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

**2011**

Department of the Treasury  
Internal Revenue Service

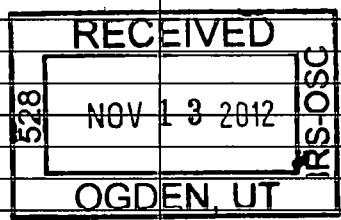
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>ALACIN FOUNDATION</b>		A Employer identification number <b>38-3492408</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1000 JOHN R, SUITE 250</b>	Room/suite	B Telephone number <b>248-588-9700 D</b>
City or town, state, and ZIP code <b>TROY, MI 48083-4317</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>632,511.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received				
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities	19,000.	19,000.		STATEMENT 1
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	28,484.			
<b>b</b> Gross sales price for all assets on line 6a <b>271,516.</b>				
<b>7</b> Capital gain net income (from Part IV, line 2)		28,484.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss)				
<b>11</b> Other income				
<b>12 Total.</b> Add lines 1 through 11	47,484.	47,484.	0.	
<b>13</b> Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees				
<b>b</b> Accounting fees				
<b>c</b> Other professional fees <b>STMT 2</b>	11,079.	11,079.	0.	0.
<b>17</b> Interest				
<b>18</b> Taxes <b>STMT 3</b>	589.	0.	0.	0.
<b>19</b> Depreciation and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses				
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	11,668.	11,079.	0.	0.
<b>25</b> Contributions, gifts, grants paid	31,300.			31,300.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	42,968.	11,079.	0.	31,300.
<b>27 Subtract line 26 from line 12:</b>				
<b>a</b> Excess of revenue over expenses and disbursements	4,516.			
<b>b</b> Net investment income (if negative, enter -0-)		36,405.		
<b>c</b> Adjusted net income (if negative, enter -0-)			0.	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing					
	2	Savings and temporary cash investments			14,108.	17,327.	17,327.
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
		b Investments - corporate stock	\$TMT 4	428,671.	426,024.	454,842.	
		c Investments - corporate bonds	\$TMT 5	155,791.	160,505.	160,342.	
11	Investments - land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
15	Other assets (describe ▶)						
16	<b>Total assets (to be completed by all filers)</b>		598,570.	603,856.	632,511.		
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶ <b>PAYABLES</b> )		696.	1,466.		
23	<b>Total liabilities (add lines 17 through 22)</b>		696.	1,466.			
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		597,874.	602,390.		
30	<b>Total net assets or fund balances</b>		597,874.	602,390.			
31	<b>Total liabilities and net assets/fund balances</b>		598,570.	603,856.			

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	597,874.
2	Enter amount from Part I, line 27a	2	4,516.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	602,390.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	602,390.

**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 SUNTRUST 792569 ST	P		
b SUNTRUST 792569 ST	P		
c SUNTRUST 792569 LT	P		
d CAPITAL GAINS DIVIDENDS			
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 4,289.		4,332.	-43.
b 86,426.		81,012.	5,414.
c 173,002.		157,688.	15,314.
d 7,799.			7,799.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-43.
b			5,414.
c			15,314.
d			7,799.
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	28,484.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	32,035.	650,106.	.049277
2009	40,845.	657,296.	.062141
2008	40,933.	823,603.	.049700
2007	40,000.	937,132.	.042683
2006	25,148.	828,679.	.030347

2 Total of line 1, column (d)	2	.234148
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	.046830
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	674,842.
5 Multiply line 4 by line 3	5	31,603.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	364.
7 Add lines 5 and 6	7	31,967.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	31,300.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	728.
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	728.
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	728.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	82.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	500.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	582.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	5.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	151.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6		X
7	X	
8a		
8b	X	
9		X
10		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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of DAVE CLELAND Telephone no. 248-588-9700 Located at 1000 JOHN R., STE 250, TROY, MI ZIP+4 48083-4317
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALBERT SCHORNBERG 6131 GORDONSVILLE RD KESWICK, VA 22947-1802	CHAIR/TREAS/DIRECTOR 1.00	0.	0.	0.
CINDY SCHORNBERG 6131 GORDONSVILLE RD KESWICK, VA 22947-1802	VICE CHAIR/SECRET/DIRECTOR 1.00	0.	0.	0.
DAVE CLELAND 1000 JOHN R, STE., 250 TROY, MI 48083-4317	ASST SECRETARY 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		0

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	502,057.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	183,062.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	685,119.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	685,119.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	10,277.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	674,842.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	33,742.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	33,742.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	728.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	728.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	33,014.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	33,014.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	33,014.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	31,300.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	31,300.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	31,300.

