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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation CAROL AND WITT STEPHENS CHARITABLE FOUNDATION		A Employer identification number 31-1740109
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 3417	Room/suite	B Telephone number (501) 377-2118
City or town, state, and ZIP code LITTLE ROCK, AR 72203		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <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) \$ 9,530,757.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received		13,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		63,413.	63,413.	63,413.	STATEMENT 1
4 Dividends and interest from securities		35,084.	35,084.	35,084.	STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		289,736.			
b Gross sales price for all assets on line 6a	2,111,322.				
7 Capital gain net income (from Part IV, line 2)			289,736.		
8 Net short-term capital gain				N/A	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<552.>	<552.>	<552.>	STATEMENT 3
12 Total. Add lines 1 through 11		400,681.	387,681.	97,945.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes	STMT 4	2,244.	244.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	44.	44.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		2,288.	288.	0.	0.
25 Contributions, gifts, grants paid		1,142,925.			1,142,925.
26 Total expenses and disbursements. Add lines 24 and 25		1,145,213.	288.	0.	1,142,925.
27 Subtract line 26 from line 12		<744,532.>			
a Excess of revenue over expenses and disbursements			387,393.		
b Net investment income (if negative, enter -0-)				97,945.	
c Adjusted net income (if negative, enter -0-)					

**CAROL AND WITT STEPHENS
CHARITABLE FOUNDATION**
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	7,213,496.	6,384,107.	6,384,099.
	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			
	b Investments - corporate stock STMT 6	4,635,407.	4,716,592.	3,140,723.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 7)	2,263.	5,935.	5,935.	
16 Total assets (to be completed by all filers)	11,851,166.	11,106,634.	9,530,757.	
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	11,851,166.	11,106,634.		
30 Total net assets or fund balances	11,851,166.	11,106,634.		
31 Total liabilities and net assets/fund balances	11,851,166.	11,106,634.		

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	11,851,166.
2 Enter amount from Part I, line 27a	2	<744,532.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,106,634.
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	11,106,634.

**CAROL AND WITT STEPHENS
CHARITABLE FOUNDATION**
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 2,111,322.		1,821,586.	289,736.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			289,736.	
2 Capital gain net income or (net capital loss)		289,736.		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		4,247.		

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	508,467.	10,856,052.	.046837
2009	931,769.	10,768,795.	.086525
2008	388,213.	14,585,656.	.026616
2007	275,666.	3,330,838.	.082762
2006	1,174.	0.	.000000
2 Total of line 1, column (d)			.242740
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			.048548
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			11,232,517.
5 Multiply line 4 by line 3			545,316.
6 Enter 1% of net investment income (1% of Part I, line 27b)			3,874.
7 Add lines 5 and 6			549,190.
8 Enter qualifying distributions from Part XII, line 4			1,142,925.

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.

CAROL AND WITT STEPHENS
CHARITABLE FOUNDATION**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	3,874.
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	3,874.
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	3,874.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	2,534.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6d	
b Exempt foreign organizations - tax withheld at source		7	2,534.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	1,340.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	
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			

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
1b 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
1c 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
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 type="checkbox"/> AR		
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

CAROL AND WITT STEPHENS
CHARITABLE FOUNDATION

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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? Website address ► N/A	13	X	
14	The books are in care of ► THE COMPANY Telephone no ► (501) 320-0554 Located at ► 100 MORGAN KEEGAN DRIVE, SUITE 500, LITTLE ROCK, ZIP+4 ► 72202			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No 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	1b	N/A
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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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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)?

☐ 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

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?

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
W.R. STEPHENS, JR	TRUSTEE			
P.O. BOX 3417				
LITTLE ROCK, AR 72203	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

Form 990-PF (2011)

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**CAROL AND WITT STEPHENS
CHARITABLE FOUNDATION**
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	4,217,088.
b	Average of monthly cash balances	1b	7,186,483.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	11,403,571.
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	11,403,571.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	171,054.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,232,517.
6	Minimum investment return. Enter 5% of line 5	6	561,626.

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	561,626.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,874.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,874.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	557,752.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	557,752.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	557,752.

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	1,142,925.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,142,925.
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	3,874.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,139,051.

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.

