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 ARCH L FERGUSON FOUNDATION

A Employer identification number: 23-7103241

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1839

Room/suite

B Telephone number: 817-460-1841

City or town, state, and ZIP code: ARLINGTON, TX 76004-1839

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) ▶$ 7025691.

J Accounting method: ☐ 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 ▶ ☐

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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))

		(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	2760.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	167089.	167089.		STATEMENT 1
	4 Dividends and interest from securities	70655.	70655.		STATEMENT 2
	5a Gross rents	<161238.>	<161238.>		STATEMENT 3
	b Net rental income or (loss) <174850.>				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	82945.			
	b Gross sales price for all assets on line 6a 2187499.				
	7 Capital gain net income (from Part IV, line 2)		82945.		
	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	16110.	16110.		STATEMENT 5
	12 **Total.** Add lines 1 through 11	178321.	175561.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	61015.	9152.		51863.
	14 Other employee salaries and wages	67295.	10094.		57201.
	15 Pension plans, employee benefits	10013.	1502.		8511.
	16a Legal fees				
	b Accounting fees STMT 6	15417.	2313.		13104.
	c Other professional fees				
	17 Interest	13983.	13983.		0.
	18 Taxes STMT 7	18958.	9534.		8343.
	19 Depreciation and depletion	5574.	5574.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	78851.	15320.		62931.
	24 **Total operating and administrative expenses** Add lines 13 through 23	271106.	67472.		201953.
	25 Contributions, gifts, grants paid	160450.			160450.
	26 **Total expenses and disbursements.** Add lines 24 and 25	431556.	67472.		362403.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<253235.>			
	b **Net investment income** (if negative, enter -0-)		108089.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	100.	100.	100.
	2 Savings and temporary cash investments	791020.	644680.	644680.
	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			
	7 Other notes and loans receivable ▶ 21537.			
	Less: allowance for doubtful accounts ▶ 0.	26481.	21537.	21537.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		5399.	5399.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	2066181.	2422606.	2488676.
	c Investments - corporate bonds STMT 11	2265882.	1752087.	1712768.
	11 Investments - land, buildings, and equipment: basis ▶ 242098.			
	Less accumulated depreciation STMT 12 ▶ 104555.	143117.	137543.	137543.
	12 Investments - mortgage loans STMT 13	252409.	228013.	228013.
	13 Investments - other STMT 14	1448511.	1476939.	1786950.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ UTILITY DEPOSIT)	25.	25.	25.
	16 **Total assets** (to be completed by all filers)	6993726.	6688929.	7025691.
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 ▶ EXCISE TAX PAYABLE)	2622.	0.	
	23 **Total liabilities** (add lines 17 through 22)	2622.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	6991104.	6688929.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	6991104.	6688929.	
	31 **Total liabilities and net assets/fund balances**	6993726.	6688929.	

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	6991104.
2	Enter amount from Part I, line 27a	2	<253235.>
3	Other increases not included in line 2 (itemize) ▶ TAX EXEMPT INTEREST INCOME	3	1038.
4	Add lines 1, 2, and 3	4	6738907.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	49978.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6688929.

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	SHORT TERM CAPITAL GAIN FROM K-1S	P		
b	LONG TERM SECTION 1231 GAIN FROM K-1S	P		
c	SHORT TERM CAPITAL GAIN-SEE ATTACHMENT	P		
d	LONG TERM CAPITAL GAIN-SEE ATTACHMENT	P		
e	CAPITAL GAINS DIVIDENDS			

	(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	372.			372.
b	151.			151.
c	<7785.>			<7785.>
d	70633.			70633.
e	19574.			19574.

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				372.
b				151.
c				<7785.>
d				70633.
e				19574.

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 — 82945.

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	319055.	7008627.	.045523
2009	343053.	6350647.	.054019
2008	348424.	6934260.	.050247
2007	348601.	7118048.	.048974
2006	357990.	7436892.	.048137

		Line	Amount
2	**Total** of line 1, column (d)	2	.246900
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	.049380
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6982567.
5	Multiply line 4 by line 3	5	344799.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1081.
7	Add lines 5 and 6	7	345880.
8	Enter qualifying distributions from Part XII, line 4	8	362403.

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 ▶ [X] and enter 1% of Part I, line 27b	1	1081.
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	1081.
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	1081.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 6480.		
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	6480.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	5399.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 1120. **Refunded** ▶	11	4279.

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)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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) ▶ TX			
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

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

		Line	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 ▶ GARY HOOD GENERAL MANAGER Telephone no. ▶817-460-1841

Located at ▶601 EAST ABRAM STREET ARLINGTON TX ZIP+4 ▶76010

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

		Line	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.

			Line	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 | | X (No)

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 15		61015.	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.

