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 EON Charitable Foundation		**A** Employer identification number 27-4094169
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd	Room/suite 123	**B** Telephone number (see instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		**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)* ▶ $ 3,166,819

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 ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	750,000			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,695	3,695		
	4 Dividends and interest from securities	72,616	66,385		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-12,890			
	b Gross sales price for all assets on line 6a 853,326				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold .				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-3,629	81		
	12 **Total.** Add lines 1 through 11	809,792	70,161		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	26,242	26,242		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,129	329		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	16,402	161		16,233
	24 **Total operating and administrative expenses.** Add lines 13 through 23	43,773	26,732		16,233
	25 Contributions, gifts, grants paid	54,600			54,600
	26 **Total expenses and disbursements** Add lines 24 and 25	98,373	26,732		70,833
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	711,419			
	b **Net investment income** (if negative, enter -0-)		43,429		
	c **Adjusted net income** (if negative, enter -0-)				

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(HTA)

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	2,500,000	1,283,553	1,283,553
3	Accounts receivable ▶ 1,026			
	Less allowance for doubtful accounts ▶		1,026	1,026
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)		1,475,676	1,423,237
c	Investments—corporate bonds (attach schedule)		345,061	346,108
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)		106,103	112,895
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,500,000	3,211,419	3,166,819
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
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	2,500,000	3,211,419	
30	**Total net assets or fund balances** (see instructions)	2,500,000	3,211,419	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,500,000	3,211,419	

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	2,500,000
2	Enter amount from Part I, line 27a	2	711,419
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,211,419
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	3,211,419

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	Publicly-traded Securities			
b	Passthrough K1 Capital Gain			
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	793,326		806,220	-12,894
b				4
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-12,894
b				4
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	-12,890
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	0	615,625	0 000000
2009			0 000000
2008			0 000000
2007			0 000000
2006			0 000000

2 **Total** of line 1, column (d)	2	0 000000
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	0 000000
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,558,365
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	434
7 Add lines 5 and 6	7	434
8 Enter qualifying distributions from Part XII, line 4	8	70,833

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)

1 a	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	434
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	434
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	434
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 800		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	800
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	366
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 366 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 page 19 of the 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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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
4 a	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?	4b	X	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
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)*

			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 ▶

14 The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754

Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b	N/A	
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)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	**6b**		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	00			
	00			
	00			
	00			
	00			

Total number of other employees paid over $50,000 ▶

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,565,796
b	Average of monthly cash balances	1b	983,941
c	Fair market value of all other assets (see instructions)	1c	47,588
d	**Total** (add lines 1a, b, and c)	1d	2,597,325
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,597,325
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	38,960
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,558,365
6	**Minimum investment return.** Enter 5% of line 5	6	127,918

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	127,918
2a	Tax on investment income for 2011 from Part VI, line 5	2a	434		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	434
3	Distributable amount before adjustments Subtract line 2c from line 1			3	127,484
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	127,484
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	127,484

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	70,833
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	70,833
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	434
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	70,399

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				127,484
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			2,699	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006 — 0				
b	From 2007 — 0				
c	From 2008 — 0				
d	From 2009 — 0				
e	From 2010 — 0				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 70,833				
a	Applied to 2010, but not more than line 2a			2,699	
b	Applied to undistributed income of prior years (Election required—see instructions)		0		
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2011 distributable amount				68,134
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				
d	Subtract line 6c from line 6b Taxable amount—see instructions		0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				59,350
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	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 — 0				
b	Excess from 2008 — 0				
c	Excess from 2009 — 0				
d	Excess from 2010 — 0				
e	Excess from 2011 — 0				

