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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
HAYSWOOD FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address)
1 WEST MCDONALD PARKWAY

Room/suite

City or town, state, and ZIP code
MAYSVILLE, KY 41056

A Employer identification number
23-7345996

B Telephone number (see page 10 of the instructions)
(606) 563-9333

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)☐\$ 7,402,812

J Accounting method

☐ Cash

☒ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	14,038			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	190,022	190,022	190,022	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	175,896			
	b Gross sales price for all assets on line 6a _____ 2,497,933				
	7 Capital gain net income (from Part IV, line 2)		175,896		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	379,956	365,918	190,022	
	13 Compensation of officers, directors, trustees, etc	22,419		4,484	17,935
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	6,155		6,155	
	c Other professional fees (attach schedule)	48,271	48,271		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	8,420		7,061	1,359
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	11,562		2,312	9,250
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	10,382		2,077	8,305
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	107,209	48,271	22,089	36,849
	25 Contributions, gifts, grants paid	254,714			254,714
	26 Total expenses and disbursements. Add lines 24 and 25	361,923	48,271	22,089	291,563
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	18,033			
	b Net investment income (if negative, enter -0-)		317,647		
	c Adjusted net income (if negative, enter -0-)			167,933	

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	201,215	125,928
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)	711,585	437,462
	b	Investments—corporate stock (attach schedule)	5,100,083	5,159,025
	c	Investments—corporate bonds (attach schedule).	1,209,949	1,520,005
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)		
	14	Land, buildings, and equipment basis ▶ _____ 21,189 Less accumulated depreciation (attach schedule) ▶ _____ 1,268	19,921	19,921
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,242,753	7,262,341
	17	Accounts payable and accrued expenses		1,551
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)		1,551
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> 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	7,242,753	7,260,790
	30	Total net assets or fund balances (see page 17 of the instructions)	7,242,753	7,260,790
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,242,753	7,262,341

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	7,242,753
2	Enter amount from Part I, line 27a	2	18,033
3	Other increases not included in line 2 (itemize) ▶ _____	3	4
4	Add lines 1, 2, and 3	4	7,260,790
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,260,790

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	175,896
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	-40

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 page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010			
2009			
2008			
2007			
2006			

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

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 on page 18

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	6,353
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	6,353
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	6,353
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,800
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,153
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	7,953
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	1,600
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 1,600 Refunded <input type="checkbox"/>	11	

Part VII-A

Statements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> KY _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes	
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 on page 27)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of ANDERSON JONES CPAs PSC Telephone no (606) 564-6260 Located at 1 WEST MCDONALD PKWY MAYSVILLE KY MAYSVILLE KY ZIP +4 41056			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		No
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	7,695,231
b	Average of monthly cash balances.	1b	190,511
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,885,742
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	
3	Subtract line 2 from line 1d.	3	7,885,742
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	118,286
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,767,456
6	Minimum investment return. Enter 5% of line 5.	6	388,373

Part XI

Distributable Amount (see page 25 of the 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	388,373
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	6,353
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,353
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	382,020
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	382,020
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	382,020

Part XII

Qualifying Distributions (see page 25 of the 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	291,563
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	291,563
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	291,563
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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				382,020
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				80,516
b	From 2007.				22,036
c	From 2008.				145,103
d	From 2009.				26,526
e	From 2010.				
f	Total of lines 3a through e.	274,181			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 291,563				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d	Applied to 2011 distributable amount.				291,563
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	90,457			90,457
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	183,724			
b	Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	183,724			
10	Analysis of line 9				
a	Excess from 2007. . . .				12,095
b	Excess from 2008. . . .				145,103
c	Excess from 2009. . . .				26,526
d	Excess from 2010. . . .				
e	Excess from 2011. . . .				

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the 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 Additional Data Table

b

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

See Additional Data Table

c

Any submission deadlines

See Additional Data Table

d

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

See Additional Data Table

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	254,714
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .					190,022
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					175,896
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). .					365,918
13	Total. Add line 12, columns (b), (d), and (e).					365,918