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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	6039754.
b	Average of monthly cash balances	1b	901684.
c	Fair market value of all other assets	1c	147463.
d	**Total** (add lines 1a, b, and c)	1d	7088901.
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	7088901.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	106334.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6982567.
6	**Minimum investment return** Enter 5% of line 5	6	349128.

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	349128.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1081.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1081.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	348047.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	348047.
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	348047.

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	362403.
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	362403.
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	1081.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	361322.

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				348047.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			160106.	
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: ▶ $ 362403.				
a Applied to 2010, but not more than line 2a			160106.	
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				202297.
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				145750.
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 (a) 2011	Prior 3 years (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).)

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 ▶ [X] 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 SCHEDULE ATTACHED				160450.
Total			▶ 3a	160450.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					167089.
4 Dividends and interest from securities					70655.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					<255071.>
b Not debt-financed property					80221.
6 Net rental income or (loss) from personal property					
7 Other investment income			01	11364.	4746.
8 Gain or (loss) from sales of assets other than inventory					82945.
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.		11364.	150585.

13 Total. Add line 12, columns (b), (d), and (e) 13 161949.

(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

			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

Wayne Hood — Signature of officer or trustee | 5-14-12 — Date | President — Title

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
R BARRY JOHNSON, CPA	R. Barry Johnson CPA R BARRY JOHNSON,	05/08/12		P00095838
Firm's name ▶ R. BARRY JOHNSON & COMPANY, P.C.			Firm's EIN ▶ 75-2305655	
Firm's address ▶ 1504 W ABRAM ST ARLINGTON, TX 76013			Phone no. 817-277-7614	

123622
12-02-11

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

SOURCE	AMOUNT
BANK CHECKING & SAVINGS	155161.
OID-WF	11929.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	167090.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST	90228.	19574.	70654.
TOTAL TO FM 990-PF, PART I, LN 4	90228.	19574.	70654.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
COMMERCIAL BLDG-ARLINGTON TX	1	19944.
OIL & GAS LEASE INCOME	2	70330.
FARM RENTAL	3	3559.
NET RENTAL REAL ESTATE FROM K-1S	4	<255071.>
TOTAL TO FORM 990-PF, PART I, LINE 5A		<161238.>

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		5574.	
PROPERTY TAX ON RENTAL PROPERTY		8038.	
- SUBTOTAL -	1		13612.
TOTAL RENTAL EXPENSES			13612.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<174850.>

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	3.	3.	
ORDINARY INCOME/-LOSS FROM K-1	<1088.>	<1088.>	
SABINE & PERMIAN BASIN ROYALTY TRUST	12444.	12444.	
OTHER INCOME FROM K-1S	5.	5.	
METLIFE ANNUITY 1099R	35865.	35865.	
OTHER EXPENSE ANNUITY	<31119.>	<31119.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	16110.	16110.	

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	15417.	2313.		13104.
TO FORM 990-PF, PG 1, LN 16B	15417.	2313.		13104.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	9815.	1472.		8343.
FOREIGN TAX WITHHOLDING	24.	24.		0.
FEDERAL EXCISE TAX 2011	1081.	0.		0.
PROPERTY TAX ON RENTAL PROPERTY	8038.	8038.		0.
TO FORM 990-PF, PG 1, LN 18	18958.	9534.		8343.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE & UTILITIES	11536.	1730.		9806.
INSURANCE - HEALTH & OTHER	48848.	7327.		41521.
REPAIRS & MAINTENANCE	5890.	884.		5006.
MISCELLANEOUS	2029.	304.		1725.
OFFICE EXPENSE	5733.	860.		4873.
ADVERTISING	600.	0.		0.
SEVERANCE TAX ON SABINE & PERMIAN BASIN ROYALTY	735.	735.		0.
ADMINISTRATIVE EXPENSE-SABINE & PERMIAN BASIN ROYALTY	318.	318.		0.
OTHER EXPENSES FROM K-1S	732.	732.		0.
PORTFOLIO DEDUCTIONS FROM K-1S	2397.	2397.		0.
INVESTMENT EXPENSE	33.	33.		0.
TO FORM 990-PF, PG 1, LN 23	78851.	15320.		62931.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
NON-DEDUCTIBLE EXPENSE FROM K-1S	444.
NON-DEDUCTIBLE BK TAX DIFFERENCE FROM K-1S	49534.
TOTAL TO FORM 990-PF, PART III, LINE 5	49978.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-SEE ATTACHED SUPPORTING SCHEDULE	2422606.	2488676.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2422606.	2488676.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-SEE ATTACHED SUPPORTING SCHEDULE	1752087.	1712768.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1752087.	1712768.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
5601 E ABRAM ST	124000.	52328.	71672.
HEATING & A/C OFFICE	3038.	1186.	1852.
PHONE	1892.	1891.	1.
COMPUTER	4773.	4773.	0.
FURN & FIXTURES VARIOUS	20084.	20084.	0.
COPIER	1120.	1120.	0.
LAND 601 E ABRAM ST	27000.	0.	27000.
COMPUTER	3117.	3117.	0.
BLDG IMPROVEMENTS	3750.	820.	2930.
OFFICE EQUIP	452.	452.	0.
AIR CONDITION UNIT	4001.	682.	3319.
AIR CONDITION UNIT	5023.	801.	4222.
ROOFING IMPROVEMENT	23401.	3525.	19876.
OFFICE EQUIPMENT	2615.	2031.	584.
DELL COMPUTER SYSTEM	7181.	6444.	737.
ALARM SYSTEM	724.	625.	99.
COMPUTER	592.	507.	85.
COMPUTER	553.	473.	80.
SAFE	4113.	3521.	592.
AIR CONDITION UNIT	4668.	175.	4493.
TOTAL TO FM 990-PF, PART II, LN 11	242097.	104555.	137542.

