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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

OMB No 1545-0052

2011

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

, 2011, and ending

, 20

Name of foundation RAYMOND AND GRACE HARMON CHARITABLE FOUNDATION		A Employer identification number 30-6002979
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (314) 209-0861
514 EARTH CITY EXPRESSWAY, STE 141		
City or town, state, and ZIP code EARTH CITY, MO 63045-1303		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,261,131.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	28.			ATCH 1
4	Dividends and interest from securities	46,244.	46,244.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	189,543.			
b	Gross sales price for all assets on line 6a	1,602,196.			
7	Capital gain net income (from Part IV, line 2)		189,543.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	5,305.	4,596.		ATCH 3
12	Total. Add lines 1 through 11	241,120.	240,383.		
13	Compensation of officers, directors, trustees, etc.	4,991.			4,991.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	1,400.	700.		700.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) *	3,671.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	4,686.	2,343.		2,343.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	30,068.	29,998.		70.
24	Total operating and administrative expenses. Add lines 13 through 23	44,816.	33,041.		8,104.
25	Contributions, gifts, grants paid	127,000.			127,000.
26	Total expenses and disbursements. Add lines 24 and 25	171,816.	33,041.	0	135,104.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	69,304.			
b	Net investment income (if negative, enter -0-)		207,342.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA **

ATCH 5

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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		98,069.	210,234.	210,234.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule), .				
	b	Investments - corporate stock (attach schedule) ATTCH 7 . .	1,760,173.	1,714,120.	2,050,897.	
	c	Investments - corporate bonds (attach schedule),				
	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 Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,858,242.	1,924,354.	2,261,131.		
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 ▶ <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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	1,858,242.	1,924,354.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
30	Total net assets or fund balances (see instructions)	1,858,242.	1,924,354.			
31	Total liabilities and net assets/fund balances (see instructions)	1,858,242.	1,924,354.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,858,242.
2	Enter amount from Part I, line 27a	2	69,304.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,927,546.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 8	5	3,192.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,924,354.

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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 PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	189,543.	
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	0	

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	124,924.	2,100,195.	0.059482
2009	97,501.	1,641,976.	0.059380
2008	107,600.	1,779,612.	0.060463
2007	106,716.	1,946,952.	0.054812
2006	88,799.	1,713,290.	0.051830
2 Total of line 1, column (d)			2 0.285967
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 0.057193
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,361,827.
5 Multiply line 4 by line 3			5 135,080.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,073.
7 Add lines 5 and 6			7 137,153.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 135,104.

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 <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	4,147.
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	4,147.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,147.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,840.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,840.	
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	2,307.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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?		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)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MO, _____		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of FOUNDATION		Telephone no. 314-209-0861	
Located at 514 EARTH CITY EXPRESSWAY, SUITE 141 EARTH CITY, MO ZIP + 4 63045				
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 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? <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 checked="" type="checkbox"/> Yes <input 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 instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		4,991.	0	0

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

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

Total number of other employees paid over \$50,000 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,120,129.
b	Average of monthly cash balances	1b	277,665.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,397,794.
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	2,397,794.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,967.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,361,827.
6	Minimum investment return. Enter 5% of line 5	6	118,091.

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	118,091.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,147.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,147.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	113,944.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	113,944.
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	113,944.

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	135,104.
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	135,104.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	135,104.

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				113,944.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 4,454.				
b From 2007 10,812.				
c From 2008 18,795.				
d From 2009 17,002.				
e From 2010 23,566.				
f Total of lines 3a through e	74,629.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 135,104.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				113,944.
e Remaining amount distributed out of corpus	21,160.			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	95,789.			
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 instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
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)	4,454.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	91,335.			
10 Analysis of line 9:				
a Excess from 2007 10,812.				
b Excess from 2008 18,795.				
c Excess from 2009 17,002.				
d Excess from 2010 23,566.				
e Excess from 2011 21,160.				

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

NOT APPLICABLE

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)

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

Tax year

Prior 3 years

(e) Total

(a) 2011

(b) 2010

(c) 2009

(d) 2008

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

GRACE HARMON

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.

N/A

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				
ATTACHMENT 10				
Total ▶ 3a				127,000.
b Approved for future payment				
Total ▶ 3b				

Form **990-PF** (2011)

