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

2011

Department of the Treasury
Internal Revenue Service

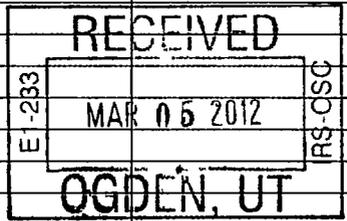
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE STULTS FOUNDATION, INC.		A Employer identification number 35-2057978
Number and street (or P O box number if mail is not delivered to street address) 2449 S. COUNTY ROAD 500 EAST	Room/suite	B Telephone number (812) 723-4244
City or town, state, and ZIP code PAOLI, IN 47454		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,530,146.	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	72,377.	72,377.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<27,896.>			
b Gross sales price for all assets on line 6a	403,235.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	44,481.	72,377.	0.	
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	2,250.	0.	0.	2,250.
c Other professional fees	15,810.	15,810.	0.	0.
17 Interest				
18 Taxes	688.	43.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	27.	0.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23	18,775.	15,853.	0.	2,250.
25 Contributions, gifts, grants paid	125,107.			125,107.
26 Total expenses and disbursements. Add lines 24 and 25	143,882.	15,853.	0.	127,357.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<99,401.>			
b Net investment income (if negative, enter -0-)		56,524.		
c Adjusted net income (if negative, enter -0-)			0.	



SCANNED MAR 06 2012 Revenue

Operating and Administrative Expenses

11/8

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	15,074.	12,691.	12,690.
	2 Savings and temporary cash investments	62,066.	95,910.	95,910.
	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	1,689,736.	1,619,058.	1,645,308.
	c Investments - corporate bonds STMT 7	640,530.	530,346.	568,879.
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	149,895.	199,895.	207,359.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,557,301.	2,457,900.	2,530,146.	
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	2,557,301.	2,457,900.		
30 Total net assets or fund balances	2,557,301.	2,457,900.		
31 Total liabilities and net assets/fund balances	2,557,301.	2,457,900.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,557,301.
2 Enter amount from Part I, line 27a	2	<99,401.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,457,900.
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	2,457,900.

Part IV Capital Gains and Losses for Tax on Investment Income

1a	(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.)
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	403,235.	431,131.	<27,896.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			<27,896.>

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	<27,896.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

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

2	Total of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,130.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,130.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,130.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,240.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,240.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	110.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 110. Refunded <input type="checkbox"/>	11	0.	

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)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IN		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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 ► REGIONS MORGAN KEEGAN TRUST Telephone no. ► 502 589-7979 Located at ► 400 W MARKET STREET, SUITE 2050, LOUISVILLE, KY ZIP+4 ► 40202			
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	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b X

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

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

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

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

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

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

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

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

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 Yes No

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 Yes No

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
MARVIN K. STULTS 2449 S. COUNTY ROAD 500 EAST PAOLI, IN 47454	PRES/TREASURER 1.00	0.	0.	0.
CONNIE L. STULTS 2449 S. COUNTY ROAD 500 EAST PAOLI, IN 47454	VICE PRES/SECRETARY 1.00	0.	0.	0.
WESLEY STULTS 2001 E HIGHWAY 22 CRESTWOOD, KY 40014	VICE PRES 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,637,594.
b	Average of monthly cash balances	1b	99,661.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,737,255.
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	2,737,255.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	41,059.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,696,196.
6	Minimum investment return. Enter 5% of line 5	6	134,810.

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	134,810.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,130.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,130.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	133,680.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	133,680.
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	133,680.

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	127,357.
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	127,357.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	127,357.

