Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: THE AUNT KATE FOUNDATION

A Employer identification number: 43-1525099

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: PMB 318, 338 S. SHARON AMITY ROAD

B Telephone number: (704)367-0935

City or town, state, and ZIP code: CHARLOTTE, NC 28211-2806

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 800,726.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	30,028.	27,163.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<6,638.>			
	b Gross sales price for all assets on line 6a 131,430.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,000.	1,000.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	24,390.	28,163.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	15,000.	7,500.		7,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,800.	900.		900.
	c Other professional fees				
	17 Interest	1.	1.		0.
	18 Taxes STMT 4	359.	359.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	7,023.	6,279.		744.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	24,183.	15,039.		9,144.
	25 Contributions, gifts, grants paid	21,750.			21,750.
	26 **Total expenses and disbursements.** Add lines 24 and 25	45,933.	15,039.		30,894.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<21,543.>			
	b **Net investment income** (if negative, enter -0-)		13,124.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	12,567.	36,876.	36,876.
	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			
	c	Investments - corporate bonds			
	11	Investments - land, buildings and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 6	870,680.	824,828.	763,850.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	883,247.	861,704.	800,726.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [ ] 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 ▶ [X] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	883,247.	861,704.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	883,247.	861,704.	
	31	**Total liabilities and net assets/fund balances**	883,247.	861,704.	

Part III Analysis of Changes in Net Assets or Fund Balances

Line	Description		Amount
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	883,247.
2	Enter amount from Part I, line 27a	2	<21,543.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	861,704.
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	861,704.

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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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	131,430.		138,068.	<6,638.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<6,638.>

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	<6,638.>
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	41,247.	769,858.	.053577
2009	42,611.	672,661.	.063347
2008	48,886.	861,121.	.056770
2007	43,382.	1,074,810.	.040362
2006	48,855.	1,039,788.	.046986

2 **Total** of line 1, column (d)	2	.261042
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	.052208
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	845,865.
5 Multiply line 4 by line 3	5	44,161.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	131.
7 Add lines 5 and 6	7	44,292.
8 Enter qualifying distributions from Part XII, line 4	8	30,894.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	262.
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	262.
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	262.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	75.		
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	75.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	187.
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** ▶	**Refunded** ▶		11	

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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
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? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ELIZABETH FLEMING KNIGHT Telephone no. ▶ (704)367-0935

Located at ▶ PMB 318, 338 S. SHARON AMITY RD, CHARLOTTE, NC ZIP+4 ▶ 28211-2806

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

		Line	Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		15,000.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
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	0.
2	
All other program-related investments. See instructions. 3 N/A	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	842,302.
b	Average of monthly cash balances	1b	16,444.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	858,746.
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	858,746.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,881.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	845,865.
6	**Minimum investment return** Enter 5% of line 5	6	42,293.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	42,293.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 262.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	262.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	42,031.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	42,031.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	42,031.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	30,894.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	30,894.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	30,894.

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.

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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				42,031.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			19,505.	
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: ▶ $ 30,894.				
a Applied to 2010, but not more than line 2a			19,505.	
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				11,389.
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				30,642.
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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

ELIZABETH FLEMING KNIGHT, 704-367-0935
PMB 318, 338 S. SHARON AMITY ROAD, CHARLOTTE, NC 282112806

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

CONTACT MS. KNIGHT FOR APPROPRIATE INFORMATION

c Any submission deadlines:

NO

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

NO

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ASSOCIATION OF SMALL FOUNDATIONS WASHINGTON, DC	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
BOY SCOUTS OF AMERICA COLUMBIA, MO	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
BIG BROTHERS BIG SISTERS MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
FAMILY LIFE FELLOWSHIP MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
HOLT INTERNATIONAL EUGENE, OR	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
Total SEE CONTINUATION SHEET(S)			▶ **3a**	21,750.
b *Approved for future payment* NONE				
Total			▶ **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	30,028.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,000.	
8 Gain or (loss) from sales of assets other than inventory			18	<6,638.>	
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.		24,390.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 24,390.

