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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

, 2011, and ending

VESELY FAMILY FOUNDATION
C/O JON S. VESELY
19587 N. 103RD STREET
SCOTTSDALE, AZ 85255-6636

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

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

I Fair market value of all assets at end of year **J** Accounting method: Cash Accrual
 (from Part II, column (c), line 16) Other (specify) **(Part I, column (d) must be on cash basis)**

► \$ 1,988,301.

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E	1 Contributions, gifts, grants, etc, received (att sch)	91,153.			
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	85.	85.	85.	
	4 Dividends and interest from securities	37,798.	37,798.	37,798.	
	5a Gross rents b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	577,134.			
	7 Capital gain net income (from Part IV, line 2)		358,188.		
	8 Net short-term capital gain				1,721.
	9 Income modifications				
	10a Gross sales less returns and allowances b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
SEE STATEMENT 1	3,217.	25,058.			
12 Total. Add lines 1 through 11	490,441.	421,129.	39,604.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) b Accounting fees (attach sch)				
	c Other prof fees (attach sch)	SEE ST 2	750.		
	17 Interest		10,452.		
	18 Taxes (attach schedule see instrs)	SEE STM. 3	153.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	SEE STATEMENT 4	24,238.	4,892.		
	24 Total operating and administrative expenses. Add lines 13 through 23	35,593.	4,892.		
25 Contributions, gifts, grants paid PART XV	110,200.			110,200.	
26 Total expenses and disbursements. Add lines 24 and 25	145,793.	4,892.	0.	110,200.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements.					
b Net investment income (if negative, enter -0-)	344,648.	416,237.			
c Adjusted net income (if negative, enter -0-)			39,604.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	1 Cash – non-interest-bearing			
	2	2 Savings and temporary cash investments	1,027,766.	180,568.	180,568.
	3	3 Accounts receivable			
		Less: allowance for doubtful accounts ►			
	4	4 Pledges receivable			
		Less: allowance for doubtful accounts ►			
	5	5 Grants receivable			
	6	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	7 Other notes and loans receivable (attach sch.)			
		Less: allowance for doubtful accounts ►			
	8	8 Inventories for sale or use			
	9	9 Prepaid expenses and deferred charges			
	10a	10a Investments – U S and state government obligations (attach schedule)			
	b	b Investments – corporate stock (attach schedule)	429,346.	1,036,483.	1,036,483.
	c	c Investments – corporate bonds (attach schedule)			
	11	11 Investments – land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ►			
	12	12 Investments – mortgage loans			
	13	13 Investments – other (attach schedule)	545,000.	771,250.	771,250.
	14	14 Land, buildings, and equipment. basis			
		Less: accumulated depreciation (attach schedule) ►			
	15	15 Other assets (describe ►)			
	16	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	2,002,112.	1,988,301.	1,988,301.
LIABILITIES	17	17 Accounts payable and accrued expenses			
	18	18 Grants payable			
	19	19 Deferred revenue			
	20	20 Loans from officers, directors, trustees, & other disqualified persons			
	21	21 Mortgages and other notes payable (attach schedule)			
	22	22 Other liabilities (describe ►)			
	23	23 Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input type="checkbox"/>			
	24	24 Unrestricted			
	25	25 Temporarily restricted			
	26	26 Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27	27 Capital stock, trust principal, or current funds	2,002,112.	1,988,301.	
	28	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29	29 Retained earnings, accumulated income, endowment, or other funds			
	30	30 Total net assets or fund balances (see instructions)	2,002,112.	1,988,301.	
	31	31 Total liabilities and net assets/fund balances (see instructions)	2,002,112.	1,988,301.	

