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

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

, and ending

Name of foundation  
**THE CALLER FAMILY CHARITABLE FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address)  
**840 EAST HIGH STREET**

City or town, state, and ZIP code  
**LEXINGTON, KY 40502-2107**

Room/suite

A Employer identification number  
**31-1570007**

B Telephone number  
**(859) 266-1414**

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐  
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
**\$ 797,854.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	7.	7.		STATEMENT 1
	4 Dividends and interest from securities	18,452.	18,452.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,324.			
	b Gross sales price for all assets on line 6a	42,808.			
	7 Capital gain net income (from Part IV, line 2)		1,324.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	1,443.	1,443.		STATEMENT 3	
12 Total. Add lines 1 through 11	21,226.	21,226.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	3,975.	1,988.		1,987.
	c Other professional fees STMT 5	7,848.	7,848.		0.
	17 Interest				
	18 Taxes STMT 6	1,086.	4.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	12,909.	9,840.		1,987.
	25 Contributions, gifts, grants paid	49,150.			49,150.
26 Total expenses and disbursements. Add lines 24 and 25	62,059.	9,840.		51,137.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<40,833.>				
b Net investment income (if negative, enter -0-)		11,386.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		278,357.	110,624.	110,624.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 7		49,877.	49,941.	50,160.
	b	Investments - corporate stock STMT 8		32,960.	179,922.	179,640.
	c	Investments - corporate bonds STMT 9		21,169.	30,912.	30,796.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		28,116.	25,187.	24,131.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 11)		448,870.	421,930.	402,503.	
16	Total assets (to be completed by all filers)		859,349.	818,516.	797,854.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ )				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		859,349.	818,516.		
30	Total net assets or fund balances		859,349.	818,516.		
31	Total liabilities and net assets/fund balances		859,349.	818,516.		

## 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	859,349.
2	Enter amount from Part I, line 27a	2	<40,833.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	818,516.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	818,516.

**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			
b SEE ATTACHED STATEMENTS			
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 42,808.		41,484.	1,324.

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			1,324.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,324.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	39,039.	559,442.	.069782
2009	33,000.	695,123.	.047474
2008	45,452.	832,305.	.054610
2007	48,838.	927,802.	.052638
2006	51,081.	851,115.	.060017

2 Total of line 1, column (d)	2	.284521
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	.056904
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	832,809.
5 Multiply line 4 by line 3	5	47,390.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	114.
7 Add lines 5 and 6	7	47,504.
8 Enter qualifying distributions from Part XII, line 4	8	51,137.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	114.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	114.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	114.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 2,282.	7	2,282.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	2,168.
7 Total credits and payments. Add lines 6a through 6d		11	2,048.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 120. Refunded <input checked="" type="checkbox"/>			

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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
4a 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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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

N/A

**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address ► N/A				
14	The books are in care of ► THE FOUNDATION	Telephone no. ► (859) 266-1414		
	Located at ► 840 EAST HIGH STREET, LEXINGTON, KY	ZIP+4 ► 40502-2107		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A	
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?		Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870.

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEVEN H. CALLER 1805 LAKEHILL CIRCLE LEXINGTON, KY 40502	DIRECTOR 1.00	0.	0.	0.
SUSAN L. CALLER 1805 LAKEHILL CIRCLE LEXINGTON, KY 40502	DIRECTOR 0.00	0.	0.	0.
BRET A. CALLER 840 EAST HIGH STREET LEXINGTON, KY 40502	DIRECTOR 0.00	0.	0.	0.
JILL CALLER KAPENSTEIN 840 EAST HIGH STREET LEXINGTON, KY 40502	DIRECTOR 0.00	0.	0.	0.

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

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

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

0





**Part 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	662,658.
b	Average of monthly cash balances	1b	181,695.
c	Fair market value of all other assets	1c	1,138.
d	<b>Total</b> (add lines 1a, b, and c)	1d	845,491.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	845,491.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,682.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	832,809.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	41,640.

**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	41,640.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	114.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	114.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	41,526.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	41,526.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	41,526.

**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	51,137.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	51,137.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	114.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	51,023.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7				41,526.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006	9,363.			
<b>b</b> From 2007	3,812.			
<b>c</b> From 2008	4,209.			
<b>d</b> From 2009				
<b>e</b> From 2010	13,339.			
<b>f</b> Total of lines 3a through e	30,723.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$	51,137.			
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				41,526.
<b>e</b> Remaining amount distributed out of corpus	9,611.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	40,334.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	9,363.			
<b>9</b> Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	30,971.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007	3,812.			
<b>b</b> Excess from 2008	4,209.			
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010	13,339.			
<b>e</b> Excess from 2011	9,611.			

**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(i)(3) or ☐ 4942(i)(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

**b 85% of line 2a**

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

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

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

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

a "Assets" alternative test - enter:  
(1) Value of all assets

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

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

c "Support" alternative test - enter:

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

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

**(3) Largest amount of support from an exempt organization**

**(4) Gross investment income**

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

### 1 Information Regarding Foundation Managers:

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

SEE STATEMENT 12

**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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<b>a Paid during the year</b>				
SEE ATTACHED STATEMENT - ALL CONTRIBUTIONS TO PUBLIC CHARITIES	NONE			49,150.
<b>Total</b>	<b>▶ 3a</b>			49,150.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>	<b>▶ 3b</b>			0.





