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

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

2011

For calendar year 2011 or tax year beginning **, 2011, and ending , 20**

<p>Name of foundation Acorn Investing, Inc.</p> <p>Number and street (or P O box number if mail is not delivered to street address) P.O. Box 622</p> <p>City or town, state, and ZIP code Lake Zurich, IL 60047-0622</p> <p>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</p> <p>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</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1129586 (Part I, column (d) must be on cash basis.)</p>		<p>A Employer identification number 36 3905593</p> <p>B Telephone number (see instructions) 847 382 3787</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>					
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)	7499					
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B						
	3 Interest on savings and temporary cash investments	304	304	n/a			
	4 Dividends and interest from securities	15400	15400	n/a			
	5a Gross rents	0	0	n/a			
	b Net rental income or (loss)	0					
	6a Net gain or (loss) from sale of assets not on line 10	36453					
	b Gross sales price for all assets on line 6a	182021					
	7 Capital gain net income (from Part IV, line 2) . . .		36453				
	8 Net short-term capital gain			n/a			
	9 Income modifications			n/a			
	10a Gross sales less returns and allowances	0					
b Less: Cost of goods sold	0						
c Gross profit or (loss) (attach schedule)	RECEIVED	0		n/a			
11 Other income (attach schedule)	0	0	0	n/a			
12 Total. Add lines 1 through 11	54	59656	52157	n/a			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	MAY 1 0 2012	IRS OSC	6500	0	n/a	6500
	14 Other employee salaries and wages		0	0	0	n/a	0
	15 Pension plans, employee benefits		0	0	0	n/a	0
	16a Legal fees (attach schedule)		0	0	0	n/a	0
	b Accounting fees (attach schedule)	Schedule #1	658	658	0	n/a	0
	c Other professional fees (attach schedule)	Schedule #1	0	0	0	n/a	0
	17 Interest		0	0	0	n/a	0
	18 Taxes (attach schedule) (see instructions)	Schedule #2	661	0	0	n/a	15
	19 Depreciation (attach schedule) and depletion	Schedule #6	64	0	0	n/a	
	20 Occupancy		0	0	0	n/a	0
	21 Travel, conferences, and meetings		9757	0	0	n/a	9757
	22 Printing and publications		0	0	0	n/a	0
	23 Other expenses (attach schedule)	Schedule #3	811	0	0	n/a	811
	24 Total operating and administrative expenses.		18451	658	0	n/a	17083
25 Contributions, gifts, grants paid		219700				219700	
26 Total expenses and disbursements. Add lines 24 and 25		238151	658	0	n/a	236783	
27 Subtract line 26 from line 12:							
a Excess of revenue over expenses and disbursements		(178495)					
b Net investment income (if negative, enter -0-)			51499				
c Adjusted net income (if negative, enter -0-)				n/a			

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	87	233	233
	2 Savings and temporary cash investments	94405	33325	33325
	3 Accounts receivable ►	0	0	0
	Less: allowance for doubtful accounts ►	0	0	0
	4 Pledges receivable ►	0	0	0
	Less: allowance for doubtful accounts ►	0	0	0
	5 Grants receivable	0	0	0
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ►	0	0	0
	Less: allowance for doubtful accounts ►	0	0	0
	8 Inventories for sale or use	0	0	0
	9 Prepaid expenses and deferred charges	0	0	0
	10a Investments—U.S. and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule) Sch #4	701911	745260	745260
	c Investments—corporate bonds (attach schedule) Sch #5	380398	350765	350765
Liabilities	11 Investments—land, buildings, and equipment: basis ►	0	0	0
	Less: accumulated depreciation (attach schedule) ►	0	0	0
	12 Investments—mortgage loans	0	0	0
	13 Investments—other (attach schedule)	240795	0	0
	14 Land, buildings, and equipment: basis ►	0	0	0
	Less: accumulated depreciation (attach schedule) ► Sch #6	64	67	3
	15 Other assets (describe ► 0)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1417663	1129586	1129586
	17 Accounts payable and accrued expenses	0	0	0
	18 Grants payable	0	0	0
	19 Deferred revenue	0	0	0
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	0
	21 Mortgages and other notes payable (attach schedule)	0	0	0
	22 Other liabilities (describe ► 0)	0	0	0
	23 Total liabilities (add lines 17 through 22)	0	0	0
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1417663	1129586	
	25 Temporarily restricted	0	0	
	26 Permanently restricted	0	0	
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	n/a	n/a	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	n/a	n/a	
	29 Retained earnings, accumulated income, endowment, or other funds	n/a	n/a	
	30 Total net assets or fund balances (see instructions)	1417663	1129586	
	31 Total liabilities and net assets/fund balances (see instructions)	1417663	1129586	