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			

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

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Additional Data

Software ID: 11000144
Software Version: 2011v1.2
EIN: 23-7345996
Name: HAYSWOOD FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Capital Gain Dividends			
T ROWE PRICE EQUITY INCOME FUND	P	2001-01-01	2011-08-03
ROWE T PRICE MID-CAP	P	2001-01-01	2011-08-03
T ROWE PRICE MID CAP	P	2001-01-01	2011-01-01
PIONEER FUND CL	P	2001-01-01	2011-08-03
NUVEEN REAL ESTATE	P	2001-01-01	2011-08-03
NUVEEN INVT FDS INC	P	2001-01-01	2011-01-26
NEUBERGER BERMAN GENESIS	P	2001-01-01	2011-01-01
ISHARES MSCI EMERGING MKTS	P	2001-01-01	2011-01-01
I SHARES MSCI EAFE	P	2001-01-01	2011-08-09
PIMCO TOTAL RETURN FUND	P	2001-01-01	2011-08-03
PIMCO TOTAL RETURN FUND	P	2001-01-01	2011-10-21
PIMCO TOTAL RETURN FUND	P	2001-01-01	2011-01-26
FEDERAL HOME LOAN BKS	P	2001-01-01	2011-02-15
FHLMC MTN	P	2001-01-01	2011-07-18
792 544 CREDIT SUISSE COMM RET ST CO	P	2011-08-03	2001-01-01
235 WATERS CORP	P	2005-06-21	2011-06-06
130 VANGUARD INDEX FUND	P	2001-01-01	2011-07-27
125 VANGUARD INT'L EQUITY	P	2008-08-11	2011-07-27
250 PRIZER	P	2009-12-29	2011-07-27
1125 KRAFT FOODS	P	2001-01-01	2011-08-29
575 HARBOR FD INTL FD INST	P	2010-02-23	2011-04-25
50000 FEDERAL HOME LOAN BKS	P	2005-07-22	2011-08-15
50000 FEDERAL HOME LN MTG CORP	P	2005-06-22	2011-02-24
175 ALLERGAN INC COM	P	2005-06-21	2011-06-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			33,118
40,487		42,711	-2,224
59,309		60,588	-1,279
305,282		209,143	96,139
43,012		44,976	-1,964
16,171		15,583	588
703,902		722,148	-18,246
101,847		79,769	22,078
142,671		108,812	33,859
394,577		432,728	-38,151
63,326		54,172	9,154
62,391		64,539	-2,148
90,773		83,836	6,937
100,000		99,289	711
100,000		100,859	-859
7,537		7,577	-40
21,945		9,292	12,653
9,938		8,382	1,556
6,124		6,237	-113
4,883		4,650	233
38,835		30,290	8,545
37,806		29,509	8,297
50,000		49,898	102
50,000		49,576	424
13,999		7,473	6,526

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,224
			-1,279
			96,139
			-1,964
			588
			-18,246
			22,078
			33,859
			-38,151
			9,154
			-2,148
			6,937
			711
			-859
			-40
			12,653
			1,556
			-113
			233
			8,545
			8,297
			102
			424
			6,526

Form 990PF Part VIII Line 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
ROMIE GRIFFEY	Director 0 00	0		
PO BOX 10 MAYSVILLE,KY 41056				
LLOYD SCHILTZ	Executive Direc 25 00	0		
ONE W MCDONALD PKWY MAYSVILLE,KY 41056				
RONALD RICE	Vice President 0 00	0		
8020 MARSHALL DRIVE MAYSVILLE,KY 41056				
ROBERT ROSS	Secretary 0 00	0		
660 BUFFALO TRACE MAYSVILLE,KY 41056				
SALLY WALTON	Director 0 00	0		
721 HILL CREST MAYSVILLE,KY 41056				
DEBRA WALLINGFORD	Director 0 00	0		
2 RIVER RIDGE MAYSVILLE,KY 41056				
DAVE WALLINGFORD	President 0 00	0		
JERSEY RIDGE ROAD MAYSVILLE,KY 41056				
DOUGLAS HENDRICKSON	Director 0 00	0		
180 EDGEMONT ROAD MAYSVILLE,KY 41056				
ANN TOMLIN	Director 0 00	0		
289 SHANNON LANE MAYSVILLE,KY 41056				
KIRK TOLLE	Director 0 00	0		
658 HILLCREST ROAD MAYSVILLE,KY 41056				
WARREN MARKWELL	Treasurer 0 00	0		
220 EDGEMONT ROAD MAYSVILLE,KY 41056				
JOHN G PARKER	Director 0 00	0		
41 HACKETT RIDGE BROOKSVILLE,KY 41004				
WILLIAM C MCNEILL	Director 0 00	0		
140 W MAPLE LEAF MAYSVILLE,KY 41056				
MICHAEL CLARKE	Director 0 00	0		
119 SUTTON STREET MAYSVILLE,KY 41056				
DAVID CLARKE	Director 0 00	0		
309 WADSWORTH DRIVE MAYSVILLE,KY 41056				
JOHN MCDOWELL	Director 0 00	0		
377 EDGEMONT ROAD MAYSVILLE,KY 41056				

Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

a	The name, address, and telephone number of the person to whom applications should be addressed HAYSWOOD FOUNDTION INC ONE WMCDONALD PKWY SUITE 3A MAYSVILLE, KY 41056 (606) 563-9333
b	The form in which applications should be submitted and information and materials they should include REQUEST BY CALLING THE OFFICE AT (606) 563-9333
c	Any submission deadlines APRIL 25TH
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors APPLICANT MUST BE A CURRENT OR PAST MEMBER OF THE GRADUATING CLASS OF BRACKEN COUNTY HIGH SCHOOL FIRST-TIME RECIPIENTS WILL BE SELECTED FROM THE CURRENT HIGH SCHOOL GRADUATING CLASS APPLICANT MUST BE PLANNING TO ATTEND UNDERGRADUATE COLLEGE OR UNIVERSITY WITHIN KY THE SELECTION PROCESS IS BASED ON FINANCIAL NEED, ACADEMICS AND EXTRA-CURRICULAR ACTIVITIES

a	The name, address, and telephone number of the person to whom applications should be addressed HAYSWOOD FOUNDATION INC ONE WMCDONALD PKWY SUITE 3A MAYSVILLE, KY 41056 (606) 563-9333
b	The form in which applications should be submitted and information and materials they should include REQUEST BY CALLING THE OFFICE AT (606) 563-9333
c	Any submission deadlines APRIL 26TH
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors TO BE ELIGIBLE, APPLICANTS MUST HAVE GRADUATED FROM ST PATRICK'S OR MASON COUNTY HIGH SCHOOL THE SELECTION PROCESS IS BASED ON FINANCIAL NEED, ACADEMICS AND EXTRA-CURRICULAR ACTIVITIES HIGH SCHOOL APPLICANTS MUST HAVE A 2.5 CUMULATIVE GRADE POINT AVERAGE OR BETTER TO BE CONSIDERED