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

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

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

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

		Line	Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Signature of officer or trustee: K. C. S[illegible] | Date: 5/10/12 | Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LARRY R. JOURDEN	[signature]	5/4/12		P00625349

Firm's name ▶ UHY ADVISORS MO, INC. | Firm's EIN ▶ 43-1305800

Firm's address ▶ 15 SUNNEN DR, SUITE 100 ST. LOUIS, MO 63143 | Phone no. 314-615-1200

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOBERLY PUBLIC SCHOOL FOUNDATION MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	500.
MOBERLY WOMEN'S CONNECTION MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	1,500.
MARK GELINA SCHOLARSHIP FUND COLUMBIA, MO	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
MISSOURI RESIDENTS ENCOUNTER CHRIST MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	5,000.
TRINITY UNITED METHODIST CHURCH MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
PRESBYTERIAN EVANGELISTIC FELLOWSHIP BRISTOL, VA	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
SAFE PASSAGE MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	5,750.
RANDOLPH COUNTY SHELTERED WORKSHOP MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
Total from continuation sheets				16,750.

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	STIFEL #1112 S/T	P	07/09/10	05/17/11
b	STIFEL #1112 L/T	P	01/22/10	11/17/11
c	STIFEL #1112 RETURN OF CAPITAL	P	VARIOUS	VARIOUS
d	STIFEL #8727 S/T	P	12/30/10	08/12/11
e	STIFEL #8727 L/T	P	02/13/07	06/20/11
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	48,240.		44,426.	3,814.
b	22,120.		20,443.	1,677.
c	21,933.		35,027.	<13,094.>
d	226.		238.	<12.>
e	35,458.		37,934.	<2,476.>
f	3,453.			3,453.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				3,814.
b				1,677.
c				<13,094.>
d				<12.>
e				<2,476.>
f				3,453.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	<6,638.>
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

123591
05-01-11

STIFEL
NICOLAUS
ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

2011 SUPPLEMENTAL TAX INFORMATION
CORRECTED AS OF 03/30/2012

PAYER INFORMATION:		
STIFEL, NICOLAUS & COMPANY, INCORPORATED		
FEDERAL ID NO:	43-0538770	
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TAXPAYER ID:	43-1525099	

THE AUNT KATE FOUNDATION
FUNDAMENTALS - MUTUAL FUND
C/O ELIZABETH FLEMING KNIGHT

UPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

All of the supplemental tax information is being provided for your information only and will not be furnished to the Internal Revenue Service. The attached supplemental information section contains some information that is not currently regulated and reported to the IRS by Stifel, (such as Non-Covered Securities cost basis information). This additional information is being furnished on a best efforts basis according to our current records. All proper reporting on an individual's income tax return including but not limited to certain cost basis information, option reporting etc. is the responsibility of the client and their qualified tax professional.

SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
FEDERATED EQTY KAUFMNN A CUSIP 314172677	15 83	12/30/10	08/12/11	$86 44	$77 27	($9 17)	N	YES
IVY MID CAP GRWTH CL I CUSIP 466001609	9 09	08/12/11	09/21/11	$151 91	$148 36	($3 55)	N	YES
TOTAL SHORT TERM CAPITAL GAIN/(LOSS)				$238.35	$225.63	($12.72)		

N - Tax basis information for this security is not covered by IRS reporting requirements. (See Supplemental Information and Disclosure Section for additional information.)

LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
ARTISAN FDS MID CA VL FD CUSIP 04314H709	37 11	02/13/07	06/20/11	$787 91	$797 56	$9 65	N	YES
ARTISAN FDS MID CA VL FD CUSIP 04314H709	13 45	02/13/07	09/21/11	$285 51	$259 68	($25 83)	N	YES
CUSIP TOTAL				$1,073 42	$1,057 24	($16 18)		
COLUMBIA MARSICO GRWTH Z CUSIP 19765H180	28 43	02/13/07	06/20/11	$605 45	$588 24	($17 21)	N	YES
COLUMBIA MARSICO GRWTH Z CUSIP 19765H180	184 34	02/13/07	09/21/11	$3,925 64	$3,644 48	($281 16)	N	YES
CUSIP TOTAL				$4,531 09	$4,232 72	($298 37)		
DAVIS NEW YORK VENTURE Y CUSIP 239080401	14 35	02/13/07	09/21/11	$569 81	$441 17	($128 64)	N	YES
EAGLE SML CAP GRWTH FD I CUSIP 269858304	122 89	02/13/07	06/20/11	$4,695 80	$5,050 70	$354 90	N	YES
EAGLE SML CAP GRWTH FD I CUSIP 269858304	3 89	02/13/07	09/21/11	$148 46	$138 89	($9.57)	N	YES
CUSIP TOTAL				$4,844 26	$5,189 59	$345 33		
FEDERATED EQTY KAUFMNN A CUSIP 314172677	4 46	02/13/07	06/20/11	$26 24	$24 18	($2 06)	N	YES
FEDERATED EQTY KAUFMNN A CUSIP 314172677	2,052 22	02/13/07	08/12/11	$12,067 01	$10,014 80	($2,052 21)	N	YES
FEDERATED EQTY KAUFMNN A CUSIP 314172677	157 80	11/16/07	08/12/11	$962 59	$770 07	($192 52)	N	YES
FEDERATED EQTY KAUFMNN A CUSIP 314172677	53 98	11/16/07	08/12/11	$329 27	$263 41	($65 86)	N	YES
FEDERATED EQTY KAUFMNN A CUSIP 314172677	173 87	12/03/07	08/12/11	$1,069 32	$848 51	($220 81)	N	YES
FEDERATED EQTY KAUFMNN A CUSIP 314172677	108 96	06/17/08	08/12/11	$614 51	$531 71	($82 80)	N	YES

