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Form 990-PF

Return of Private Foundation

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

2011

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

G Check all that apply

 Initial return Initial return of a former public charity Final return Amended return Address change Name change

Name of foundation

THE STEPHEN L HICKMAN FAMILY FOUNDATION

A Employer identification number

38-3349206

Number and street (or P O box number if mail is not delivered to street address)
2711 E MAUMEE STREET

Room/suite

B Telephone number (see page 10 of the instructions)

(517) 263-5055

City or town, state, and ZIP code
ADRIAN, MI 49221C If exemption application is pending, check here D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation E If private foundation status was terminated under section 507(b)(1)(A), check here F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 3,593,067**

J Accounting method

 Cash Accrual Other (specify)

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B			
3	Interest on savings and temporary cash investments	32,080	32,080	
4	Dividends and interest from securities.	62,726	62,726	
5a	Gross rents	381	381	
b	Net rental income or (loss) -1,791			
6a	Net gain or (loss) from sale of assets not on line 10	-171,095		
b	Gross sales price for all assets on line 6a 951,149			
7	Capital gain net income (from Part IV, line 2) . . .		0	
8	Net short-term capital gain			
9	Income modifications			
10a	Gross sales less returns and allowances			
b	Less Cost of goods sold			
c	Gross profit or (loss) (attach schedule)			
11	Other income (attach schedule)	7,612	7,612	
12	Total. Add lines 1 through 11	-68,296	102,799	

13	Compensation of officers, directors, trustees, etc	0	0	0
14	Other employee salaries and wages			
15	Pension plans, employee benefits			
16a	Legal fees (attach schedule)			
b	Accounting fees (attach schedule)			
c	Other professional fees (attach schedule)			
17	Interest			
18	Taxes (attach schedule) (see page 14 of the instructions)	648	648	0
19	Depreciation (attach schedule) and depletion . . .			
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule)	27,304	27,304	0
24	Total operating and administrative expenses.			
	Add lines 13 through 23	27,952	27,952	0
25	Contributions, gifts, grants paid	425,501		425,501
26	Total expenses and disbursements. Add lines 24 and 25	453,453	27,952	425,501
27	Subtract line 26 from line 12			
a	Excess of revenue over expenses and disbursements	-521,749		
b	Net investment income (if negative, enter -0-) . . .		74,847	
c	Adjusted net income (if negative, enter -0-) . . .			

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	540,287	698,904	698,904
2	Savings and temporary cash investments			
3	Accounts receivable ► <u>1,601</u>			
	Less allowance for doubtful accounts ► _____	497	1,601	1,601
4	Pledges receivable ► _____			
	Less allowance for doubtful accounts ► _____			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ► _____			
	Less allowance for doubtful accounts ► _____			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	199,541	194,448	202,398
b	Investments—corporate stock (attach schedule)	2,184,000	1,470,896	1,695,230
c	Investments—corporate bonds (attach schedule)	533,832	438,832	463,948
11	Investments—land, buildings, and equipment basis ► _____			
	Less accumulated depreciation (attach schedule) ► _____			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	264,806	410,297	530,986
14	Land, buildings, and equipment basis ► _____			
	Less accumulated depreciation (attach schedule) ► _____			
15	Other assets (describe ► _____)	0	0	0
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,722,963	3,214,978	3,593,067
Liabilities				
17	Accounts payable and accrued expenses		16,000	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ► _____)			
23	Total liabilities (add lines 17 through 22)	0	16,000	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	0	0	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	3,722,963	3,198,978	
30	Total net assets or fund balances (see page 17 of the instructions)	3,722,963	3,198,978	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,722,963	3,214,978	

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	3,722,963
2	Enter amount from Part I, line 27a	2	-521,749
3	Other increases not included in line 2 (itemize) ► _____	3	31,238
4	Add lines 1, 2, and 3	4	3,232,452
5	Decreases not included in line 2 (itemize) ► _____	5	33,474
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,198,978

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 See Additional Data Table				
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 See Additional Data Table				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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 See Additional Data Table				
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	-171,095
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	581,983	3,870,098	0 150379
2009	143,502	3,631,913	0 039511
2008	222,512	4,016,053	0 055406
2007	203,024	2,233,135	0 090914
2006	79,650	1,353,823	0 058833
2 Total of line 1, column (d).			2 0 395043
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 079009
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.			4 3,633,238
5 Multiply line 4 by line 3.			5 287,059
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 748
7 Add lines 5 and 6.			7 287,807
8 Enter qualifying distributions from Part XII, line 4.			8 425,501

