.73%

January 01, 2011 To December 31, 2011

Account Name : Fruehauf Foundation

Account No : 08-30008

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
885	Wells Fargo & Co		24,178 94	27.56	24,390 60	424.80	1.74%	0.53%
2,645	Winn-Dixie Stores Inc		15,487.08	9.38	24,810.10	0.00	0.00%	0.54%
600	Yahoo! Inc		8,560.32	16.13	9,678.00	0.00	0.00%	0.21%
	Totals		**1,615,687.64**		**1,660,208.16**	**37,583.95**	**2.26%**	**35.83%**
	<u>Call Options</u>							
11	INTC Call	$22.50 01/12/12	-513.80	1.97	-2,167 00	0.00	0.00%	-0.05%
2	ABT Call	$52.500 01/21/12	-273.99	3.75	-750 00	0.00	0.00%	-0.02%
13	AEIS Call	$12.50 01/21/12	-462.30	0 05	-65 00	0.00	0.00%	0.00%
3	AEP Call	$40.000 01/21/12	-207.00	1.60	-480.00	0.00	0.00%	-0.01%
5	ALL Call	$28 000 01/21/12	-324.99	0 33	-165 00	0.00	0.00%	0.00%
4	AMAT Call	$12.50 01/21/12	-194.28	0.01	-4.00	0.00	0.00%	0.00%
3	AMGN Call	$60.000 01/21/12	-272.99	4.63	-1,389.00	0.00	0.00%	-0.03%
2	CL Call	$85.000 01/21/12	-459.11	7.40	-1,480 00	0.00	0.00%	-0.03%
5	CMCSA Call	$24.00 01/21/12	-284.99	0.41	-205 00	0.00	0.00%	0.00%
1	CSC Call	$37.50 01/21/12	-55.00	0.05	-5.00	0.00	0.00%	0.00%
15	CSCO Call	$19.000 01/21/12	-240.00	0.15	-225.00	0.00	0.00%	0 00%
1	CVX Call	$100.00 01/21/12	-493.99	7.25	-725 00	0.00	0.00%	-0.02%
9	ELX Call	$10.000 01/21/12	-263.75	0.05	-45 00	0.00	0.00%	0.00%
6	ELX Call	$9.000 01/21/12	-114.00	0 05	-30 00	0.00	0.00%	0.00%
27	ELX Call	$7.50 01/21/12	-1,352.33	0.10	-270.00	0.00	0.00%	-0.01%
2	ETR Call	$70.000 01/21/12	-228.00	3.84	-768.00	0.00	0.00%	-0.02%
3	FCX Call	$52.000 01/21/12	-561.71	0.02	-6.00	0.00	0.00%	0.00%
6	GILD Call	$39 000 01/21/12	-411.56	2.19	-1,314.00	0.00	0.00%	-0.03%
3	JPM Call	$37.500 01/21/12	-259.50	0.07	-21.00	0.00	0.00%	0.00%