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

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

Brian K Bess

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CASA OF JEFFERSON AND GILPIN COUNTIES 100 JEFFERSON CNTY PKWY 2040 GOLDEN CO 80401	N/A	509(a)(1)	General & Unrestricted	7,800
COLORADO UPLIFT 3914 KING ST DENVER CO 80211	N/A	509(a)(1)	Book Fund	2,500
COLORADO UPLIFT 3914 KING ST DENVER CO 80211	N/A	509(a)(1)	General Scholarship Fund	5,000
HEALING WATERS INTERNATIONAL INC 15000 W 6TH AVE STE 404 GOLDEN CO 80401	N/A	509(a)(1)	General & Unrestricted	2,500
HOPE HOUSE OF COLORADO PO BOX 740568 ARVADA CO 80006	N/A	509(a)(1)	General & Unrestricted	8,300
INNER CITY HEALTH CENTER 3800 YORK ST DENVER CO 80205	N/A	509(a)(2)	General & Unrestricted	21,000
OPEN DOOR MINISTRIES PO BOX 18018 DENVER CO 80218	N/A	509(a)(1)	General & Unrestricted	5,000
WHIZ KIDS TUTORING INC 5500 E YALE AVE STE 101 DENVER CO 80222	N/A	509(a)(1)	General & Unrestricted	2,500
Total			▶ **3a**	54,600
b *Approved for future payment*				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,695	
4 Dividends and interest from securities			14	72,616	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-12,890	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a K-1 Pass-Through	525990	-3,710	14	81	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-3,710		63,502	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 59,792

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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)		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

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

Sign Here

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

[signature] 11/13/12 President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Jeffrey D Haskell	Jeffrey D. Haskell	11/12/2012		P01345770
Firm's name ▶ Foundation Source			Firm's EIN ▶ 51-0398347	
Firm's address ▶ 55 Walls Drive, Fairfield, CT 06824			Phone no (800) 839-1754	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶**Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
EON Charitable Foundation	27-4094169

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
EON Charitable Foundation	27-4094169

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Bess, Brian K 43 Amaranth Drive Littleton CO 80127 Foreign State or Province Foreign Country	$ 750,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	Foreign State or Province. Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
EON Charitable Foundation	27-4094169

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

Name of organization	Employer identification number
EON Charitable Foundation	27-4094169

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ 0
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

Form 990-PF, Part I, Line 11 - Other Income

	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
	TOTAL:	-3,629	81	0
1	BUCKEYE PARTNERS, LP K-1 Pass-Through Share of Income/(Loss)	-65	3	0
2	DCP MIDSTREAM PARTNERS LP COM K-1 Pass-Through Share of Income/(Loss)	-172	-2	0
3	EL PASO PIPELINE PARTNERS LP K-1 Pass-Through Share of Income/(Loss)	-244	-2	0
4	ENERGY TRANSFER EQUITY LP K-1 Pass-Through Share of Income/(Loss)	-485	2	0
5	ENTERPRISE PRODUCTS PARTNERS LP K-1 Pass-Through Share of Income/(Loss)	-561	-30	0
6	INERGY, LP K-1 Pass-Through Share of Income/(Loss)	-186	2	0
7	MAGELLAN MIDSTREAM PARTNERS LP K-1 Pass-Through Share of Income/(Loss)	-81		0
8	MARKWEST ENERGY PARTNERS L P K-1 Pass-Through Share of Income/(Loss)	-62	71	0
9	ONEOK PARTNERS LP K-1 Pass-Through Share of Income/(Loss)	-316	-4	0
10	PLAINS ALL AMERICAN PIPELINE LP K-1 Pass-Through Share of Income/(Loss)	-75		0
11	REGENCY ENERGY PARTNERS LP K-1 Pass-Through Share of Income/(Loss)	-476	6	0
12	SUNOCO LOGISTICS PARTNERS LP K-1 Pass-Through Share of Income/(Loss)	-57	37	0
13	TARGA RESOURCES PARTNERS LP K-1 Pass-Through Share of Income/(Loss)	-505	0	0
14	WILLIAMS PARTNERS LP K-1 Pass-Through Share of Income/(Loss)	-344	-2	0

Form 990-PF, Part I, Line 16c - Other Professional Fees

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Chantable Purpose
	TOTAL:	26,242	26,242	0	0
1	Investment Management Services	26,242	26,242	0	0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	1,129	329	0	0
1	Estimated Tax for 2011	800	0	0	0
2	Foreign Tax Paid	329	329	0	0
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 23 - Other Expenses