**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				33,014.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			31,210.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 31,300.				
a Applied to 2010, but not more than line 2a			31,210.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				90.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				32,924.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

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

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

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

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

1 Information Regarding Foundation Managers:

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

**SEE STATEMENT 6**

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:

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
GUARDIAN ANGEL SERVICE DOGS P.O. BOX 910 ORANGE, VA 22960	NONE	PUBLIC CHARITY	OPERATIONAL SUPPORT	7,500.
UNIVERSITY OF VIRGINIA MEDICAL CENTER P.O. BOX 800809 CHARLOTTESVILLE, VA 22908	NONE	PUBLIC CHARITY	OPERATIONAL SUPPORT	5,000.
OAKLAND SCHOOL BOYD TAVERN KESWICK, VA 22947	NONE	PUBLIC CHARITY	OPERATIONAL SUPPORT	5,000.
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE	PUBLIC CHARITY	PEDIATRIC MEDICAL CENTER SUPPORT	2,500.
THE COVENANT SCHOOL 175 HICKORY STREET CHARLOTTESVILLE, VA 22902	NONE	PUBLIC CHARITY	OPERATIONAL SUPPORT	8,800.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>31,300.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>







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**PRINCIPAL PORTFOLIO**

**Short Term Investments**

*Short Term Investment Funds*

FEDERATED MONEY MKT OBLIGS TR  
TRSY OBLIGS INSTL CL #68 FFS  
CUSIP 609068DF5

17,745.670 1 000 17,745.67 2.80 17,745.67 1 0.10 0.01

**Total Short Term Investment Funds**

**Total Short Term Investments**

\$17,745.67 2.80% \$17,745.67 \$1 0.00%  
\$17,745.67 2.80% \$17,745.67 \$1 0.00%

**Bonds**

*Mutual Funds-Fixed Income*

NEUBERGER BERMAN INCOME FDS  
HIGH INCOME BD FD CL INSTL  
CUSIP 64128K868 BOND RATING N/A  
YIELD TO MATURITY 0.000

1,781.591 8 910 15,873.98 2.51 15,678.00 1,158 5.93 7.29

PIMCO FDS  
LOW DURATION FD INSTL CL  
CUSIP 693390304 BOND RATING N/A  
YIELD TO MATURITY 0.000

1,821.200 10 290 18,740.15 2.96 18,813.00 402 37.47 2.15

PIMCO FDS PAC INVT MGMT SER  
INVT GRADE CORP BD FD INSTL CL  
CUSIP 722005816 BOND RATING N/A  
YIELD TO MATURITY 0.000

1,765.678 10 350 18,274.77 2.89 19,196.20 965 71.81 5.28

RIDGEWORTH FD-SHORT TERM BD  
I SHS #RGCX  
CUSIP 76628T611 BOND RATING N/A  
YIELD TO MATURITY 0.000

1,259.178 9 920 12,491.05 1.97 12,116.39 274 22.03 2.20



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<b>Bonds - continued</b>								
RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCCJ CUSIP 76628T678 BOND RATING N/A YIELD TO MATURITY 0.000	1,094.938	8.650	9,471.21	1.50	8,980.49	539	40.15	5.70
RIDGEWORTH FD-INTERMEDIATE BD I SHS #RGCF CUSIP 76628T702 BOND RATING N/A YIELD TO MATURITY 0.000	5,220.863	10.460	54,610.23	8.63	54,366.35	1,279	85.64	2.34
TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP 880208400 BOND RATING N/A YIELD TO MATURITY 0.000	2,496.417	12.370	30,880.68	4.88	31,355.00	1,582	0.00	5.13

**Total Mutual Funds-Fixed Income**

**Total Bonds**

<b>\$160,342.07</b>	<b>25.34%</b>	<b>\$160,505.43</b>	<b>\$6,202</b>	<b>\$263.03</b>	<b>3.86%</b>
<b>\$160,342.07</b>	<b>25.34%</b>	<b>\$160,505.43</b>	<b>\$6,202</b>	<b>\$263.03</b>	<b>3.86%</b>