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	1417663
2 Enter amount from Part I, line 27a	2	(178495)
3 Other increases not included in line 2 (itemize) ►	3	0
4 Add lines 1, 2, and 3	4	1239168
5 Decreases not included in line 2 (itemize) ► See schedule #7	5	(109582)
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1129586

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 publicly-traded securities			n/a	n/a	n/a
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 182021	0	145568	36453		
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 n/a	n/a	n/a	n/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	36453	
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	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 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	216287	1360566	.1589683
2009	113921	1383828	.082323
2008	180243	1821066	.0989766
2007	175044	2085092	.0839502
2006	106509	567782	.1875878
2 Total of line 1, column (d)			2 .6118059
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 .1223611
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1361960
5 Multiply line 4 by line 3			5 166651
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 515
7 Add lines 5 and 6			7 167166
8 Enter qualifying distributions from Part XII, line 4			8 236783
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	515
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	515
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	515
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	0
b	Exempt foreign organizations—tax withheld at source	6b	0
c	Tax paid with application for extension of time to file (Form 8868)	6c	n/a
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	515
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 0 0 Refunded ►	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?	1a	✓
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	✓
<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>			
1c	Did the foundation file Form 1120-POL for this year?	1c	✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ 0 (2) On foundation managers. ► \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____ 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>	2	✓
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>	3	✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	✓
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	✓
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>	7	✓
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► IL	8b	✓
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	9	✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	✓

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	✓
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	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► n/a	13	✓
14	The books are in care of ► Carol Eich Located at ► P.O. Box 622, Lake Zurich, IL	Telephone no. ► 847 382 3787 ZIP+4 ► 60047 0622	
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 ✓

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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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?		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
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.)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?						
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No						
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?						
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No						
(3) Provide a grant to an individual for travel, study, or other similar purposes?						
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)						
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?						
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No						
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b				
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>						
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No				
If "Yes," attach the statement required by <i>Regulations section 53.4945–5(d)</i> .						
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b ✓				
If "Yes" to 6b, file Form 8870.						
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b				

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Carol Eich P.O. Box 622, Lake Zurich, IL 60047 0622	Dir,Pres,Treas/40hr	6500	0	0
Beth Mann P.O. Box 622, Lake Zurich, IL 60047 0622	Dir,Sec/1 hr	0	0	0
Katie DeLaere P.O. Box 622, Lake Zurich, IL 60047 0622	Dir,Asst Sec/1 hr	0	0	0
Lynne Walters P.O. Box 622, Lake Zurich, IL 60047 0622	Dir,VP,Asst Treas/1 hr	0	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				0

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 (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		0
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	None	0
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	0
2		
All other program-related investments See instructions		
3		
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	1356170
b	Average of monthly cash balances	1b	26531
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1382701
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	1382701
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	20741
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1361960
6	Minimum investment return. Enter 5% of line 5	6	68098

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	68098
2a	Tax on investment income for 2011 from Part VI, line 5	2a	515
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	515
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	67583
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	67583
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	67583

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	236783
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	236783
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	515
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	236268

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				67583
2 Undistributed income, if any, as of the end of 2011.				0
a Enter amount for 2010 only				0
b Total for prior years: 20 ____,20 ____,20 ____		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	108382			
b From 2007	475168			
c From 2008	89574			
d From 2009	925696			
e From 2010	1796763			
f Total of lines 3a through e	3395583			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 236783				0
a Applied to 2010, but not more than line 2a				0
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				67583
e Remaining amount distributed out of corpus	168685			
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:	3564268			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 instructions	0			
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012	0			0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) .	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) .	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3564268			
10 Analysis of line 9:				
a Excess from 2007	74075			
b Excess from 2008	89574			
c Excess from 2009	45072			
d Excess from 2010	148628			
e Excess from 2011	168685			

