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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation FOUNDATION 33:11 1038055307		A Employer identification number 31-1796184
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 2180		B Telephone number (see instructions) (614) 331-9547
City or town, state, and ZIP code VERO BEACH, FL 32960		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☒ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,028,216.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,633.	4,633.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total Add lines 1 through 11	4,633.	4,633.		
	13 Compensation of officers, directors, trustees, etc.	975.	488.		488
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	152.	52.		100
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	1,127.	540.	NONE	588
25 Contributions, gifts, grants paid	10,000.			10,000	
26 Total expenses and disbursements Add lines 24 and 25	11,127.	540.	NONE	10,588	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-6,494.				
b Net investment income (if negative, enter -0-)		4,093.			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions

JSA

Form 990-PF (2011)

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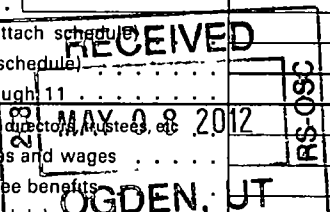
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	STMT 3	301,264.	3,016,173.	3,028,216.
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		301,264.	3,016,173.	3,028,216.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds		301,264.	3,016,173.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		301,264.	3,016,173.	
	31	Total liabilities and net assets/fund balances (see instructions)		301,264.	3,016,173.	

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	301,264.
2	Enter amount from Part I, line 27a	2	-6,494.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	2,721,422.
4	Add lines 1, 2, and 3	4	3,016,192.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	19.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,016,173.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
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) (see instructions). If (loss), enter -0- in Part I, line 8	3				

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	25,077.	301,415.	0.08319758473
2009	25,365.	267,169.	0.09493990695
2008	18,826.	348,396.	0.05403621167
2007	19,522.	395,628.	0.04934433357
2006	15,622.	367,526.	0.04250583632
2 Total of line 1, column (d)			0.32402387324
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			0.06480477465
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			545,246.
5 Multiply line 4 by line 3			35,335.
6 Enter 1% of net investment income (1% of Part I, line 27b)			41.
7 Add lines 5 and 6			35,376.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			10,588.

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	82.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	82.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	82.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 17.		
b Exempt foreign organizations - tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	17.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	65.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11		

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?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ (2) On foundation managers ► \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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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)			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 FOUNDATION 33:11 Telephone no (772) 234-3494			
	Located at 2145 14TH AVE SUITE 16, VERO BEACH, FL ZIP + 4 32960			
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	
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?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes	☒ No
If "Yes," list the years		
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)		X
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?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No **7b**

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		975.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	553,549.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	553,549.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	553,549.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,303.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	545,246.
6	Minimum investment return. Enter 5% of line 5	6	27,262.

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	27,262.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	82.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	82.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	27,180.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	27,180.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	27,180.

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	10,588.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	10,588.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,588.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				27,180.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	7,974.			
f Total of lines 3a through e	7,974.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>10,588.</u>				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				10,588.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	7,974.			7,974.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				8,618.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

NOT APPLICABLE

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

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

4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the 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).)

MARCIA ROSS BLACKBURN

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

N/A

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 9				
Total			3a	10,000.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.

▼

Form **990-PF** (2011)

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

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

[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

**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.

**Paid
Preparer
Use Only**

Marcia R. Blackburn Signature of officer or trustee		4/30/2012 Date		President Title		May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No	
HUNTINGTON NATIONAL BANK							
Print/Type preparer's name SCOTT J. GOYETCHE, CPA		Preparer's signature 		Date 04/24/2012		Check ☐ if self-employed PTIN P00021559	
Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING)						Firm's EIN ▶ 75-1297386	
Firm's address ▶ 6135 TRUST DRIVE, STE. 118 HOLLAND, OH 43528						Phone no 419-861-2300	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ABBOTT LABS	357.	357.
HUNTINGTON INTL EQUITY FUND III	372.	372.
HUNTINGTON REAL STRATEGIES FUND III	207.	207.
ISHARES S&P SMALLCAP 600 INDEX FUND	406.	406.
HUNTINGTON MONEY MKT IV	12.	12.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	46.	46.
S & P 500 DEPOSITARY RECEIPT	2,405.	2,405.
SPDR S&P MIDCAP 400 ETF TRUST	828.	828.
	-----	-----
TOTAL	4,633.	4,633.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
OTHER TAXES	100.		100.
FOREIGN TAXES ON QUALIFIED FOR	52.	52.	
	-----	-----	-----
TOTALS	152.	52.	100.
	=====	=====	=====