FORM 990-PF MORTGAGE LOANS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOANS-SEE ATTACHED SUPPORTING SCHEDULE	228013.	228013.
TOTAL TO FORM 990-PF, PART II, LINE 12	228013.	228013.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHURCH BONDS-SEE ATTACHED SUPPORTING SCHEDULE	COST	408000.	408000.
LAND	COST	123038.	236680.
MINERAL RIGHTS TO LAND	COST	57802.	254171.
BEHRINGER HARVARD REIT 1, INC	FMV	568099.	568099.
INVESTMENTS-LIFE SETTLEMENTS	COST	320000.	320000.
TOTAL TO FORM 990-PF, PART II, LINE 13		1476939.	1786950.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WAYNE HOOD 601 EAST ABRAM STREET ARLINGTON, TX 76010	PRESIDENT/DIRECTOR 20.00	0.	0.	0.
GARY HOOD 601 EAST ABRAM STREET ARLINGTON, TX 76010	VP/DIRECTOR-MGR 40.00	61015.	0.	0.
EDWIN BONNEAU 601 EAST ABRAM STREET ARLINGTON, TX 76010	SEC/TREAS/DIRECTOR 0.00	0.	0.	0.
SCOTT GAGE 601 EAST ABRAM STREET ARLINGTON, TX 76010	DIRECTOR 0.00	0.	0.	0.
QUINTON GAGE 601 EAST ABRAM STREET ARLINGTON, TX 76010	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		61015.	0.	0.

ARCH L FERGUSON FOUNDATION
Corporate Stocks, Bonds & Mutual Funds
12/31/2011

STATEMENT 10 & 11

Part II, Line 10b and 10c - Investment - Corporate Stocks, Bonds & Mutual Funds

	Description		Line 10b Book Value 12/31/2011		Line 10c FMV 12/31/2011
STMT 11	Bonds				
150,000	General Motors Corp Note 8.375%	2971	160,407.26	*	-
1,500	General Motors Corp 7 25% Sr Notes	2971	37,500.00	*	-
	Total-Wells Fargo - Select Advisor 1 Account 2971	2971	197,907 26		-
50,000	Ford Motor Co 6.5%	4038	49,130.00		53,583 00
175,000	US Treasury Notes 5 250%	4038	201,109.77		241,664.50
140,000	US Treasury Notes 4 50%	4038	152,910.16		183,072.40
500,000	US Treasury Stripped Int Pmt due 2/15/39	4038	180,063.18		216,580.00
180,000	US Treasury Strips Prin Pmt due 2/15/23	4038	111,493.86		140,374.80
			694,706.97		835,274.70
	HJSI Portfolio I LLC	HJS Bond Portfolio	21,156 25		25,000 00
	HJS Portfolio II LLC	HJS Bond Portfolio	30,730 00		35,000 00
	Encore	HJS Bond Portfolio	29,520 00		40,000 00
	La Salle County TX Public Fac	HJS Bond Portfolio	95,007.12		97,906.05
	Athena Fin LLC	HJS Bond Portfolio	100,000 00		100,000 00
	Athena Rhode Is Fin'g LLC txble Bd	HJS Bond Portfolio	75,000 00		75,000 00
	Radius Fin LLC	HJS Bond Portfolio	70,000 00		70,000.00
	Benchmark Edgehill Fdg LLC txble Rev Bd	HJS Bond Portfolio	100,000 00		100,000.00
			521,413.37		542,906.05
	Cinc Bell Inc	MorganStanleySmB	75,943.50		74,812.50
	Citizens Communications	MorganStanleySmB	74,799.00		74,250.00
	accr int on Citizens Communications	MorganStanleySmB	1,007.55		-
	Dean Foods Co	MorganStanleySmB	59,079.00		59,250.00
	Rite Aid Corp Bond	MorganStanleySmB	72,381.00		72,375 00
	Terex Corp	MorganStanleySmB	54,849.25		53,900.00
			338,059.30		334,587 50
	Supplement to Stmt 11-Total Bonds		1,752,086.90		1,712,768 25