a	The name, address, and telephone number of the person to whom applications should be addressed HAYSWOOD FOUNDATION INC ONE WMCDONALD PKWY SUITE 3A MAYSVILLE, KY 41056 (606) 563-9333
b	The form in which applications should be submitted and information and materials they should include REQUEST BY CALLING THE OFFICE AT (606) 563-9333
c	Any submission deadlines APRIL 26TH
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors APPLICANTS MUST HAVE GRADUATED FROM AN ACCREDITED HIGH SCHOOL IN MASON COUNTY, KY THE SELECTION PROCESS IS BASED ON FINANCIAL NEED, ACADEMICS AND EXTRA-CURRICULAR ACTIVITIES HIGH SCHOOL APPLICANTS MUST HAVE A 3.0 GRADE POINT AVERAGE OR BETTER


a	The name, address, and telephone number of the person to whom applications should be addressed HAYSWOOD FOUNDATION INC ONE WMCDONALD PKWY SUITE 3A MAYSVILLE, KY 41056 (606) 563-9333
b	The form in which applications should be submitted and information and materials they should include REQUEST BY CALLING THE OFFICE AT (606) 563-9333
c	Any submission deadlines APRIL 26TH
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors APPLICANT OR APPLICANT'S PARENTS MUST HAVE A PRINCIPAL RESIDENCE IN MASON COUNTY THE SELECTION PROCESS IS BASED ON FINANCIAL NEED, ACADEMICS AND EXTRA-CURRICULAR ACTIVITIES TO BE CONSIDERED, HIGH SCHOOL STUDENTS MUST HAVE A 3.0 CUMULATIVE GRADE POINT AVERAGE OR BETTER, COLLEGE APPLICANTS MUST HAVE A 2.50 CUMULATIVE GRADE POINT AVERAGE OR BETTER

a	The name, address, and telephone number of the person to whom applications should be addressed HAYSWOOD FOUNDATION INC ONE WMCDONALD PKWY SUITE 3A MAYSVILLE, KY 41056 (606) 563-9333
b	The form in which applications should be submitted and information and materials they should include REQUEST BY CALLING THE OFFICE AT (606) 563-9333
c	Any submission deadlines APRIL 26TH
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors YOU MUST BE UNDER AGE 25 AT THE TIME OF THE INITIAL APPLICATION SCHOLARSHIPS ARE NOT AWARDED FOR POST-GRADUATE STUDIES MUST BE A MEMBER OF THE CURRENT GRADUATING CLASS AT MASON COUNTY HIGH SCHOOL SCHOLARSHIP MAY BE RENEWED FOR UP TO THREE ADDITIONAL YEARS APPLICANTS MUST BE PLANNING TO ATTEND AN ACCREDITED US COLLEGE OR UNIVERSITY AS A FULL-TIME STUDENT SELECTION IS BASED ON ACADEMICS, EXTRA-CURRICULAR ACTIVITIES AND COMMUNITY INVOLVEMENT APPLICANTS MUST HAVE A WEIGHTED CUMMULATIVE GRADE POINT AVERAGE OF 3.5 OR HIGHER AND AN ACT SCORE OF 25 OR HIGHER TO BE CONSIDERED RECIPIENTS IN COLLEGE MUST MAINTAIN A GRADE POINT AVERAGE OF 3.0 OR HIGHER TO RETAIN

a	The name, address, and telephone number of the person to whom applications should be addressed HAYSWOOD FOUNDATION INC ONE WMCDONALD PKWY SUITE 3A MAYSVILLE, KY 41056 (606) 563-9333
b	The form in which applications should be submitted and information and materials they should include AVAILABLE BY CONTACTING THE OFFICE AT (606) 563-9333
c	Any submission deadlines APRIL 26TH
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors THE SELECTION PROCESS IS BASED ON FINANCIAL NEED, ACADEMICS AND EXTRA-CURRICULAR ACTIVITIES TO BE CONSIDERED, A 2.50 CUMULATIVE GRADE POINT AVERAGE OR BETTER IS REQUIRED

a	The name, address, and telephone number of the person to whom applications should be addressed HAYSWOOD FOUNDATION ONE WMCDONALD PKWY MAYSVILLE, KY 41056 (606) 563-9333
b	The form in which applications should be submitted and information and materials they should include REQUEST BY CALLING THE OFFICE AT (606) 563-9333
c	Any submission deadlines AUGUST 1ST
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors GRANTS ARE ONLY AWARDED TO ORGANIZATIONS RECOGNIZED BY THE IRS AS ABLE TO RECEIVE TAX-DEDUCTIBLE CONTRIBUTIONS FROM INDIVIDUALS PREFERENCE IS GIVEN TO THOSE QUALIFYING UNDER SECTION 501(C)(3) GRANTS MAY BE MADE TO NON-PROFIT ORGANIZATIONS IN A SEVEN COUNTY AREA INCLUDING BRACKEN, FLEMING, LEWIS, MASON & ROBERTSON COUNTIES IN KENTUCKY AND ADAMS AND BROWN COUNTIES IN OHIO