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	2,002,112.
2	Enter amount from Part I, line 27a	...	2	344,648.
3	Other increases not included in line 2 (itemize) ► <u>SEE STATEMENT 5</u>	...	3	50.
4	Add lines 1, 2, and 3	...	4	2,346,810.
5	Decreases not included in line 2 (itemize) ► <u>SEE STATEMENT 6</u>	...	5	358,509.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	...	6	1,988,301.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE ATTACHED - CHARLES SCHWAB			P	VARIOUS	VARIOUS
b SEE ATTACHED - CHARLES SCHWAB			P	VARIOUS	VARIOUS
c SEE ATTACHED - PARTNERSHIPS			P	VARIOUS	VARIOUS
d SEE ATTACHED - PARTNERSHIPS			P	VARIOUS	VARIOUS
e SEE ATTACHED - CAPITAL GAIN DISTRIBUTIONS			P	VARIOUS	VARIOUS
(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 31,118.		29,397.	1,721.		
b 538,339.		187,877.	350,462.		
c		1,672.	-1,672.		
d 4,113.			4,113.		
e 3,564.			3,564.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a			1,721.		
b			350,462.		
c			-1,672.		
d			4,113.		
e			3,564.		
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	358,188.	
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	1,721.	

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 (column (b) divided by column (c))
2010	109,485.	1,972,749.	0.055499
2009	74,000.	1,442,833.	0.051288
2008	90,005.	1,367,857.	0.065800
2007	77,008.	1,382,817.	0.055689
2006	100,008.	1,428,420.	0.070013
2 Total of line 1, column (d)			2 0.298289
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 0.059658
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,040,803.
5 Multiply line 4 by line 3			5 121,750.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,162.
7 Add lines 5 and 6			7 125,912.
8 Enter qualifying distributions from Part XII, line 4			8 110,200.

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 instrs)	
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 8,325.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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 8,325.
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 8,325.
6	Credits/Payments:	
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a
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 0.
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 SEE STATEMENT 7 8,638.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ►	11 Refunded

Part VII-A Statements Regarding Activities

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?	Yes X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	X
	<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?	X
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?	X
	<i>If 'Yes,' attach a detailed description of the activities.</i>	
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?	X
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>	
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?	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	
IL		
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?	13	X
Website address ► N/A			
14	The books are in care of ► BARBARA A. VESELY Located at ► 19587 N. 103RD STREET SCOTTSDALE AZ	Telephone no. ► (480) 419-5778 ZIP + 4 ► 85255-6636	
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?	16	Yes X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

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

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

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

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

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here ►

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

N/A Yes No

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

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

6b X

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

If 'Yes' to 6b, file Form 8870

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

7b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		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				

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		
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 (see instructions)

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		
Total. Add lines 1 through 3		0.

BAA

Form 990-PF (2011)

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	867,514.
b Average of monthly cash balances	1b	473,325.
c Fair market value of all other assets (see instructions)	1c	731,042.
d Total (add lines 1a, b, and c)	1d	2,071,881.
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	2,071,881.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	31,078.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,040,803.
6 Minimum investment return. Enter 5% of line 5	6	102,040.

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	102,040.
2a Tax on investment income for 2011 from Part VI, line 5	2a	8,325.
b Income tax for 2011. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	8,325.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	93,715.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	93,715.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	93,715.

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	110,200.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	110,200.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	110,200.

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.				93,715.
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 ___				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008	40,619.			
d From 2009	74,000.			
e From 2010	109,485.			
f Total of lines 3a through e.	224,104.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 110,200.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	110,200.			
d Applied to 2011 distributable amount	0.			0.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	93,715.			93,715.
6 Enter the net total of each column as indicated below:	240,589.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b				
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.
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	240,589.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	20,904.			
d Excess from 2010..	109,485.			
e Excess from 2011	110,200.			

BAA

Form 990-PF (2011)

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

N/A

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

JON S. VESELY

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:

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines.

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 STATEMENT 10				
Total.			► 3a	110,200.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

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) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	85.	
4 Dividends and interest from securities			14	37,798.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	3,217.	
8 Gain or (loss) from sales of assets other than inventory			18	358,188.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				399,288.	
13 Total. Add line 12, columns (b), (d), and (e)				13	399,288.
(See worksheet in line 13 instructions to verify calculations)					

(See worksheet in line 13 instructions to verify calculations)

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

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	1 a (1)	X
(2) Other assets	1 a (2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3) Rental of facilities, equipment, or other assets	1 b (3)	X
(4) Reimbursement arrangements	1 b (4)	X
(5) Loans or loan guarantees	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
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? . . .