Part XVI-A Analysis of Income-Producing Activities

Entèr gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
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	28.	
4 Dividends and interest from securities				14	46,244.	
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				01	5,305.	
8 Gain or (loss) from sales of assets other than inventory				18	189,543.	
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)					241,120.	
13 Total. Add line 12, columns (b), (d), and (e)					241,120.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
799,031.		PUBLICLY TRADED SECURITIES ST PROPERTY TYPE: SECURITIES 762,385.				P	VARIOUS	12/31/2011
							36,646.	
803,165.		PUBLICLY TRADED SECURITIES LT PROPERTY TYPE: SECURITIES 650,268.				P	VARIOUS	12/31/2011
							152,897.	
TOTAL GAIN (LOSS)					<u>189,543.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FIDELITY - TAX EXEMPT INTEREST	28.
TOTAL	<u>28.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIDELITY	46,244.	46,244.
TOTAL	<u>46,244.</u>	<u>46,244.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORDINARY GAIN	18,078.	18,078.
OTHER INVESTMENT INCOME	-13,482.	-13,482.
NONDIVIDEND DISTRIBUTIONS	709.	
TOTALS	5,305.	4,596.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	1,400.	700.		700.
TOTALS	<u>1,400.</u>	<u>700.</u>		<u>700.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAXES	3,671.
TOTALS	<u>3,671.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT FEES	29,998.	29,998.	70.
BANK FEES	70.		
TOTALS	30,068.	29,998.	70.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MATHES COMPANY- STMT ATTACHED	1,714,120.	2,050,897.
TOTALS	<u>1,714,120.</u>	<u>2,050,897.</u>

The Mathes Company, Inc.
PORTFOLIO APPRAISAL
The Raymond and Grace Harmon
Charitable Foundation Trust
Fidelity Investments: 671-893048
December 31, 2011

Quantity	Security	Security Symbol	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	Pct. Assets
CASH AND EQUIVALENTS								
	CASH ACCOUNT	cash		207,141 51		207,141 51	0 00	9 2
COMMON STOCK								
200	APPLE INC COM	aapl	387 18	77,436 66	405 00	81,000 00	3,563 34	3 6
1,000	BAKER HUGHES INC COM	bhu	45 78	45,775 72	48 64	48,640 00	2,864 28	2 2
1,125	BOEING CO COM	ba	46 74	52,577 67	73 35	82,518 75	29,941 08	3 7
675	CATERPILLAR INC DEL COM	cat	67 57	45,610 48	90 60	61,155 00	15,544 52	2.7
725	CHEVRON CORP COM	cvx	80 75	58,547 30	106 40	77,140 00	18,592 71	3 4
1,000	CONOCOPHILLIPS COM	cop	57 87	57,871 42	72 87	72,870 00	14,998 58	3 2
1,425	CONSOLIDATED EDISON COM	ed	52 55	74,879 22	62 03	88,392 75	13,513 53	3 9
3,475	CSX CORP COM	csx	18 07	62,776 59	21 06	73,183 50	10,406 92	3 2
875	DEERE & CO COM	de	66 21	57,931 52	77.35	67,681 25	9,749 73	3 0
1,350	DU PONT E I DE NEMOURS & CO COM STK	dd	35 67	48,158 98	45 78	61,803 00	13,644 02	2 7
925	EXXON MOBIL CORP COM	xom	74.20	68,638 92	84 76	78,403 00	9,764 08	3 5
900	FEDEX CORP	fdx	70 71	63,641 35	83 51	75,159 00	11,517 65	3 3
1,775	GENERAL MILS INC COM	gis	30 50	54,145 23	40 41	71,727 75	17,582 52	3 2
2,975	GREENBRIER COS INC COM	gbx	15 74	46,821 64	24 28	72,233 00	25,411 36	3 2
425	INTERNATIONAL BUSINESS MACHS CORP COM	ibm	124 95	53,102 91	183 88	78,149 00	25,046 09	3 5
1,100	JOHNSON & JOHNSON COM	jnj	58 16	63,980 80	65 58	72,138 00	8,157 20	3 2
1,375	OGE ENERGY CORP COM	oge	30 06	41,338 79	56 71	77,976 25	36,637 46	3 5
1,950	ORACLE CORP COM	orcl	25.34	49,409 03	25 65	50,017 50	608 47	2 2
825	PARKER HANNIFIN CORP	ph	59 97	49,473 61	76 25	62,906.25	13,432 64	2 8
1,125	PEPSICO INC COM	pep	56 27	63,304 49	66 35	74,643 75	11,339 26	3 3
1,650	PG&E CORP COM	peg	38 01	62,714 89	41 22	68,013 00	5,298 11	3 0
1,075	PROCTER & GAMBLE CO	pg	54 99	59,115 09	66 71	71,713 25	12,598.16	3 2
1,300	QUALCOMM INC COM	qcom	52 93	68,811 20	54 70	71,110 00	2,298 80	3 1
850	SCHLUMBERGER LTD COM	slb	61 41	52,195 09	68 31	58,063 50	5,868 41	2 6
1,975	SEADRILL LTD	sdri	35 74	70,579 71	33 18	65,530 50	-5,049 21	2.9
1,375	TERADATA CORP DEL COM	tdc	34 83	47,896 19	48 51	66,701.25	18,805 06	3 0
1,600	TIMKEN CO	tkr	44 17	70,673 04	38 71	61,936 00	-8,737 04	2 7
800	UNION PAC CORP COM	unp	90.21	72,165.84	105 94	84,752 00	12,586 16	3 8
				1,639,573 38		1,975,557 25	335,983 87	87.5

The Mathes Company, Inc.
PORTFOLIO APPRAISAL
The Raymond and Grace Harmon
Charitable Foundation Trust
Fidelity Investments: 671-893048
December 31, 2011

Quantity	Security	Security Symbol	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	Pct. Assets
PREFERRED STOCK								
2,650	WELLS FARGO & CO NEW DEP SHS SER J	wfc pr j	28 13	74,546 30	28 43	75,339 50	793 20	3 3

TOTAL PORTFOLIO				1,921,261.19		2,258,038.26	336,777.07	100.0
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<i>Cash</i>	<u>< 207,141.51 ></u>	<u>< 207,141.51 ></u>
	<u>1,714,119.68</u>	<u>2,050,896.75</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR YEAR ADJUSTMENT

3,192.