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1	1	748
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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	748
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	748
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,208
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	5,208
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,460
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 4,460 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<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>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
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	No
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	Yes
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	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> MI		
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>	8b	Yes
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 on page 27)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ►NA				
14	The books are in care of ►SALLY D HICKMAN	Telephone no ►(517) 263-5055		
	Located at ►2711 E MAUMEE STREET ADRIAN MI	ZIP +4 ►49221		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15		
	and enter the amount of tax-exempt interest received or accrued during the year. ►			
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	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►				

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 page 20 of the instructions)?	1b	
	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?	1c	No
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?	2a	
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
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 page 20 of the instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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?	3a	
	If "Yes," ► 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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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	No

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))?	<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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
If "Yes" to 6b, file Form 8870.				
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		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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 page 22 of the 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
TRACY L HICKMAN 1046 W KINZIE STREET SUITE 102 CHICAGO, IL 60642	PRESIDENT 0 00	0	0	0
STEPHANIE L HICKMAN-BOYSE 219 N SCOTT STREET ADRIAN, MI 49221	SECRETARY 0 00	0	0	0
SALLY D HICKMAN 2791 LENAWEE HILLS ADRIAN, MI 49221	VICE PRES/TREASURER 0 00	0	0	0
STEPHEN L HICKMAN 2791 LENAWEE HILLS ADRIAN, MI 49221	TRUSTEE 0 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the instructions). If none, enter "NONE"

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

Part IX-A Summary of Direct Charitable Activities

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

1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

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

1		
2		
All other program-related investments See page 24 of the instructions		
3		
Total	Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,057,360
b	Average of monthly cash balances.	1b	631,206
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,688,566
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	3,688,566
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	55,328
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,633,238
6	Minimum investment return. Enter 5% of line 5.	6	181,662

Part XI Distributable Amount (see page 25 of the 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	181,662
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	748
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	748
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	180,914
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	180,914
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	180,914

Part XII Qualifying Distributions (see page 25 of the 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	425,501
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	425,501
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	748
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 page 26 of the instructions).	6	424,753
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				180,914
2 Undistributed income, if any, as of the end of 2011			0	
a Enter amount for 2010 only.				
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.	80,385			
c From 2008.	26,445			
d From 2009.				
e From 2010.	389,514			
f Total of lines 3a through e.	496,344			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 425,501			0	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.			180,914	
e Remaining amount distributed out of corpus	244,587			0
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
6 Enter the net total of each column as indicated below:	740,931			
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 page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	740,931			
10 Analysis of line 9				
a Excess from 2007.	80,385			
b Excess from 2008.	26,445			
c Excess from 2009.				
d Excess from 2010.	389,514			
e Excess from 2011.	244,587			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization 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 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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

See Additional Data Table

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

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 page 28 of the 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

SALLY D HICKMAN
2711 E MAUMEE STREET
ADRIAN, MI 49221
(517) 263-5055

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

ALL APPLICATIONS MUST BE IN WRITING AND INCLUDE A DETAILED DESCRIPTION AS TO THE PURPOSE OF THE REQUEST

c Any submission deadlines

ALL APPLICATIONS MUST BE RECEIVED AT THE FOUNDATION'S BUSINESS OFFICE NO LATER THAN OCTOBER 1 OF EACH

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

ALL APPLICANTS MUST BE 501(C)(3) ORGANIZATIONS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	425,501
b Approved for future payment				
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 page 28 of the instructions)	
		(a) Business code	(b) Amount	(c) Exclusion 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	32,080
4 Dividends and interest from securities.				14	62,726
5 Net rental income or (loss) from real estate					
a Debt-financed property.				14	-1,791
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.				15	7,612
8 Gain or (loss) from sales of assets other than inventory				18	-171,095
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).			0		-70,468
13 Total. Add line 12, columns (b), (d), and (e).				13	-70,468
(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
3,4	ALL INCOME EARNED BY THE FOUNDATION IS USED TO PROVIDE THE
7,8	CONTRIBUTIONS FOR WHICH THE FOUNDATION IS INTENDED

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

(1) Cash.

(2) Other assets.

Other transactions

(1) Sales of assets to a noncharitable exempt organization. . .

(2) Purchases of assets from a noncharitable exempt

(3) Rental of facilities, equipment,

(4) Reimbursement arrangements

(8) Performance of services or membership or fundraising solicitations.