STMT 10 Corporate Stocks

# of shares	Description		Cost		Value
4945	American Church Mortgage Co	2971	48,668.35		16,565.75
756	General Motors Co	2971		*	15,324.12
29	General Motors co wts expired 7/10/16	2971		*	340.17
29	General Motors co wts expired 7/10/19	2971		*	226.78
	Totals-Wells Fargo - Select Advisor 1 Account	2971	48,668 35		32,456.82
5000	Annally Capital Management Inc	4038	83,792.08		79,800.00
1700	AT&T Omc	4038	49,141.38		51,408 00
1000	Conocophillips	4038	74,449.86		72,870 00
200	Exxon Mobil Corp	4038	13,667.42		16,952.00
800	Exxon Mobil Corp	4038	47,538.35		67,808 00
4000	Permian Basin Royalty Trust	4038	75,779.40		81,480.00
1500	Sabine Royalty Trust	4038	76,750.12		94,575.00
2000	Public Storage Pref. 6 45%	4038	50,000.00		50,920.00
	Total Corporate Stock:		519,786.96		548,269.82

STMT 10 Funds

# of shares	Description		Cost	Value
6000	Nuveen Multi-Strategy Income & Growth Fd	2971	73,308 36	48,060.00
10000	Nuveen Multi-Strategy Income & Growth Fd 2	2971	147,228.51	80,500.00
4162.984	Capital World Bond Fund	4038	83,991 34	85,216.28
14401 928	PIMCO Foreign Bond Fd Cl C (US $ hedged)	4038	152,923 47	152,372.39
10986 491	PIMCO Total Return Fund Cl C	4038	120,938.11	119,423.15
3333 868	Permanent Family of Funds	4038	104,314.49	153,657.97
	Sims Benchmark IV LLC (K-1)	in HJ Sims	(14,809.00)	35,000.00
	HJSI-Preferred Funding II LLC (K-1)	in HJ Sims	68,747.00	100,000 00
	Nexregen Real Estate Investment Trust (K-1)	outside	54,139.00	54,139 00
new in '10	Blue Rock Special Opport & Inc Fd II (K-1)	outside	257,810.74	257,810.74
new in '10	Releasing Kings (K-1)	outside	45,868.67	45,868 67
new in '11	Waltons Heritage Woods LP (K-1)	outside	99,152 00	99,152.00
new in '11	Virtus Senior Housing (K-1)	outside	329,387 00	329,387.00
	Cadence Sr Living (K-1)	outside	32,623.98	32,623 98
new in '11	Cadence Sr Living - Aspen (K-1)	outside	297,195 00	297,195.00
new in '11	Harrisburg Prospect Lease Fd LLC	outside	50,000 00	50,000.00
		1,220,114.39		
	Total Funds:		1,902,818 67	1,940,406.18
	Stmt 10 totals		2,422,605 63	2,488,676.00
	All·		4,174,692.53	4,201,444.25

ARCH L. FERGUSON FOUNDATION
MORTGAGE LOANS
12/31/2011

Supplement to Statement 13

Part II, Line 12 - Mortgage loans

Debtor	Int Rate	Date of Note	Term of note	Loan Amount	Book Value 12/31/2011	FMV 12/31/2011
BIRDSONG	9 50%	3/1/1999	15 years	$ 150,000 00	$ 26,345 22	$ 26,345.22
BIRDSONG PRODUCTS, INC.	8 25%	6/18/2004	20 years	$ 253,385.00	$ 201,667 96	$ 201,667.96
					$ 228,013.18	$ 228,013.18

ARCH L. FERGUSON FOUNDATION
INVESTMENTS
12/31/2011

Supplement to Statement 14

Part II, Line 13 - Investments - Other

Description	Book Value 12/31/2011	FMV 12/31/2011
BONDS		
Church of the Living God-6	3,000.00	3,000 00
Church of the Living God-7	10,000.00	10,000.00
Church of the Living God-8	6,000.00	6,000.00
Full Gospel Holy Temple-4	51,000.00	51,000.00
Full Gospel Holy Temple-5	19,000.00	19,000.00
Full Gospel Holy Temple-6	25,000.00	25,000.00
Greater Travelers Rest Baptist formerly Chapel Hill	144,000.00	144,000 00
St Agnes Missionary Baptist Church	50,000.00	50,000.00
United Baptist Church-1	25,000.00	25,000.00
United Baptist Church-2	47,000.00	47,000.00
United Baptist Church-3	3,000.00	3,000.00
United Baptist Church-4	25,000.00	25,000.00
Total Church Bonds:	408,000.00	408,000.00
Total	408,000.00	408,000.00