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
CITY OF MAYSVILLE216 BRIDGE STREET MAYSVILLE,KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	2,000
MAYSVILLE CLUB CORPUS 68 MAYSVILLE,KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT/RECREATION	5,000
LIMESTONE MINISTRIES107 E 3RD ST MAYSVILLE,KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	5,000
EPISCOPAL DAY SCHOOL31 E 3RD STREET MAYSVILLE,KY 41056	NONE	501 C 3	EDUCATION	4,000
LICKING VALLEY RCD COUNCILUS HWY 68 MAYSVILLE,KY 41056	NONE	501 C 3	EDUCATION	1,000
ST AUGUSTINE SCHOOL110 E 3RD STREET MAYSVILLE,KY 41056	NONE	501 C 3	EDUCATION	4,000
LICKING VALLEY COLLEGEUS HWY 68 MAYSVILLE,KY 41056	NONE	501 C 3	EDUCATION	5,000
MAYSVILLE INITIATIVES600 CLARK ST MAYSVILLE,KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	15,000
CASA PROGRAMPO BOX 631 MAYSVILLE,KY 41056	NONE	501 C 3	PROTECTION OF YOUTH	10,000
MASON COUNTY RED CROSSONE W MCDONALD PKWY MAYSVILLE,KY 41056	NONE	501 C 3	PUBLIC HEALTH/ASSISTANCE	5,000
TOM BROWNING BOYS AND GIRLS CLUBMAPLE LEAF MAYSVILLE,KY 41056	NONE	501 C 3	YOUTH RECREATION	28,000
MASON CO INTERAGENCY COUNCILUS 68 MAYSVILLE,KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	8,950
OHIO VALLEY ARTIST GUILDONE W MCDONALD PKWY MAYSVILLE,KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	2,000
MAYSVILLE PLAYERSSECOND STREET MAYSVILLE,KY 41056	NONE	501 C 3	COMMUNITY ACTIVITIES	24,645
LIMESTONE FAMILY YMCAUS 68 MAYSVILLE,KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	20,000
DOWNING VARIOUS SCHOLARSHIP PROGRAM VARIOUS MAYSVILLE,KY 41056	NONE	STUDENT	EDUCATION	115,119
Total  3a				254,714

TY 2011 Accounting Fees Schedule

Name: HAYSWOOD FOUNDATION INC

EIN: 23-7345996

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL SERVICES	6,155	0	6,155	0

TY 2011 Land, Etc. Schedule

Name: HAYSWOOD FOUNDATION INC

EIN: 23-7345996

Software ID: 11000144

Software Version: 2011v1.2

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	21,189	1,268	19,921	

TY 2011 Other Expenses Schedule**Name:** HAYSWOOD FOUNDATION INC**EIN:** 23-7345996**Software ID:** 11000144**Software Version:** 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES	538		108	430
POSTAGE	88		18	70
MEETING EXPENSE	907		181	726
INTERNET ACCESS	258		52	206
INSURANCE	2,739		548	2,191
EMPLOYEE HEALTH	5,605		1,121	4,484
COPIER MAINTENANCE	247		49	198

TY 2011 Other Increases Schedule

Name: HAYSWOOD FOUNDATION INC

EIN: 23-7345996

Software ID: 11000144

Software Version: 2011v1.2

Description	Amount
ROUNDING	4

TY 2011 Other Professional Fees Schedule**Name:** HAYSWOOD FOUNDATION INC**EIN:** 23-7345996**Software ID:** 11000144**Software Version:** 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES-US BANK	28,212	28,212	0	0
INVESTMENT FEE-5TH 3RD&HL	20,059	20,059	0	0

TY 2011 Taxes Schedule**Name:** HAYSWOOD FOUNDATION INC**EIN:** 23-7345996**Software ID:** 11000144**Software Version:** 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX AND LICENSE	115		23	92
PAYROLL TAXES	1,584		317	1,267
FEDERAL INCOME TAX	6,721		6,721	

HILLIARD LYONS TRUST COMPANY^{LLC}

ACCOUNT NUMBER: 63-0037-01-8
STATEMENT PERIOD: 12/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
CASH & EQUIVALENTS						
CASH						
INCOME CASH		-37,542.92	-37,542.92	0.00		
PRINCIPAL CASH		37,542.92	37,542.92	0.00		
TOTAL CASH		\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	0.00%
CASH EQUIVALENTS						
GOLDMAN FINANCIAL SQ FED FUND 520	14,495.92	14,495.92 1.00	14,495.92 1.00	0.00	0.13	0.01%
TOTAL CASH EQUIVALENTS		\$ 14,495.92	\$ 14,495.92	\$ 0.00	\$ 0.13	0.01%
TOTAL CASH & EQUIVALENTS		\$ 14,495.92	\$ 14,495.92	\$ 0.00	\$ 0.13	0.01%