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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

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		
<p>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 or fiduciary) is based on all information of which preparer has any knowledge.</p>				
<p>***** Signature of officer or trustee</p>		<p>2012-11-09 *****</p>		
<p>Date</p>		<p>Title</p>		
<p>Sign Here Preparer's Use Only</p>	<p>Preparer's Signature JANICE E MAGILL</p>	<p>Date</p>	<p>Check if self-employed ►</p>	<p>PTIN P00446311</p>
	<p>Firm's name ► PARAGON ADVISORS INC</p>	<p></p>	<p></p>	<p>Firm's EIN ► 34-1844573</p>
	<p>20820 CHAGRIN BLVD SUITE 300</p>	<p></p>	<p></p>	<p></p>
	<p>Firm's address ► SHAKER HEIGHTS, OH 44122</p>	<p></p>	<p></p>	<p>Phone no (216) 491-3990</p>

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Additional Data

Software ID:

Software Version:

EIN: 38-3349206

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FROM K-1 PECP 2008- SECT 1231	P	2008-01-01	2011-12-31
FROM K-1 RECF 2008- SECT 1231	P	2008-01-01	2011-12-31
FROM K-1 ENTERPRISE PRODUCTS	P	2004-01-01	2011-12-31
FROM K-1 KINDER MORGAN	P	2007-01-01	2011-12-31
FROM K-1 PENN VIRGINIA	P	2002-01-01	2011-12-31
FROM K-1 WP CAREY & CO - LT	P	2010-12-01	2011-12-31
FROM K-1 ENTERPRISE PRODUCTS- LT	P	2004-01-01	2011-12-31
PRIVATE HARBOR LTCG		2003-01-01	2011-12-31
PRIVATE HARBOR STCG		2011-01-01	2011-12-31
K-1 RECF 2008 LT	P	2008-01-01	2011-12-31
K-1 PECP 2008 LT	P	2008-01-01	2011-12-31
K-1 PECP 2008 ST	P	2011-01-01	2011-12-31
K-1 RECF 2008 ST	P	2011-01-01	2011-12-31
SB ST DIST	P	2011-01-01	2011-12-31
SB LT DIST	P	2010-12-01	2011-12-31
ENTERPRISE PRODUCTS PARTNERS	P	2004-10-04	2011-06-29
PENN VIRGINIA RESOURCE PARTNERS	P	2007-10-02	2011-06-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			-1
			5
			195
			25
			2,254
			352
			421
798,735		1,023,223	-224,488
131,502		92,665	38,837
			1,764
			-502
			1,495
			1,595
			38
			308
12,842		6,450	6,392
8,070		7,855	215

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-1
			5
			195
			25
			2,254
			352
			421
			-224,488
			38,837
			1,764
			-502
			1,495
			1,595
			38
			308
			6,392
			215

Form 990PF Part XV Line 1a - 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).

SALLY D HICKMAN

STEPHEN L HICKMAN

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADRIAN SYMPHONY110 SOUTH MADISON STREET ADRIAN, MI 49221	NONE	501(C)(3)	OPERATING	1,000
ART-A-LICIOUS LENAWEE COMMUNITY FOUNDATION603 N EVANS ST PO BOX 142 TECUMSEH, MI 49286	NONE	501(C)(3)	OPERATING	2,500
BIXBY COMMUNITY HEALTH FOUNDATION818 RIVERSIDE AVE ADRIAN, MI 49221	NONE	501(C)(3)	OPERATING	10,000
BOYS AND GIRLS CLUB OF LENAWEE340 E CHURCH ST ADRIAN, MI 49221	NONE	501(C)(3)	OPERATING	50,000
BOYS AND GIRLS CLUBS OF THE LOWCOUNTRYPO BOX 1908 BLUFFTON, SC 29910	NONE	501(C)(3)	OPERATING	15,000
FROM K-1 RECF 200820820 CHAGRIN BLVD SUITE 300 SHAKER HEIGHTS, OH 44122	NONE	501(C)(3)	OPERATING	1
HOSPICE OF LENAWEE415 MILL ROAD SUITE 4 ADRIAN, MI 49221	NONE	501(C)(3)	OPERATING	50,000
LENAWEE UNITED WAY1354 NORTH MAIN ST ADRIAN, MI 49221	NONE	501(C)(3)	OPERATING	11,000
LINCOLN PARK ZOO2001 NORTH CLARK STREET CHICAGO, IL 60614	NONE	501(C)(3)	OPERATING	20,000
PALMETTO BLUFF CONSERVANCY1 VILLAGE PARK SQUARE BLUFFTON, SC 29910	NONE	501(C)(3)	OPERATING	1,000
PROMEDICA CONTINUING CARE SERVICES5200 HARROUN RD SYLVANIA, OH 43560	NONE	501(C)(3)	OPERATING	15,000
SIENA HEIGHTS UNIVERSITY1247 E SIENA HEIGHTS DR ADRIAN, MI 49221	NONE	501(C)(3)	OPERATING	250,000
Total				425,501
			► 3a	