**CALLER FAMILY CHARITABLE FOUNDATION, INC.**  
**2011 DONATIONS**

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ANTI-DEFAMATION LEAGUE	250.00
AMERICAN FRIENDS OF MAGEN DAVID ADOM	250.00
AMERICAN RED CROSS	250.00
BABY HEALTH SERVICE, INC.	100.00
BOY SCOUTS OF AMERICA	100.00
CHABAD OF KENTUCKY	5,000.00
CHILD DEVELOPMENT CENTER	100.00
ETTA ISRAEL CENTER	1,000.00
GOD'S PANTRY FOOD BANK	100.00
THE HEBREW IMMIGRANT AID SOCIETY	250.00
HILLEL AT THE UNIV OF FLORIDA	1,000.00
HOPE CENTER	2,500.00
JEWISH NATIONAL FUND	5,000.00
KY HISTORICAL SOC FOUNDATION	100.00
KOSHER INFORMATION BOARD	2,000.00
LEXINGTON HEARING & SPEECH CENTER	100.00
NER AREYEH YESHIVA	5,000.00
NATIONAL JEWISH OUTREACH PROGRAM	1,000.00
OHR ELIYAHU ACADEMY	5,000.00
ORT AMERICA	1,000.00
PRICHARD COMMITTEE FOR EXCELLENCE	500.00
TORAH DAY SCHOOL OF ATLANTA	15,500.00
TORAS EMES RAV ISACSOHN YESHIVA	1,800.00
UNIVERSITY OF KENTUCKY ARTS & SCIENCES	1,250.00
	<hr/>
	49,150.00

**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	QUAKER AKROS ABSOLUTE RETURN-112.108 SHS	P	09/20/10	05/04/11
b	AQR DIVERSIFIED ARBITRAGE FUND-88.968 SHS	P	09/21/10	05/04/11
c	AQR DIVERSIFIED ARBITRAGE FUND-89.526 SHS	P	09/21/10	10/20/11
d	ISHARES DIVERSIFIED ALTERNATIVE-40 SHS	P	09/21/10	10/20/11
e	GABELLI COMSTOCK CAP VALUE-602.41 SHS	P	09/20/10	05/04/11
f	FRANKLIN STRATEGIC SER INC-93.633 SHS	P	09/20/10	05/04/11
g	FRANKLIN STRATEGIC SER INC-94.518 SHS	P	09/20/10	06/24/11
h	WASATCH-1ST SOURCE LONG/SHORT-73.692 SHS	P	09/20/10	05/04/11
i	WASATCH-1ST SOURCE LONG/SHORT-76.453 SHS	P	09/20/10	06/09/11
j	WASATCH-1ST SOURCE LONG/SHORT-77.459 SHS	P	09/20/10	06/24/11
k	WASATCH-1ST SOURCE LONG/SHORT-79.618 SHS	P	09/20/10	10/20/11
l	FPA CRESCENT PORTFOLIO-35.137 SHS	P	09/20/10	05/04/11
m	FPA CRESCENT PORTFOLIO-35.663 SHS	P	09/20/10	06/09/11
n	FPA CRESCENT PORTFOLIO-36.298 SHS	P	09/20/10	06/24/11
o	PYXIS LONG SHORT EQUITY FUND-89.526 SHS	P	09/20/10	05/04/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,000.		1,032.	<32.>
b	976.		988.	<12.>
c	976.		994.	<18.>
d	1,962.		1,978.	<16.>
e	1,000.		1,253.	<253.>
f	1,000.		975.	25.
g	1,000.		984.	16.
h	1,000.		858.	142.
i	1,000.		890.	110.
j	1,000.		902.	98.
k	1,000.		927.	73.
l	1,000.		897.	103.
m	1,000.		910.	90.
n	1,000.		926.	74.
o	1,000.		963.	37.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<32.>
b			<12.>
c			<18.>
d			<16.>
e			<253.>
f			25.
g			16.
h			142.
i			110.
j			98.
k			73.
l			103.
m			90.
n			74.
o			37.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3



**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	PYXIS LONG SHORT EQUITY FUND-91.827 SHS	P	09/20/10	06/24/11
b	PYXIS LONG SHORT EQUITY FUND-93.545 SHS	P	09/20/10	10/20/11
c	HUSSMAN STRATEGIC TOTAL RETURN-81.766 SHS	P	09/20/10	05/04/11
d	HUSSMAN STRATEGIC TOTAL RETURN-80.71 SHS	P	09/20/10	10/20/11
e	COLUMBIA GLOBAL EQUITY FUND-134.048 SHS	P	09/20/10	06/24/11
f	LEGG MASON PERMAL TACTICAL-65.02 SHS	P	09/20/10	05/04/11
g	LEGG MASON PERMAL TACTICAL-67.295 SHS	P	09/20/10	06/24/11
h	LEGG MASON PERMAL TACTICAL-71.48 SHS	P	09/20/10	10/20/11
i	MERGER FUND SH BEN INT-61.501 SHS	P	09/20/10	05/04/11
j	MERGER FUND SH BEN INT-61.881 SHS	P	09/20/10	06/24/11
k	MERGER FUND SH BEN INT-63.171 SHS	P	09/20/10	10/20/11
l	ABERDEEN EQUITY LONG-SHORT-86.43 SHS	P	09/20/10	05/04/11
m	ABERDEEN EQUITY LONG-SHORT-90.827 SHS	P	09/20/10	10/20/11
n	PIMCO COMMODITY REAL RETURN STRATEGY-103.413 SHS	P	05/15/09	05/04/11
o	PIMCO COMMODITY REAL RETURN STRATEGY-208.768 SHS	P	05/15/09	06/09/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,000.		988.	12.
b 1,000.		1,007.	<7.>
c 1,000.		1,036.	<36.>
d 1,000.		1,022.	<22.>
e 1,000.		947.	53.
f 1,000.		913.	87.
g 1,000.		945.	55.
h 1,000.		1,004.	<4.>
i 1,000.		980.	20.
j 1,000.		986.	14.
k 1,000.		1,007.	<7.>
l 1,000.		971.	29.
m 1,000.		1,021.	<21.>
n 1,000.		744.	256.
o 2,000.		1,501.	499.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			12.
b			<7.>
c			<36.>
d			<22.>
e			53.
f			87.
g			55.
h			<4.>
i			20.
j			14.
k			<7.>
l			29.
m			<21.>
n			256.
o			499.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	PUTNAM ABSOLUTE RETURN 700-84.104 SHS	P	09/20/10	05/04/11
b	PUTNAM ABSOLUTE RETURN 700-85.69 SHS	P	09/20/10	06/24/11
c	PIMCO STOCKPLUS TR SHORT-243.309 SHS	P	09/20/10	05/04/11
d	RUSSELL COMMODITY STRATEGIES-83.752 SHS	P	09/20/10	05/04/11
e	RUSSELL COMMODITY STRATEGIES-90.662 SHS	P	09/20/10	06/24/11
f	THREADNEEDLE GLOBAL EQUITY-90.58	P	09/20/10	05/04/11
g	RYDEX MANAGED FUTURES FUND-37.85 SHS	P	09/20/10	05/04/11
h	RYDEX MANAGED FUTURES FUND-39.17 SHS	P	09/20/10	06/24/11
i	RYDEX MANAGED FUTURES FUND-41.186 SHS	P	09/20/10	10/20/11
j	NET SHORT TERM LOSS FROM 26-4632352	P	VARIOUS	VARIOUS
k	NET LONG TERM LOSS FROM 26-4632352	P	VARIOUS	VARIOUS
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,000.		954.	46.
b 1,000.		972.	28.
c 1,000.		1,187.	<187.>
d 1,000.		917.	83.
e 1,000.		993.	7.
f 1,000.		858.	142.
g 1,000.		923.	77.
h 1,000.		955.	45.
i 1,000.		1,005.	<5.>
j		2,030.	<2,030.>
k		141.	<141.>
l 1,894.			1,894.
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			46.
b			28.
c			<187.>
d			83.
e			7.
f			142.
g			77.
h			45.
i			<5.>
j			<2,030.>
k			<141.>
l			1,894.
m			
n			
o			