HAYSWOOD FOUNDATION INC AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

63-0037-01-8
12/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
FIXED INCOME						
TREASURY AND FEDERAL AGENCIES						
FEDERAL FARM CR BKS CONS SYSTEMWIDE BDS 5.25% DTD 08/21/2003 DUE 08/21/2013	50,000	53,988.50 107.98	52,235.00 104.47	1,753.50	2,625.00 947.91	4.86%
FEDERAL FARM CR BKS CONS SYSTEMWIDE BDS 4.95% DTD 10/10/2007 DUE 10/10/2014	50,000	55,940.50 111.88	53,250.00 106.50	2,690.50	2,475.00 556.87	4.42%
FEDERAL HOME LOAN BKS CONS BDS 4.875% DTD 06/16/2008 DUE 06/12/2015 NON-CALLABLE	50,000	56,993.00 113.99	52,518.00 105.04	4,475.00	2,437.00 128.64	4.28%
FEDERAL NATL MTG ASSN 4.375% DTD 09/23/2002 DUE 09/15/2012	50,000	51,466.50 102.93	50,881.00 101.76	585.50	2,187.00 644.09	4.25%
TENNESSEE VALLEY AUTH GLOBAL PWR BD 2001 SER D 4.875% DTD 12/13/2001 DUE 12/15/2016 NON-CALLABLE	50,000	58,726.50 117.45	52,440.00 104.88	6,286.50	2,437.00 108.33	4.15%
TOTAL TREASURY AND FEDERAL AGENCIES		\$ 277,115.00	\$ 261,324.00	\$ 15,791.00	\$ 12,161.00 \$ 2,385.94	4.39%

STATE AND MUNICIPAL



ACCOUNT NUMBER: 63-0037-01-8
STATEMENT PERIOD: 12/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
COLORADO ST BLDG EXCELLENT SCH CTFS PARTN 2010 B TAXABLE 4.512% DTD 03/16/2010 DUE 03/15/2018 NON-CALLABLE	25,000	27,798.50 111.19	25,500.00 102.00	2,298.50	1,128.00 332.13	4.06%
HUNTERSVILLE N C GO BDS 2010 B TAXABLE 3.70% DTD 08/25/2010 DUE 06/01/2020 NON-CALLABLE	25,000	26,981.75 107.93	25,000.00 100.00	1,981.75	925.00 77.08	3.43%
KNOX CNTY ILL GO ALTERNATE REV BDS 2010 A TAXABLE 4.55% DTD 06/15/2010 DUE 12/15/2019 CALLABLE	25,000	26,050.50 104.20	25,222.50 100.89	828.00	1,137.00 50.55	4.37%
TOTAL STATE AND MUNICIPAL		\$ 80,830.75	\$ 75,722.50	\$ 5,108.25	\$ 3,190.00 \$ 459.76	3.95%

NONGOVERNMENT OBLIGATIONS

BANK ONE CORP SUB NT 5.25% DTD 10/24/2002 DUE 01/30/2013	25,000	25,850.00 103.40	24,876.25 99.51	973.75	1,312.00 550.52	5.08%
DU PONT E I DE NEMOURS & CO SR NT 5.00% DTD 07/28/2008 DUE 07/15/2013 CALLABLE	20,000	21,246.40 106.23	20,284.00 101.42	962.40	1,000.00 461.11	4.71%
EMERSON ELEC CO NT 5.00% DTD 12/11/2002 DUE 12/15/2014 CALLABLE	20,000	22,156.00 110.78	20,232.80 101.16	1,923.20	1,000.00 44.44	4.51%

HILLIARD LYONS TRUST COMPANY LLC

HAYSWOOD FOUNDATION INC AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

63-0037-01-8
12/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
GENENTECH INC SR NT 4.75% DTD 07/18/2005 DUE 07/15/2015 CALLABLE	20,000	22,308.80 111.54	19,608.00 98.04	2,700.80	950.00 438.05	4.26%
GENERAL ELEC CAP CORP MEDIUM TERM NTS TRANCHE # TR 00698 4.25% DTD 06/06/2005 DUE 06/15/2012	25,000	25,303.00 101.21	24,801.25 99.21	501.75	1,062.00 47.22	4.20%
GOLDMAN SACHS GRP INC MTN SR NT 5.375% DTD 03/08/2010 DUE 03/15/2020 NON-CALLABLE	25,000	24,675.50 98.70	25,671.50 102.69	-996.00	1,343.00 395.65	5.45%
INTERNATIONAL BUSINESS MACHS CORP NT 4.75% DTD 11/27/2002 DUE 11/29/2012 CALLABLE	25,000	25,851.50 103.41	24,698.50 98.79	1,153.00	1,187.00 105.55	4.59%
JPMORGAN CHASE & CO GLOBAL SUB HLDG CO NT 5.125% DTD 09/15/2004 DUE 09/15/2014	25,000	26,357.50 105.43	25,228.25 100.91	1,129.25	1,281.00 377.25	4.86%
PEPSICO INC 5.15% DTD 05/21/2007 DUE 05/15/2012 NON-CALLABLE	25,000	25,421.75 101.69	26,194.75 104.78	-773.00	1,287.00 164.51	5.06%
WALGREEN CO SR NT 4.875% DTD 07/17/2008 DUE 08/01/2013 CALLABLE	20,000	21,337.80 106.69	20,317.00 101.59	1,020.80	975.00 406.24	4.57%



HILLIARD LYONS TRUST COMPANY^{LLC}

ACCOUNT NUMBER: 63-0037-01-8
STATEMENT PERIOD: 12/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
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TOTAL NONGOVERNMENT OBLIGATIONS		\$ 240,508.25	\$ 231,912.30	\$ 8,595.95	\$ 11,397.00	4.74%
					\$ 2,980.54	