January 01, 2011 To December 31, 2011

Account Name · Fruehauf Foundation

Account No · 08-30008

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
13	KR Call	$25.000 01/21/12	-394 00	0 15	-195 00	0.00	0.00%	0.00%
5	LLY Call	$38.000 01/21/12	-544 99	3 77	-1,885 00	0.00	0.00%	-0.04%
3	LLY Call	$40.000 01/21/12	-224.00	1.99	-597.00	0.00	0.00%	-0.01%
1	MDT Call	$36.000 01/21/12	-62.00	2.42	-242.00	0.00	0.00%	-0.01%
1	MDT Call	$37.000 01/21/12	-60.00	1.61	-161.00	0.00	0.00%	0.00%
11	MPC Call	$40.00 01/21/12	-2,164.04	0.05	-55 00	0.00	0.00%	0.00%
3	MRK Call	$34.000 01/21/12	-192.00	3.91	-1,173.00	0.00	0.00%	-0.03%
5	MRO Call	$29.000 01/21/12	-314.99	1.15	-575.00	0.00	0.00%	-0.01%
2	MS Call	$20.000 01/21/12	-146.00	0.04	-8.00	0.00	0.00%	0.00%
5	MS Call	$22.50 01/21/12	-291.36	0.02	-10.00	0.00	0.00%	0.00%
7	OSK Call	$21.00 01/21/12	-537.88	1 19	-833 00	0.00	0.00%	-0 02%
14	STX Call	$15.000 01/21/12	-492.73	1.74	-2,436 00	0.00	0.00%	-0.05%
1	TGT Call	$55.000 01/21/12	-193.03	0.09	-9.00	0.00	0.00%	0.00%
4	TRV Call	$60.000 01/21/12	-335.99	0.80	-320.00	0.00	0.00%	-0.01%
5	WFC Call	$29.000 01/21/12	-294.99	0.34	-170 00	0.00	0.00%	0.00%
1	WFC Call	$30.000 01/21/12	-43 00	0.14	-14.00	0.00	0.00%	0.00%
1	WLP Call	$70.00 01/21/12	-180.85	0 36	-36.00	0.00	0.00%	0.00%
1	XOM Call	$82.50 01/21/12	-162.00	3.00	-300.00	0.00	0.00%	-0.01%
6	YHOO Call	$16.000 01/21/12	-377.99	0.76	-456.00	0.00	0.00%	-0.01%
2	AGCO Call	$45.000 02/18/12	-521 28	1.70	-340.00	0 00	0.00%	-0.01%
1	AGCO Call	$50.000 02/18/12	-184 00	0.40	-40 00	0.00	0.00%	0.00%
3	ALL Call	$28.000 02/18/12	-257.97	0.82	-246 00	0.00	0.00%	-0.01%
7	BAC Call	$10.00 02/18/12	-318.50	0.02	-14.00	0 00	0.00%	0.00%
1	C Call	$36.000 02/18/12	-74.00	0.04	-4.00	0.00	0.00%	0.00%

January 01, 2011 To December 31, 2011

Account Name Fruehauf Foundation

Account No · 08-30008

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
1	COP Call $80 000 02/18/12	-152.00	0 22	-22 00	0 00	0 00%	0.00%
20	CTB Call $15.00 02/18/12	-534.17	0 35	-700.00	0.00	0.00%	-0.02%
2	CVS Call $36.00 02/18/12	-271.99	5.20	-1,040.00	0.00	0.00%	-0.02%
1	CVS Call $41.000 02/18/12	-96.00	1.39	-139.00	0.00	0.00%	0.00%
1	FCX Call $42.000 02/18/12	-149.00	0.57	-57.00	0.00	0.00%	0.00%
5	GILD Call $43.000 02/18/12	-794.98	0.70	-350.00	0.00	0.00%	-0.01%
51	IDTI Call $7.00 02/18/12	-1,147.16	0.05	-255.00	0.00	0.00%	-0.01%
1	JPM Call $38.000 02/18/12	-63.00	0.25	-25.00	0.00	0.00%	0.00%
17	KND Call $15.000 02/18/12	-502.68	0.15	-255.00	0.00	0.00%	-0.01%
2	MDT Call $40.00 02/18/12	-134 00	0.61	-122 00	0 00	0.00%	0.00%
2	PRE Call $70.000 02/18/12	-267 99	0.20	-40.00	0 00	0.00%	0.00%
6	STLD Call $15.000 02/18/12	-192.02	0.30	-180.00	0.00	0.00%	0.00%
1	VZ Call $40.000 02/18/12	-33.00	0 80	-80.00	0.00	0.00%	0.00%
1	C Call $39.00 03/17/12	-102.00	0.05	-5.00	0.00	0.00%	0.00%
4	IR Call $39.000 03/17/12	-415.99	0.10	-40 00	0.00	0.00%	0.00%
11	LUV Call $10.00 03/17/12	-408.29	0.10	-110 00	0.00	0.00%	0.00%
1	NSC Call $80.000 03/17/12	-174.00	0.70	-70 00	0.00	0.00%	0.00%
26	WINN Call $7.500 03/17/12	-938.42	1.90	-4,940.00	0.00	0.00%	-0.11%
5	WMT Call $62.500 03/17/12	-275 70	0 57	-285.00	0.00	0.00%	-0.01%
4	WMT Call $55.00 03/17/12	-707.99	5.25	-2,100 00	0.00	0 00%	-0.05%
6	AA Call $15.00 04/21/12	-354.15	0.02	-12.00	0.00	0.00%	0.00%
4	AEIS call $12.500 04/21/12	-255 99	0.50	-200 00	0 00	0.00%	0.00%
4	KR Call $25.000 04/21/12	-287.99	0 75	-300 00	0.00	0.00%	-0 01%
4	LLY Call $42 000 04/21/12	-192.00	1.53	-612 00	0.00	0.00%	-0.01%