## Common Stocks

### Energy

APACHE CORP

COM

Symbol APA CUSIP 037411105

CAMERON INTL CORP

COM

Symbol CAM CUSIP 13342B105

CHEVRON CORP

COM

Symbol CVX CUSIP 166764100

NATIONAL OILWELL VARCO INC

COM

Symbol NOV CUSIP 637071101

50.000	90.580	4,529.00	0.72	4,152.31	30	0.00	0.66
80.000	49.190	3,935.20	0.62	3,243.75	0	0.00	0.00
71.000	106.400	7,554.40	1.19	5,154.68	230	0.00	3.04
67.000	67.990	4,555.33	0.72	4,369.57	32	0.00	0.71



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<b>Common Stocks - continued</b>								
OCCIDENTAL PETE CORP COM Symbol OXY CUSIP 674599105	82 000	93.700	7,683.40	1.21	6,155.57	150	37.72	1.96
SCHLUMBERGER LTD COM Symbol SLB CUSIP 806857108	81.000	68.310	5,533.11	0.87	4,985.87	81	21.25	1.46
WILLIAMS COS INC COM Symbol WMB CUSIP 969457100	148 000	33.020	4,886.96	0.77	2,951.58	148	0.00	3.03
<b>Total Energy</b>			<b>\$38,677.40</b>	<b>6.10%</b>	<b>\$31,013.33</b>	<b>\$672</b>	<b>\$58.97</b>	<b>1.73%</b>
<b>Materials</b>								
FREEPORT-MCMORAN COPPER & GOLD INC COM Symbol FCX CUSIP 35671D857	56.000	36.790	2,060.24	0.33	1,435.70	56	0.00	2.72
PRAXAIR INC COM Symbol PX CUSIP 74005P104	39.000	106.900	4,169.10	0.66	3,081.24	78	0.00	1.87
<b>Total Materials</b>			<b>\$6,229.34</b>	<b>0.99%</b>	<b>\$4,516.94</b>	<b>\$134</b>	<b>\$0.00</b>	<b>2.15%</b>
<b>Industrials</b>								
ABB LTD SWITZERLAND SPONS ADR Symbol ABB CUSIP 000375204	167 000	18.830	3,144.61	0.50	3,019.12	112	0.00	3.57
BE AEROSPACE INC COM Symbol BEAV CUSIP 073302101	131.000	38.710	5,071.01	0.80	4,775.59	0	0.00	0.00
EMERSON ELEC CO COM Symbol EMR CUSIP 291011104	71.000	46.590	3,307.89	0.52	2,679.15	113	0.00	3.43



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<b>Common Stocks - continued</b>								
FLOWERVE CORP COM Symbol FLS CUSIP 34354P105	31.000	99.320	3,078.92	0.49	2,546.03	39	9.92	1.29
FLUOR CORP COM NEW Symbol FLR CUSIP 343412102	63.000	50.250	3,165.75	0.50	2,883.56	31	8.38	0.99
GENERAL ELEC CO COM Symbol GE CUSIP 369604103	220.000	17.910	3,940.20	0.62	2,805.57	149	37.40	3.80
HUNT J B TRANS SVCS INC COM Symbol JBHT CUSIP 445658107	78.000	45.070	3,515.46	0.56	2,624.51	40	0.00	1.15
PACCAR INC COM Symbol PCAR CUSIP 693718108	65.000	37.470	2,435.55	0.38	3,259.98	46	45.50	1.92
QUANTA SVCS INC COM Symbol PWR CUSIP 74762E102	138.000	21.540	2,972.52	0.47	3,065.07	0	0.00	0.00
UNION PACIFIC CORP COM Symbol UNP CUSIP 907818108	35.000	105.940	3,707.90	0.59	2,072.43	84	21.00	2.26
UNITED PARCEL SVC INC CL B COM Symbol UPS CUSIP 911312106	44.000	73.190	3,220.36	0.51	2,422.52	91	0.00	2.84
<b>Total Industrials</b>			<b>\$37,560.17</b>	<b>5.94%</b>	<b>\$32,153.53</b>	<b>\$709</b>	<b>\$122.20</b>	<b>1.88%</b>
<b>Consumer Discretionary</b>								
AMAZON INC COM Symbol AMZN CUSIP 023135106	20.000	173.100	3,462.00	0.55	2,457.06	0	0.00	0.00