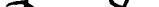
Yes No

b If 'Yes,' complete the following schedule

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

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

**Sign
Here**


Signature of officer or trustee

10/15/12

Date

► PRESIDENT

May the IRS discuss this return with the preparer shown below (see instructions)?

Signature of officer or trustee		Date	Date	Yes	No	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	VICTOR J. FONTANETTA		Victor fontanetta	11/14/2012		P00187013
	Firm's name	► FONTANETTA CONSULTING, LLC			Firm's EIN	►
Firm's address	► 530 N. GREENWOOD DRIVE PALATINE, IL 60074			Phone no (847) 202-8446		

BAA

Form 990-PF (2011)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

2011

Name of the organization	VESELY FAMILY FOUNDATION C/O JON S. VESELY	Employer identification number
		36-4325820

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990,
990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

VESELY FAMILY FOUNDATION

Employer identification number

36-4325820

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JON S. VESELY 19587 N. 103RD STREET SCOTTSDALE, AZ 85255-6636	\$ 44,096.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	JON S. VESELY 19587 N. 103RD STREET SCOTTSDALE, AZ 85255-6636	\$ 46,923.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)

Name of organization

VESELY FAMILY FOUNDATION

Employer identification number

36-4325820

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	3,200 SHARES HOUSTON WIRE & CABLE COMPANY ("HWC"/NASDAQ: HWCC)	\$ 44,096.	3/16/11
2	3,083 SHARES HOUSTON WIRE & CABLE COMPANY ("HWC"/NASDAQ: HWCC)	\$ 46,923.	4/07/11
		\$	
		\$	
		\$	
		\$	

BAA

Name of organization

Name of organization:
VESELY FAMILY FOUNDATION

Employer identification number

36-4325820

Part III *Exclusively religious, charitable, etc. individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.* Complete cols (a) through (e) and the following line.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions) Use duplicate copies of Part III if additional space is needed

N/A

2011

FEDERAL WORKSHEETS
VESELY FAMILY FOUNDATION
C/O JON S. VESELY

PAGE 1
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COMPUTATION OF 2011 NET OPERATING LOSS

1. TOTAL INCOME	-21,841.
2. TOTAL DEDUCTIONS	0.
3. UNRELATED BUSINESS TAXABLE INCOME (LINE 1 LESS LINE 2)	<u>-21,841.</u>
2011 NET OPERATING LOSS	<u><u>21,841.</u></u>

2011**FEDERAL STATEMENTS****VESELY FAMILY FOUNDATION
C/O JON S. VESELY****PAGE 2****36-4325820****STATEMENT 5
FORM 990-PF, PART III, LINE 3
OTHER INCREASES**

MCM FUND - TAX-EXEMPT INCOME

TOTAL \$ 50.**STATEMENT 6
FORM 990-PF, PART III, LINE 5
OTHER DECREASES**

CHARLES SCHWAB - CHANGE IN FMV	\$ 358,206.
IN:CAST, LLC - NONDEDUCTIBLE EXPENSES	295.
MCM FUND, LP - NONDEDUCTIBLE EXPENSES	8.
TOTAL	\$ <u>358,509.</u>

**STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JON S. VESELY 19587 N. 103RD STREET SCOTTSDALE, AZ 85255-6636	PRESIDENT 1.00	\$ 0.	\$ 0.	\$ 0.
BARBARA A. VESELY 19587 N. 103RD STREET SCOTTSDALE, AZ 85255-6636	TREASURER 1.00	0.	0.	0.
JOHN J. VESELY 9449 E. MOHAWK LANE SCOTTSDALE, AZ 85255	SECRETARY 1.00	0.	0.	0.
JEAN VESELY 9449 E. MOHAWK LANE SCOTTSDALE, AZ 85255	DIRECTOR 1.00	0.	0.	0.

2011

FEDERAL STATEMENTS

VESELY FAMILY FOUNDATION
C/O JON S. VESELY

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JARED VESELY 9221 E. DESERT VIEW SCOTTSDALE, AZ 85255	DIRECTOR 1.00	\$ 0.	\$ 0.	\$ 0.
TOTAL \$ 0. \$ 0. \$ 0.				