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	1,324.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

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SOURCE	AMOUNT
TD WATERHOUSE	7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST PAID ON PURCHASES	<372.>	0.	<372.>
DIVIDENDS & INTEREST	20,718.	1,894.	18,824.
TOTAL TO FM 990-PF, PART I, LN 4	20,346.	1,894.	18,452.

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FORM 990-PF OTHER INCOME STATEMENT 3

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PORTFOLIO INCOME-ISHARES PTRS	1,443.	1,443.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,443.	1,443.	

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FORM 990-PF ACCOUNTING FEES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,975.	1,988.		1,987.
TO FORM 990-PF, PG 1, LN 16B	3,975.	1,988.		1,987.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	7,598.	7,598.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM PASSTHROUGH	250.	250.		0.
TO FORM 990-PF, PG 1, LN 16C	7,848.	7,848.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	4.	4.		0.
EXCISE TAX	1,082.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,086.	4.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTES - DEUTSCHE BANK (SEE ATTACHED SCHEDULE	X		49,941.	50,160.
TOTAL U.S. GOVERNMENT OBLIGATIONS			49,941.	50,160.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			49,941.	50,160.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS STOCKS - DEUTSCHE BANK ACCOUNT (SEE ATTACHED SCHEDULE)	179,922.	179,640.
TOTAL TO FORM 990-PF, PART II, LINE 10B	179,922.	179,640.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - DEUTSCHE BANK (SEE ATTACHED SCHEDULE)	30,912.	30,796.
TOTAL TO FORM 990-PF, PART II, LINE 10C	30,912.	30,796.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISHARES DIVERSIFIED ALTERNATIVES PARTNERSHIP	COST	25,187.	24,131.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,187.	24,131.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - ZOLONDEK ACCOUNT (SEE SCHEDULE ATTACHED)	113,021.	117,546.	111,993.
MUTUAL FUNDS - MAIN ACCOUNT (SEE SCHEDULE ATTACHED)	304,400.	267,065.	254,851.
ACCRUED INTEREST (NOT RELEASED)	371.	56.	56.
MUTUAL FUNDS - PESKOFF ACCOUNT (SEE SCHEDULE ATTACHED)	18,953.	20,321.	18,708.
MUTUAL FUNDS - DEUTSCHE BANK ACCOUNT (SEE SCHEDULE ATTACHED)	10,117.	15,860.	15,813.

SANDFLY PARTNERSHIP DISTRIBUTION

RECEIVABLE	2,008.	0.	0.
OTHER RECEIVABLE	0.	1,082.	1,082.
TO FORM 990-PF, PART II, LINE 15	<u>448,870.</u>	<u>421,930.</u>	<u>402,503.</u>

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGERSTEVEN H. CALLER  
SUSAN L. CALLER

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file)** . You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time . You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

## **Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions <b>THE CALLER FAMILY CHARITABLE FOUNDATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>31-1570007</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>840 EAST HIGH STREET</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>LEXINGTON, KY 40502-2107</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

### THE FOUNDATION

- The books are in the care of ► **840 EAST HIGH STREET - LEXINGTON, KY 40502-2107**  
Telephone No. ► **(859) 266-1414** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012** , to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2011** or  
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<b>1,200.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<b>1,200.</b>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<b>0.</b>

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE CALLER FAMILY CHARITABLE FOUNDATION	<input checked="" type="checkbox"/> 31-1570007
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	840 EAST HIGH STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	LEXINGTON, KY 40502-2107	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.****THE FOUNDATION**

- The books are in the care of **840 EAST HIGH STREET - LEXINGTON, KY 40502-2107**  
Telephone No. **(859) 266-1414** FAX No. \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **NOVEMBER 15, 2012**.
- For calendar year **2011**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension  
**ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	<b>1,200.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	<b>1,200.</b>
<b>c</b> Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	<b>0.</b>