January 01, 2011 To December 31, 2011

Account Name : Fruehauf Foundation

Account No : 08-30008

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
1	MS Call $20 000 04/21/12	-122 00	0.47	-47 00	0 00	0.00%	0.00%
2	PEP Call $65.000 04/21/12	-417 99	3.04	-608.00	0 00	0.00%	-0.01%
8	RSH Call $12.000 04/21/12	-208.89	0.28	-224 00	0.00	0.00%	0.00%
2	T Call $31.000 04/21/12	-126.00	0.46	-92.00	0.00	0.00%	0 00%
2	ABT Call $60.000 05/19/12	-132.00	0.56	-112.00	0 00	0.00%	0.00%
1	AGCO Call $50.000 05/19/12	-205.00	1.75	-175 00	0.00	0.00%	0.00%
1	CVS Call $45.000 05/19/12	-85 00	0.83	-83 00	0.00	0.00%	0.00%
8	HPQ Call $28.000 05/19/12	-918.34	1.44	-1,152.00	0.00	0.00%	-0.02%
13	OVTI Call $17.000 06/16/12	-2,470.14	0.65	-845.00	0.00	0.00%	-0.02%
	Totals	**-28,476.75**		**-35,510.00**	**0.00**	**0.00%**	**-0.75%**
	International Equities						
30	BP PLC ADR	1,454 10	42 74	1,282.20	50.40	3.93%	0 03%
805	Carnival Corporation	28,464.65	32.64	26,275 20	805.00	3.06%	0.57%
400	Ingersoll-Rand PLC	12,026.16	30.47	12,188.00	256.00	2.10%	0.26%
600	Nokia Corp Sponsored ADR	16,386.00	4.82	2,892.00	246.86	8.54%	0.06%
615	Partnerre Ltd	44,165.43	64.21	39,489.15	1,476.00	3.74%	0.85%
1,450	Seagate Technology PLC	17,848.78	16.40	23,780 00	1,044.00	4.39%	0.51%
	Totals	**120,345.12**		**105,906.55**	**3,878.26**	**3.66%**	**2.28%**
	Commingled - Int'l Equity						
2,899	iShares MSCI EAFE Index Fund	134,565.71	49.53	143,587.47	4,957.93	3.45%	3.10%
1,248	iShares MSCI EMRG Index Fund	36,903.36	37.94	47,349.12	1,008.23	2.13%	1.02%
973	Vanguard MSCI Emerging Markets ETF	31,737.66	38 21	37,178.33	881.54	2.37%	0.80%
	Totals	**203,206.73**		**228,114.92**	**6,847.70**	**3.00%**	**4.92%**