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				133,680.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			125,107.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 127,357.				
a Applied to 2010, but not more than line 2a			125,107.	
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				2,250.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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				131,430.
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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:

**MARVIN K. & CONNIE L. STULTS-, (812) 723-4244
2449 S. COUNTY ROAD 500 EAST, PAOLI, IN 47454-9433**

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

LETTER INDICATING PURPOSE OF REQUEST AND AMOUNT.

c Any submission deadlines:

NONE

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

NONE

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				
BILLY GRAHAM EVANGLIST ASSOCIATION ONE BILLY GRAHAM PARKWAY CHARLOTTE, NC 28201-0001	N/A	501(C)(3)	CHARITABLE OPERATIONS	10,000.
CHILD FUND INTERNATIONAL PO BOX 26511 RICHMOND, VA 23261-6511	N/A	501(C)(3)	CHARITABLE OPERATIONS	5,000.
INJURED MARINE SEMPER FI FUND 825 COLLEGE BLVD., SUITE 102,PMB 609 OCEANSIDE, CA 92057	N/A	501(C)(3)	CHARITABLE OPERATIONS	7,607.
ORANGE COUNTY 4H, ORANGE COUNTY EXTENSION SERVICE 205 E MAIN STREET PAOLI, IN 47454	N/A	501(C)(3)	CHARITABLE OPERATIONS	500.
SHRINERS HOSPITAL FOR CHILDREN 1900 RICHMOND ROAD LEXINGTON, KY 40502	N/A	501(C)(3)	CHARITABLE OPERATIONS	25,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				125,107.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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
ST JUDE CHILDRENS RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105-1942	N/A	501(C)(3)	CHARITABLE OPERATIONS	35,000.
WAYSIDE CHRISTIAN MISSION 120 WEST BROADWAY LOUISVILLE, KY 40202	N/A	501(C)(3)	CHARITABLE OPERATIONS	5,000.
WHAS CRUSADE FOR CHILDREN 520 WEST CHESTNUT STREET LOUISVILLE, KY 40202-2235	N/A	501(C)(3)	CHARITABLE-GENERAL FUND	7,000.
WOUNDED WARRIOR PROJECT P.O. BOX 758516 TOPEKA, KS 66675-8516	N/A	501(C)(3)	CHARITABLE OPERATIONS	25,000.
KET FUNDS FOR EXCELLENCE 560 COOPER DRIVE LEXINGTON, KY 40502-2200	N/A	501(C)(3)	CHARITABLE OPERATIONS	5,000.
Total from continuation sheets				77,000.

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains '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. Signature of officer or trustee: Corne Stults, Date: 2/24/12, Title: []

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

Table for Paid Preparer Use Only with columns: Print/Type preparer's name, Preparer's signature, Date, Check [] if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no. Values include CHRISTINE N KOENIG, DEMING MALONE LIVESAY & OSTROFF PSC, 9300 SHELBYVILLE RD STE 1100 LOUISVILLE, KY 40222-5187, (502) 426-9660.

THE STULTS FOUNDATION, INC.

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 200 SHARES OF EATON CORP	P		01/28/11
b 150 SHARES OF INTERNATIONAL BUSINESS MACHINES	P		01/28/11
c 80000 UNITS OF NATL CITY BK OF KENTUCKY SERIES BK	P		02/15/11
d 350 SHARES OF WAL MART STORES INC	P		03/04/11
e 400 SHARES OF ABBOTT LABS	P		03/29/11
f 100 SHARES OF JUNIPER NETWORKS INC	P		04/11/11
g 200 SHARES OF VERIZON COMMUNICATIONS	P		04/11/11
h 600 SHARES OF ROBERT HALF INTL INC	P		08/16/11
i 1000 SHARES OF BANK OF AMERICA CORP	P		08/30/11
j 250 SHARES OF VF CORP	P		10/11/11
k 700 SHARES OF MICROSOFT CORP	P		10/11/11
l 3317.903 SHARES OF ARTIO INTERNATIONAL EQUITY FUN	P		11/17/11
m 50000 UNITS OF UNION PAC CORP 6.5%	P		12/19/11
n 300 SHARES OF HESS CORPORATION	P		12/19/11
o CAPITAL GAINS DIVIDENDS			