**CAROL AND WITT STEPHENS
CHARITABLE FOUNDATION**
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				557,752.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	1,200.			
b From 2007	154,292.			
c From 2008				
d From 2009	398,251.			
e From 2010				
f Total of lines 3a through e	553,743.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,142,925.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				557,752.
e Remaining amount distributed out of corpus	585,173.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,138,916.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	1,200.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,137,716.			
10 Analysis of line 9				
a Excess from 2007	154,292.			
b Excess from 2008				
c Excess from 2009	398,251.			
d Excess from 2010				
e Excess from 2011	585,173.			

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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

[illegible]

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))

W.R. STEPHENS, JR

- 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**

CAROL AND WITT STEPHENS
CHARITABLE FOUNDATION**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALS RESEARCH DEPARTMENT UAMS 4301 W MARKHAM STREET LITTLE ROCK, AR 72205	N/A	PUBLIC CHARITY	GENERAL FUND	150.
ARKANSAS BAPTIST COLLEGE 1621 DR. MARTIN LUTHER KING DR LITTLE ROCK, AR 72202	N/A	PUBLIC CHARITY	GENERAL FUND	50,000.
ARKANSAS GAME & FISH COMMISSION #2 NATURAL RESOURCES DRIVE LITTLE ROCK, AR 72205	N/A	PUBLIC CHARITY	GENERAL FUND	8,500.
ALZHEIMER'S ARKANSAS 10411 W MARKHAM, STE 130 LITTLE ROCK, AR 72205	N/A	PUBLIC CHARITY	GENERAL FUND	500.
ARKANSAS CHILDREN'S HOSPITAL 1 CHILDREN'S WAY, SLOT 661 LITTLE ROCK, AR 72202	N/A	PUBLIC CHARITY	GENERAL FUND	500,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				1,142,925.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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

Exempt Organizations		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		



[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge					May the IRS discuss this return with the preparer shown below (see instr)? <input type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		5-14-12 Date		 Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶					Firm's EIN ▶	
	Firm's address ▶					Phone no	

CAROL AND WITT STEPHENS
CHARITABLE FOUNDATION

31-1740109

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BOY SCOUTS OF AMERICA 3220 CANTRELL ROAD LITTLE ROCK, AR 72202	N/A	PUBLIC CHARITY	GENERAL FUND	10,000.
ARKANSAS COMMITMENT 1111 W CAPITOL, ROOM 1017 LITTLE ROCK, AR 72201	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
ARKANSAS REPERTORY THEATER 601 MAIN STREET LITTLE ROCK, AR 72203	N/A	PUBLIC CHARITY	GENERAL FUND	500.
JODIE PARTRIDGE CENTER PO BOX 643 DUMAS, AR 71639	N/A	PUBLIC CHARITY	GENERAL FUND	500.
ARKANSAS STATE UNIVERSITY PO BOX 1990 STATE UNIVERSITY, AR 72467	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
AMERICAN HEART ASSOCIATION - BATESVILLE CENTER 2025 N CHARLOTTE RD SULPHUR ROCK, AR 72579	N/A	PUBLIC CHARITY	GENERAL FUND	750.
SCULPTURE AT THE RIVER MARKET INC PO BOX 207 LITTLE ROCK, AR 72203	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
CATHOLIC HIGH SCHOOL FOUNDATION 6300 FATHER TRIBOU ST LITTLE ROCK, AR 72205	N/A	PUBLIC CHARITY	GENERAL FUND	650.
SOARING WINGS RANCH PO BOX 1670 CONWAY, AR 72033	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
THE ANTHONY SCHOOL 7700 OHIO STREET LITTLE ROCK, AR 72227	N/A	PUBLIC CHARITY	GENERAL FUND	300,000.
Total from continuation sheets				583,775.