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	16,402	161	0	16,233
1	Administrative Fees	10,108	0	0	10,108
2	Administrative Set-Up Fee	4,750	0	0	4,750
3	Bank Charges	150	150	0	0
4	Delaware Incorporation Fees	500	0	0	500
5	IRS Application Fees	850	0	0	850
6	PLAINS ALL AMERICAN PIPELINE LP K-1 Nondeductible Pass-Through Share of Expenses	4	0	0	0
7	PLAINS ALL AMERICAN PIPELINE LP K-1 Pass-Through Share of Expenses	9	9	0	0
8	REGENCY ENERGY PARTNERS LP K-1 Nondeductible Pass-Through Share of Expenses	4	0	0	0
9	State or Local Filing Fees	25	0	0	25
10	SUNOCO LOGISTICS PARTNERS LP K-1 Pass-Through Share of Expenses	2	2	0	0

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Descnption	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	1,475,676	1,423,237
1	ABBOTT LABS (ABT)	281	13,375	15,801
2	ALTRIA GROUP INC (MO)	327	8,275	9,696
3	APPLE INC (AAPL)	22	8,108	8,910
4	ARTIO GLOBAL HIGH INCOME FUND CLASS I (JHYIX)	1,151	11,927	10,702
5	AT&T CORP COM NEW (T)	346	9,738	10,463
6	AUTOMATIC DATA PROCESSING INC (ADP)	158	7,834	8,534
7	BANK OF NOVA SCOTIA (BNS)	287	17,318	14,295
8	BCE INC (BCE)	318	11,412	13,251
9	BERKSHIRE HATHAWAY INC CLASS B (BRK-B)	183	15,380	13,963
10	BLACKROCK GLOBAL ALLOC I (MALOX)	1,880	37,502	34,284
11	BLACKROCK HEALTH SCIENCES OPPTS INSTL (SHSSX)	826	25,726	24,151
12	BLACKROCK INC (BLK)	30	4,814	5,347
13	BRISTOL-MYERS SQUIBB CO (BMY)	388	10,005	13,673
14	CALAMOS GROWTH AND INCOME CLASS I (CGCIX)	1,954	21,816	20,730
15	COCA-COLA CO (KO)	118	7,557	8,256
16	COHEN & STEERS GLOBAL REALTY SHARES, INC CLASS I (CSSPX)	434	17,870	15,956
17	COHEN & STEERS PREFRRD SECS & INC (CPXIX)	568	7,011	6,651
18	COLES MEYER LTD ADR (CM)	99	8,358	7,165
19	CONOCOPHILLIPS (COP)	82	6,464	5,975
20	CRESCENT POINT ENERGY (CSCTF PK)	144	6,837	6,353
21	CRM GLOBAL OPPORTUNITY INSTL CL (CRIWX)	240	3,990	2,868
22	DARDEN RESTAURANTS INC (DRI)	196	8,507	8,934
23	DIGITAL RLTY TR INC (DLR)	158	9,995	10,534
24	DOUBLELINE TOTAL RETURN BOND (DBLTX)	3,807	42,002	41,994
25	DWS DISCIPLINED MARKET NEUT FD CL S (DDMSX)	1,584	14,749	15,003
26	DWS ENHANCED COMMODITIES S (SKSRX)	19,655	89,999	66,828
27	EATON VANCE FLOATING RATE FUND INSTI SHARE (EIBLX)	1,020	9,248	8,989
28	EATON VANCE RICH BERN MULMKT EQ STRAT (ERBIX)	2,304	25,987	22,833
29	EMERSON ELECTRIC CO (EMR)	148	8,714	6,895
30	ENBRIDGE ENERGY MGMT (EEQ)	95	2,930	3,302
31	ENBRIDGE INC (ENB)	202	5,948	7,557
32	ENERGY SELECT SPDR (XLE)	52	3,323	3,595
33	FIRST EAGLE SOGEN GLOBAL FUND CLASS (SGIIX)	777	36,944	35,164
34	GATEWAY FUND CLASS Y (GTEYX)	281	7,412	7,403
35	GENUINE PARTS COMPANY (GPC)	179	9,412	10,955
36	GLAXOSMITHKLINE PLC (GSK)	189	7,129	8,624
37	GOLDMAN SACHS COMMODITY STRATEGY FUND INSTL CL (GCCIX)	4,500	26,866	26,506
38	H J HEINZ COMPANY (HNZ)	236	11,489	12,753
39	HEALTH CARE PPTY INVS INC (HCP)	233	8,574	9,653
40	HEALTH CARE REIT INC (HCN)	181	9,125	9,870
41	HEALTHCARE SVCS GROUP INC (HCSG)	305	5,277	5,395