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Aurson C. Carter** Title **CPA**Date **7/24/12**



Callier Family Charitable Foundation  
Investment Summary  
EIN 31-157007

Date Acquired	Description	12/31/2010		FMV 12/31/2010	2011 Purchases or Reinvestments		2011 Sales or Dispositions		2011 Amort	12/31/2011		FMV 12/31/2011	
		# of Shares	Cost		# of Shares	Cost	Date	# of Shares		Selling Price	Gain/(Loss)		# of Shares
Stocks													
10/4/2011	American Express Co				10/4/2011	150,000	6,258.48				150,000	6,258.48	7,075.50
11/6/2010	Berkshire Hathaway Inc				7/12/2011	175,000	13,314.77				125,000	10,196.10	9,537.50
7/12/2011	Berkshire Hathaway Inc			10,013.75	9/22/2011	200,000	5,200.44				175,000	13,314.77	13,352.50
9/22/2011	Brookfield Asset Mgmt Inc				8/19/2011	400,000	4,682.60				200,000	5,200.44	5,486.00
8/19/2011	Charles Schwab Corp				3/16/2011	100,000	5,611.83				400,000	4,682.60	4,504.00
3/16/2011	Citi National Corp				8/18/2011	150,000	6,135.71				100,000	5,611.83	4,418.00
8/18/2011	Citi National Corp				11/22/2011	50,000	4,497.85				150,000	6,135.71	6,627.00
11/22/2011	Enstar Group Ltd				8/6/2011	150,000	10,846.50				50,000	4,497.85	4,910.00
8/6/2011	Exxon Mobil Corp				3/14/2011	200,000	10,675.00				150,000	10,846.50	12,714.00
3/14/2011	Genco Investment Inc				7/12/2011	40,000	5,312.40				200,000	10,675.00	10,872.50
7/12/2011	Goldman Sachs Group Inc				6/10/2011	10,000	5,104.71				35,000	5,570.88	3,165.05
6/10/2011	Google Inc			10,605.00							40,000	5,312.40	3,617.20
11/1/2010	J.P. Morgan Chase & Co		9,348,530		8/8/2011	125,000	4,517.14				250,000	9,348.53	8,312.50
8/8/2011	J.P. Morgan Chase & Co			6,185.00							125,000	4,517.14	4,156.25
11/18/2010	Johnson & Johnson		6,444,810								100,000	6,444.81	6,558.00
12/22/2011	Johnson & Johnson				12/22/2011	50,000	3,300.00				50,000	3,300.00	3,278.00
2/11/2011	Kraft Foods Inc				2/11/2011	250,000	7,682.50				250,000	7,682.50	9,340.00
8/8/2011	Leucadia International Corp				8/8/2011	225,000	6,471.00				225,000	6,471.00	5,118.50
12/22/2011	Microsoft Corp				12/22/2011	350,000	9,035.95				350,000	9,035.95	9,086.00
7/12/2011	Northern Trust Corp				7/12/2011	200,000	9,163.42				200,000	9,163.42	7,932.00
2/24/2011	PepsiCo Inc				2/24/2011	125,000	7,923.51				125,000	7,923.51	8,293.75
2/24/2011	Walmart Stores Inc				2/24/2011	150,000	7,923.22				150,000	7,923.22	8,964.00
7/15/2011	Walmart Stores Inc				7/15/2011	50,000	2,679.46				50,000	2,679.46	2,888.00
8/6/2011	Walmart Stores Inc				8/6/2011	100,000	5,053.71				100,000	5,053.71	5,976.00
11/18/2010	Wells Fargo & Co		6,970,000	7,747.50							250,000	6,970.00	6,860.00
	Total Stocks	725,000	32,960.44	34,551.25		3,285,000	145,961.16		0.00	0.00	4,010,000	179,921.60	179,640.25
Notes & Bonds													
12/29/2010	UST Notes 500% 11/30/12			49,935.50					-	64.19	50,000,000	49,941.14	50,160.00
	Total US Treasury Notes	50,000,000	49,976,950	49,935,500		0.00				64.19	50,000,000	49,941.14	50,160.00
12/21/2010	Coca Cola Enterprise Inc 3.75% 11/30/12			10,346.70	9/9/2011	10,000,000	10,600.00			(308.05)	10,000,000	10,052.39	10,044.10
9/9/2011	Leucadia International Corp 7% 8/15/13			10,789.60						(89.27)	10,000,000	10,510.73	10,400.00
12/16/2010	Medtronic Energy Hlgs Co 5.975% 10/1/12			21,138.300						(459.15)	10,000,000	10,349.33	10,351.80
	Total Corporate Bonds	20,000,000	21,168,920	21,138.300		10,000,000	10,600.00		0.00	(856.47)	30,000,000	30,912.45	30,795.90
RE Estate Investment Trusts													
11/1/2010	Annely Cap Management Inc		5,323,820	5,376.00					-		300,000	5,323.82	4,788.00
12/16/2010	Douglas Emmett Inc		4,792,880	4,980.00					-		250,000	4,792.89	5,472.00
8/4/2011	Starwood Property Trust Inc				8/4/2011	300,000	5,743.70				300,000	5,743.70	5,553.00
	Total Mutual Funds	550,000	10,116.71	10,356.00		300,000	5,743.70		0.00	0.00	850,000	15,660.41	15,613.00
	Total Securities	71,275,000	114,123,020	115,981,050		13,585,000	163,304.86		0.00	0.00	84,860,000	276,635.80	276,408.15