TOTAL FIXED INCOME		\$ 598,454.00	\$ 568,958.80	\$ 29,495.20	\$ 26,748.00	4.47%
					\$ 5,833.14	

EQUITIES

COMMON STOCK INDUSTRIALS

TYCO INTERNATIONAL LTD SHS	1,247	58,247.37 46.71	56,474.63 45.29	1,772.74	1,247.00	2.14%
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GENERAL ELEC CO COM	2,500	44,775.00 17.91	75,054.95 30.02	-30,279.95	1,700.00 425.00	3.80%
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JACOBS ENGR GROUP INC COM	950	38,551.00 40.58	37,747.40 39.73	803.60		
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3M CO COM	350	28,605.50 81.73	25,907.00 74.02	2,698.50	770.00	2.69%
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TOTAL INDUSTRIALS		\$ 170,178.87	\$ 195,183.88	\$ -25,005.11	\$ 3,717.00	2.18%
					\$ 425.00	

CONSUMER DISCRETIONARY

HILLIARD LYONS TRUST COMPANY_{LLC}

HAYSWOOD FOUNDATION INC AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

63-0037-01-8
12/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
COMCAST CORP CL A	1,700	40,307.00 23.71	32,389.33 19.05	7,917.67	765.00 191.25	1.90%
DISNEY WALT CO COM	1,590	59,625.00 37.50	37,380.74 23.51	22,244.26	954.00 954.00	1.60%
HOME DEPOT INC COM	1,995	83,869.80 42.04	78,744.65 39.47	5,125.15	2,314.00	2.76%
MATTEL INC COM	1,750	48,580.00 27.76	34,475.03 19.70	14,104.97	1,610.00	3.31%
OMNICOM GROUP INC COM	1,075	47,923.50 44.58	40,642.86 37.81	7,280.64	1,075.00 268.75	2.24%
TJX COS INC NEW COM	850	54,867.50 64.55	36,451.57 42.88	18,415.93	1,292.00	2.35%
TOTAL CONSUMER DISCRETIONARY		\$ 335,172.80	\$ 260,084.19	\$ 75,088.62	\$ 3,010.00 \$ 1,414.00	2.39%

CONSUMER STAPLES

CVS CAREMARK CORP COM	1,600	65,248.00 40.78	42,800.00 26.75	22,448.00	1,040.00	1.59%
PEPSICO INC COM	825	54,738.75 66.35	41,646.39 50.48	13,092.36	1,699.00 424.87	3.10%



HILLIARD LYONS TRUST COMPANY LLC

ACCOUNT NUMBER:
STATEMENT PERIOD:

63-0037-01-8
12/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
PROCTER & GAMBLE CO COM	850	56,703.50 66.71	56,159.50 66.07	544.00	1,785.00	3.15%
WAL MART STORES INC COM	925	55,278.00 59.76	46,470.16 50.24	8,807.84	1,350.00 337.62	2.44%
TOTAL CONSUMER STAPLES		\$ 231,968.25	\$ 187,076.05	\$ 44,892.20	\$ 5,874.00 \$ 752.69	2.53%

ENERGY

EXXON MOBIL CORP COM	900	76,284.00 84.76	60,050.39 66.72	16,233.61	1,692.00	2.22%
TOTAL ENERGY		\$ 76,284.00	\$ 60,050.39	\$ 16,233.61	\$ 1,692.00 \$ 0.00	2.22%

FINANCIALS

BERKSHIRE HATHAWAY INC DEL CL B NEW	850	64,855.00 76.30	68,196.95 80.23	-3,341.95		
JPMORGAN CHASE & CO COM	1,675	55,693.75 33.25	65,889.08 39.34	-10,195.33	1,675.00	3.01%
NORTHERN TR CORP COM	850	33,711.00 39.66	40,800.00 48.00	-7,089.00	952.00 238.00	2.82%
PROGRESSIVE CORP OH COM	2,000	39,020.00 19.51	39,296.43 19.65	-276.43	798.00	2.05%

HAYSWOOD FOUNDATION INC AGT

ACCOUNT NUMBER: 63-0037-01-8
STATEMENT PERIOD: 12/01/11 - 12/31/11

PORTFOLIO INVESTMENTS							
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD	
US BANCORP DEL COM NEW	2,600	70,330.00 27.05	81,427.95 31.32	-11,097.95	1,300.00 325.00	1.85%	
WELLS FARGO & CO NEW COM	1,600	44,096.00 27.56	42,560.00 26.60	1,536.00	768.00	1.74%	
TOTAL FINANCIALS		\$ 307,705.75	\$ 338,170.41	\$ -30,464.66	\$ 5,493.00 \$ 563.00	1.79%	
HEALTH CARE							
ALLERGAN INC COM	550	48,257.00 87.74	23,485.00 42.70	24,772.00	110.00	0.23%	
JOHNSON & JOHNSON COM	1,000	65,580.00 65.58	60,439.90 60.44	5,140.10	2,280.00	3.48%	
PFIZER INC COM	2,520	54,532.80 21.64	44,332.42 17.59	10,200.38	2,217.00	4.07%	
WATERS CORP COM	300	22,215.00 74.05	11,861.55 39.54	10,353.45			
TOTAL HEALTH CARE		\$ 190,584.80	\$ 140,118.87	\$ 50,465.93	\$ 4,607.00 \$ 0.00	2.42%	
INFORMATION TECHNOLOGY							
TE CONNECTIVITY LTD REG SHS	1,100	33,891.00 30.81	29,707.89 27.01	4,183.11	792.00	2.34%	