(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 20,676.		8,646.	12,030.
b 24,091.		16,530.	7,561.
c 80,000.		81,252.	<1,252.>
d 18,231.		17,409.	822.
e 19,115.		19,031.	84.
f 3,870.		2,735.	1,135.
g 7,550.		10,360.	<2,810.>
h 13,536.		15,552.	<2,016.>
i 8,141.		16,030.	<7,889.>
j 31,360.		19,218.	12,142.
k 18,095.		34,978.	<16,883.>
l 80,194.		119,984.	<39,790.>
m 51,005.		49,743.	1,262.
n 16,192.		19,663.	<3,471.>
o 11,179.			11,179.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			12,030.
b			7,561.
c			<1,252.>
d			822.
e			84.
f			1,135.
g			<2,810.>
h			<2,016.>
i			<7,889.>
j			12,142.
k			<16,883.>
l			<39,790.>
m			1,262.
n			<3,471.>
o			11,179.

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	<27,896.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
REGIONS MORGAN KEEGAN TRUST	20,739.	0.	20,739.	
REGIONS MORGAN KEEGAN TRUST	51,638.	0.	51,638.	
REGIONS MORGAN KEEGAN TRUST	11,179.	11,179.	0.	
TOTAL TO FM 990-PF, PART I, LN 4	83,556.	11,179.	72,377.	

FORM 990-PF	ACCOUNTING FEES				STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING FEES	2,250.	0.	0.	2,250.		
TO FORM 990-PF, PG 1, LN 16B	2,250.	0.	0.	2,250.		

FORM 990-PF	OTHER PROFESSIONAL FEES				STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
INVESTMENT MANAGEMENT FEES-MORGAN KEEGAN	15,810.	15,810.	0.	0.		
TO FORM 990-PF, PG 1, LN 16C	15,810.	15,810.	0.	0.		

FORM 990-PF	TAXES				STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
FOREIGN TAXES	43.	43.	0.	0.		
2011 FEDERAL EXCISE TAXES	645.	0.	0.	0.		
TO FORM 990-PF, PG 1, LN 18	688.	43.	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	
BANK FEES	27.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	27.	0.	0.	0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
EQUITIES-SEE ATTACHED	1,619,058.	1,645,308.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,619,058.	1,645,308.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE OBLIGATIONS-SEE ATTACHED	530,346.	568,879.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	530,346.	568,879.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
MUTUAL FUNDS-SEE ATTACHED	COST	199,895.	207,359.	
TOTAL TO FORM 990-PF, PART II, LINE 13		199,895.	207,359.	

ACCOUNT STATEMENT

PAGE 2

ACCOUNT NUMBER: **6955000036**

STATEMENT PERIOD: JANUARY 01, 2011 THROUGH DECEMBER 31, 2011

ACTIVITY SUMMARY

	CURRENT PERIOD	YEAR TO DATE
MARKET VALUE AT BEGINNING OF PERIOD	2,694,573.99	2,694,573.99
DIVIDENDS	62,816.78	62,816.78
INTEREST-TAXABLE	20,385.28	20,385.28
CASH MANAGEMENT	33,844.12-	33,844.12-
SALES	392,055.76	392,055.76
BUYS	300,269.45-	300,269.45-
TAXES	688.00-	688.00-
EXPENSES	140,809.76-	140,809.76-
MISCELLANEOUS	353.51	353.51
CHANGE IN MARKET VALUE	177,118.31-	177,118.31-
MARKET VALUE AT END OF PERIOD	2,517,455.68	2,517,455.68

DETAIL LISTING OF INCOME ASSETS

DESCRIPTION	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CASH AND EQUIVALENTS				
60934N708 FEDERATED PRIME OBLIGS FD INSTL SVC SHS FUND #398	16,389.31 16,389.31	1.00 1.00	1.64 0.14	0.01
TOTAL CASH AND EQUIVALENTS	16,389.31 16,389.31		1.64 0.14	0.01
TOTAL INCOME ASSETS	16,389.31 16,389.31		1.64 0.14	0.01