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
 NAME: JON S. AND BARBARA A. VESELY
 CARE OF:
 STREET ADDRESS: 19587 N. 103RD STREET
 CITY, STATE, ZIP CODE: SCOTTSDALE, AZ 85255-6636
 TELEPHONE:
 FORM AND CONTENT: RECIPIENT NAME AND ADDRESS, TAX-EXEMPT STATUS, AND AMOUNT REQUESTED.
 SUBMISSION DEADLINES: NONE
 RESTRICTIONS ON AWARDS: NONE

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
WORLD VISION P.O. BOX 9716 FEDERAL WAY, WA 98063	NONE; PUBLIC CHARITY	GENERAL FUND	\$ 21,700.	
SHEPHERD OF THE DESERT LUTHERAN CHURCH 9590 E. SHEA BOULEVARD SCOTTSDALE, AZ 85260	NONE; PUBLIC CHARITY	GENERAL FUND	5,000.	
SOUL CITY CHURCH P.O. BOX 220279 CHICAGO, IL 60622	NONE; PUBLIC CHARITY	GENERAL FUND	5,000.	
MISSION COMMUNITY CHURCH 4450 EAST ELLIOT ROAD GILBERT, AZ 85234	NONE; PUBLIC CHARITY	GENERAL FUND	20,000.	

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
EASTSIDE CHRISTIAN CHURCH 2002 E. MISSOURI AVENUE PHOENIX, AZ 85016	NONE; PUBLIC CHARITY		GENERAL FUND	\$ 50,000.
IMMANUEL LUTHERAN CHURCH 200 N. PLUM GROVE ROAD PALATINE, IL 60067	NONE; PUBLIC CHARITY		GENERAL FUND	2,500.
STREETLIGHT P.O. BOX 6178 PEORIA, AZ 85381	NONE; PUBLIC CHARITY		GENERAL FUND	5,000.
YOUNG LIFE P.O. BOX 520 COLORADO SPRINGS, CO 80901	NONE; PUBLIC CHARITY		GENERAL FUND	1,000.
				TOTAL \$ 110,200.

2011

FEDERAL STATEMENTS

PAGE 1

VESELY FAMILY FOUNDATION
C/O JON S. VESELY

36-4325820

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT - SEE ATTACHED	\$ 3,217.	\$ 25,058.	
TOTAL	\$ 3,217.	\$ 25,058.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	\$ 750.	\$ 0.	\$ 0.	\$ 0.
TOTAL	\$ 750.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX (2010 FORM 990-PF)	\$ 14.			
FOREIGN TAXES PAID (MCM FUND, LP)	\$ 139.			
TOTAL	\$ 153.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FLOW-THRU EXPENSES (PARTNERSHIPS)	\$ 19,226.			
INVESTMENT FEES (CHARLES SCHWAB)	\$ 4,892.	\$ 4,892.		
STATE FILING FEES (ANNUAL REPORT)	\$ 120.			
TOTAL	\$ 24,238.	\$ 4,892.	\$ 0.	\$ 0.

Vesely Family Foundation
FEIN: 36-4325820
Form 990PF, Part I, Other Income
For the tax period ended December 31, 2011

Partnerships	Ordinary Income & Rental Real Estate				990-PF	U.B.T.I	990-PF
		Interest Income	Dividend Income	Other Income	Column A Revenue Expense Per Books	Excluded from Net Investment Income	Column B Net Investment Income
MCM Fund, LP	(5,381)	15,681	4,355	10,230	24,885	(173)	25,058
In:Cast, LLC	(21,668)				(21,668)	(21,668)	-
Totals	(27,049)	15,681	4,355	10,230	3,217	(21,841)	25,058

Vesely Family Foundation
FEIN: 36-4325820
Form 990PF, Part I, Other Expense
For the tax period ended December 31, 2011

Partnerships	Other	Charitable	Portfolio	990-PF
	Expenses	Contributions	Expenses	Total
MCM Fund, LP	6,524	1	12,701	19,226
Totals	<u>6,524</u>	<u>1</u>	<u>12,701</u>	<u>19,226</u>

2011**FEDERAL SUPPORTING DETAIL****VESELY FAMILY FOUNDATION
C/O JON S. VESELY****PAGE 1**

36-4325820

**OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS**

NORTHERN TRUST - INTEREST	\$ 85.
TOTAL	\$ 85.

**OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.**

CHARLES SCHWAB - DIVIDENDS	\$ 37,798.
TOTAL	\$ 37,798.

**OTHER REVENUE
NET INVESTMENT INCOME**

INVESTMENTS - SEE ATTACHED	\$ 25,058.
TOTAL	\$ 25,058.

**OPERATING & ADMINISTRATIVE EXP. (990-PF)
INTEREST**

INTEREST EXPENSE - MCM FUND, LP	\$ 10,452.
TOTAL	\$ 10,452.

**BALANCE SHEET
CORPORATE STOCK (FORM 990-PF)[O]**

130 SHARES - SCHLUMBERGER LTD.	\$ 10,855.
48 SHARES - UNION PACIFIC	4,448.
50 SHARES - FREEPORT MCMORAN	6,005.
416 SHARES - ORACLE CORPORATION	13,021.
305 SHARES - FORD MOTOR CORP.	5,121.
94 SHARES - UNITED TECHNOLOGIES	7,400.
48 SHARES - AMAZON COM INC.	6,660.
732 SHARES - CUMMINS INC.	80,527.
176 SHARES - GOLDMAN SACHS	29.596.
1,164 SHARES - ADOBE SYSTEMS INC.	35,828.
500 SHARES - FMC CORP.	39,945.
500 SHARES - OCCIDENTAL PETE CORP.	49,050.
473 SHARES - FRANKLIN RESOURCES	52,602.
277 SHARES - BROADCOM CORP.	12,063.
155 SHARES - PRECISION CAST PARTS	21,577.
341 SHARES - TARGET CORP.	20,504.
250 SHARES - EMERSON ELECTRIC	14,293.
1,477 SHARES - HOUSTON WIRE & CABLE	19,851.
TOTAL	\$ 429,346.

2011**FEDERAL SUPPORTING DETAIL****VESELY FAMILY FOUNDATION
C/O JON S. VESELY****PAGE 2**

36-4325820

**BALANCE SHEET
OTHER (FORM 990-PF)[O]**

INVESTMENT - MCM FUND, LP	\$ 500,000.
INVESTMENT - IN:CAST, LLC	45,000.
TOTAL	\$ 545,000.

**BALANCE SHEET
SAVINGS AND TEMPORARY CASH INVESTMENTS**

CASH - NORTHERN TRUST (CHECKING)	\$ 80,853.
CASH - CHARLES SCHWAB (MONEY MARKET)	99,715.
TOTAL	\$ 180,568.

**BALANCE SHEET
CORPORATE STOCK (FORM 990-PF)[O]**

9,647.8290 SHARES - ARTIO GLOBAL HIGH INCOME	\$ 93,970.
5,606.5530 SHARES - EATON VANCE FLOATING RATE	49,338.
34,593.7680 SHARES - JPMORGAN CORE BOND SELECT	409,244.
10,763.2040 SHARES - JPMORGAN STRATEGIC INCOME	121,732.
11,463.7610 SHARES - PIMCO TOTAL RETURN	124,611.
14,925.5230 SHARES - TEMPLETON GLOBAL BOND FUND	184,629.
4,931.0660 SHARES - STEELPATH MLP ALPHA FUND	52,959.
TOTAL	\$ 1,036,483.

**BALANCE SHEET
OTHER (FORM 990-PF)[O]**

INVESTMENT - MCM FUND, LP	\$ 748,213.
INVESTMENT - IN:CAST LLC	23,037.
TOTAL	\$ 771,250.

**FMV OF ASSETS (990-PF)
SAVINGS AND TEMPORARY CASH INVESTMENTS**

CASH - NORTHERN TRUST (CHECKING)	\$ 80,853.
CASH - CHARLES SCHWAB (MONEY MARKET)	99,715.
TOTAL	\$ 180,568.