(continued on back side)

STIFEL NICOLAUS
ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

2011 SUPPLEMENTAL TAX INFORMATION
CORRECTED AS OF 03/30/2012

PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
FEDERAL ID NO: 43-0538770

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THE AUNT KATE FOUNDATION
FUNDAMENTALS - MUTUAL FUND
C/O ELIZABETH FLEMING KNIGHT

SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

LONG TERM CAPITAL GAIN/(LOSS) (CONTINUED)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
FEDERATED EQTY KAUFMNN A CUSIP 314172677	16 69	06/22/09	08/12/11	$61 74	$81 43	$19 69	N	YES
FEDERATED EQTY KAUFMNN A CUSIP 314172677	4 66	12/31/09	08/12/11	$21 83	$22 71	$0 88	N	YES
CUSIP TOTAL				$15,152 51	$12,556 82	($2,595 69)		
FLEMNG JP MORGAN MID CAP CUSIP 339183105	39 29	02/13/07	06/20/11	$1,059 93	$956.29	($103 64)	N	YES
FLEMNG JP MORGAN MID CAP CUSIP 339183105	3 42	02/13/07	09/21/11	$92 35	$73 15	($19 20)	N	YES
CUSIP TOTAL				$1,152 28	$1,029 44	($122 84)		
HARTFORD MUT II GRWTH I CUSIP 416641108	11 69	02/13/07	06/20/11	$207 48	$207 48	$0 00	N	YES
HARTFORD MUT II GRWTH I CUSIP 416641108	138 58	02/13/07	09/21/11	$2,459 76	$2,278 22	($181 54)	N	YES
CUSIP TOTAL				$2,667 24	$2,485 70	($181 54)		
HIGHMRK GENEVA MID CAP F CUSIP 431113505	34 52	02/13/07	09/21/11	$647 24	$725 93	$78 69	N	YES
HIGHMRK GENEVA MID CAP A CUSIP 431113604	57 40	02/13/07	06/20/11	$1,069 85	$1,286 80	$216 95	N	YES
KEELEY SMALL CAP VALUE I CUSIP 487300808	82 55	02/13/07	06/20/11	$2,222 42	$2,087 77	($134 65)	N	YES
MFS SERS X INTL GRWTH I CUSIP 55273E848	26 98	02/13/07	06/20/11	$770 88	$720 99	($49 89)	N	YES
PIONEER TR I OAK RIDGE Y CUSIP 72387T785	94 14	02/13/07	06/20/11	$2,477 24	$2,864 71	$387 47	N	YES
PIONEER TR I OAK RIDGE Y CUSIP 72387T785	28 73	02/13/07	09/21/11	$756 09	$778 66	$22.57	N	YES
CUSIP TOTAL				$3,233 33	$3,643 37	$410 04		
TOTAL LONG TERM CAPITAL GAIN/(LOSS)				**$37,934.33**	**$35,457.54**	**($2,476.79)**		

N - Tax basis information for this security is not covered by IRS reporting requirements. (See Supplemental Information and Disclosure Section for additional information.)