TY 2011 Investments Corporate Bonds Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION

EIN: 38-3349206

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ABERDEEN ASIA-PACIFIC INCOME FUND	58,798	71,101
ABERDEEN GLOBAL INCOME FUND	60,245	66,025
CAPITAL ONE NA VA CD	95,000	103,033
GE CAPITAL FINANCIAL INCOME CD	48,281	47,503
GE MONEY BANK CD	53,647	52,964
PROGRESSIVE CORP NOTES	27,861	25,032
SOUTHWEST BANK OF ST. LOUIS CD	95,000	98,290

**TY 2011 Investments Corporate
Stock Schedule**

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION
EIN: 38-3349206

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	21,164	24,519
ABBOTT LABS	46,421	50,607
ALTRIA GROUP	41,430	63,006
APTARGROUP INC	29,550	31,302
AT&T	32,711	42,336
AUTOMATIC DATA PROCESSING	37,218	43,208
AVON PRODUCTS INC	32,930	27,952
BERKSHIRE HATHAWAY INC.	28,742	26,705
CISCO SYSTEMS	3,089	3,616
CLOROX COMPANY	38,196	39,936
CONOCOPHILLIPS	37,365	36,435
DOVER CORP	28,129	34,830
DUKE ENERGY CORP	43,707	55,000
EATON VANCE TAX-MGD GLOBAL	54,363	45,232
EXXON MOBIL	56,040	65,689
FIRST DEFIANCE FINANCIAL CORP	135,608	30,420
FIRST POTAMAC REALTY TRUST	25,361	20,880
GILEAD SCIENCES	39,653	38,884
GOOGLE INC, CL A	13,930	25,836
HEWLETT-PACKARD	18,570	18,032
IBM	22,563	45,970
INTEL CORP	41,253	42,438
ISHARES SILVER TRUST	35,605	69,371
JOHNSON & JOHNSON	45,597	45,906
MARKET VECTORS GOLD MINERS	16,277	21,858
MARKET VECTORS JUNIOR GOLD MINERS	13,482	12,350
MCDONALD'S	39,310	70,231
MERCK & CO INC	42,021	45,240
MICROSOFT CORP	36,169	32,450
NEOGEN	14,070	30,640

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NEWMONT MINING	24,760	39,007
NOVARTIS AG-ADR	40,430	42,878
PEPSICO	10,200	9,953
PROCTER & GAMBLE	41,540	43,362
SCHLUMBERGER	17,348	18,785
SPDR GOLD TRUST (STREETRACKS)	49,338	121,592
TEVA PHARMACEUTICAL-SP ADR	32,203	32,288
TJX COMPANIES INC	30,226	64,550
UNILEVER N V NEW YORK SHS	38,415	39,526
VERIZON COMMUNICATIONS	34,254	42,126
WAL-MART STOCK	37,516	47,808
WALGREEN	13,132	13,224
WASTE MANAGEMENT	31,010	39,252

TY 2011 Investments Government Obligations Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION

EIN: 38-3349206

US Government Securities - End of

Year Book Value: 194,448

US Government Securities - End of

Year Fair Market Value: 202,398

State & Local Government

Securities - End of Year Book

Value: 0

State & Local Government

Securities - End of Year Fair

Market Value: 0

TY 2011 Investments - Other Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION**EIN:** 38-3349206

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CHESAPEAKE GRANITE WASH TRUST	FMV	37,417	48,080
ENERGY TRANSFER PARTNERS LP	FMV	19,369	45,850
ENTERPRISE PRODUCTS PARTNERS L.P.	FMV	14,076	55,656
KINDER MORGAN ENERGY PARTNERS LP	FMV	182	25,485
PENN VIRGINIA RESOURCE PARTNERS, LP	FMV	36,668	43,401
PRIVATE EQUITY CAPITAL PARTENRS 2008	FMV	102,933	102,933
REAL ESTATE CAPITAL FUND 2008	FMV	169,664	169,664
WP CAREY & CO	FMV	29,988	39,917

TY 2011 Other Assets Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION**EIN:** 38-3349206

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ORGANIZATION COSTS	0	0	0

TY 2011 Other Decreases Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION**EIN:** 38-3349206