January 01, 2011 To December 31, 2011

Account Name : Fruehauf Foundation

Account No : 08-30008

Summary Of Investment Holdings

Shares or Par Value	Investment Category			Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
	Mutual Fund - Int'l Equity								
18,800.836	Fidelity Spartan Intl Index Fd Advantage Clas			449,902.31	29.75	559,324 87	21,138.16	3.78%	12.07%
	Totals			**449,902.31**		**559,324.87**	**21,138.16**	**3.78%**	**12.07%**
	Mutual Fund - Fixed Income								
9,108.341	Harbor High Yield Bond Fund			95,002.32	10 59	96,457 33	5,822.42	6.04%	2 08%
24,421.6	Vanguard Total Bond Market Index Fund			248,560.08	11.00	268,637.60	8,265.71	3.08%	5.80%
	Vanguard Fund #84								
	Totals			**343,562.40**		**365,094.93**	**14,088.13**	**3.86%**	**7.88%**
	Commingled - Fixed Income								
2,491	IShares Barclays 1-3 Year Credit			260,463.22	104.20	259,562.20	4,941.39	1.90%	5.60%
6,656	IShares Barclays Aggregate Bond Fund			708,119.76	110.25	733,824.00	20,999.42	2.86%	15.83%
	Totals			**968,582.98**		**993,386.20**	**25,940.81**	**2.61%**	**21.43%**
	U S Government Agency Bonds								
75,000	FHLMC	5.125%	07/15/2012	77,709.75	102.70	77,023.20	3,843.75	4.99%	1.66%
	Totals			**77,709.75**		**77,023.20**	**3,843.75**	**4.99%**	**1.66%**
	Total Investments			**4,431,769.92**		**4,634,798.57**	**113,388.88**	**2.45%**	**100.00%**
	Return of Capital								
	Ingersoll - Rand PLC			-96 00					
	Adjust for Timing Difference of Call								
1	TGT Call $55 000 01/21/12			193 03		9 00			
100	Merck & Co Inc New			-3,296 32		-3,771 93			
	Cash Total			681,249 74		681,249 74			
	Investment Total			3,747,320 89		3,949,785 90			
	Totals Investments			**4,428,570.63**		**4,631,035.64**			

THE FRUEHAUF FOUNDATION - 2011 FORM 990PF - TAX ID 23-7015744

PART XV SUPPLEMENTARY INFORMATION

LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT B

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
AOPA Foundation, Inc.	421 Aviation Way Frederick, MD 21701	None	Education	Gen Operating Expense	10,000.00
Aids/HIV Services Group, Inc.	P. O. Box 2322 Charlottesville, VA 22902	None	Medical	Gen Operating Expense	1,000.00
Alliance Defense Fund	15333 N. Pima Road, Ste 165 Scottsdale, AZ 85260	None	Public Welfare	Gen Operating Expense	3,000.00
American Center for Law & Justice	1000 Regent University Drive PO Box 64429 Virginia Beach, VA 23467	None	Public Welfare	Gen Operating Expense	2,500.00
American Red Cross	100 Mack Detroit, MI 48244	None	Public Welfare	Gen Operating Expense	5,000.00
American Red Cross Mass Bay	139 Main St. Cambridge, MA 02142	None	Public Welfare	Gen Operating Expense	1,600.00
The Beaumont Foundation	Beaumont Hospitals P.O. Box 5802 Troy, MI 48007-5802	None	Medical	Gen Operating Expense	1,000.00
Billy Graham Evangelistic Assoc.	One Billy Graham Parkway Charlotte, NC 28201	None	Religious	Gen Operating Expense	700.00
Boy Scouts of America	189 N. Main Street Middleton, MA 01949	None	Public Welfare	Gen Operating Expense	3,000 00
Building Goodness Foundation	PO Box 4325 Charlottesville, VA 22905	None	Public Welfare	Gen Operating Expense	1,000.00
Charlottesville Free Clinic	1138 Rose Hill Drive Suite 200 Charlottesville, VA 22903-5128	None	Medical	Gen Operating Expense	2,000.00
Doctors Without Borders	333 Seventh Ave., 2nd Floor New York, NY 10001	None	Medical	Gen Operating Expense	3,000.00
Epilepsy Foundation of Virginia	PO Box 800659 UVA Health Center Charlottesville, VA 22908	None	Medical	Gen Operating Expense	2,750.00