DETAIL LISTING OF PRINCIPAL ASSETS

DESCRIPTION	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CASH AND EQUIVALENTS				
60934N708 FEDERATED PRIME OBLIGS FD INSTL SVC SHS FUND #396	79,520.37 79,520.37	1.00 1.00	7.95 0.66	0.01
TOTAL CASH AND EQUIVALENTS	79,520.37 79,520.37		7.95 0.66	0.01

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
018490102 ALLERGAN INC	AGN	300.000	26,322.00 17,607.00	87.74 58.69	60.00	0.23
037411105 APACHE CORPORATION	APA	200.000	18,116.00 21,117.50	90.58 105.59	120.00	0.66

ACCOUNT NUMBER: 6955000036

STATEMENT PERIOD: JANUARY 01, 2011 THROUGH DECEMBER 31, 2011

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
052769106 AUTO DESK INC	ADSK	500.000	15,165.00 16,319.90	30.33 32.64		
09247X101 BLACKROCK INC	BLK	100.000	17,824.00 19,720.85	178.24 197.21	550.00	3.09
111320107 BROADCOM CORP CL A	BRCM	500.000	14,680.00 17,150.55	29.36 34.30	180.00	1.23
149123101 CATERPILLAR INC	CAT	250.000	22,650.00 17,335.00	90.60 69.34	460.00	2.03
166764100 CHEVRON CORP	CVX	250.000	26,600.00 17,897.50	106.40 71.59	810.00	3.05
17275R102 CISCO SYSTEMS INC	CSCO	1,000.000	18,080.00 69,988.85	18.08 68.99	240.00	1.33
268648102 E M C CORP MASS	EMC	1,200.000	25,848.00 25,489.53	21.54 21.24		
291011104 EMERSON ELECTRIC CO	EMR	400.000	18,636.00 23,920.63	46.59 59.80	640.00	3.43
30231G102 EXXON MOBIL CORP	XOM	300.000	25,428.00 10,847.62	84.76 36.16	564.00	2.22
32008F606 FIRST EAGLE GLOBAL FUND CLASS I	SGIIX	5,758.319	260,679.10 263,166.09	45.27 45.70	3,691.08	1.42
369604103 GENERAL ELECTRIC CO	GE	800.000	14,328.00 14,854.80	17.91 18.57	544.00 136.00	3.80
38141G104 GOLDMAN SACHS GROUP INC	GS	150.000	13,564.50 23,836.70	90.43 158.91	210.00	1.55
38259P508 GOOGLE INC CL A	GOOG	30.000	19,377.00 18,587.18	645.90 619.57		
406216101 HALLIBURTON CO	HAL	600.000	20,706.00 10,874.00	34.51 18.29	216.00	1.04
418056107 HASBRO INC	HAS	450.000	14,350.50 17,081.32	31.89 37.96	540.00	3.76