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

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 ►	n/a
b	Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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	
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 $\frac{2}{3}$ 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).)

n/a

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:

n/a

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

pla

c Any submission deadlines:

n/a

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

n/a

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
See schedule #8				
Total				► 3a 219700
<i>b Approved for future payment</i>				
None				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions.)	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1	Program service revenue:				
a	n/a				
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies		n/a		
2	Membership dues and assessments		n/a		
3	Interest on savings and temporary cash investments		14	304
4	Dividends and interest from securities		14	15400
5	Net rental income or (loss) from real estate:				
a	Debt-financed property		n/a		
b	Not debt-financed property		n/a		
6	Net rental income or (loss) from personal property		n/a		
7	Other investment income		n/a		
8	Gain or (loss) from sales of assets other than inventory		18	36453
9	Net income or (loss) from special events		n/a		
10	Gross profit or (loss) from sales of inventory		n/a		
11	Other revenue: a 0		n/a		
b					
c					
d					
e					
12	Subtotal. Add columns (b), (d), and (e)		n/a	52157
13	Total. Add line 12, columns (b), (d), and (e)			13	52157

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
n/a	

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	✓	
	(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. 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.	✓	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

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

Sign Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. May the IRS discuss this return?

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Signature of preparer (must be typed or printed)		Date	Year		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

DESCRIPTION	ACCOUNTING FEES		SCHEDULE 1	
	(A) EXPENSES/ BOOK	(B) NET INVEST INCOME	(C) ADJ NET INCOME	(D) CHARITABLE PURPOSES
Vanguard brokerage	658	0	0	0

TO FORM 990-PF, PT I, LINE 16b

DESCRIPTION	TAXES		SCHEDULE 2	
	(A) EXPENSES/ BOOK	(B) NET INVEST INCOME	(C) ADJ NET INCOME	(D) CHARITABLE PURPOSES
Tax on Invest. Income, '11	369	0	0	0
SEC of STATE, filing fee	10	0	0	0
IL CHARITY BUREAU	15	0	0	15
Foreign tax pd, Vang.	<u>267</u>	0	0	<u>0</u>
TOTAL	661			15

TO FORM 990-PF, PT I, LINE 18

DESCRIPTION	OTHER EXPENSES		SCHEDULE 3	
	(A) EXPENSES/ BOOK	(B) NET INVEST INCOME	(C) ADJ NET INCOME	(D) CHARITABLE PURPOSES
OFFICE	811	0	0	0

TOTAL TO FORM 990-PF PT I, LN23

<u>INV/CORPORATE STOCK</u>		<u>SCHEDULE 4</u>
<u>DESCRIPTION</u>	<u>BOOK VALUE/FMV</u>	
Pepco Holdings, Inc., POM	9535	
Vang. Total Stk Mkt Ind., Adm Shs, VTSAX	166211	
Vang. Total Stk Mkt ETF, VTI	78189	
Emerging Markets, EMF	36613	
Matthew China Fund, MCHFX	37032	
Matthew Asian Funds, MSMLX	31916	
Canadian Currency, FXC	163030	
SPDR Gold Trust, GLD	12615	
ISHARES Silver, SLW	40370	
Rogers Intl Agr Comm Ind, RJA	60600	
Rogers Intl Comm Ind, RJI	<u>109149</u>	
TOTAL	745260	

TOTAL TO FORM 990-PF, PT II, LN 10b

<u>INV/CORPORATE BONDS</u>		<u>SCHEDULE 5</u>
<u>DESCRIPTION</u>	<u>BOOK VALUE/FMV</u>	
Vang. Total Bd Mkt Ind., Adm Shs, VBTLX	126270	
Russell Strategic Bd, Cl S, RFCTX	71978	
Vang. Short Term Inv. Grade, Adm Shs, VFSUX	133799	
Vang. Short Term Treasury, VFISX	<u>18718</u>	
TOTAL	350765	

TOTAL TO FORM 990-PF, PT II, LN 10c

<u>DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT</u>			<u>SCHEDULE 6</u>
<u>DESCRIPTION</u>	<u>COST OR OTHER BASIS</u>	<u>ACCUMULATED DEPRECIATION</u>	<u>BOOK VALUE</u>
OFFICE EQUIPMENT	67	64	3