THE FRUEHAUF FOUNDATION - 2011 FORM 990PF - TAX ID 23-7015744

PART XV SUPPLEMENTARY INFORMATION

LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT B

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Episcopal High School	Attn: Sukey Voskamp PO Box 271299 Houston, TX 77277	None	Education	Gen Operating Expense	15,000.00
Everglades Foundation	18001 Old Cutler Road, Suite 625, Palmetto Bay, FL 33157	None	Public Welfare	Gen Operating Expense	2,500.00
Family Research Council	801 G. Street, N.W. Washington, DC 20001	None	Public Welfare	Gen Operating Expense	3,000.00
Fisher House Foundation	111 Rockville Pike, Suite 420 Rockville, MD 20850	None	Education	Gen Operating Expense	1,500.00
Fight SMA	1807 Libbie Ave , Suite 104 Richmond, VA 23226	None	Public Welfare	Gen Operating Expense	1,500.00
Focus on the Family	8605 Explorer Drive Colorado Springs, CO 80995	None	Public Welfare	Gen Operating Expense	3,000.00
Gordon College	255 Grapevine Road Wenham, MA 01984-1899	None	Education	Gen Operating Expense	28,000.00
Gordon-Conwell Theological Seminary	363 South Huntington Ave. Boston, MA 02130	None	Education	Gen Operating Expense	3,000.00
Grosse Pointe Historical Society	381 Kercheval Grosse Pointe Farms, MI 48236	None	Public Welfare	Gen Operating Expense	500.00
Grosse Pointe Library Foundation	15450 E. Jefferson Ave., Suite 150 Grosse Pointe Park, MI 48230	None	Public Welfare	Gen Operating Expense	2,500.00
Harbor House of Central Florida	P.O. Box 680748 Orlando, FL 32746	None	Public Welfare	Gen Operating Expense	1,500.00
Hillsdale College	33 East College St Hillsdale, MI 48242	None	Education	Gen Operating Expense	3,000.00
Hospice of Palm Beach County	5300 East Avenue West Palm Beach, FL 33407	None	Public Welfare	Gen Operating Expense	1,000.00
Hospice of the Piedmont	675 Peter Jefferson Parkway, Suite 300 Charlottesville, VA 22911	None	Public Welfare	Gen Operating Expense	3,000.00

THE FRUEHAUF FOUNDATION - 2011 FORM 990PF - TAX ID 23-7015744

PART XV SUPPLEMENTARY INFORMATION

LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT B

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Houston Museum of Natural Science	1 Herman Circle Drive Houston, TX 77030	None	Public Welfare	Gem & Mineral Acquisition Fund	12,500.00
Interlochen Center for the Arts	P.O. Box 199 Interlochen, MI 49643-0199	None	Arts	Gen Operating Expense	1,750.00
Junior Achievement	6903 Vista Parkway North, Ste 10 West Palm Beach, FL 33411	None	Education	Gen Operating Expense	500.00
Legal Aid Justice Center	1000 Preston Ave., Suite A Charlottesville, VA 22903	None	Public Welfare	Gen Operating Expense	1,000.00
Lighthouse Center for the Arts	373 Tequesta Drive Tequesta, FL 33469	None	Arts	Gen Operating Expense	300.00
Literacy Volunteers of Charlottesville/Albemarle	PO Box 1156, 418 7th Street NE Charlottesville, VA 22902	None	Public Welfare	Gen Operating Expense	1,000.00
Live Arts	123 East Water Street Charlottesville, VA 22902	None	Arts	Gen Operating Expense	1,000.00
Lost Tree Chapel	11149 Turtle Beach Road North Palm Beach, FL 33408	None	Religious	Gen Operating Expense	1,000.00
Lost Tree Village Charitable Foundation	11555 Lost Tree Way North Palm Beach, FL 33408	None	Public Welfare	Gen Operating Expense	5,000.00
Martha Jefferson Hospital Foundation	459 Locust Ave., Charlottesville, NC 22902	None	Medical	Gen Operating Expense	3,000.00
Memorial Sloan-Kettering Cancer Center	1275 York Avenue New York, NY 10021	None	Medical	Gen Operating Expense	1,000.00
Music Theater Bavaria	P.O. Box 533939 Orlando, FL 32853-3939	None	Education	Gen Operating Expense	6,000.00
Neighborhood Club	17150 Waterloo Grosse Pointe, MI 48230-121	None	Public Welfare	Gen Operating Expense	1,000.00
New York University - Tisch School of Arts	721 Broadway, 12th Floor New Yor, NY 10003	None	Education	Gen Operating Expense	2,000.00
Orlando-UCF Shakespeare Theatre	Attn S. Lucek, Dir of Development 812 East Rollins Street Orlando, FL 32803	None	Arts	Gen Operating Expense	10,000.00