TOTAL

3,192.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
GRACE HARMON 514 EARTH CITY EXPRESSWAY, STE 141 EARTH CITY, MO 63045-1303	TRUSTEE 1.00	599.	0	0
JANIS DICKSON 514 EARTH CITY EXPRESSWAY, STE 141 EARTH CITY, MO 63045-1303	TRUSTEE 1.00	599.	0	0
LYNN MORRELL 514 EARTH CITY EXPRESSWAY, STE 141 EARTH CITY, MO 63045-1303	TRUSTEE 1.00	399.	0	0
DALE L ROLLINGS 1000 FAIRGROUNDS SAINT CHARLES, MO 63301	TRUSTEE 1.00	199.	0	0
RAYMOND HUESEMAN 514 EARTH CITY EXPRESSWAY, STE 141 EARTH CITY, MO 63045-1303	TRUSTEE 1.00	599.	0	0
ELIZABETH JONES 514 EARTH CITY EXPRESSWAY, STE 141 EARTH CITY, MO 63045-1303	TRUSTEE 1.00	599.	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JENNIFER BROWN 514 EARTH CITY EXPRESSWAY, STE 141 EARTH CITY, MO 63045-1303	TRUSTEE 1.00	599.	0	0
BRADLEY HARMON 514 EARTH CITY EXPRESSWAY, STE 141 EARTH CITY, MO 63045-1303	TRUSTEE 1.00	599.	0	0
KENNETH SMITH 514 EARTH CITY EXPRESSWAY, STE 141 EARTH CITY, MO 63045-1303	TRUSTEE 1.00	200.	0	0
DANIEL BUELL 514 EARTH CITY EXPRESSWAY, SUITE 14 EARTH CITY, MO 63045-1303	TRUSTEE 1.00	599.	0	0
GRAND TOTALS		4,991.	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VOLUNTEERS IN MEDICINE 162 ST PAUL STREET BURLINGTON, VT 05401	NONE EXEMPT		GENERAL FUNDING	10,000.
FAMILY ADVOCACY & COMMUNITY TRAINING 2260 BLUESTONE ST CHARLES, MO 63303	NONE EXEMPT		GENERAL FUNDING	10,500.
EMMAUS HOMES 2200 RANDOLPH STREET ST CHARLES, MO 63301	NONE EXEMPT		GENERAL FUNDING	12,284.
GALLOPING FOR GIRLS 8498 BYRNESVILLE ROAD HOUSE SPRINGS, MO 63051	NONE EXEMPT		GENERAL FUNDING	1,140.
ST CHARLES SUCCESS PROGRAM 2633 W CLAY ST ST CHARLES, MO 63301	NONE EXEMPT		GENERAL FUNDING	4,675.
BOONE CENTER, INC 200 TRADE CENTER ST. PETERS, MO 63376	NONE EXEMPT		GENERAL FUNDING	9,385.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW HOPE PRESBYTERIAN CHURCH 1580 KISKER ROAD ST. CHARLES, MO 63304	NONE EXEMPT		GENERAL FUNDING	10,860.
PARKSIDE MEADOWS 20 RESEARCH PARK DRIVE ST. CHARLES, MO 63304	NONE EXEMPT		GENERAL FUNDING	9,815.
YOUTH IN NEED 1815 BOONE'S LICK ROAD ST. CHARLES, MO 63301	NONE EXEMPT		GENERAL FUNDING	9,900.
WE LOVE ST. CHARLES 116 NORTH MAIN ST ST. CHARLES, MO 63301	NONE EXEMPT		GENERAL FUNDING	3,000.
CONNECTIONS TO SUCCESS 1701 N 2ND STREET ST. CHARLES, MO 63301	NONE EXEMPT		GENERAL FUNDING	6,500.
WESTGATE CHRISTIAN ACADEMY 1913 TRADE CENTER DR ST. PETERS, MO 63376	NONE EXEMPT		GENERAL FUNDING	7,200.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STS JOACHIM AND ANN CARE SERVICES 4110 MCCLAY ROAD ST. CHARLES, MO 10000	NONE EXEMPT		GENERAL FUNDING	10,000.
SSM ST. JOSEPH HEALTH CENTER 300 FIRST CAPITAL DRIVE ST. CHARLES, MO 63301	NONE EXEMPT		GENERAL FUNDING	21,741.
TOTAL CONTRIBUTIONS PAID				<u>127,000.</u>