TOTAL GROSS PROCEEDS LESS COMMISSION ON STOCKS, BONDS, ETC. (ADJUSTED FOR ASSIGNED OR EXERCISED OPTIONS ABOVE) $35,683.17

STIFEL NICOLAUS
ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

2011 SUPPLEMENTAL TAX INFORMATION

ORIGINAL 02/10/2012

PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
FEDERAL ID NO: 43-0538770

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TAXPAYER ID: 43-1525099

THE AUNT KATE FOUNDATION
C/O ELIZABETH FLEMING KNIGHT

SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

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SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
CWALT 06-41CB 6 0 012537 CUSIP 02149CAU5	40,000 00	07/09/10	05/17/11	$23,996 00 AJ	$25,995 00	$1,999 00	N	YES
BAFCP 05-31A1 5 5 062535 CUSIP 05946XVH3	21,000 00	03/22/11	11/25/11	$345 45 AJ	$340 45	($5 00)	N	YES
BAMT 07-2A7 5.5 052537 CUSIP 05952FAG8	25,000 00	10/06/10	03/18/11	$20,085 00 AJ	$21,745 00	$1,660 00	N	YES
DELTA AIRLINES INC NEW CUSIP 247361702	8 00	01/21/11	11/17/11	$0 00	$60 71	$0 00	N	YES
DELTA AIRLINES INC NEW CUSIP 247361702	13 00	04/08/11	11/17/11	$0 00	$98 67	$0 00	N	YES
CUSIP TOTAL				$0 00	$159 38	$0 00		
TOTAL SHORT TERM CAPITAL GAIN/(LOSS)				**$44,426.45**	**$48,239.83**	**$3,654.00**		

N - Tax basis information for this security is not covered by IRS reporting requirements. (See Supplemental Information and Disclosure Section for additional information.)

AJ - The original cost basis on this security was adjusted for one of the following reasons: Amortization, Accretion, Return of Principal, Partnership Distributions, Liquidation Payment, or a Wash Sale occurred. Please use this amount to calculate your Gain/Loss on the security. If you need additional information contact your Financial Advisor or the Tax Reporting Department.

LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
BAMSI 04-31A4 5.5 042534 CUSIP 05949AAD2	20,000 00	01/22/10	11/17/11	$13,487 42 AJ	$14,234 81	$747 39	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	03/15/10	12/12/11	$6,956 04 AJ	$7,884 72	$928 68	N	YES
TOTAL LONG TERM CAPITAL GAIN/(LOSS)				**$20,443.46**	**$22,119.53**	**$1,676.07**		

N - Tax basis information for this security is not covered by IRS reporting requirements. (See Supplemental Information and Disclosure Section for additional information.)

AJ - The original cost basis on this security was adjusted for one of the following reasons: Amortization, Accretion, Return of Principal, Partnership Distributions, Liquidation Payment, or a Wash Sale occurred. Please use this amount to calculate your Gain/Loss on the security. If you need additional information contact your Financial Advisor or the Tax Reporting Department.

RETURN OF CAPITAL OR PRINCIPAL PAYMENTS

DESCRIPTION	QUANTITY	ACTIVITY	DATE SOLD	PROCEEDS	CLASS	1099B
ALTR 07-26RA1 7 0 012537 CUSIP 02152JAA8	25,000 00	PRINCIPAL	02/25/11	$5 37	N	YES

646123 323062 29296 87162

(continued on back side)

STIFEL NICOLAUS
ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

2011 SUPPLEMENTAL TAX INFORMATION

ORIGINAL 02/10/2012

PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
FEDERAL ID NO: 43-0538770

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THE AUNT KATE FOUNDATION
C/O ELIZABETH FLEMING KNIGHT

SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

RETURN OF CAPITAL OR PRINCIPAL PAYMENTS (CONTINUED)