ACCOUNT STATEMENT

PAGE 4

ACCOUNT NUMBER: **6955000036**

STATEMENT PERIOD: JANUARY 01, 2011 THROUGH DECEMBER 31, 2011

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
458140100 INTEL CORP	INTC	1,000.000	24,250.00 52,128.16	24.25 52.13	840.00	3.46
466001864 IVY ASSET STRATEGY FUND-I	IVAEX	7,151.614	160,563.73 170,224.68	22.45 23.80	2,374.34	1.48
46625H100 J P MORGAN CHASE & CO	JPM	600.000	19,950.00 25,129.99	33.25 41.88	600.00	3.01
478160104 JOHNSON & JOHNSON	JNJ	300.000	19,674.00 11,993.25	65.58 39.98	684.00	3.48
48203R104 JUNIPER NETWORKS INC	JNPR	600.000	12,246.00 16,410.00	20.41 27.35		
50540R409 LABORATORY CORP AMER HLDGS COM NEW	LH	225.000	19,343.25 17,081.55	85.97 75.92		
577081102 MATTEL INC	MAT	750.000	20,820.00 16,416.45	27.76 21.89	690.00	3.31
580645109 MCGRAW HILL INC	MHP	600.000	26,982.00 21,228.00	44.97 35.38	600.00	2.22
58933Y105 MERCK & CO. INC. NEW	MRK	525.000	19,792.50 18,132.82	37.70 34.54	882.00 220.50	4.46
65339F101 NEXTERA ENERGY, INC.	NEE	325.000	19,786.00 17,352.99	60.88 53.39	715.00	3.61
655844108 NORFOLK SOUTHERN CORP	NSC	400.000	29,144.00 21,444.00	72.86 53.61	688.00	2.36
674599105 OCCIDENTAL PETE CORP	OXY	180.000	16,866.00 15,926.40	93.70 88.48	331.20	1.96
68389X105 ORACLE CORPORATION	ORCL	600.000	15,390.00 20,219.94	25.65 33.70	144.00	0.94
713448108 PEPSICO INC	PEP	300.000	19,905.00 11,254.63	66.35 37.52	618.00 154.50	3.10
718172109 PHILIP MORRIS INTERNATIONAL INC	PM	500.000	39,240.00 25,020.00	78.48 50.04	1,540.00 385.00	3.92

ACCOUNT NUMBER: 6955000038

STATEMENT PERIOD: JANUARY 01, 2011 THROUGH DECEMBER 31, 2011

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
74005P104 PRAXAIR INC	PX	150.000	16,035.00 14,431.58	106.90 96.21	300.00	1.87
742718109 PROCTER & GAMBLE CO	PG	400.000	26,684.00 14,718.86	66.71 36.80	840.00	3.15
744320102 PRUDENTIAL FINANCIAL INC	PRU	300.000	15,036.00 15,225.00	50.12 50.75	435.00	2.89
747525103 QUALCOMM INC	QCOM	400.000	21,880.00 16,539.30	54.70 41.35	344.00	1.57
78464A763 SPDR SPDR S&P DIVIDEND ETF	SDY	1,000.000	53,870.00 52,179.80	53.87 52.18	1,738.00	3.23
806857108 SCHLUMBERGER LTD	SLB	300.000	20,493.00 10,913.63	68.31 36.38	300.00 75.00	1.46
855030102 STAPLES INC	SPLS	500.000	6,945.00 12,010.05	13.89 24.02	200.00 50.00	2.88
857477103 STATE STREET CORP	STT	350.000	14,108.50 15,325.50	40.31 43.79	252.00 63.00	1.79
863667101 STRYKER CORP	SYK	350.000	17,398.50 14,581.00	49.71 41.66	297.50 74.38	1.71
881624209 TEVA PHARMACEUTICAL INDS SPONS ADR ONE ADR REPRS ONE ORD SHARE	TEVA	400.000	16,144.00 18,413.87	40.36 46.03	314.00	1.94
882508104 TEXAS INSTRS INC	TXN	550.000	16,010.50 18,988.20	29.11 34.52	374.00	2.34
883556102 THERMO FISHER SCIENTIFIC, INC.	TMO	350.000	15,739.50 13,048.00	44.97 37.28		
885215657 THORNBURG INTL VALUE FD CL A #139	TGVAX	6,024.723	144,954.84 134,999.97	24.06 22.41	1,698.97 141.58	1.17
88579Y101 3M CO	MMM	250.000	20,432.50 14,160.00	81.73 56.64	650.00	2.69
89417E109 TRAVELERS COMPANIES, INC.	TRV	300.000	17,751.00 15,906.00	59.17 53.02	492.00	2.77

ACCOUNT STATEMENT

ACCOUNT NUMBER: **6955000036**

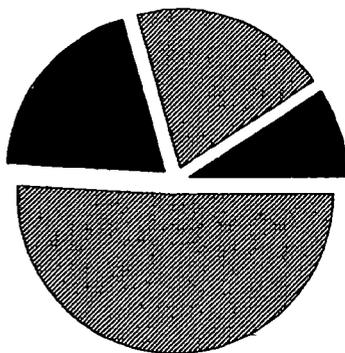
STATEMENT PERIOD: JANUARY 01, 2011 THROUGH DECEMBER 31, 2011