CAROL AND WITT STEPHENS
CHARITABLE FOUNDATION

31-1740109

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE NATURE CONSERVANCY 4245 N. FAIRFAX DRIVE, STE 100 LITTLE ROCK, AR 72203	N/A	PUBLIC CHARITY	GENERAL FUND	50,000.
THE TALL TIMBERS FOUNDATIONS 13093 HENRY BEADEL DRIVE TALLAHASSEE, FL 32312-0918	N/A	PUBLIC CHARITY	GENERAL FUND	52,450.
CENTER FOR YOUTH & FAMILIES 5905 FOREST PLACE, STE 200 LITTLE ROCK, AR 72207	N/A	PUBLIC CHARITY	GENERAL FUND	100.
EAST SIDE BAPTIST CHURCH 220 COLTON AVE THOMASVILLE, GA 31792	N/A	PUBLIC CHARITY	GENERAL FUND	100.
WINTHROP P. ROCKEFELLER CANCER INSTITUTE FOUNDATION FUND 4301 W. MARKHAM ST, #623 LITTLE ROCK, AR 72205	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
HEARTS AND HOOVES 2308 KELLOGG ACRES RD SHERWOOD, AR 72120	N/A	PUBLIC CHARITY	GENERAL FUND	500.
INDEPENDENCE COUNTY SHOOTING PO BOX 2336 BATESVILLE, AR 72503	N/A	PUBLIC CHARITY	GENERAL FUND	50,000.
MAYO CLINIC ROCHESTER 200 FIRST STREET, SW ROCHESTER, MN 55905	N/A	PUBLIC CHARITY	GENERAL FUND	100.
NEW LIFE CHURCH 633 SOUTH COUNTRY CLUB RD CONWAY, AR 72034	N/A	PUBLIC CHARITY	GENERAL FUND	100,000.
PLANTATION WILDLIFE ARTS FESTIVAL PO BOX 2177 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	GENERAL FUND	1,500.
Total from continuation sheets				

CAROL AND WITT STEPHENS
CHARITABLE FOUNDATION

31-1740109

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE SUMMIT CHURCH 6600 CRYSTAL HILL RD NORTH LITTLE ROCK, AR 72118	N/A	PUBLIC CHARITY	GENERAL FUND	100.
THOMASVILLE ANTIQUES SHOW FOUNDATION PO BOX 1633 THOMASVILLE, GA 31799	N/A	PUBLIC CHARITY	GENERAL FUND	775.
UALR DEVELOPMENT OFFICE 2801 SOUTH UNIVERSITY AVE LITTLE ROCK, AR 72204	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
UNIVERSITY OF ARKANSAS FOUNDATION 311 UNIVERSITY HOUSE, 1 UNIVERSITY OF ARKANSAS FAYETTEVILLE, AR 72701	N/A	PUBLIC CHARITY	GENERAL FUND	250.
Total from continuation sheets				

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

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

OMB No 1545-0047

2011

Name of the organization

CAROL AND WITT STEPHENS
CHARITABLE FOUNDATION

Employer identification number

31-1740109

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization CAROL AND WITT STEPHENS CHARITABLE FOUNDATION	Employer identification number 31-1740109
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BESS C STEPHENS PO BOX 3417 LITTLE ROCK, AR 72203	\$ 13,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

CAROL AND WITT STEPHENS
CHARITABLE FOUNDATION

31-1740109

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

[illegible]

Name of organization

CAROL AND WITT STEPHENS
CHARITABLE FOUNDATION

Employer identification number

31-1740109

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively** religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	BANK OF AMERICA	D	03/16/98	09/20/11
b	SLD 1500 BAC CAP TRUST I 7%PFD	P	03/12/09	04/11/11
c	SLD 1500 BAC CAP TRUST II 7% PFD	P	03/12/09	04/11/11
d	SLD 1500 BAC CAP TRUST III 7%PFD	P	03/12/09	04/11/11
e	SLD 2000 BAC CAP TRUST IV 5 7/8% PFD	P	11/18/08	03/28/11
f	SLD 2000 BAC CAP TRUST IV 5 7/8% PFD	P	11/18/08	03/29/11
g	SLD 2000 BAC CAP TRUST IV 5 7/8%PFD	P	11/18/08	04/20/11
h	SLD 2000 BAC CAP TRUST V 6% PFD	P	11/18/08	03/28/11
i	SLD 800 I SHS MSCI BRAZIL IDX	P	01/08/10	07/15/11
j	SLD 900 I SHS MSCI BRAZIL IDX	P	01/27/10	07/15/11
k	SLD 1125 I SHS MSCI EAFE INDEX FUND	P	08/15/11	09/07/11
l	SLD 450 I SHS MSCI EAFE INDEX FUND	P	08/16/11	09/07/11
m	SLD 3000 I SHS MSCI EMERGING MKT	P	08/15/11	09/08/11
n	SLD 1200 I SHS MSCI EMERGING MKT	P	08/16/11	09/08/11
o	SLD 750 I SHS RUSSELL 2000 IDX FUND	P	08/15/11	09/08/11