DESCRIPTION	QUANTITY	ACTIVITY	DATE SOLD	PROCEEDS	CLASS	1099B
ALTR 07-26RA1 7 0 012537 CUSIP 02152JAA8	25,000 00	PRINCIPAL	03/25/11	$65 48	N	YES
ALTR 07-26RA1 7 0 012537 CUSIP 02152JAA8	25,000 00	PRINCIPAL	09/25/11	$13 06	N	YES
ALTR 07-26RA1 7.0 012537 CUSIP 02152JAA8	25,000 00	PRINCIPAL	11/25/11	$64 80	N	YES
CUSIP TOTAL				$148 71		
BAFCP 05-31A1 5 5 062535 CUSIP 05946XVH3	21,000 00	PRINCIPAL	04/25/11	$562 39	N	YES
BAFCP 05-31A1 5 5 062535 CUSIP 05946XVH3	21,000 00	PRINCIPAL	05/25/11	$1,135 71	N	YES
BAFCP 05-31A1 5 5 062535 CUSIP 05946XVH3	21,000 00	PRINCIPAL	08/25/11	$264 03	N	YES
BAFCP 05-31A1 5 5 062535 CUSIP 05946XVH3	21,000 00	PRINCIPAL	10/25/11	$334 97	N	YES
CUSIP TOTAL				$2,297 10		
BAMSI 04-31A4 5 5 042534 CUSIP 05949AAD2	20,000 00	PRINCIPAL	02/25/11	$1,875 42	N	YES
BAMSI 04-31A4 5.5 042534 CUSIP 05949AAD2	20,000 00	PRINCIPAL	03/25/11	$1,573 16	N	YES
BAMSI 04-31A4 5.5 042534 CUSIP 05949AAD2	20,000 00	PRINCIPAL	07/25/11	$767 78	N	YES
BAMSI 04-31A4 5 5 042534 CUSIP 05949AAD2	20,000 00	PRINCIPAL	08/25/11	$99 97	N	YES
BAMSI 04-31A4 5.5 042534 CUSIP 05949AAD2	20,000 00	PRINCIPAL	10/25/11	$177 03	N	YES
BAMSI 04-31A4 5.5 042534 CUSIP 05949AAD2	20,000 00	PRINCIPAL	11/25/11	$976 23	N	YES
CUSIP TOTAL				$5,469 59		
CWALT 05-21A 5.5 112535 CUSIP 12668APD1	28,000 00	PRINCIPAL	12/25/11	$240 46	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	02/25/11	$255 05	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	03/25/11	$344 30	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	04/25/11	$91 44	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	05/25/11	$79 11	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	06/25/11	$85 55	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000.00	PRINCIPAL	07/25/11	$165 83	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	08/25/11	$6 25	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	09/25/11	$164 42	N	YES

STIFEL NICOLAUS
ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

2011 SUPPLEMENTAL TAX INFORMATION
ORIGINAL 02/10/2012

THE AUNT KATE FOUNDATION
C/O ELIZABETH FLEMING KNIGHT

PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
FEDERAL ID NO: 43-0538770

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TAXPAYER ID: 43-1525099

SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

RETURN OF CAPITAL OR PRINCIPAL PAYMENTS (CONTINUED)

DESCRIPTION	QUANTITY	ACTIVITY	DATE SOLD	PROCEEDS	CLASS	1099B
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	10/25/11	$100 20	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	11/25/11	$247 50	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	12/25/11	$83 17	N	YES
CUSIP TOTAL				$1,622 82		
FHMT 05-8IA9 5 75 052516 CUSIP 32051GP33	50,000 00	PRINCIPAL	06/25/11	$404 40	N	YES
FHMT 05-8IA9 5 75 052516 CUSIP 32051GP33	50,000 00	PRINCIPAL	07/25/11	$406 34	N	YES
FHMT 05-8IA9 5 75 052516 CUSIP 32051GP33	50,000 00	PRINCIPAL	08/25/11	$408 29	N	YES
FHMT 05-8IA9 5 75 052516 CUSIP 32051GP33	50,000 00	PRINCIPAL	09/25/11	$410 25	N	YES
FHMT 05-8IA9 5 75 052516 CUSIP 32051GP33	55,000 00	PRINCIPAL	10/25/11	$453 43	N	YES
FHMT 05-8IA9 5 75 052516 CUSIP 32051GP33	55,000 00	PRINCIPAL	11/25/11	$455 61	N	YES
FHMT 05-8IA9 5 75 052516 CUSIP 32051GP33	55,000 00	PRINCIPAL	12/25/11	$457 79	N	YES
CUSIP TOTAL				$2,996 11		
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	01/25/11	$1,121 34	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	02/25/11	$557 90	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	03/25/11	$424 41	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	04/25/11	$778 81	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	05/25/11	$785.84	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	06/25/11	$582 70	N	YES
RAST 07-A1A7 6 0 032537 CUSIP. 761136AG5	80,000 00	PRINCIPAL	07/25/11	$956 40	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	08/25/11	$415 29	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	09/25/11	$66 97	N	YES
RAST 07-A1A7 6 0 032537 CUSIP. 761136AG5	80,000 00	PRINCIPAL	11/25/11	$315 46	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	12/25/11	$735 39	N	YES
CUSIP TOTAL				$6,740 51		
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	50,000 00	PRINCIPAL	01/25/11	$83 20	N	YES