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	1,475,676	1,423,237
42	HENDERSON INTERNATIONAL OPPORTUNITIES FUND CL W SH (HFOIX)	652	14,674	11,646
43	HOTCHKIS & WILEY HIGH YLD-I (HWHIX)	933	11,947	10,991
44	ING VALUE CHOICE FD I (PAVIX)	114	2,030	1,697
45	INTEL CORP (INTC)	802	17,069	19,449
46	INVESCO CHARTER FUND-Y (CHTYX)	1,708	29,030	27,461
47	INVESCO CONVERT SEC-Y (CNSDX)	383	7,956	7,198
48	INVESCO HIGH INCOME MUNI-Y-Y (AHMYX)	2,175	15,951	16,793
49	JP MORGAN STRATEGIC INCOME OPPORTUNIEIS FD SELECT (JSOSX)	775	9,290	8,781
50	KAYNE ANDERSON MLP INV CO (KYN)	505	15,684	15,337
51	KIMBERLY CLARK CORP (KMB)	162	10,528	11,917
52	KINDER MORGAN INC (KMI)	431	11,980	13,865
53	LOOMIS SAYLES FDS STRATEGIC INCM CL Y TR II (NEZYX)	1,158	17,353	16,617
54	LORD ABBETT INVESTMENT TRUST SHORT DURATION INCOME (LDLFX)	1,736	7,985	7,883
55	MARKET VECTORS - GOLD MINERS ETF (GDX)	584	34,521	30,035
56	MATTELL INC (MAT)	321	8,028	8,911
57	MATTHEWS ASIA PACIFIC EQUITY INCOME FUND (MAPIX)	2,636	36,805	32,893
58	MCDONALD'S CORP (MCD)	221	16,603	22,173
59	MERCK & CO INC (MRK)	119	4,237	4,486
60	MFS EMERGING MARKETS DEBT FUND CLASS I (MEDIX)	2	32	31
61	MFS SER TR MUNICIPAL HIGH INCOME FD CL I (MMIIX)	2,407	17,223	18,365
62	NATIONAL RETAIL PROPERTIES INC (NNN)	223	5,542	5,883
63	NEUBERGER BERMAN EQUITY INCOME FUND (NBHIX)	3,314	37,271	36,690
64	NEUBERGER BERMAN HIGH INC BOND INSTL CL (NHILX)	878	8,336	7,821
65	NEUBERGER BERMAN STRAT INC-I (NSTLX)	740	8,074	8,033
66	NEXTERA ENERGY, INC (NEE)	126	6,794	7,671
67	NOVARTIS AG ADR (NVS)	172	9,574	9,833
68	NUVEEN TRADEWINDS GLOBAL ALL-CAP FUND CL R (NWGRX)	94	2,766	2,302
69	ONEOK INC (OKE)	157	10,196	13,610
70	OPPENHEIMER DEVELOPING MARKETS FUND CLASS Y (ODVYX)	425	14,515	12,318
71	OPPENHEIMER INTERNATIONAL BOND FD CLASS Y (OIBYX)	709	4,605	4,395
72	PHILIP MORRIS INTL (PM)	214	13,471	16,795
73	PIMCO COMMODITY REAL RETURN STRATEGY FUND P CLASS (PCRPX)	9,479	89,999	61,896
74	PIMCO UNCONSTRAINED BOND FUND P (PUCPX)	820	9,132	8,932
75	PRAXAIR INC (PX)	92	9,041	9,835
76	PROCTER GAMBLE CO (PG)	169	10,439	11,274
77	REALTY INCOME CORP (O)	186	6,507	6,503
78	RPM INTERNATIONAL INC (RPM)	541	12,579	13,282
79	SOUTHERN CO (SO)	268	10,071	12,406
80	SPDR GOLD TR GOLD SHS (GLD)	116	14,479	17,631
81	SPECTRA ENERGY CORP-W/I (SE)	388	10,160	11,931
82	TCW EMERGING MARKETS INCOME FUND I CL (TGEIX)	1,304	11,408	10,743