**FMV OF ASSETS (990-PF)
CORPORATE STOCK [O]**

9,647.8290 SHARES - ARTIO GLOBAL HIGH INCOME	\$ 93,970.
5,606.5530 SHARES - EATON VANCE FLOATING RATE	49,338.
34,593.7680 SHARES - JPMORGAN CORE BOND SELECT	409,244.
10,763.2040 SHARES - JPMORGAN STRATEGIC INCOME	121,732.
11,463.7610 SHARES - PIMCO TOTAL RETURN	124,611.
14,925.5230 SHARES - TEMPLETON GLOBAL BOND FUND	184,629.
4,931.0660 SHARES - STEELPATH MLP ALPHA FUND	52,959.

2011

FEDERAL SUPPORTING DETAIL

VESELY FAMILY FOUNDATION
C/O JON S. VESELY

PAGE 3

36-4325820

FMV OF ASSETS (990-PF) (continued)
CORPORATE STOCK [O]

TOTAL \$ 1,036,483.

FMV OF ASSETS (990-PF)
OTHER [O]

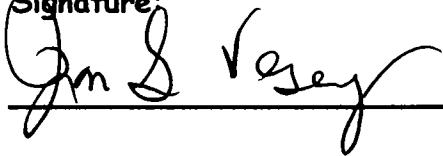
INVESTMENT IN MCM FUND, LP	\$ 748,213.
INVESTMENT IN IN:CAST LLC	23,037.
TOTAL	\$ <u>771,250.</u>

SECTION 4942 ELECTION
AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS

Name: Vesely Family Foundation
Address: C/O Jon S. Vesely
19587 N. 103rd Street
Scottsdale, AZ 85255-6636
Federal Tax ID: 36-4325820
Year Ending: December 31, 2011

Pursuant to Regulation Section 53.4942(a)-3(d)(2), the above referenced foundation hereby elects to apply all of its 2006 qualified distributions to corpus distributions.

Signature:

A handwritten signature in black ink, appearing to read "Jon S. Vesely".

Jon S. Vesely
President

Vesely Family Foundation
FEIN: 36-4325820
Form 990PF, Part I, Line 7 - Capital Gain Income
For the tax period ended December 31, 2011

Quantity	Description	Date Acquired	Date Sold	Proceeds	Basis	Gain/(Loss)
<u>Charles Schwab (Short-Term):</u>						
9	AMAZON COM INC	VARIOUS	4/1/2011	1,618	996	622
3,044.235	EATON VANCE FLOATING RATE FUND	12/31/2010	7/19/2011	27,459	27,245	214
18	FREEPORT MCMORAN COPPER	VARIOUS	4/4/2011	1,006	539	467
11	SCHLUMBERGER LTD	VARIOUS	4/4/2011	1,034	617	417
Charles Schwab (Short-Term) Totals				31,118	29,397	1,721
<u>Charles Schwab (Long-Term):</u>						
1,164	ADOB SYSTEMS INC	VARIOUS	4/1/2011	39,778	15,569	24,210
29	AMAZON COM INC	VARIOUS	4/1/2011	5,034	1,702	3,332
473	FRANKLIN RESOURCES INC	VARIOUS	4/1/2011	60,114	20,311	39,803
277	BROADCOM CORP	VARIOUS	4/1/2011	10,617	4,920	5,697
732	CUMMINS INC	VARIOUS	4/1/2011	81,433	14,986	66,447
250	EMERSON ELECTRIC CO	VARIOUS	4/1/2011	14,734	10,429	4,305
305	FORD MOTOR COMPANY	VARIOUS	4/1/2011	4,618	1,650	2,968
82	FREEPORT MCMORAN COPPER	VARIOUS	4/4/2011	4,585	1,022	3,563
500	FMC CORP NEW	VARIOUS	4/1/2011	43,048	30,256	12,792
176	GOLDMAN SACHS GROUP	VARIOUS	4/4/2011	28,246	20,508	7,738
3,200	HOUSTON WIRE & CABLE	VARIOUS	3/28/2011	46,423	149	46,275
200	HOUSTON WIRE & CABLE	VARIOUS	3/28/2011	2,901	9	2,892
1,277	HOUSTON WIRE & CABLE	VARIOUS	3/29/2011	18,546	59	18,487
416	ORACLE CORPORATION	VARIOUS	4/4/2011	14,172	7,448	6,724
500	OCCIDENTAL PETE CORP	VARIOUS	4/4/2011	52,180	17,540	34,640
155	PRECISION CASTPARTS CORP	VARIOUS	4/4/2011	23,135	16,049	7,087
119	SCHLUMBERGER LTD.	VARIOUS	4/4/2011	11,210	5,098	6,113
341	TARGET CORPORATION	VARIOUS	4/4/2011	17,167	12,944	4,223
48	UNION PACIFIC	VARIOUS	4/4/2011	4,715	2,142	2,572
94	UNITED TECHNOLOGY	VARIOUS	4/4/2011	8,025	4,944	3,081
3,083	HOUSTON WIRE & CABLE	VARIOUS	4/15/2011	47,657	143	47,514
Charles Schwab (Long-Term) Totals				538,339	187,877	350,462
<u>Partnership Activity:</u>						
MCM FUND, LP		VARIOUS	VARIOUS	4,113	1,673	2,440
Partnership (Short-Term) Totals				-	1,673	(1,673)
Partnership (Long-Term) Totals				4,113	-	4,113
				4,113	1,673	2,440
<u>Capital Gain Distributions:</u>						
CHARLES SCHWAB (Capital Gain Distribution)		VARIOUS	VARIOUS	3,564	-	3,564
Capital Gain Distributions Totals				3,564	-	3,564
Total Short-Term Gains/(Losses)				31,118	31,070	48
Total Long-Term Gains/(Losses)				546,016	187,877	358,139
Totals				577,133	218,947	358,186