FOUNDATION 33:11 1038055307
FORM 990PF, PART II - CORPORATE STOCK
=====

31-1796184

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
SCHEDULE ATTACHED INCOME CASH	3,016,173.	3,028,216.
TOTALS	----- 3,016,173. =====	----- 3,028,216. =====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
FROM ROSS FOUNDATION - RESULT OF DISSOLVING OF FOUNDATI	2,721,422.

TOTAL	2,721,422.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
NET INCOME BETWEEN TAX YEARS	19.

TOTAL	19.
	=====

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

=====

OFFICER NAME:

MARCIA ROSS BLACKBURN

ADDRESS:

1295 LITTLE HARBOUR
VERO BEACH, FL 32963

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

WILLIAM W. BLACKBURN II

ADDRESS:

1295 LITTLE HARBOUR
VERO BEACH, FL 32963

TITLE:

TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

KATHERINE BLACKBURN REAY

ADDRESS:

1133 MCGILVRA BLVD EAST
SEATTLE, WA 98112

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

WILLIAM ROSS BLACKBURN

ADDRESS:

3163 BAIRD'S CREEK ROAD
VILAS, NC 28692

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

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

=====

OFFICER NAME:

ELIZABETH BLACKBURN LANE

ADDRESS:

63 ACOAXET ROAD

WESTPORT, MA 02790

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

HUNTINGTON NATIONAL BANK

ADDRESS:

7 EASTON OVAL EA4E86

COLUMBUS, OH 43219

TITLE:

AGENT FOR TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 975.

TOTAL COMPENSATION: 975.

=====

=====

RECIPIENT NAME:

VOICE OF THE MARTYRS

ADDRESS:

PO BOX 433

BARTLESVILLE, OK 74005

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

RECIPIENT NAME:

NEW LIFE ANGLICAN CHURCH

ADDRESS:

619 WAUKAZOO AT GROVE ST

PETOSKEY, MI 49770

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MINISTRY SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

FUND FOR AMERICAN STUDIES

ADDRESS:

1706 NEW HAMPSHIRE AVE NW

WASHINGTON, DC 20009

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

=====

RECIPIENT NAME:

UGANDA CHRISTIAN PARTNERS

ADDRESS:

PO BOX 38333

DALLAS, TX 75238

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

RECIPIENT NAME:

ANGLICAN FRONTIER MISSIONS

ADDRESS:

PO BOX 18038

RICHMOND, VA 23226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

RECIPIENT NAME:

THE LAKE MARTIN EPISCOPAL

RETREAT

ADDRESS:

P.O. BOX 6242

MONTGOMERY, AL 36106

AMOUNT OF GRANT PAID 7,000.

TOTAL GRANTS PAID:

10,000.

=====

CERTIFICATE OF AMENDMENT TO ARTICLES OF**The Elizabeth Foundation****Charter Number 1247650**

Marcia Ross Blackburn, who is the President of the above named Ohio corporation organized not for profit, does hereby certify that in an action without a meeting signed by all of the trustees of said corporation, the trustees resolved that Article FIRST of the Articles of Incorporation of said corporation was to be deleted in its entirety and amended to read as follows:

FIRST: The name of the Corporation shall be
Foundation 33:11

IN WITNESS WHEREOF, the above named officer, acting for and on behalf of the corporation has hereunto subscribed her name on this 26th day of December 2011.

By: Marcia Ross Blackburn
Marcia Ross Blackburn

AN ACTION BY THE BOARD OF DIRECTORS
OF
THE ELIZABETH FOUNDATION
WITHOUT A MEETING

The undersigned, being all the directors of The Elizabeth Foundation (the "Corporation"), an Ohio nonprofit corporation, hereby take the actions expressed in the following resolutions, adopted without a meeting:

WHEREAS, pursuant to Article II, Section 2.01 of the Corporation's Code of Regulations, the directors of the Corporation shall be the members of the corporation, and shall have all rights and privileges of members;

NOW, THEREFORE, BE IT

RESOLVED, that the directors of the Corporation deem it in the best interest of the Corporation that the name of the Corporation shall be changed to Foundation 33:11;

FURTHER RESOLVED, that Article FIRST of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and amended to read as follows:

FIRST: The name of the corporation is Foundation 33:11.