**Caller Family Charitable Foundation**  
Investment Summary  
EIN 31-157007

Date Acquired	Description	12/31/2010		FMV 12/31/2010	2011 Purchases or Reinvestments		2011 Sales or Dispositions		12/31/2011		FMV 12/31/2011			
		# of Shares	Cost		Date	# of Shares	Cost	Selling Price	Gain/(Loss)	# of Shares		Cost		
Partnership	Ishares Diversified Alternatives-Pship	355 000	18 022 61	17,945 29			10/20/2011	40 000	1 977 72	1,961 61	(16 11)	315 000	16,044 89	15,356 25
	Total Partnership	355 000	18 022 61	17,945 29	0 00	0 00		40 000	1,977 72	1,961 61	(16 11)	315 000	16 044 89	15,356 25
Mutual Funds														
5/15/2009	Pimco Funds Commodity/Real Return Strai A	2 280 715	16 400 00	20,891 35			5/4/2011	103 413	743 61	1,000 00	256 39	1 968 534	14,155 19	12,618 30
9/20/2010	Aberdeen Funds Eq Long-Short Fd	1 601 423	18 000 00	18 432 38			6/9/2011	208 768	1,501 19	2,000 00	498 81			
							5/4/2011	86 430	971 47	1,000 00	28 53	1,424 166	16,007 63	15,665 83
9/21/2010	AQR Diversified Arbitrage I	1,620 920	18 000 00	18,057 50			10/20/2011	90 827	1 020 90	1,000 00	(20 90)			
							5/4/2011	88 968	987 97	976 00	(11 97)	1 442 426	16,017 86	15,708 02
9/20/2010	Columbia Fund Global Equity Fund	1 900 739	18 000 00	19 330 52	5/31/2011	615 876	10/20/2011	89 526	984 17	976 00	(18 17)			
							5/4/2011	90 580	857 79	1,000 00	142 21	2 291 987	16 195 04	15,284 63
9/20/2010	Comstock Ptnrs Fds Cap Value	8,653 846	18 000 00	15,663 46			6/24/2011	134 048	947 17	1 000 00	52 83			
9/20/2010	FPA Crescent Portfolio	705 329	18 000 00	18,895 76			5/4/2011	602 410	1 253 01	1,000 00	(253 01)	8 051 436	16 746 99	14,090 01
							5/4/2011	35 137	896 70	1 000 00	103 30	598 231	15,266 86	16,020 63
9/20/2010	Franklin Strategic Ser Strai Inc Fd	1 728 462	18 000 00	18 027 86			6/9/2011	35 663	910 12	1,000 00	89 88			
							6/24/2011	36 298	926 33	1,000 00	73 67	1,540 311	16,040 62	15,557 14
9/20/2010	Highlands Funds Long/Short Equity A	1 672 862	18,000 00	18,736 05			5/4/2011	93 633	975 08	1 000 00	24 92			
							6/24/2011	94 518	984 30	1 000 00	15 70	1,397 964	15,042 10	15,111 99
9/20/2010	Hussman Invt Tr Strai Total Ret Fd	1,421 028	18 000 00	17,237 05			5/4/2011	81 766	1,035 72	1 000 00	(35 72)	1 258 552	15,941 93	15,480 19
9/20/2010	Legg Mason Clearbridge Pernal	1 282 051	18 000 00	18 833 33			10/20/2011	80 710	1,022 34	1 000 00	(22 34)			
							5/4/2011	65 020	912 88	1 000 00	87 12	1,078 256	15,138 72	14,793 67
9/20/2010	Merger Fd Sh Ben Int	1,129 235	18,000 00	17,819 33			6/24/2011	67 295	944 82	1 000 00	55 18			
							10/20/2011	71 480	1,003 58	1,000 00	(3 58)	942 682	15 026 35	14,696 41
9/20/2010	Pimco Stock Plus SH Strai Fd Instl	3 691 170	18 000 00	16 130 41			5/4/2011	61 501	980 33	1,000 00	19 67			
9/20/2010	Putnam Funds Absolut return 700	1 585 903	18,000 00	17,841 41			6/24/2011	61 881	986 38	1,000 00	13 62	1 258 552	15,941 93	15,480 19
9/20/2010	Russell Funds Commodity Str S	1 643 836	18,000 00	18 526 03			10/20/2011	63 171	1 006 95	1,000 00	(6 95)			
9/20/2010	Rydex/Igi Funds Managed Futures	738 007	18 000 00	19,025 82			5/4/2011	243 309	1 186 50	1,000 00	(186 50)	3,447 861	16 813 50	13 998 32
							5/4/2011	84 104	954 58	1,000 00	45 42	1,416 109	16,072 84	15,393 10
9/20/2010	Quaker Akros Absolute Str A	1,956 039	18 000 00	17 486 99			6/24/2011	85 690	972 58	1 000 00	27 42	1,469 422	16,090 17	14,018 29
9/20/2010	Wasatch Funds Inc Long/Short Fund	1,546 392	18,000 00	19,530 93			5/4/2011	83 752	917 08	1 000 00	82 92			
							6/24/2011	90 662	992 75	1 000 00	7 25			
							5/4/2011	37 850	923 16	1 000 00	76 84	619 801	15,116 95	14,838 04
9/20/2010	Quaker Akros Absolute Str A	1,956 039	18 000 00	17 486 99			6/24/2011	39 170	955 36	1,000 00	44 64			
9/20/2010	Wasatch Funds Inc Long/Short Fund	1,546 392	18,000 00	19,530 93			10/20/2011	112 108	1,004 53	1,000 00	(4 53)	1 843 931	16,968 35	15,673 41
							5/4/2011	101 665	1 000 00	1 000 00	(31 65)	1 239 170	14,423 94	15 923 33
							6/9/2011	76 453	889 91	1,000 00	110 09			
							6/24/2011	77 459	901 62	1,000 00	98 38			
							10/20/2011	79 618	926 75	1,000 00	73 25			
	Total Mutual Funds	35,157 957	304,400 00	310 466 18	615 876	-		3 742 994	37,334 97	38 952 000	1,617 028	32,030 839	267,065 03	254,851 31
	Total Securities	35 512 96	322 422 61	328 411 47	615 88	-		3,782 99	39,312 69	40 913 61	1 600 92	32,345 84	283,109 92	270,207 56