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<b>Common Stocks - continued</b>								
COACH INC COM Symbol COH CUSIP 189754104	86.000	61.040	5,249.44	0.83	3,195.60	77	19.35	1.47
DARDEN RESTAURANTS INC COM Symbol DRI CUSIP 237194105	75.000	45.580	3,418.50	0.54	3,434.28	129	0.00	3.77
HOME DEPOT INC COM Symbol HD CUSIP 437076102	135.000	42.040	5,675.40	0.90	3,606.88	156	0.00	2.76
MACY'S INC COM Symbol M CUSIP 55616P104	190.000	32.180	6,114.20	0.97	4,881.28	76	19.00	1.24
WALT DISNEY CO COM Symbol DIS CUSIP 254687106	139.000	37.500	5,212.50	0.82	3,361.01	83	83.40	1.60
WHIRLPOOL CORP COM Symbol WHR CUSIP 963320106	50.000	47.450	2,372.50	0.37	4,195.14	100	0.00	4.21
<b>Total Consumer Discretionary</b>			<b>\$31,504.54</b>	<b>4.98%</b>	<b>\$25,131.25</b>	<b>\$622</b>	<b>\$121.75</b>	<b>1.97%</b>
<b>Consumer Staples</b>								
CVS CAREMARK CORP COM Symbol CVS CUSIP 126650100	128.000	40.780	5,219.84	0.82	4,216.84	83	0.00	1.59
GENERAL MILLS INC COM Symbol GIS CUSIP 370334104	115.000	40.410	4,647.15	0.73	4,282.12	140	0.00	3.02
PEPSICO INC COM Symbol PEP CUSIP 713448108	77.000	66.350	5,108.95	0.81	4,174.60	158	41.72	3.10



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<b>Common Stocks - continued</b>								
PHILIP MORRIS INTL COM Symbol PM CUSIP 718172109	101.000	78.480	7,926.48	1.25	4,335.25	311	77.77	3.92
PROCTER & GAMBLE CO COM Symbol PG CUSIP 742718109	92.000	66.710	6,137.32	0.97	5,162.36	193	0.00	3.15
<b>Total Consumer Staples</b>			<b>\$29,039.74</b>	<b>4.58%</b>	<b>\$22,171.17</b>	<b>\$886</b>	<b>\$119.49</b>	<b>3.05%</b>
<b>Health Care</b>								
ABBOTT LABS COM Symbol ABT CUSIP 002824100	123.000	56.230	6,916.29	1.09	5,626.36	236	0.00	3.41
AMGEN INC COM Symbol AMGN CUSIP 031162100	83.000	64.210	5,329.43	0.84	4,581.66	119	0.00	2.24
BAXTER INTL INC COM Symbol BAX CUSIP 071813109	77.000	49.480	3,809.96	0.60	4,033.90	103	25.80	2.71
EXPRESS SCRIPTS INC COM Symbol ESRX CUSIP 302182100	89.000	44.690	3,977.41	0.63	2,836.38	0	0.00	0.00
MERCK & CO INC COM NEW Symbol MRK CUSIP 58933Y105	153.000	37.700	5,768.10	0.91	4,666.65	257	64.26	4.46
PFIZER INC COM Symbol PFE CUSIP 717081103	295.000	21.640	6,383.80	1.01	5,562.51	259	0.00	4.07
TEVA PHARMACEUTICAL INDS LTD SPONS ADR Symbol TEVA CUSIP 881624209	114.000	40.360	4,601.04	0.73	6,113.27	89	0.00	1.94



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<b>Common Stocks - continued</b>								
THERMO FISHER SCIENTIFIC INC COM Symbol TMO CUSIP 883556102	53.000	44.970	2,383.41	0.38	2,179.94	0	0.00	0.00
<b>Total Health Care</b>			<b>\$39,169.44</b>	<b>6.19%</b>	<b>\$35,600.67</b>	<b>\$1,064</b>	<b>\$90.06</b>	<b>2.71%</b>
<b>Financials</b>								
BANK OF AMERICA CORP COM Symbol BAC CUSIP 060505104	386.000	5.560	2,146.16	0.34	5,863.42	15	0.00	0.72
BB&T CORP COM Symbol BBT CUSIP 054937107	109.000	25.170	2,743.53	0.43	2,609.75	69	0.00	2.54
CAPITAL ONE FINL CORP COM Symbol COF CUSIP 14040H105	123.000	42.290	5,201.67	0.82	4,986.43	24	0.00	0.47
GOLDMAN SACHS GROUP INC COM Symbol GS CUSIP 38141G104	38.000	90.430	3,436.34	0.54	5,646.21	53	0.00	1.55
HARTFORD FINL SVCS GROUP INC COM Symbol HIG CUSIP 416515104	160.000	16.250	2,600.00	0.41	4,289.51	64	18.60	2.46
INVESCO LTD USDO 2 BERMUDA COM Symbol IVZ CUSIP G491BT108	114.000	20.090	2,290.26	0.36	1,957.58	55	0.00	2.44
JP MORGAN CHASE & CO COM Symbol JPM CUSIP 46625H100	175.000	33.250	5,818.75	0.92	6,447.62	175	0.00	3.01
MORGAN STANLEY COM NEW Symbol MS CUSIP 617446448	121.000	15.130	1,830.73	0.29	3,210.79	24	0.00	1.32