Supplement to Statement 15

Wayne C Hood
Edwin V Bonneau
Quinton Gage
Delos V Johnson
Gary D. Hood
Scott Gage

601 EAST ABRAM STREET
P.O. BOX 1839
ARLINGTON, TEXAS 76004-1839
(817) 460-1841

DONATIONS RECEIVED BY THE FERGUSON FOUNDATION - 2011

Martha McCully / Guy Thomas McCully 10830 Gerald Ave. Granada, CA 91344	1,400.00
Larry W. Harding / Vernia Harding 4913 SE 10th Oklahoma City, OK 73115	500.00
B.J. Evans 3171 CS 2850 Ninnekah, OK 73067-9558	400.00
Third Ave. Church of Christ 196 S. 3rd Ave. Upland, CA 91786	260.00
Madalyn Cordell 628 Garland El Dorado, AR 71730-6722	100.00
James L. Magness / Julia J Magness PO Box 5 Gore Springs, MS 38929	50.00
Norman D. Blevins / Sharon A. Blevins 398 Arney Rd. Sand Springs, OK 74063-2521	50.00
TOTAL DONATIONS 2011	**2,760.00**

Wayne C Hood
Edwin V. Bonneau
Quinton Gage
Delos V Johnson
Gary D Hood
Scott Gage

601 EAST ABRAM STREET
P O. BOX 1839
ARLINGTON, TEXAS 76004-1839
(817) 460-1841

SUMMARY OF FUNDS DISTRIBUTED IN 2011

Amount required by IRS to be distributed in 2010	160,106.00
Distributions:	
I. Benevolent Grants	
a. To Individuals	1,500.00
b. Through Churches	38,750.00
II. Mission Funds	
a. Foreign	43,000.00
b. Domestic	23,000.00
III. Preacher Training	20,000.00
IV. Grants to supplement support for Ministers and Retired Ministers	15,700.00
v. Grants for General Church Work and Miscellaneous Works	18,500.00
TOTAL FUNDS DISTRIBUTED IN 2011:	**160,450.00**

1. Grants for benevolence:

a. Individual grants
(None of the grants were make to person(s) related to any Officer or Manager of this Foundation unless otherwise indicated.)

Arlington Charities 811 Secretary Drive Arlington, TX 76015	For: Individual Benevolence	500.00
Arlington Charities 811 Secretary Drive Arlington, TX 76015	For: Individual Benevolence	1,000.00
TOTAL GRANTS FOR INDIVIDUALS		**1,500.00**

1. Grants for benevolence

b. Through Churches

Grants Pass Church of Christ %Jeff Prosise 3780 Redwood Grants Pass, OR 97527-9221	For: Keith & Sara Fenn	1,000.00
Mt. Olive Church of Christ PO Box 1009 Brookhaven, MS 39602-1009	For: Berean Children's Home, Inc.	1,000.00
Northwest Church of Christ 1141 N Willis Abilene, TX 79603	For: Leroy Stockard	1,250.00
Mt. Olive Church of Christ PO Box 1009 Brookhaven, MS 39602-1009	For: Berean Children's Home, Inc.	1,000.00
Mt. Olive Church of Christ PO Box 1009 Brookhaven, MS 39602-1009	For: Berean Children's Home, Inc.	1,000.00
Ninth Street Church of Christ PO Box 561 Ballinger, TX 76821-0561	For: Benevolent	1,500.00
Coleman Ave. Church of Christ PO Box 998 Colbert, OK 74733	For: Benevolent	1,500.00
Elk Avenue Church of Christ 2113 Elk Ave. Duncan, OK 73533	For: Benevolent	1,500.00
California Lane Church of Christ 1906 California Lane Arlington, TX 76015	For: Benevolent	1,500.00

1. Grants for benevolence

b. Through Churches

South Hill Church of Christ PO Box 3425 Fayetteville, AR 72702-3425	For: Benevolent	1,500.00
Farmers Branch Church of Christ 3035 Valley View Lane Farmers Branch, TX 75234	For: Benevolent	1,500.00
50th Street Church of Christ PO Box 726 Bethany, OK 73008-0726	For: Benevolent	1,500.00
Farmers Branch Church of Christ 3035 Valley View Lane Farmers Branch, TX 75234	For: Benevolent Yvonne Smith, Maggie Smith, Nadine Burchfield, Rosemary Blakeley, Ally Jech, Wanda Hayes, Artis Hayes, Nancy Brown & Perry & Sue Callahan	9,000.00
Mt. Olive Church of Christ PO Box 1009 Brookhaven, MS 39602-1009	For: Berean Children's Home, Inc.	14,000.00
TOTAL BENEVOLENT THRU CHURCHES		38,750.00