Callier Family Charitable Foundation  
Investment Summary  
EIN 31-157007

Date Acquired	Description	12/31/2010		FMV 12/31/2010	2011 Purchases or Reinvestments		Date	2011 Sales or Dispositions		12/31/2011		FMV 12/31/2011
		# of Shares	Cost		# of Shares	Cost		# of Shares	Cost	# of Shares	Cost	
Partnership 9/21/2010	Ishares Diversified Alternatives	120,000	6,095.31	6,066.01						120,000	6,095.31	5,850.00
	Total Partnership	120,000	6,095.31	6,066.01	0.00	0.00				120,000	6,095.31	5,850.00
<b>Mutual Funds</b>												
9/21/2010	Abdleen Funds Eq LS Fd	579,839	6,500.00	6,073.95						579,839	6,500.00	6,378.23
12/21/2011	Abdleen Funds Eq LS Fd				5,906	64.78	12/21/2011			5,906	64.78	64.97
9/21/2010	AQR Diversified Arbitrage I	583,950	6,500.00	6,505.20						583,950	6,500.00	6,359.22
12/20/2010	AQR Diversified Arbitrage I	8,869	88.18	88.80						8,869	88.18	86.56
12/18/2011	AQR Diversified Arbitrage I				5,042	54.91	12/19/2011			5,042	54.91	54.91
12/18/2011	AQR Diversified Arbitrage I				15,134	164.81	12/19/2011			15,134	164.81	164.81
12/22/2010	Columbia Fund GL Extended Alpha CL A	331,971	6,500.00	7,064.34						331,971	6,500.00	6,519.91
12/22/2011	Columbia Fund GL Extended Alpha CL A	6,284	131.03	133.72						6,284	131.03	123.42
12/22/2011	Columbia Fund GL Extended Alpha CL A				13,031	253.85	12/22/2011			13,031	253.85	253.93
9/21/2010	Comstock Partners Fds Cap Value	3,110,048	6,500.00	5,629.19						3,110,048	6,500.00	5,442.58
9/21/2010	FPA Crescent Portfolio	254,304	6,500.00	6,812.80	5,752	112.05	12/22/2011			254,304	6,500.00	6,810.26
12/14/2010	FPA Crescent Portfolio	5,758	152.59	154.28						5,758	152.59	154.20
7/5/2011	FPA Crescent Portfolio				0,371	10.40	7/5/2011			0,371	10.40	9.94
7/5/2011	FPA Crescent Portfolio				1,950	54.61	7/5/2011			1,950	54.61	52.22
12/21/2011	FPA Crescent Portfolio				4,640	123.32	12/21/2011			4,640	123.32	124.26
12/21/2011	FPA Crescent Portfolio				0,987	26.24	12/21/2011			0,987	26.24	26.43
12/21/2011	Franklin Square Strategic Ser Strat Inc Fd	620,801	6,500.00	6,476.00						620,801	6,500.00	6,271.10
10/4/2010	Franklin Square Strategic Ser Strat Inc Fd	2,956	30.86	30.83						2,956	30.86	29.86
11/2/2010	Franklin Square Strategic Ser Strat Inc Fd	2,875	30.19	29.99						2,875	30.19	29.04
12/2/2010	Franklin Square Strategic Ser Strat Inc Fd	3,043	31.46	31.74						3,043	31.46	30.73
12/31/2010	Franklin Square Strategic Ser Strat Inc Fd	2,959	30.80	30.86						2,959	30.80	29.89
2/2/2011	Franklin Square Strategic Ser Strat Inc Fd				2,903	30.37	2/2/2011			2,903	30.37	29.32
3/2/2011	Franklin Square Strategic Ser Strat Inc Fd				29,30	29.30	3/2/2011			29,30	29.30	28.08
4/4/2011	Franklin Square Strategic Ser Strat Inc Fd				2,907	30.64	4/4/2011			2,907	30.64	29.36
5/3/2011	Franklin Square Strategic Ser Strat Inc Fd				2,819	30.14	5/3/2011			2,819	30.14	28.47
6/2/2011	Franklin Square Strategic Ser Strat Inc Fd				2,853	30.47	6/2/2011			2,853	30.47	28.82
7/5/2011	Franklin Square Strategic Ser Strat Inc Fd				2,862	30.28	7/5/2011			2,862	30.28	28.91
8/2/2011	Franklin Square Strategic Ser Strat Inc Fd				2,868	30.54	8/2/2011			2,868	30.54	28.97
9/2/2011	Franklin Square Strategic Ser Strat Inc Fd				2,970	30.74	9/2/2011			2,970	30.74	30.00
10/3/2011	Franklin Square Strategic Ser Strat Inc Fd				2,930	29.24	10/3/2011			2,930	29.24	29.59
11/1/2011	Franklin Square Strategic Ser Strat Inc Fd				4,425	45.71	11/1/2011			4,425	45.71	44.69
12/1/2011	Franklin Square Strategic Ser Strat Inc Fd				4,735	47.54	12/1/2011			4,735	47.54	47.82
12/30/2011	Franklin Square Strategic Ser Strat Inc Fd				4,612	46.54	12/30/2011			4,612	46.54	46.56
11/2/2010	Hartford Mutual Fd Inc Cap Apprec Fd	604,089	6,500.00	6,785.80						604,089	6,500.00	6,530.20
9/21/2010	Highland Funds Long/Short Equity A	12,390	138.40	138.77						12,390	138.40	133.94
12/15/2010	Highland Funds Long/Short Equity A				3,828	41.96	3/16/2011			3,828	41.96	41.38
3/16/2011	Highland Funds Long/Short Equity A				3,738	39.70	12/16/2011			3,738	39.70	40.41
12/16/2011	Highland Funds Long/Short Equity A											
9/21/2010	Hussman Inv Tr Strat Total ret Fd	509,119	6,500.00	6,175.61						509,119	6,500.00	6,262.16
9/21/2010	Hussman Inv Tr Strat Total ret Fd	1,197	15.27	14.52						1,197	15.27	14.72
9/21/2010	Hussman Inv Tr Strat Total ret Fd	22,381	274.61	271.48						22,381	274.61	275.29
1/3/2011	Hussman Inv Tr Strat Total ret Fd				2,195	26.63	1/3/2011			2,195	26.63	27.00
4/1/2011	Hussman Inv Tr Strat Total ret Fd				0,441	5.35	4/1/2011			0,441	5.35	5.42
7/1/2011	Hussman Inv Tr Strat Total ret Fd				1,273	15.52	7/1/2011			1,273	15.52	15.66
10/3/2011	Hussman Inv Tr Strat Total ret Fd				0,731	9.12	10/3/2011			0,731	9.12	8.98
11/18/2011	Hussman Inv Tr Strat Total ret Fd				5,982	74.42	11/18/2011			5,982	74.42	73.70
11/18/2011	Hussman Inv Tr Strat Total ret Fd				3,972	49.33	11/18/2011			3,972	49.33	48.88
9/21/2010	Legg Mason Clearbridge Pernal	463,623	6,500.00	6,810.62						463,623	6,500.00	6,380.91
9/21/2010	Legg Mason Clearbridge Pernal	10,741	157.57	157.79						10,741	157.57	147.37
9/21/2010	Marcus Inv Fd 21st Century Fd											
12/31/2010	Merger Fd Sh Ben Int											
12/31/2010	Merger Fd Sh Ben Int											
12/30/2011	Merger Fd Sh Ben Int											
12/30/2011	Merger Fd Sh Ben Int											
9/21/2010	Pimco Funds Commodity/Real	821,745	6,500.00	7,527.18						821,745	6,500.00	5,267.39