(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 1,757.			1,757.
b 37,596.		16,421.	21,175.
c 37,754.		16,493.	21,261.
d 37,744.		16,241.	21,503.
e 44,624.		32,979.	11,645.
f 44,766.		32,979.	11,787.
g 45,909.		32,979.	12,930.
h 45,217.		33,740.	11,477.
i 55,487.		62,052.	<6,565.>
j 62,423.		59,463.	2,960.
k 57,307.		60,795.	<3,488.>
l 22,923.		23,917.	<994.>
m 125,647.		126,629.	<982.>
n 50,259.		49,944.	315.
o 52,417.		53,535.	<1,118.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1,757.
b			21,175.
c			21,261.
d			21,503.
e			11,645.
f			11,787.
g			12,930.
h			11,477.
i			<6,565.>
j			2,960.
k			** <3,488.>
l			** <994.>
m			** <982.>
n			** 315.
o			** <1,118.>

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	SLD 300 I SHS RUSSELL 2000 IDX FUND	P	08/16/11	09/08/11
b	SLD 1875 JPM CHASE CAP XXIV 6 7/8% PFD	P	03/12/09	06/21/11
c	SLD 2827 JPM CHASE CAP XXVI VARIABLE	P	11/18/08	11/02/11
d	SLD 4200 JPM CHASE CAP XXVI VARIABLE	P	11/18/08	11/03/11
e	SLD 3773 JPM CHASE CAP XXVI VARIABLE	P	11/18/08	11/04/11
f	SLD 1800 JPM CHASE CAP XXVI VARIABLE	P	11/18/08	11/04/11
g	SLD 1300 MARKET VECTORS AGRIBUSINESS	P	01/08/11	04/14/11
h	SLD 100 MARKET VECTORS AGRIBUSINESS	P	01/27/10	04/14/11
i	SLD 1400 MARKET VECTORS AGRIBUSINESS	P	01/27/10	09/06/11
j	SLD 1600 PLUM CREEK TIMBER CO	P	01/08/10	09/06/11
k	SLD 1700 PLUM CREEK TIMBER CO	P	01/27/10	09/06/11
l	SLD 350 POWERSHARES DB BASE METALS	P	01/27/10	02/09/11
m	SLD 350 POWERSHARES DB BASE METALS	P	01/27/10	02/10/11
n	SLD 700 POWERSHARES DB BASE METALS	P	01/27/10	02/18/11
o	SLD 1000 SECTOR SPDR TR ENERGY	P	01/08/10	09/06/11

(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 20,967.		21,042.	<75.>
b 47,745.		32,050.	15,695.
c 72,756.		65,204.	7,552.
d 107,680.		96,873.	10,807.
e 97,283.		87,024.	10,259.
f 46,411.		41,516.	4,895.
g 71,122.		60,981.	10,141.
h 5,471.		4,262.	1,209.
i 69,392.		59,672.	9,720.
j 56,539.		62,412.	<5,873.>
k 60,073.		61,964.	<1,891.>
l 8,696.		7,432.	1,264.
m 8,696.		7,432.	1,264.
n 17,634.		14,795.	2,839.
o 64,051.		60,055.	3,996.

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

(i) FMV. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			** <75.>
b			15,695.
c			7,552.
d			10,807.
e			10,259.
f			4,895.
g			** 10,141.
h			1,209.
i			9,720.
j			<5,873.>
k			<1,891.>
l			1,264.
m			1,264.
n			2,839.
o			3,996.