II. Grants for mission funds:

a. Foreign

Greenwood Church of Christ PO Box 251 Greenwood, AR 72936	For: Mexico Mission	4,000.00
Greenwood Church of Christ PO Box 251 Greenwood, AR 72936	For: Mexico Mission	1,000.00
India Mission Fund PO Box 3425 Fayetteville, AR 72702-3425	For: India Mission	1,000.00
Ukraine Mission Fund 5728 White Settlement Road Ft. Worth, TX 76114	For: Ukraine Mission	1,000.00
Namikango Mission Fund PO Box 21 South Houston, TX 77587	For: Namikango Mission	1,000.00
50th Street Church of Christ PO Box 726 Bethany, OK 73008-0726	For: Travel to India	4,000.00
Greenwood Church of Christ PO Box 251 Greenwood, AR 72936	For: Mexico Mission	1,000.00
India Mission Fund PO Box 3425 Fayetteville, AR 72702-3425	For: India Mission	1,000.00
Ukraine Mission Fund 5728 White Settlement Road Ft. Worth, TX 76114	For: Ukraine Mission	1,000.00

II. Grants for mission funds:

a. Foreign

Namikango Mission Fund PO Box 21 South Houston, TX 77587	For: Namikango Mission	1,000.00
Greenwood Church of Christ PO Box 251 Greenwood, AR 72936	For: Mexico Mission	1,000.00
India Mission Fund PO Box 3425 Fayetteville, AR 72702-3425	For: India Mission	1,000.00
Ukraine Mission Fund 5728 White Settlement Road Ft. Worth, TX 76114	For: Ukraine Mission	1,000.00
Namikango Mission Fund PO Box 21 South Houston, TX 77587	For: Namikango Mission	1,000.00
Westside Church of Christ %Bevard M. Keele 3307 Robinson Pearland, X 77581	For: Nigeria Mission	1,000.00
Greenwood Church of Christ PO Box 251 Greenwood, AR 72936	For: Mexico Mission	2,000.00
Namikango Mission Fund PO Box 21 South Houston, TX 77587	For: Namikango Mission	1,000.00
Ukraine Mission Fund 5728 White Settlement Road Ft. Worth, TX 76114	For: Ukraine Mission	1,000.00

II. Grants for mission funds:

a. Foreign

Quaker Ave. Church of Christ 1701 Quaker Ave. Lubbock, TX 79416	For: Uganda Mission	3,000.00
India Mission Fund PO Box 3425 Fayetteville, AR 72702-3425	For: India Mission	15,000.00
TOTAL FOREIGN MISSION FUNDS		**43,000.00**

II. Grants for mission funds:

b. Domestic

South Hill Church of Christ PO Box 3425 Fayetteville, AR 72702-3425	For: Blytheville, AR	16,500.00
50th Street Church of Christ PO Box 726 Bethany, OK 73008	For: Sooner Boom	1,500.00
Northwest Church of Christ 1141 N. Willis St. Abilene, TX 79603	For: Prison Ministry	5,000.00
TOTAL DOMESTIC MISSION		**23,000.00**

III. Grants for preacher training:

Mirick Ave. Church of Christ PO Box 578 Denison, Tx 75021	For: George Edwards	3,000.00
Southwest Bible Institute 3200 San Antonio San Angelo, TX 76901	For: Preacher Training	3,000.00
Coleman Ave. Church of Christ PO Box 998 Colbert, OK 74733	For: Preacher Training	14,000.00
TOTAL FOR PREACHER TRAINING		**20,000.00**

IV. Grants to supplement support for ministers and retired ministers:

Gloria Rogers 723 N. Jackson Blanchard, OK 73010	For: Widow of Jerry Rogers	1,500.00
Opel J. Stapp 2080 County Line Rd. Shelbyville, IN 37160	For: Widow of Ottest Stapp	1,200.00
Mary Louise Gipson 30315 Gill Road Holden, LA 70744	For: Widow of Bill Gipson	1,500.00
Ruby Stewart 1714 Arizona Chickasha, OK 73018	For: Widow of Buford Stewart	1,000.00
Frank Duckworth PO Box 275 Lockney, TX 79241-0275	For: Retired Minister	1,500.00
Delos Johnson PO Box 235 Quitaque, TX 79255	For: Retired Minister	1,500.00
Walter Jones 1007 Washington Sand Springs, OK 74063	For: Retired Minister	1,200.00
George Gray 109 Koldin Lane Fort Worth, TX 76114	For: Retired Minister	2,000.00
Claude Detherow 1009 N Washington Ave. Sand Springs, OK 74063	For: Retired Minister	1,200.00