THE FRUEHAUF FOUNDATION - 2011 FORM 990PF - TAX ID 23-7015744

PART XV SUPPLEMENTARY INFORMATION

LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT B

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Peabody Essex Museum	East India Square Salem, MA 01970	None	Public Welfare	Gen Operating Expense	700.00
Planned Parenthood of South Florida	2300 North Florida Mango Road West Palm Beach, FL 33409	None	Public Welfare	Gen Operating Expense	1,000.00
Recording for the Blind and Dyslexic	350 Greenbrier Drive Charlottesville, VA 22902	None	Public Welfare	Gen Operating Expense	1,000.00
Safe Harbor Animal Rescue	P.O. Box 1843 Jupiter, FL 33477	None	Public Welfare	Gen Operating Expense	4,500.00
Salvation Army - Boston Area	147 Berkeley Street Boston, MA 0216-5197	None	Public Welfare	Gen Operating Expense	3,000.00
Salvation Army	16130 Northland Drive Southfield, MI 48075	None	Public Welfare	Gen Operating Expense	6,000 00
Services for Older Citizens	17150 Waterloo Ste 300 Detroit, MI 48230-9900	None	Public Welfare	Gen Operating Expense	500.00
Sexual Assault Resource Agency	PO Box 6880 Charlottesville, VA 22906	None	Public Welfare	Gen Operating Expense	2,000.00
Shelter for Help in Emergency	1410 Sachem Place Charlottesville, VA 22901	None	Public Welfare	Gen Operating Expense	1,000.00
St. Francis Episcopal School	335 Piney Point Road Houston, TX 77024-6505	None	Education	Permanent Endowment	5,000.00
St. Jude Children's Research Hospital	501 St Jude Place Memphis, TN 38105	None	Medical	Gen Operating Expense	1,500.00
St. Lawrence University - Linda Fund	23 Romoda Drive Canton, NY 13617	None	Education	Gen Operating Expense	5,000.00
St. Martin's Episcopal Church	717 Sage Road Houston, TX 77056	None	Religious	Annual Fund	9,000.00