TO FORM 990-PF, PT I, LN 19 AND PT II, LN 14

OTHER DECREASES		SCHEDULE 7				
DESCRIPTION		BOOK VALUE/FMV				
UNREALIZED LOSS, SCHWAB & VANGUARD		(109582)				
TO FORM 990-PF, PT III, LN 5						
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR						
RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	AMOUNT		
Advancing Native Missions PO Box 5303 Charlottesville, VA 22905	501c3	children's camp	none	12000		
Ambassadors for Christ, Intl PO Box 470 Tucker, GA 30085	501c3	Bible schools, Sudan	none	5000		
Biblica PO Box 35901 Colorado Springs, CO 80935	501c3	book distribution	none	5500		
Campus Crusade for Christ P.O. Box 628222 Orlando, FL 32862-8222	501c3	youth ministry	none	2000		
D.O.O.R. International P.O. Box 457 Bunn, NC 27508	501c3	Deaf ministry	none	5000		
Doulos Community 3709 Bellevue Ave Kansas City, MO 64111	501c3	aid to street kids	none	7000		
Empty Hands, Inc. 4111 S. Darlington, Suite 120 Tulsa, OK 74135	501c3	teaching English	none	6500		
Far East Broadcasting Co PO Box 1 La Mirada, CA 90637-0001	501c3	radio broadcasts	none	5000		

(Continued from page 3)

Global Bridges P.O. Box 4086 Tyler, TX 75712	501c3	rescue of children	none	7000
Global Radio Outreach P.O. Box 17639 Seattle, WA 98127	501c3	radio/web outreach	none	1300
God's Word for the Nations P.O. Box 1259 Rolla, MO 65402	501c3	Bible translation	none	4000
IFES USA P.O. Box 748 Monument, CO 80132	501c3	student ministry	none	3500
JS Resources 844 Maraval Ct Longwood, FL 32750	501c3	church development	none	5000
Keymedia-MN 93 S. Jackson St., #88398 Seattle, WA 98104-2818	501c3	TV programs	none	7500
Life International 527 Wing Point Coldwater, MI 49036	501c3	community dev.	none	7800
Messages of God's Love 1234 SW 304 th Federal Way, WA 98023	501c3	refugee relief	none	1000
Middle East Concern USA PO Box 53893 Indianapolis, IN 46253-0893	501c3	advocacy	none	7500
The Mustard Seed Foundation PO Box 910781 Lexington, KY 40503	501c3	youth outreach	none	7500

(Continued from page 4)

Noura International 1112 Glenmore Dr. Cleveland, TN 37312	501c3	prison ministry	none	2600
Open Doors USA 2953 S. Pullman St. Santa Ana, CA 92705	501c3	training illiterates	none	6500
Operation Mobilization PO Box 444 Tyrone, GA 30290-0444	501c3	Training programs, healthcare, radio/web outreach	none	33200
Partners International 1117 E. Westview Ct Spokane, WA 99218-1319	501c3	Community dev., education, outreach center	none	22000
People International P.O. Box 3005 Vancouver, WA 98668	501c3	radio, web outreach	none	6800
Pioneers 10123 William Carey Dr. Orlando, FL 32832-6931	501c3	Deaf, web, radio, & dairy ministry	none	20700
Reaching Unreached Nations P.O. Box 6543 Virginia Beach, VA 23456	501c3	Bible translation	none	500
Scriptures in Use 101 S. La Canada, Suite 49-D Green Valley, AZ 85614	501c3	Training for illiterate	none	1500
SIM USA PO Box 7900 Charlotte, NC 28241	501c3	community dev.	none	2000
Willow Creek Community Church 67 E. Algonquin Rd. South Barrington, IL 60010	501c3	community dev.	none	1000

(Continued from page 5)

World Horizons 2102 East Main St. Richmond, VA 23223	501c3	education	none	5500
YWAM Tyler PO Box 3000 Garden Valley, TX 75771	501c3	youth outreach	none	5800
Youth with a Mission PO Box 60579 Colorado Springs, CO 80960	501c3	youth outreach	none	6500
Yust Pust Foundation PO Box 336 Winnetka, IL 60093	501c3	education	none	<u>5000</u>
TOTAL TO FORM 990-PF, PT XV, LN 3a				TOTAL \$219700