FURTHER RESOLVED, that any one or more of the officers of the Corporation be and each of them hereby is, authorized and directed to take any and all actions necessary to change the name of the Corporation as indicated in the foregoing resolutions, including, but not limited to, the execution and delivery of a Certificate of Amendment to the Articles of Incorporation for filing with the Ohio Secretary of State; and

FURTHER RESOLVED, that any and all actions taken by the officers of the Corporation that would have been authorized by the foregoing resolutions but for the fact that such acts were taken

prior to the adoption of the foregoing resolutions are hereby severally ratified, confirmed, approved, and adopted as acts in the name and on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned being all of the directors of The Elizabeth Foundation hereby indicate in writing their approval of and consent to the foregoing action and resolutions, adopted without a meeting, to be effective as of this 26th day of December, 2011.

Marcia Ross Blackburn
Marcia Ross Blackburn

William Ross Blackburn
William Ross Blackburn

Elizabeth Louise Blackburn
Elizabeth Louise Blackburn

William W. Blackburn, II
William W. Blackburn, II

Katherine Blackburn Reay
Katherine Blackburn Reay

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABBOTT LABS	357.	357.
HUNTINGTON INTL EQUITY FUND III	372.	372.
HUNTINGTON REAL STRATEGIES FUND III	207.	207.
ISHARES S&P SMALLCAP 600 INDEX FUND	406.	406.
HUNTINGTON MONEY MKT IV	12.	12.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	46.	46.
S & P 500 DEPOSITARY RECEIPT	2,405.	2,405.
SPDR S&P MIDCAP 400 ETF TRUST	828.	828.
	-----	-----
TOTAL	4,633.	4,633.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
OTHER TAXES	100.		100.
FOREIGN TAXES ON QUALIFIED FOR	52.	52.	
	-----	-----	-----
TOTALS	152.	52.	100.
	=====	=====	=====

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SCHEDULE ATTACHED	3,016,173.	3,028,216.
INCOME CASH	-----	-----
TOTALS	3,016,173. =====	3,028,216. =====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

FROM ROSS FOUNDATION - RESULT OF DISSOLVING OF FOUNDATI

2,721,422.

TOTAL

2,721,422.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

NET INCOME BETWEEN TAX YEARS

19.

TOTAL

19.

=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

MARCIA ROSS BLACKBURN

ADDRESS:

1295 LITTLE HARBOUR
VERO BEACH, FL 32963

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

WILLIAM W. BLACKBURN II

ADDRESS:

1295 LITTLE HARBOUR
VERO BEACH, FL 32963

TITLE:

TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

KATHERINE BLACKBURN REAY

ADDRESS:

1133 MCGILVRA BLVD EAST
SEATTLE, WA 98112

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

WILLIAM ROSS BLACKBURN

ADDRESS:

3163 BAIRD'S CREEK ROAD
VILAS, NC 28692

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

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

=====

OFFICER NAME:

ELIZABETH BLACKBURN LANE

ADDRESS:

63 ACOAXET ROAD

WESTPORT, MA 02790

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

HUNTINGTON NATIONAL BANK

ADDRESS:

7 EASTON OVAL EA4E86

COLUMBUS, OH 43219

TITLE:

AGENT FOR TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 975.

TOTAL COMPENSATION: 975.

=====

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

VOICE OF THE MARTYRS

ADDRESS:

PO BOX 433

BARTLESVILLE, OK 74005

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

RECIPIENT NAME:

NEW LIFE ANGLICAN CHURCH

ADDRESS:

619 WAUKAZOO AT GROVE ST

PETOSKEY, MI 49770

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MINISTRY SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

FUND FOR AMERICAN STUDIES

ADDRESS:

1706 NEW HAMPSHIRE AVE NW

WASHINGTON, DC 20009

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

=====

RECIPIENT NAME:

UGANDA CHRISTIAN PARTNERS

ADDRESS:

PO BOX 38333

DALLAS, TX 75238

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

RECIPIENT NAME:

ANGLICAN FRONTIER MISSIONS

ADDRESS:

PO BOX 18038

RICHMOND, VA 23226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

RECIPIENT NAME:

EVANGELICAL COUNCIL FOR FINANCIAL
ACCOUNTABILITY

ADDRESS:

440 WEST JUBAL EARLY DRIVE

WINCHESTER, VA 22601

AMOUNT OF GRANT PAID 7,000.