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 }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

2

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	SLD 1100 SECTOR SPDR TR ENERGY	P	01/27/10	09/06/11
b	SLD 5000 WELLS FARGO CAP XI 6 1/4% PFD	P	11/18/08	02/25/11
c	SLD 7500 WELLS FARGO CAP XI 6 1/4% PFD	P	11/18/08	02/28/11
d	SLD 5000 WELLS FARGO CAP XI 6 1/4% PFD	P	11/18/08	03/02/11
e	SLD 1000 WELLS FARGO CAP XI 6 1/4% PFD	P	11/18/08	03/29/11
f	SLD 975 WELLS FARGO CAP XI 6 1/4% PFD	P	11/18/08	04/20/11
g	SLD 25 WELLS FARGO CAP XI 6 1/4% PFD	P	03/12/09	04/20/11
h	ETE - LT	P		
i	POWERSHARES DB BASE METALS - ST	P		
j	POWERSHARES DB BASE METALS - LT	P		
k	SLD 2475 WELLS FARGO CAP XI 6 1/4% PFD	P	03/12/09	06/21/11
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 70,456.		61,820.	8,636.
b 126,145.		108,672.	17,473.
c 190,661.		163,007.	27,654.
d 126,545.		108,672.	17,873.
e 25,214.		21,734.	3,480.
f 24,523.		21,191.	3,332.
g 629.		356.	273.
h 150.			150.
i 448.			448.
j 4,062.			4,062.
k 61,985.		35,253.	26,732.
l 4,158.			4,158.
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			8,636.
b			17,473.
c			27,654.
d			17,873.
e			3,480.
f			3,332.
g			273.
h			150.
i			** 448.
j			4,062.
k			26,732.
l			4,158.
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	289,736.
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	4,247.

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

SOURCE	AMOUNT
ETE INTEREST	182.
JP MORGAN	63,223.
POWERSHARES DB BASE METALS FUND	8.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	63,413.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ETE DIVIDENDS	221.	0.	221.
JP MORGAN	39,021.	4,158.	34,863.
TOTAL TO FM 990-PF, PART I, LN 4	39,242.	4,158.	35,084.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ETE INCOME	<552.>	<552.>	<552.>
TOTAL TO FORM 990-PF, PART I, LINE 11	<552.>	<552.>	<552.>

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON NET INVESTMENT INCOME	2,000. 244.	0. 244.	0. 0.	0. 0.
TO FORM 990-PF, PG 1, LN 18	2,244.	244.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PASSTHRU PORT DEDUCTIONS - PSHARE BASE METALS	44.	44.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	44.	44.	0.	0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
ENERGY TRANSFER EQUITY	305,726.	582,323.		
BANK OF AMERICA	2,363,538.	319,700.		
WELLS FARGO CAPITAL XI 6 1/4% PFD	0.	0.		
BAC CAPITAL TRUST IV 5 7/8% PFD	102,870.	131,553.		
BAC CAPITAL TRUST V PFD 6%	172,247.	205,199.		
JPM CHASE CAPITAL XXVI VAR RATE PFD	0.	0.		
BAC CAPITAL TRUST I 7% PFD	0.	0.		
BAC CAPITAL TRUST II 7% PFD	0.	0.		
BAC CAPITAL TRUST III 7% PFD	0.	0.		
COUNTRYWIDE CAPITAL TRUST IV 6.75% PFD	13,410.	29,790.		
COUNTRYWIDE CAPITAL TRUST V 7% PFD	12,669.	30,420.		
JPM CHASE CAPITAL XXIV 6 7/8% PFD	0.	0.		
WACHOVIA CAPITAL TRUST PFD	24,663.	47,175.		
MARKET VECTOR AGRIBUSINESS	0.	0.		
PLUM CREEK TIMBER COMPANY	0.	0.		
SECTOR SPDR TRUST	0.	0.		
POWERSHARES DB BASE METALS	0.	0.		
ISHARES BRAZIL	0.	0.		
ISHARES BARCLAYS	125,311.	125,040.		
ISHARES RUSSELL MIDCAP VALUE INDEX	116,857.	121,520.		
ISHARES RUSSELL MIDCAP INDEX	117,158.	120,565.		
ISHARES IBOXX	408,474.	422,557.		
ISHARES RUSSELL 1000 VALUE INDEX	233,048.	244,398.		
ISHARES RUSSELL 1000 INDEX	233,037.	242,795.		
SPDR S&P 500 ETF TRUST	487,584.	517,688.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,716,592.	3,140,723.		

FORM 990-PF	OTHER ASSETS		STATEMENT	7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
ACCRUED DIVIDENDS / INTEREST	644.	5,935.	5,935.	
DUE FROM W.R. STEPHENS	1,619.	0.	0.	
TO FORM 990-PF, PART II, LINE 15	2,263.	5,935.	5,935.	