646125 323063 29296 87162

(continued on back side)

STIFEL NICOLAUS
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THE AUNT KATE FOUNDATION
C/O ELIZABETH FLEMING KNIGHT

2011 SUPPLEMENTAL TAX INFORMATION
ORIGINAL 02/10/2012

PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
FEDERAL ID NO: 43-0538770

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TAXPAYER ID: 43-1525099

SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

RETURN OF CAPITAL OR PRINCIPAL PAYMENTS (CONTINUED)

DESCRIPTION	QUANTITY	ACTIVITY	DATE SOLD	PROCEEDS	CLASS	1099B
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	50,000 00	PRINCIPAL	02/25/11	$324.68	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	50,000 00	PRINCIPAL	03/25/11	$278 10	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	50,000 00	PRINCIPAL	04/25/11	$152 84	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	50,000 00	PRINCIPAL	05/25/11	$107 42	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	50,000 00	PRINCIPAL	06/25/11	$180 60	N	YES
WMMP 06-52CB9 6.5 072536 CUSIP 93934NAY1	50,000 00	PRINCIPAL	07/25/11	$125 18	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	50,000 00	PRINCIPAL	08/25/11	$292 29	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	50,000 00	PRINCIPAL	09/25/11	$248 16	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	50,000 00	PRINCIPAL	10/25/11	$245 28	N	YES
WMMP 06-52CB9 6.5 072536 CUSIP 93934NAY1	50,000 00	PRINCIPAL	11/25/11	$248 25	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	50,000 00	PRINCIPAL	12/25/11	$131 84	N	YES
CUSIP TOTAL				$2,417 84		
TOTAL RETURN OF CAPITAL OR PRINCIPAL PAYMENTS				**$21,933.14**		

N - Tax basis information for this security is not covered by IRS reporting requirements. (See Supplemental Information and Disclosure Section for additional information.)

TOTAL GROSS PROCEEDS LESS COMMISSION ON STOCKS, BONDS, ETC. (ADJUSTED FOR ASSIGNED OR EXERCISED OPTIONS ABOVE) **$92,292.50**

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STIFEL NICOLAUS MANAGED ACCT 1112 ACCRUED INT	<137.>	0.	<137.>
STIFEL NICOLAUS MANAGED ACCT 1112 CAP GN DISTR	188.	188.	0.
STIFEL NICOLAUS MANAGED ACCT 1112 DIV	5,595.	0.	5,595.
STIFEL NICOLAUS MANAGED ACCT 1112 NON DIVIDEND DISTR	2,865.	0.	2,865.
STIFEL NICOLAUS MANAGED ACCT 1112 OID	16,429.	0.	16,429.
STIFEL NICOLAUS MANAGED ACCT 8727 CAP GN DISTR	3,265.	3,265.	0.
STIFEL NICOLAUS MANAGED ACCT 8727 DIV	5,276.	0.	5,276.
TOTAL TO FM 990-PF, PART I, LN 4	33,481.	3,453.	30,028.

FORM 990-PF	OTHER INCOME		STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SOUTHWEST ROYALTIES INST X-B L.P.	1,000.	1,000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,000.	1,000.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JHY ADVISORS	1,800.	900.		900.
TO FORM 990-PF, PG 1, LN 16B	1,800.	900.		900.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	359.	359.		0.
TO FORM 990-PF, PG 1, LN 18	359.	359.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	794.	397.		397.
MISCELLANEOUS	695.	348.		347.
MANAGEMENT FEES	5,534.	5,534.		0.
TO FORM 990-PF, PG 1, LN 23	7,023.	6,279.		744.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STIFEL NICOLAUS	COST	823,411.	762,433.
SWR INST X-B L.P.	COST	1,417.	1,417.
TOTAL TO FORM 990-PF, PART II, LINE 13		824,828.	763,850.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELIZABETH FLEMING KNIGHT PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	ADMINISTRATOR 10.00	15,000.	0.	0.
CHARLES J. FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	DIRECTOR 0.00	0.	0.	0.
JENNIFER Z. FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	DIRECTOR 0.00	0.	0.	0.
KEVIN C. FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	PRESIDENT 0.00	0.	0.	0.
PATRICK J. FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	VICE PRESIDENT AND TREASUR 0.00	0.	0.	0.
KATHERINE R. FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		15,000.	0.	0.