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only. ►

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or <input checked="" type="checkbox"/> 36-4325820
	VESELY FAMILY FOUNDATION	Social security number (SSN) <input type="checkbox"/>
	Number, street, and room or suite number. If a P.O. box, see instructions. 19587 N. 103RD STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SCOTTSDALE, AZ 85255	

Enter the Return code for the return that this application is for (file a separate application for each return) ► 04

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

- The books are in the care of. ► BARBARA A. VESELY

Telephone No. ► (480) 419-5778 FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- calendar year 20 11 or
- tax year beginning , 20 , and ending , 20 .

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

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

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box.

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions VESELY FAMILY FOUNDATION	Employer identification number (EIN) or X 36-4325820
	File by the extended due date for filing the return. See instructions 19587 N. 103RD STREET	Social security number (SSN) <input type="checkbox"/>
	Number, street, and room or suite number. If a P O box, see instructions SCOTTSDALE, AZ 85255	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

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

04

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

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

- The books are in care of. ► **BARBARA A. VESELY**
Telephone No. ► **(480) 419-5778** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box.
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box . . . ► . If it is for part of the group, check this box . . . ► and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **11/15**, 20 **12**.
- 5 For calendar year **2011**, or other tax year beginning 20 and ending 20
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension. . . **TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

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

Signature and Verification must be completed for Part II only.

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

Signature ►

Title ► **PRESIDENT**

Date ►

BAA

FIFZ0502L 07/29/11

Form 8868 (Rev 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box.

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions VESELY FAMILY FOUNDATION	Employer identification number (EIN) or 36-4325820
	Number, street, and room or suite number If a P.O. box, see instructions. 19587 N. 103RD STREET	Social security number (SSN) <input type="checkbox"/>
File by the extended due date for filing the return. See instructions	City, town or post office, state, and ZIP code For a foreign address, see instructions. SCOTTSDALE, AZ 85255	

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

04

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

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

- The books are in care of ► **BARBARA A. VESELY**
Telephone No. ► **(480) 419-5778** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until **11/15**, 20 **12**.
- For calendar year **2011**, or other tax year beginning , 20 , and ending , 20 .
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension... **TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

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

Signature and Verification must be completed for Part II only.

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

Signature ►

Title ► **PRESIDENT**

Date ►

BAA

FIFZ0502L 07/29/11

Form 8868 (Rev 1-2012)