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HILLIARD LYONS TRUST COMPANY^{LLC}

ACCOUNT NUMBER: 63-0037-01-8
STATEMENT PERIOD: 12/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
CISCO SYS INC COM	1,790	32,363.20 18.08	40,239.29 22.48	-7,876.09	429.00	1.33%
DELL INC COM	2,100	30,723.00 14.63	28,009.89 13.34	2,713.11		
INTEL CORP COM	1,200	29,100.00 24.25	26,268.00 21.89	2,832.00	1,008.00	3.46%
MICROSOFT CORP COM	2,200	57,112.00 25.96	64,630.80 29.38	-7,518.80	1,760.00	3.08%

TOTAL INFORMATION TECHNOLOGY

		\$ 183,189.20	\$ 188,855.87	\$ -5,666.67	\$ 3,995.00	2.15%
				\$ -5.00	\$ 0.00	

TOTAL COMMON STOCK

		\$ 1,495,063.67	\$ 1,369,539.75	\$ 125,523.92	\$ 33,362.00	2.23%
				\$ 2,164.46	\$ 0.00	

EQUITY MUTUAL FUNDS SMALL CAP EQUITY FUNDS

ROYCE TOTAL RETURN FUND #267	3,654,664	46,341.14 12.68	40,550.00 11.10	5,791.14	434.00	0.94%
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TOTAL SMALL CAP EQUITY FUNDS

		\$ 46,341.14	\$ 40,550.00	\$ 5,791.14	\$ 434.00	0.94%
				\$ 0.00	\$ 0.00	

MID CAP EQUITY FUNDS

HILLIARD LYONS TRUST COMPANY^{LLC}

HAYSWOOD FOUNDATION INC AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

63-0037-01-8
12/01/11 - 12/31/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
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GOLDMAN SACHS MID CAP VALUE FUND - INST	1,695,883	56,930.79 33.57	46,048.50 27.15	10,882.29	542.00	0.95%
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TOTAL MID CAP EQUITY FUNDS		\$ 56,930.79	\$ 46,048.50	\$ 10,882.29	\$ 542.00	0.95%
					\$ 0.00	

INTERNATIONAL EQUITY FUNDS

AMERICAN EUROPACIFIC GROWTH FUND CLASS F2 #616	663,122	23,282.21 35.11	25,000.00 37.70	-1,717.79	463.00	1.99%
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HARRIS ASSOC INVT TR OAKMARK INTL FUND #109	1,847,532	30,576.65 16.55	37,800.50 20.46	-7,223.85	232.00	0.76%
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TOTAL INTERNATIONAL EQUITY FUNDS		\$ 53,858.86	\$ 62,800.50	\$ -8,941.64	\$ 695.00	1.28%
					\$ 0.00	

BALANCED EQUITY FUNDS

GOLDMAN SACHS SATELLITE STRATEGIES PORTFOLIO - IS	3,000	22,140.00 7.38	21,540.00 7.18	600.00	948.00	4.28%
					300.00	

TOTAL BALANCED EQUITY FUNDS		\$ 22,140.00	\$ 21,540.00	\$ 600.00	\$ 948.00	4.28%
					\$ 300.00	

TOTAL EQUITY MUTUAL FUNDS		\$ 179,270.78	\$ 170,938.00	\$ 8,331.79	\$ 2,619.00	1.48%
					\$ 300.00	

EQUITY EXCHANGE TRADED FUNDS

ACCOUNT NUMBER:
STATEMENT PERIOD:

63-0
12/01/11

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME
ISHARES TR MSCI EAFE INDEX FD	375	18,573.75 49.53	21,524.96 57.40	-2,951.21	641.00
VANGUARD INTL EQUITY INDEX FDS FTSE ALL WORLD EX US INDEX FD ETF	3,375	133,818.75 39.65	160,144.21 47.45	-26,325.46	4,620.00
VANGUARD INDEX FDS VANGUARD MID-CAP ETF	350	25,179.00 71.94	23,169.24 66.20	2,009.76	338.00
VANGUARD INDEX FDS VANGUARD SMALL-CAP ETF	735	51,207.45 69.67	45,628.55 62.08	5,578.90	690.00
TOTAL EQUITY EXCHANGE TRADED FUNDS		\$ 228,778.85	\$ 250,466.86	\$ -21,688.01	\$ 5,269.00
TOTAL EQUITIES		\$ 1,903,133.41	\$ 1,700,945.71	\$ 112,187.70	\$ 42,290.08
TOTAL MARKET VALUE		\$ 2,516,083.53	\$ 2,374,400.43	\$ 141,682.90	\$ 5,89,038.08
TOTAL MARKET VALUE PLUS ACCRUED INCOME		\$ 2,525,384.08			\$ 5,360.75