TOTAL GRANTS PAID:

10,000.

=====



THE ELIZABETH FOUNDATION
INVESTMENT AGENCY UNDER
AGREEMENT DTD 12/15/2001
ACCOUNT NUMBER 1038055307

PAGE 1

SCHEDULE OF PRINCIPAL ASSETS
AS OF DECEMBER 31, 2011

		COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
CASH MANAGEMENT FUNDS-TAXABLE							

	HUNTINGTON MONEY MARKET FUND IV	2,484,100.09		2,484,100.09	82.0	248	0.0
	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	250,000.00		250,000.00	8.3	247	0.1
	TOTAL	2,734,100.09		2,734,100.09		495	0.0
EXCHANGE TRADED FUNDS - EQUITY							

580	ISHARES S&P SMALLCAP 600 INDEX FUND	31,795.48	68.30	39,614.00	1.3	406	1.0
925	SPDR S&P 500 ETF TRUST	111,922.55	125.50	116,087.50	3.8	2,383	2.1
505	SPDR S&P MIDCAP 400 ETF TRUST	66,180.10	159.49	80,542.45	2.7	865	1.1
	TOTAL	209,898.13		236,243.95		3,654	1.5
HUNTINGTON FUNDS-EQUITY							

2,566.302	HUNTINGTON INTERNATIONAL EQUITY FUND III	37,006.08	10.09	25,893.99	0.9	321	1.2
2,978.154	HUNTINGTON REAL STRATEGIES FUND III	32,342.75	7.15	21,293.80	0.7	208	1.0



THE ELIZABETH FOUNDATION
INVESTMENT AGENCY UNDER
AGREEMENT DTD 12/15/2001
ACCOUNT NUMBER 1038055307

SCHEDULE OF PRINCIPAL ASSETS
AS OF DECEMBER 31, 2011

HUNTINGTON FUNDS-EQUITY

	COST VALUE	UNIT PRICE	MARKET VALUE	% MKT	EST INCOME	YIELD MKT
TOTAL	69,348.83		47,187.79		529	1.1

COMMON STOCK

190 ABBOTT LABORATORIES

56.23	10,683.70	0.4	365	3.4
-------	-----------	-----	-----	-----

TOTAL

2,826.25	10,683.70		365	3.4
----------	-----------	--	-----	-----

ASSETS

3,016,173.30	3,028,215.53	100.0	5,043	0.2
--------------	--------------	-------	-------	-----

CASH

0.00	0.00		0	
------	------	--	---	--

TOTAL

3,016,173.30	3,028,215.53		5,043	
--------------	--------------	--	-------	--

ESTIMATED TAX WORKSHEET FOR FORM 990-W

A	2012 Estimated Tax		A	
B	Enter 100 % of Line A	B		
C	Enter 100 % of tax on 2011 FORM 990-PF	C	82	
D	Required Annual Payment (Smaller of lines B or C)	D		82.
E	Income tax withheld (if applicable)	E		NONE
F	Balance (As rounded to the nearest multiple of 4)	F		84.

The 2012 estimated tax has all been paid in one quarter
since computed estimated tax is less than \$ 500.

Record of Estimated Tax Payments

Payment number	(a) Date	(b) Amount	(c) 2011 overpayment credit applied	(d) Total amount paid and credited (add (b) and (c))
1	05/15/2012	84.		84.
2	06/15/2012			
3	09/17/2012			
4	12/17/2012			
Total		84.		84.

ESTIMATED PAYMENTS MUST BE MADE USING THE ELECTRONIC FEDERAL TAX
PAYMENTS SYSTEM (EFTPS). THIS WORKSHEET MERELY PROVIDES THE AMOUNTS
WHICH NEED TO BE PAID VIA THE ABOVE METHOD.