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<b>Common Stocks - continued</b>								
PNC FINL SVCS GROUP INC COM Symbol PNC CUSIP 693475105	94 000	57.670	5,420.98	0.86	5,606.74	131	0.00	2.43
WELLS FARGO & CO COM NEW Symbol WFC CUSIP 949746101	179 000	27.560	4,933.24	0.78	4,606.82	85	0.00	1.74
<b>Total Financials</b>			<b>\$36,421.66</b>	<b>5.75%</b>	<b>\$45,224.87</b>	<b>\$699</b>	<b>\$18.60</b>	<b>1.92%</b>
<b>Information Technology</b>								
APPLE INC COM Symbol AAPL CUSIP 037833100	32 000	405.000	12,960.00	2.05	5,949.69	0	0.00	0.00
AUTODESK INC COM Symbol ADSK CUSIP 052769106	101 000	30.330	3,063.33	0.48	2,692.68	0	0.00	0.00
EMC CORP MASS COM Symbol EMC CUSIP 268648102	213,000	21.540	4,588.02	0.72	3,365.62	0	0.00	0.00
GOOGLE INC CL A COM Symbol GOOG CUSIP 38259P508	10 000	645.900	6,459.00	1.02	4,810.50	0	0.00	0.00
INTERNATIONAL BUSINESS MACHS CORP COM Symbol IBM CUSIP 459200101	31,000	183.880	5,700.28	0.90	5,045.20	93	0.00	1.63
INTUIT INC COM Symbol INTU CUSIP 461202103	65,000	52.590	3,418.35	0.54	3,071.68	39	0.00	1.14
ORACLE CORP COM Symbol ORCL CUSIP 68389X105	202,000	25.650	5,181.30	0.82	4,451.53	48	0.00	0.94



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<b>Common Stocks - continued</b>								
QUALCOMM CORP COM Symbol QCOM CUSIP 747525103	90.000	54.700	4,923.00	0.78	5,003.14	77	0.00	1.57
TERADATA CORP DEL COM Symbol TDC CUSIP 88076W103	75.000	48.510	3,638.25	0.57	3,787.90	0	0.00	0.00
TEXAS INSTRS INC COM Symbol TXN CUSIP 882508104	147.000	29.110	4,279.17	0.68	3,482.81	99	0.00	2.34
VISA INC CL A COM Symbol V CUSIP 92826C839	53.000	101.530	5,381.09	0.85	3,875.34	46	0.00	0.87
<b>Total Information Technology</b>			<b>\$5,591.79</b>	<b>9.41%</b>	<b>\$45,536.09</b>	<b>\$404</b>	<b>\$0.00</b>	<b>0.67%</b>
<b>Telecommunication Services</b>								
VERIZON COMMUNICATIONS COM Symbol VZ CUSIP 92343V104	144.000	40.120	5,777.28	0.91	4,320.56	288	0.00	4.98
<b>Total Telecommunication Services</b>			<b>\$5,777.28</b>	<b>0.91%</b>	<b>\$4,320.56</b>	<b>\$288</b>	<b>\$0.00</b>	<b>4.98%</b>
<b>Mutual Funds-Equity</b>								
JANUS FDS PERKINS SMALL CAP VALUE FD CL I Symbol JSCOX CUSIP 47103C183	739.072	20.400	15,077.07	2.38	14,552.20	86	0.00	0.57
MANNING & NAPIER FDS WORLD OPPTY'S SER CL A Symbol EXWAX CUSIP 563821545	9,183.168	6.630	60,884.40	9.62	73,713.03	2,203	0.00	3.62
OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y Symbol ODVYX CUSIP 683974505	851.430	28.970	24,665.93	3.90	24,775.83	574	0.00	2.33