**Callier Family Charitable Foundation**  
Investment Summary  
EIN 31-157007

1/4/2011	Pimco Funds Commodity/Real	1/4/2011	16 904	154 84	16 904	154 84	108 35
3/21/2011	Pimco Funds Commodity/Real	3/21/2011	22 433	206 38	22 433	206 38	143 80
6/20/2011	Pimco Funds Commodity/Real	6/20/2011	45 802	399 39	45 802	399 39	283 56
9/18/2011	Pimco Funds Commodity/Real	9/18/2011	45 303	376 47	45 303	376 47	290 39
12/7/2011	Pimco Funds Commodity/Real	12/7/2011	18 623	138 74	18 623	138 74	119 37
12/7/2011	Pimco Funds Commodity/Real	12/7/2011	4 431	33 01	4 431	33 01	28 40
12/30/2011	Pimco Funds Commodity/Real	12/30/2011	126 129	808 49	126 129	808 49	808 48
9/21/2011	Pimco Stockplus Sh Strat Fd Instl	9/21/2011	1 324 335	6 500 00	1 324 335	6 500 00	5 376 80
3/18/2011	Pimco Stockplus Sh Strat Fd Instl	3/18/2011	7 807	33 49	7 807	33 49	31 70
6/11/2011	Pimco Stockplus Sh Strat Fd Instl	6/11/2011	7 223	31 13	7 223	31 13	26 33
9/16/2011	Pimco Stockplus Sh Strat Fd Instl	9/16/2011	14 566	62 91	14 566	62 91	59 26
12/29/2011	Pimco Stockplus Sh Strat Fd Instl	12/29/2011	2 528	10 29	2 528	10 29	10 26
12/29/2011	Pimco Stockplus Sh Strat Fd Instl	12/29/2011	573 192	6 448 41	573 192	6 448 41	6 230 60
12/27/2011	Pimco Stockplus Sh Strat Fd Instl	12/27/2011	19 789	222 63	19 789	222 63	215 11
9/21/2011	Pimco Stockplus Sh Strat Fd Instl	9/21/2011	703 913	221 83	703 913	221 83	259 81
12/27/2011	Pimco Stockplus Sh Strat Fd Instl	12/27/2011	22 641	202 41	22 641	202 41	182 45
12/27/2011	Pimco Stockplus Sh Strat Fd Instl	12/27/2011	587 976	6 500 00	587 976	6 500 00	5 704 69
12/27/2011	Pimco Stockplus Sh Strat Fd Instl	12/27/2011	883 87	883 87	883 87	883 87	775 02
12/27/2011	Pimco Stockplus Sh Strat Fd Instl	12/27/2011	12 378	118 46	12 378	118 46	118 09
12/27/2011	Pimco Stockplus Sh Strat Fd Instl	12/27/2011	0 015	0 14	0 015	0 14	163 86
12/27/2011	Pimco Stockplus Sh Strat Fd Instl	12/27/2011	266 612	6 500 00	266 612	6 500 00	6 382 69
9/21/2011	Pimco Stockplus Sh Strat Fd Instl	9/21/2011	560 345	6 500 00	560 345	6 500 00	7 200 43
10/1/2011	Pimco Stockplus Sh Strat Fd Instl	10/1/2011	0 163	1 91	0 163	1 91	2 09
12/29/2011	Pimco Stockplus Sh Strat Fd Instl	12/29/2011	0 120	1 51	0 120	1 51	1 54
7/1/2011	Pimco Stockplus Sh Strat Fd Instl	7/1/2011	0 144	1 91	0 144	1 91	1 85
	<b>Total Mutual Funds</b>		<b>12,524,896</b>	<b>113,020,75</b>	<b>12,524,896</b>	<b>113,020,75</b>	<b>111,992,63</b>
<b>CDs</b>							
8/15/2008	Wachovia Bank CD						
2/25/2009	Sallie Mae Bk Murray UT CD (included in cash)						
	<b>Total CDs</b>		<b>20 000</b>	<b>20 000 00</b>	<b>20 000</b>	<b>20 000 00</b>	<b>20,085 80</b>
	<b>Total Securities</b>		<b>139,116 08</b>	<b>141,231 22</b>	<b>139,116 08</b>	<b>141,231 22</b>	<b>137,628 43</b>