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)



DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
913017109 UNITED TECHNOLOGIES CORP	UTX	250 000	18,272.50 12,602.50	73.09 50.41	480.00	2.63
92343V104 VERIZON COMMUNICATIONS	VZ	500.000	20,060.00 18,250.20	40.12 36.50	1,000.00	4.99
92826C839 VISA INC - CLASS A SHRS	V	200.000	20,306.00 17,604.40	101.53 88.02	176.00	0.87
92828N528 VIRTUS SMALL-MID CAP FUND-I	PKSFX	5,968.686	110,361.00 103,671.49	18.49 17.37	280.53 23.38	0.25
931422109 WALGREEN CO	WAG	500 000	16,530.00 20,629.75	33.06 41.26	450.00	2.72
TOTAL EQUITIES			1,645,308.42 1,619,057.97		30,053.62 1,323.34	1.83
BALANCED FUNDS						
30254T759 FPA CRESCENT FUND	FPACX	7,743 040	207,358.61 199,895.37	26.78 25.82	3,252.08 271.01	1.57
TOTAL BALANCED FUNDS			207,358.61 199,895.37		3,252.08 271.01	1.57

BOND QUALITY SUMMARY



MOODY'S QUALITY RATING	MARKET VALUE	PERCENT
Aa2	52,105.00	9.2%
A1	115,470.00	20.3%
Baa1	111,499.50	19.6%
NOT RATED	289,804.47	50.9%
Total	568,878.97	100.0%

ACCOUNT NUMBER: 6955000036

STATEMENT PERIOD: JANUARY 01, 2011 THROUGH DECEMBER 31, 2011

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED						
CORPORATES						
302570BC9 FPL GROUP CAPITAL INC DTD 12/12/08 7.875% 12/15/2015	Baa1	50,000.000	59,650.00 52,050.00	119.30 104.10	3,937.50 175.00	6.60 2.70
369604AY9 GENERAL ELECTRIC CO 5% 02/01/2013	Aa2	50,000.000	52,105.00 47,988.50	104.21 95.98	2,500.00 1,041.67	4.80 1.09
524660AS6 LEGGETT & PLATT INC MAKE WHOLE 4.7% 04/01/2013	Baa1	50,000.000	51,849.50 44,013.50	103.70 88.03	2,350.00 587.50	4.53 1.70
68402LAC8 ORACLE CORP CALLABLE SERIES- WI 5.25% 01/15/2016	A1	100,000.000	115,470.00 94,650.00	115.47 94.65	5,250.00 2,420.83	4.55 1.31
722005626 PIMCO ALL ASSET FD INSL CL	**	7,377.740	85,139.12 92,872.06	11.54 12.59	5,931.70	6.97
72201M487 PIMCO UNCONSTRAINED BOND-INS	**	6,455.922	70,304.99 72,500.00	10.89 11.23	1,329.92 110.83	1.89
742935489 THE OSTERWEIS STRATEGIC INCOME FD CL I	**	6,138.041	69,544.00 64,315.55	11.33 10.48	3,965.17	5.70
880208400 TEMPLETON GLOBAL BOND FUND ADV	**	5,239.803	64,816.36 62,056.29	12.37 11.84	3,322.04	5.13
TOTAL CORPORATES			SUB- TOTAL		28,586.33 4,335.83	5.03
TOTAL FIXED			568,878.97 530,345.90		28,586.33 4,335.83	5.03
TOTAL PRINCIPAL ASSETS			2,501,066.37 2,428,819.61		61,899.98 5,930.84	2.47

** Rating Not Available

DETAIL OF TRANSACTIONS

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	BEGINNING BALANCE	0.00	0.00	2,542,226.50	