IV. Grants to supplement support for ministers and retired ministers:

Wendell Langham 1041 Valentine Hurst, TX 76053	For: Retired Minister	2,000.00
Roberto Lara FCO Perez Baeza 27 Moroleon, GTO, Mexico 38800	For: Retired Minister	1,100.00

TOTAL GRANTS FOR MINSTERS AND RETIRED MINISTERS 15,700.00

V. Church general and miscellaneous grants:

Liberty Church of Christ %Lisa Hamme 12679 E. McVille Rd. Solsberry, IN 47459	For: Tim Masters	1,000.00
South Hill Church of Christ PO Box 3425 Fayetteville, AR 72702-3425	For: Printing of Basic Christianity	8,000.00
50th Street Church of Christ PO Box 726 Bethany, OK 73008-0726	For: Printing Gospel Tidings in Telegu	5,000.00
Christian Appeal Publishers 2310 Anna Street Amarillo, TX 79106-4717	For: Publishing	500.00
Moments of Inspiration PO Box 1593 Canyon, TX 79015	For: Moments of Inspiration	1,000.00
50th Street Church of Christ PO Box 726 Bethany, OK 73008	For: Television in Telegu	3,000.00
TOTAL GENERAL AND MISCELLANEOUS		18,500.00

The Arch Ferguson Foundation
Summary of Gains & Losses for 12/31/2011 year end

account #	# of shares		date acquired	date sold	Proceeds	Cost	STCG/-L	LTCG/-L	
4038	3500	Life Partners Holdings Inc	7/31/2010	1/20/2011	48250 50	55499 46	-7248 96		
4038	875	Life Partners Holdings Inc	8/9/2010	1/20/2011	12062 63	12633 72	-571 09		
4038	2000	Saturns-BAC 2001-6 7 25%	5/3/2004	2/23/2011	49743 73	63704 05		-13960 32	
4038	500	Exxon Mobil Corp	2/27/2009	3/28/2011	41666 41	34168 55		7497 86	
4038	2000	Wells Fargo 7% Cap IV	7/1/2004	4/25/2011	50000 00	50999 00		-999 00	
4038	150000	US Treasury Notes Con 3 25%	8/26/2009	5/9/2011	159600 49	151884 69		7715 80	
4038	200	Metlife 6 5% Pfd	7/16/2007	6/15/2011	4950 24	5000 00		-49 76	
4038	1100	Metlife 6 5% Pfd	4/18/2005	6/15/2011	27242 92	27500 00		-257 08	
4038	500	Metlife 6 5% Pfd	4/17/2007	6/15/2011	12378 18	12500 00		-121 82	
4038	600	Metlife 6 5% Pfd	4/22/2003	6/15/2011	14847 86	15000 00		-152 14	
4038	2574	Wells Fargo & Co 8% Pfd	4/15/2008	6/3/2011	71383 02	64226 80		7156 22	
4038	150000	US Treasury Notes Cpn 3 125%	8/26/2009	6/8/2011	156605 91	146218 67		10387 24	
4038	4200	Easton Vance Risk Mgd Diversified Fd	8/19/2009	7/27/2011	49214 02	52972 23		-3758 21	
4038	1800	Easton Vance Risk Mgd Diversified Fd	8/19/2009	7/27/2011	21092 07	22702 39		-1610 32	
4038	1500	Easton Vance Risk Mgd Diversified Fd	8/19/2009	7/27/2011	17576 74	18918 66		-1341 92	
4038	200	Easton Vance Risk Mgd Diversified Fd	8/19/2009	7/27/2011	2344 16	2522 49		-178 33	
4038	300	Easton Vance Risk Mgd Diversified Fd	8/19/2009	7/27/2011	3516 24	3783 73		-267 49	
4038	100000	Bk of New York Co Inc	1/9/2004	7/15/2011	100000 00	100000 00		0 00	
4038	8000	Annaly Capital Management Inc REIT	3/31/2010	8/5/2011	135926 33	139143 64		-3217 31	
4038	150000	US Treasury Notes Cpn 2 625% due 6/30/14	8/26/2009	8/10/2011	159898 52	151632 73		8265 79	
4038	1200	Ishares Silver Trust	8/23/2011	9/23/2011	37624 12	49734 63		-12110 51	
4038	13358 618	Pimco Foreign Bd Fd Unhedged Cl C	8/31/2011	9/29/2011	148815 00	152956 17		-4141 17	
4038	750	Royal Gold Inc	8/26/2011	9/29/2011	47771 72	55006 91		-7235 19	
4038	1300	Silver Wheaton Corp	8/16/2011	9/26/2011	39669 90	50002 69		-10332 79	