Caller Family Charitable Foundation  
Investment Summary  
EIN 31-157007

Date Acquired Partnership	Description	12/31/2010		FMV 12/31/2010	2011 Purchases or Reinvestments		2011 Sales or Dispositions		12/31/2011		FMV 12/31/2011	
		# of Shares	Cost		Date	# of Shares	Cost	Selling Price	Gain/(Loss)	# of Shares		Cost
	Ishares Diversified Alternatives	60	3,053.14	3,033.01						60	3,053.14	2,925.00
	Total Partnership	60.00	3,053.14	3,033.01		0.000		-		60.00	3,053.14	2,925.00
Mutual Funds												
9/21/2010	AQR Diversified Arbitrage I	277.367	3,100.00	3,089.87						277.367	3,100.00	3,020.53
12/20/2010	AQR Diversified Arbitrage I	4.212	46.63	46.92						4.212	46.63	45.87
12/19/2011	AQR Diversified Arbitrage I					12/19/2011	9.583	104.36		9.583	104.36	104.36
9/21/2010	FPA Crescent Portfolio	121.283	3,100.00	3,249.17						121.283	3,100.00	3,247.96
12/14/2010	FPA Crescent Portfolio	2.746	72.77	73.57						2.746	72.77	73.54
7/5/2011	FPA Crescent Portfolio					7/5/2011	1.107	31.01		1.107	31.01	29.65
12/21/2011	FPA Crescent Portfolio					12/21/2011	2.684	71.32		2.684	71.32	71.88
9/21/2010	Hussman Inv't Tr Strat Total Ret Fd	241.824	3,100.00	2,933.33						241.824	3,100.00	2,974.44
10/1/2010	Hussman Inv't Tr Strat Total Ret Fd	0.568	7.25	6.89						0.568	7.25	6.99
11/22/2010	Hussman Inv't Tr Strat Total Ret Fd	10.630	130.43	128.94						10.630	130.43	130.75
1/3/2011	Hussman Inv't Tr Strat Total Ret Fd					1/3/2011	1.043	12.65		1.043	12.65	12.83
4/1/2011	Hussman Inv't Tr Strat Total Ret Fd					4/1/2011	0.209	2.54		0.209	2.54	2.57
7/1/2011	Hussman Inv't Tr Strat Total Ret Fd					7/1/2011	0.605	7.37		0.605	7.37	7.44
10/3/2011	Hussman Inv't Tr Strat Total Ret Fd					10/3/2011	0.347	4.33		0.347	4.33	4.27
11/21/2011	Hussman Inv't Tr Strat Total Ret Fd					11/21/2011	4.714	58.78		4.714	58.78	58.20
9/21/2010	Pimco Funds Commodity/Real	391.909	3,100.00	3,589.89						391.909	3,100.00	2,511.79
1/4/2011	Pimco Funds Commodity/Real					1/4/2011	8.062	73.85		8.062	73.85	51.68
3/21/2011	Pimco Funds Commodity/Real					3/21/2011	10.699	98.43		10.699	98.43	68.58
6/20/2011	Pimco Funds Commodity/Real					6/20/2011	21.844	190.48		21.844	190.48	140.02
9/19/2011	Pimco Funds Commodity/Real					9/19/2011	21.660	179.55		21.660	179.55	138.84
12/9/2011	Pimco Funds Commodity/Real					12/9/2011	10.985	81.91		10.985	81.91	70.48
12/30/2011	Pimco Funds Commodity/Real					12/30/2011	60.154	385.59		60.154	385.59	385.59
9/21/2010	Pimco Stockplus Sh Strat Fd Instl	629.039	3,100.00	2,748.90						629.039	3,100.00	2,553.90
3/18/2011	Pimco Stockplus Sh Strat Fd Instl					3/18/2011	3.709	15.91		3.709	15.91	15.06
6/17/2011	Pimco Stockplus Sh Strat Fd Instl					6/17/2011	3.432	14.79		3.432	14.79	13.93
9/16/2011	Pimco Stockplus Sh Strat Fd Instl					9/16/2011	6.933	29.88		6.933	29.88	28.15
12/29/2011	Pimco Stockplus Sh Strat Fd Instl					12/29/2011	1.201	4.89		1.201	4.89	4.88
12/31/2010	Quaker Akros Absolute Str A	10.754	96.14	96.14						10.754	96.14	91.41
9/21/2010	Quaker Akros Absolute Str A	334.348	3,100.00	2,989.07						334.348	3,100.00	2,841.98
		-	-	-						-	-	-
	Total Mutual Funds	2,024.680	18,953.22	18,952.69		169	1,367.64	-	-	2,193.661	20,320.86	18,707.53
	Total	2,084.68	22,006.36	21,965.70		169.98	1,367.64	0.00	0.00	2,253.66	23,374.00	21,632.53