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<b>Common Stocks - continued</b>								
PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL Symbol PCRIX CUSIP 722005667	1,617.501	6.540	10,578.46	1.67	11,489.63	3,222	0.00	30.46
SCHRODER FDS US SMALL & MIDCAP OPPORTUNITES FD IV Symbol SMDIX CUSIP 80809R204	895.264	11.460	10,259.73	1.62	11,038.60	0	0.00	0.00
SENTINEL FDS SMALL CO FD INSTL CL Symbol SIGWX CUSIP 81728B825	1,671.805	7.450	12,454.95	1.97	9,750.43	0	0.00	0.00

<b>Total Mutual Funds-Equity</b>			<b>\$133,920.54</b>	<b>21.16%</b>	<b>\$145,319.72</b>	<b>\$6,087</b>	<b>\$0.00</b>	<b>4.54%</b>
<b>Total Common Stocks</b>			<b>\$417,891.90</b>	<b>66.01%</b>	<b>\$390,988.13</b>	<b>\$11,568</b>	<b>\$531.07</b>	<b>2.76%</b>

## Other

### Other Funds

ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP 003020336	1,283.283	11.160	14,321.44	2.26	13,897.96	0	0.00	0.00
FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP 34984T600	2,047.880	11.050	22,629.07	3.58	21,137.55	75	0.00	0.33

### Total Other Funds

<b>Total Other</b>			<b>\$36,950.51</b>	<b>5.84%</b>	<b>\$35,035.51</b>	<b>\$75</b>	<b>\$0.00</b>	<b>0.20%</b>
<b>Total Principal Portfolio</b>			<b>\$632,930.15</b>	<b>100.00%</b>	<b>\$604,274.74</b>	<b>\$17,948</b>	<b>\$794.20</b>	<b>2.82%</b>
<b>Total Portfolio</b>			<b>\$632,930.15</b>	<b>100.00%</b>	<b>\$604,274.74</b>	<b>\$17,948</b>	<b>\$794.20</b>	<b>2.82%</b>



FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
SUNTRUST	26,799.	7,799.	19,000.	
TOTAL TO FM 990-PF, PART I, LN 4	26,799.	7,799.	19,000.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREP FEES	4,850.	4,850.	0.	0.	
AGENCY FEES	6,191.	6,191.	0.	0.	
OTHER DEDUCTIONS	38.	38.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	11,079.	11,079.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	189.	0.	0.	0.	
FEDERAL TAXES	400.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	589.	0.	0.	0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	4
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
STOCKS-SEE SCH#2	426,024.	454,842.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	426,024.	454,842.		



# 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](http://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.

<b>Type or print</b>	Name of exempt organization or other filer, see instructions <b>ALACIN FOUNDATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>38-3492408</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1000 JOHN R, SUITE 250</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>TROY, MI 48083-4317</b>	

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

0 4

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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**DAVE CLELAND**

- The books are in the care of ▶ **1000 JOHN R., STE 250 - TROY, MI 48083-4317**  
 Telephone No ▶ **248-588-9700** 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 **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
 ▶  calendar year **2011** or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**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

<b>3a</b> 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.	<b>3a</b>	\$	<b>582.</b>
<b>b</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.	<b>3b</b>	\$	<b>82.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>500.</b>

**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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

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

Form with fields for Name of exempt organization (ALACIN FOUNDATION), Employer identification number (EIN) (38-3492408), Number, street, and room or suite no. (1000 JOHN R, SUITE 250), and City, town or post office, state, and ZIP code (TROY, MI 48083-4317).

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

04

Table with 4 columns: Application Is For, Return Code, Application Is For, Return Code. Rows include Form 990, Form 990-BL, Form 990-EZ, Form 990-PF, Form 990-T (sec. 401(a) or 408(a) trust), and Form 990-T (trust other than above).

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

DAVE CLELAND

The books are in the care of 1000 JOHN R., STE 250 - TROY, MI 48083-4317

Telephone No. 248-588-9700

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 NOVEMBER 15, 2012.

For calendar year 2011, or other tax year beginning, and ending

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

ADDITIONAL TIME IS NEEDED IN ORDER TO GATHER THE NECESSARY DATA TO FILE A COMPLETE AND ACCURATE RETURN.

Table with 3 columns: Description, 8a, 8b, 8c. Rows include tentative tax (582), refundable credits (582), and balance due (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

Handwritten signature of L. Schellenberg

Title

Handwritten title: JD, CPA

Date

Handwritten date: 8/10/12

Form 8868 (Rev. 1-2012)