Description	Amount
FROM K-1S - NONDEDUCTIBLE EXPENSES	332
BOOK/TAX DIFFERENCE FROM K-1: RECF 08	579
BOOK/TAX DIFFERENCE FROM K-1: PECP 08	956
BOOK/TAX DIFFERENCE FROM K-1: ENTERPRISE	2,111
BOOK/TAX DIFFERENCES	1,117
UNREALIZED GAIN / LOSS	21,879
WITHDRAWAL	1,000
2010 EXTENSION PAYMENT	5,500

TY 2011 Other Expenses Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION

EIN: 38-3349206

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX RETURN PREPARATION	3,000	3,000		0
DEDUCTIONS- ROYALTY INCOME K-1 CHESAPEAKE GRANITE WASH	9	9		0
DEDUCTIONS - ROYALTY INCOME K-1 PENN VA RES	46	46		0
FROM K-1 SECTION 59 EXPENDITURES	150	150		0
FROM K-1 ALLOWABLE DEPLETION CHESAPEAKE GRANITE	55	55		0
SCHEDULE K-1 REAL ESTATE CAPITAL FUND	-12	-12		0
FILING FEES (MICHIGAN)	20	20		0
FROM K-1 PECP 08 (ORDINARY LOSS - LN 1)	322	322		0
FROM K-1 RECF 08 (ORDINARY LOSS - LN 1)	2,334	2,334		0
FROM K-1 ENTERPRISE PRODUCTS (ORDINARY LOSS - LN 1)	2,592	2,592		0
FROM K-1 ENERGY TRANSFER (ORDINARY LOSS - LN 1)	7,260	7,260		0
FROM K-1 KINDER MORGAN (ORDINARY LOSS - LN 1)	1,873	1,873		0
FROM K-1 PENN VIRGINIA (ORDINARY LOSS - LN 1)	1,885	1,885		0
FROM K-1 PECP 08- PORTFOLIO DEDUCTIONS	3,062	3,062		0
FROM K-1 RECF 08- PORTFOILIO DEDUCTIONS	884	884		0
FROM K-1 WP CAREY- PORTFOLIO DEDUCTIONS	46	46		0
FROM K-1 CHESAPEAKE GRANITE WASH- PORTFOLIO DEDUCTIONS	9	9		0
FROM K-1 PENN VIRGINIA- DEPLETION	77	77		0
FROM K-1 RECF 08 (INVESTMENT INTEREST EXPENSE)	230	230		0
FROM K-1 PECP 08 (INVESTMENT INTEREST EXPENSE)	84	84		0
FROM K-1 KINDER MORGAN (INVESTMENT INTEREST EXPENSE)	26	26		0
FROM K-1 PENN VIRGINIA (INVESTMENT INTEREST EXPENSE)	1,180	1,180		0
	2,172	2,172		0

TY 2011 Other Income Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION**EIN:** 38-3349206

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SCHEDULE K-1 RECF 08	180	180	180
SCHEDULE K1 - PENN VIRGINIA RESOURCE- ROYALTY INCOME	251	251	251
SCHEDULE K1 - PENN VIRGINIA RESOURCE ORDINARY GAIN	2,285	2,285	2,285
SCHEDULE K1 - ENTERPRISE PRODUCTS (OTHER INCOME - LINE 11F)	11	11	11
SCHEDULE K1 - ENTERPRISE PRODUCTS ORDINARY GAIN	4,130	4,130	4,130
SCHEDULE K-1 PECP 08- OTHER PORTFOLIO INCOME	1	1	1
SCHEDULE K-1 - WP CAREY (ROYALTY - LINE 7)	37	37	37
LITIGATION CLAIM INCOME	347	347	347
SCHEDULE K-1 PECP 08- OTHER INCOME	4	4	4
SCHEDULE K-1 CHESAPEAKE GRANITE WASH- OTHER INCOME	2	2	2
SCHEDULE K-1 CHESAPEAKE GRANITE WASH- ROYALTY INCOME	364	364	364

TY 2011 Other Increases Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION

EIN: 38-3349206

Description	Amount
UNREALIZED GAIN/LOSS FROM K-1: PECP 08	10,306
UNREALIZED GAIN/LOSS FROM K-1: RECF 08	11,064
NONTAXABLE DISTRIBUTIONS	4,868
BOOK/TAX DIFFERENCES - PENN VIRGINIA	4,524
TAX EXEMPT INCOME- RECF 2008	476

TY 2011 Taxes Schedule

Name: THE STEPHEN L HICKMAN FAMILY FOUNDATION**EIN:** 38-3349206

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	648	648		0