THE FRUEHAUF FOUNDATION - 2011 FORM 990PF - TAX ID 23-7015744

PART XV SUPPLEMENTARY INFORMATION

LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT B

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
The Detroit Institute of Arts	5220 Woodward Ave. Detroit, MI 48202-4094	None	Education	Gen Operating Expense	2,000.00
The Seeing Eye	PO Box 375. Morristown, NJ 07963-0375	None	Medical	Gen Operating Expense	1,000 00
The Wild Dolphin Project	P.O. Box 8436 Jupiter, FL 33468	None	Public Welfare	Gen Operating Expense	1,000 00
Trinity Preparatory School of Florida	Attn: Mr. Craig Maughan, Headmaster 5700 Trinity Prep Lane Winter Park, FL 32792	None	Education	Gen Operating Expense	1,500.00
University of Louisville	Development Office 2323 South Brook Street Louisville, KY 40292	None	Education	Gen Operating Expense	1,500.00
University Liggett School J L Gushee Lang Arts Scholarship	1045 Cook Road Grosse Pointe Woods, MI 48236	None	Education	Gen Operating Expense	2,500.00
University of Texas Foundation, Inc.	P.O. Box 250 Austin, TX 78767-0250	None	Education	Gen Operating Expense	6,000.00
Waterline Charitable Fund	4521 PGA Boulevard #422 Palm Beach Gardens, FL 33418	None	Public Welfare	Gen Operating Expense	2,000.00
Wounded Warrior Project - IL	1111 W. 22nd Street, #620 Oakbrook, IL 60523	None	Public Welfare	Gen Operating Expense	250.00
Wounded Warrior Project - FL	4899 Belford Road, Suite 300 Jacksonville, FL 32256	None	Public Welfare	Gen Operating Expense	2,000 00
WXEL Public Broadcasting	PO Box 6607 West Palm Beach, FL 33405-0607	None	Public Welfare	Gen Operating Expense	800 00
TOTAL FOUNDATION GIFTING					**213,350.00**

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SENTINEL TRUST COMPANY, LBA (MMKT & SWEEP)	74.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	74.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SENTINEL TRUST CO - CAPITAL GAIN DISTRIBUTIONS	2,444.	2,444.	0.
SENTINEL TRUST COMPANY, LBA	125,065.	0.	125,065.
TOTAL TO FM 990-PF, PART I, LN 4	127,509.	2,444.	125,065.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	3,570.	1,785.	0.	1,785.
TO FORM 990-PF, PG 1, LN 16B	3,570.	1,785.	0.	1,785.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN W/H	2,434.	2,434.	0.	0.
TO FORM 990-PF, PG 1, LN 18	2,434.	2,434.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	22,742.	11,371.	0.	11,371.
FOREIGN FILING FEES	2.	1.	0.	1.
TO FORM 990-PF, PG 1, LN 23	22,744.	11,372.	0.	11,372.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS (SEE STATEMENT A)	COST	3,747,321.	3,949,786.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,747,321.	3,949,786.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HARVEY C FRUEHAUF, JR 11958 TURTLE BEACH RD NORTH PALM BEACH, FL 33408	PRESIDENT/TSR/DIRECTOR 0.00	0.	0.	0.
BARBARA F BRISTOL 3 COOKS FARM LANE LYNNFIELD, MA 01940	VICE PRES/DIRECTOR 0.00	0.	0.	0.
MARTHA S. FRUEHAUF 135 SOMERSET FARM DRIVE CHARLOTTESVILLE, VA 22902	DIRECTOR 0.00	0.	0.	0.
HARVEY B WALLACE II 1310 PACKARD ST, APT 4 ANN ARBOR, MI 48104	DIRECTOR 0.00	0.	0.	0.
BARTLEY J. RAINEY 2001 KIRBY DR, STE 1200 HOUSTON, TX 77019	VICE PRES 0.00	0.	0.	0.
VIRGINIA L. KIRILA 2001 KIRBY DR, STE 1200 HOUSTON, TX 77019	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 8

NAME OF MANAGER

HARVEY C FRUEHAUF, JR
BARBARA F BRISTOL

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 9
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HARVEY C. FRUEHAUF, JR.
2001 KIRBY DRIVE, SUITE 1200
HOUSTON, TX 77019-6081

TELEPHONE NUMBER

713-529-3729

FORM AND CONTENT OF APPLICATIONS

REQUESTS SHOULD BE SUBMITTED IN LETTER FORM.

ANY SUBMISSION DEADLINES

NONE - APPLICATIONS ARE REVIEWED ON A MONTHLY BASIS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ORGANIZATIONS LISTED IN OR OTHERWISE QUALIFYING AS: CUMULATIVE LIST OF ORGANIZATIONS DESCRIBED IN SECTION 170(C) OF THE INTERNAL REVENUE CODE OF 1986.