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	1,475,676	1,423,237
83	TEMPLETON GLOBAL TOTAL RETURN FUND CLASS ADVISOR (TTRZX)	856	11,410	10,497
84	THE HARTFORD CAPITAL APPRECIATION FUND CLASS I (ITHIX)	844	29,405	24,309
85	THE HARTFORD FLOATING RATE FUND CLASS I (HFLIX)	1,045	9,334	8,989
86	UNITED TECHNOLOGIES CORP (UTX)	153	12,666	11,183
87	VANGUARD DIVIDEND APPRECIATION ETF (VIG)	2,608	142,515	142,526
88	VANGUARD TOTAL STOCK MARKET ETF (VTI)	694	44,094	44,624
89	VERMILION ENERGY INC (VEMTF PK)	143	7,290	6,359
90	VIRTUS MULTI-SECTOR SHRT TRM BD CL I (PIMSX)	1,656	8,020	7,832
91	WASTE MANAGEMENT INC (WM)	330	12,110	10,794

Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

		TOTAL:	345,061	346,108
	Descnption	Shares	Book Value End of Year	FMV End of Year
1	ALCOA INC NOTES 06 75000% 07/15/2018 (013817AS0)	50,000	52,958	55,195
2	CAPITAL ONE FINL CORP - 6 150% - 09/01/2016 (14040HAN5)	40,000	42,038	41,621
3	GENERAL ELEC CAP CORP 5 65% 6/09/2014 (36962GX41)	50,000	54,457	54,181
4	GENWORTH FINL INC SR NT 4 95000% 10/01/2015 (37247DAF3)	40,000	39,466	37,986
5	HSBC FIN CORP 5 80% 09/15/2014 (40429XA71)	50,000	53,262	51,599
6	INTL PAPER CO BD - 7 950% - 06/15/2018 (460146CA9)	50,000	58,121	60,861
7	VALERO ENERGY CORP BONDS-6 125%-06/15/2017 (91913YAM2)	40,000	44,759	44,665
8				
9				
10				

Form 990-PF, Part II, Line 13 - Investments - Other

	Asset Descnption	Book Value End of Year	FMV End of Year
	TOTAL·	106,103	112,895
1	BUCKEYE PARTNERS, LP (BPL)	2,865	3,071
2	DCP MIDSTREAM PARTNERS LP COM (DPM)	2,635	3,418
3	EL PASO PIPELINE PARTNERS LP (EPB)	3,933	4,154
4	ENERGY TRANSFER EQUITY LP (ETE)	3,831	4,464
5	ENTERPRISE PRODUCTS PARTNERS LP (EPD)	3,702	4,824
6	INERGY, LP (NRGY)	2,568	1,758
7	MAGELLAN MIDSTREAM PARTNERS LP (MMP)	4,211	5,235
8	MARKWEST ENERGY PARTNERS L P (MWE)	4,235	5,506
9	ONEOK PARTNERS LP (OKS)	2,532	4,157
10	PLAINS ALL AMERICAN PIPELINE LP (PAA)	4,142	5,142
11	REGENCY ENERGY PARTNERS LP - COMMON UNITS REPRESEN (RGP)	2,334	2,735
12	SKYBRIDGE MULTI-ADVISORY HEDGE FUND LLC (SKYXP)	60,000	55,778
13	SUNOCO LOGISTICS PARTNERS LP (SXL)	2,752	4,019
14	TARGA RESOURCES PARTNERS LP (NGLS)	2,396	3,355
15	WILLIAMS PARTNERS LP (WPZ)	3,967	5,279

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct
							TOTAL:	0	0	0
1	Brian K Bess	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	President / Director / Secretary	1	0	0	0
2										
3										
4										
5										
6										
7										
8										
9										
10										