4038	220000	US Treasury Bds Cpn 3 5% due 2/15/39	10/21/2009	11/21/2011	244195 00	195094 24		49100 76	
4038	1000	Public Storage 6 95%	2/13/2006	11/28/2011	25000 00	25605 00		-605 00	
4038		Public Storage 6 95%	various	11/28/2011	275 10	0 00		275 10	
4038	1200	I Shares Silver Trust	various	8/31/2011	20 09	0 00		20 09	
4038		Protective Life Sec'd Trust	1/12/2004	1/18/2011	100000 00	100000 00		0 00	
4038	389 347	Pimco Foreign Bd Fd Unhedged Cl C	various	8/31/2011	4131 00	4064 65	66 35		
4038	10863 984	Pimco Foreign Bd Fd Unhedged Cl C	various	8/31/2011	115266 84	111694 01		3572 83	
4038	178 417	Pimco Unconstrained Bond Fd Cl C	various	8/31/2011	1962 62	1993 17	-30 55		
4038	13724 140	Pimco Unconstrained Bond Fd Cl C	various	8/31/2011	150965 51	150696 88		268 63	
2971	55	American Church Mtge Co	4/15/1996	3/25/2011	208 83	541 31		-332 48	
2971	0 9025	General Motors Co	4/21/2011	4/21/2011	27 28	0 00		27 28	$ In leiu
2971	0 069	General Motors Co	4/21/2011	4/21/2011	2 09	0 00		2 09	$ In leiu
2971	0 821	General Motors Co wts exp 7/10/16	4/21/2011	4/21/2011	17 51	0 00		17 51	$ In leiu
2971	0 15365	General Motors Co wts exp 7/10/16	4/21/2011	4/21/2011	3 28	0 00		3 28	$ In leiu
2971	529	General Motors Co wts exp 7/10/16	4/21/2011	4/26/2011	11607 82	0 00		11607 82	
2971	130	General Motors Co wts exp 7/10/16	4/21/2011	4/26/2011	2852 59	0 00		2852 59	
2971	0 821	General Motors Co wts exp 7/10/19	4/21/2011	4/21/2011	13 21	0 00		13 21	$ In leiu
2971	0 15365	General Motors Co wts exp 7/10/19	4/21/2011	4/21/2011	2 47	0 00		2 47	$ In leiu
2971	529	General Motors Co wts exp 7/10/19	4/21/2011	4/26/2011	8904 81	0 00		8904 81	25619 39
2971	130	General Motors Co wts exp 7/10/19	4/21/2011	4/26/2011	2188 33	0 00		2188 33 /	
2971	0 89625	General Motors Co	7/28/2011	7/28/2011	25 53	0 00		25 53 \	
2971	0 93	General Motors Co	7/28/2011	7/28/2011	26 49	0 00		26 49	
2971	0 45115	General Motors Co wts exp 7/10/16	7/28/2011	7/28/2011	8 82	0 00		8 82	86 53
2971	0 573	General Motors Co wts exp 7/10/16	7/28/2011	7/28/2011	11 20	0 00		11 20	
2971	0 45115	General Motors Co wts exp 7/10/19	7/28/2011	7/28/2011	6 38	0 00		6 38	
2971	0 573	General Motors Co wts exp 7/10/19	7/28/2011	7/28/2011	8 11	0 00		8 11 /	
2971	0 82015	General Motors Co		10/28/2011	21 54	0 00		21 54	$ In leiu
2971	0 922	General Motors Co		10/28/2011	24 22	0 00		24 22	$ In leiu
2971	0 74555	General Motors Co wts exp 7/10/16		10/28/2011	12 93	0 00		12 93	$ In leiu
2971	0 6565	General Motors Co wts exp 7/10/16		10/28/2011	11 39	0 00		11 39	$ In leiu
2971	0 74555	General Motors Co wts exp 7/10/19		10/28/2011	9 04	0 00		9 04	$ In leiu
2971	0 6565	General Motors Co wts exp 7/10/19		10/28/2011	7 96	0 00		7 96	$ In leiu
HJS	5000	La Salle Cnty Tex Pub Bd	8/23/2010	3/15/2011	5000 00	5000 38	-0 38		
HJS	50000	New Jersey Health Care Fac	4/7/2009	3/25/2011	50500 00	44289 50		6210 50	
	35000	Sims Radius II LLC Txble Bd	11/5/2009	9/6/2011	35000 00	29960 00		5040 00	
Church Bd	5000	Full Gospel Holy Temple		2/15/2011	5000 00	5000 00		0 00	
Church Bd	12000	Church Living God		8/1/2011	12000 00	12000 00		0 00	
								0 00	
					2187498 70	2124650 35	-7784 63	70632 98	

SUPPLEMENT TO FORM 990-PF PART IV CAPITAL GAIN AND (LOSSES) 62848 35