00-C-M-I-QD-365-01
0109051-00-00227-01ACCOUNT NUMBER: 4508-3525
HAYSWOOD FOUNDATION MANAGING AThis statement is for the period from
December 1, 2011 to December 31, 2011**ASSET DETAIL**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Cash & Equivalents					
Cash/Money Market					
110,119.210	First Amer Treasury Oblig Cl Y	110,119.21 1.0000	110,119.21 1.00	0.00 0.00	2.3 0.00
Total Cash/Money Market		\$110,119.21	\$110,119.21	\$0.00 \$0.00	2.3
Cash					
	Principal Cash	- 1,095,401.50	- 1,095,401.50		- 22.5
	Income Cash	1,096,714.61	1,096,714.61		22.5
Total Cash		\$1,313.11	\$1,313.11	\$0.00 \$0.00	0.0
Total Cash & Equivalents		\$111,432.32	\$111,432.32	\$0.00 \$0.00	2.3
Taxable Bonds					
US Government Issues					
100,000.000	F H L M C M T N 5.125 07/15/2012	102,698.00 102.6980	100,415.30 100.42	2,282.70 5,125.00	2.1 4.99
Total US Government Issues		\$102,698.00	\$100,415.30	\$2,282.70 \$5,125.00	2.1
Fixed Income Funds					
11,047.344	American Centy Intl Bond Fd Instl AIDIX	157,645.60 14.2700	155,546.61 14.08	2,098.99 3,811.33	3.2 2.42
34,253.964	Credit Suisse Comm Ret ST Co CRSOX	280,197.43 8.1800	321,859.88 9.40	- 41,662.45 0.00	5.7 0.00

This statement is for the period from
December 1, 2011 to December 31, 2011

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
23,793.481	Nuveen High Income Bond Fd Cl I FJSYX	198,913.50 8.3600	211,118.18 8.87	- 12,204.68 16,203.36	4.1 8.15
57,333.952	Pimco Total Return Fund Inst PTTRX	623,220.06 10.8700	599,568.24 10.46	23,651.82 20,582.89	12.8 3.30
Total Fixed Income Funds		\$1,259,976.59	\$1,288,092.91	- \$28,116.32 \$40,597.58	25.8
Total Taxable Bonds		\$1,362,674.59	\$1,388,508.21	- \$25,833.62 \$45,722.58	27.9
Stocks					
Equity Funds					
21,789.601	American Grw Fd Of Amer F2 GFFFX	625,361.55 28.7000	566,093.83 25.98	59,267.72 6,493.30	12.8 1.04
7,633.000	I Shares Msci Eafe Index Fund E T F EFA	378,062.49 49.5300	426,660.22 55.90	- 48,597.73 13,052.43	7.8 3.45
6,969.000	Ishares Msci Emerging Mkts E T F EEM	264,403.86 37.9400	245,726.94 35.26	18,676.92 5,630.95	5.4 2.13
3,665.161	Neuberger Berman Genesis Instl Fd NBGIX	170,173.43 46.4300	135,977.49 37.10	34,195.94 2,334.71	3.5 1.37
10,861.153	Nuveen Real Estate Securit Cl I FARCX	206,036.07 18.9700	195,427.42 17.99	10,608.65 4,485.66	4.2 2.18
11,823.492	Pioneer Fund Cl Y PYODX	458,160.32 38.7500	495,522.54 41.91	- 37,362.22 6,242.80	9.4 1.36
3,516.908	Rowe T Price Mid-Cap Growth Fd #64 RPMGX	185,446.56 52.7300	142,927.14 40.64	42,519.42 0.00	3.8 0.00

00-C-M -I-QD -365-01
0109051-00-00227-01ACCOUNT NUMBER: 4508-3525
HAYSWOOD FOUNDATION MANAGING AThis statement is for the period from
December 1, 2011 to December 31, 2011**ASSET DETAIL (continued)**

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
8,657.116	Rowe T Price Mid-Cap Value Fd Inc TRMCX	185,175.71 21.3900	209,242.49 24.17	- 24,066.78 0.00	3.8 0.00
13,843.008	Scout International Fund UMBWX	387,188.93 27.9700	409,337.75 29.57	- 22,148.82 5,883.28	7.9 1.52
5,503.000	Spdr DJ Wilshire International RWX	175,160.49 31.8300	215,222.88 39.11	- 40,062.39 7,434.55	3.6 4.24
15,964.931	T Rowe Price Equity Income Fund PRFDX	368,151.31 23.0600	325,940.07 20.42	42,211.24 6,864.92	7.5 1.86
Total Equity Funds		\$3,403,320.72	\$3,368,078.77	\$35,241.95 \$58,422.60	69.8
Total Stocks		\$3,403,320.72	\$3,368,078.77	\$35,241.95 \$58,422.60	69.8
Total Assets		\$4,877,427.63	\$4,868,019.30	\$9,408.33 \$104,145.18	100.0
Estimated Current Yield					2.13

ASSET DETAIL MESSAGES

Time of trade execution and trading party (if not disclosed) will be provided upon request.

Publicly traded assets are valued in accordance with market quotations or valuation methodologies from financial industry services believed by us to be reliable. Assets that are not publicly traded may be reflected at values from other external sources. Assets for which a current value is not available may be reflected at a previous value or as not valued, at par value, or at a nominal value. Values shown do not necessarily reflect prices at which assets could be bought or sold. Values are updated based on internal policy and may be updated less frequently than statement generation.

Cost adjustments made to previously reported sales to reflect the impact of IRS wash sale rules may result in adjustments to reported year-to-date losses. Consequently, this period's beginning cost basis may differ from the basis reported in the prior period. The gain and loss figures reported on this statement are provided for informational purposes only and should not be used for tax reporting purposes. Please consult with your tax or legal advisor for questions concerning your personal tax or financial situation.