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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
CLIFFORD WILLARD GAYLORD FOUNDATION
BARBARA LAWTON

Number and street (or P O box number if mail is not delivered to street address): 3354 LAKE BEND DRIVE
Room/suite:

City or town, state, and ZIP code: VALLEY PARK, MO 63088-2524

A Employer identification number 43-6027517

B Telephone number 636-225-5115

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: ☒ 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)* ▶$ 8,144,037.

J Accounting method: ☒ 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 ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	335,256.	335,256.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	29,556.			
	b	Gross sales price for all assets on line 6a 1,197,630.				
	7	Capital gain net income (from Part IV, line 2)		29,556.		
	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				
	12	**Total** Add lines 1 through 11	364,812.	364,812.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	16,390.	3,280.		13,110.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	1,985.	397.		1,588.
	c	Other professional fees STMT 3	2,185.	437.		1,748.
	17	Interest				
	18	Taxes STMT 4	4,700.	1,509.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	Total operating and administrative expenses Add lines 13 through 23	25,260.	5,623.		16,446.
	25	Contributions, gifts, grants paid	377,980.			377,980.
	26	Total expenses and disbursements. Add lines 24 and 25	403,240.	5,623.		394,426.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-38,428.			
	b	**Net investment income** (if negative, enter -0-)		359,189.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2011)

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	102,371.	38,317.	38,317.
	2	Savings and temporary cash investments			
	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 STMT 5	910,719.	1,365,975.	1,463,858.
	b	Investments - corporate stock STMT 6	3,730,164.	3,614,894.	4,025,417.
	c	Investments - corporate bonds STMT 7	2,808,429.	2,165,431.	2,313,528.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	0.	313,887.	272,426.
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 9)	15,740.	30,491.	30,491.
	16	**Total assets** (to be completed by all filers)	7,567,423.	7,528,995.	8,144,037.
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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	8,097,286.	8,097,286.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	-529,863.	-568,291.	
	30	**Total net assets or fund balances**	7,567,423.	7,528,995.	
	31	**Total liabilities and net assets/fund balances**	7,567,423.	7,528,995.	

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	7,567,423.
2	Enter amount from Part I, line 27a	2	-38,428.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,528,995.
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	7,528,995.

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	EDWARD JONES 186-11368-1-8	P		
b	EDWARD JONES 186-11030-1-6	P		
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	533,126.		525,075.	8,051.
b	664,504.		642,999.	21,505.
c				
d				
e				

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				8,051.
b				21,505.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 29,556.

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	351,559.	7,815,100.	.044985
2009	392,109.	7,206,109.	.054413
2008	428,735.	8,175,592.	.052441
2007	344,856.	8,765,457.	.039343
2006	399,665.	8,552,619.	.046730

2	Total of line 1, column (d)	2	.237912
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	.047582
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,181,328.
5	Multiply line 4 by line 3	5	389,284.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,592.
7	Add lines 5 and 6	7	392,876.
8	Enter qualifying distributions from Part XII, line 4	8	394,426.

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	3,592.
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	3,592.
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	3,592.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,320.		
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	3,320.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	1.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	273.
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)? *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*	1b		X
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

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ELLIE VARGO AT NOTEWORTHY SERVICES Telephone no. ▶ 314-965-9362

Located at ▶ 2190 S. MASON RD STE 303, ST. LOUIS, MO ZIP+4 ▶ 63131

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

		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

		Yes	No
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? ☐ 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

CLIFFORD WILLARD GAYLORD FOUNDATION

BARBARA LAWTON 43-6027517

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 10		16,390.	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	
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	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:			
a	Average monthly fair market value of securities		1a	8,121,301.
b	Average of monthly cash balances		1b	184,616.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	8,305,917.
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	8,305,917.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	124,589.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	8,181,328.
6	**Minimum investment return** Enter 5% of line 5		6	409,066.

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	409,066.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 3,592.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	3,592.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	405,474.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	405,474.
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	405,474.

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	394,426.
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	394,426.
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	3,592.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	390,834.

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.

Form **990-PF** (2011)

123571
12-02-11

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				405,474.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			374,575.	
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: ▶ $ 394,426.				
a Applied to 2010, but not more than line 2a			374,575.	
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				19,851.
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				385,623.
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:

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
a Paid during the year				
ANNIE'S HOPE 1333 W LOCKWOOD, STE 104 ST LOUIS, MO 63122	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000.
ASTHMA AND ALLERGY FOUNDATION 1500 SOUTH BIG BEND ST LOUIS, MO 63117	NONE	PUBLIC CHARITY	GENERAL DONATION	6,000.
CAMPBELL HOUSE MUSEUM 825 S TAYLOR AVE ST LOUIS, MO 63110	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000.
CENTRAL INSTITUTE FOR THE DEAF 4568 WEST PINE BLVD ST LOUIS, MO 63108	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	7,000.
CIRCLE OF CONCERN FOOD BANK 112 ST LOUIS AVE ST LOUIS, MO 63108	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	12,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	377,980.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	335,256.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	29,556.	
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.		364,812.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 364,812.

(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).

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

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

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

Barbara P. Lawton 3/7/12 TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JULIEANNE BEASLEY	Julieanne Beasley	2/12/2012		P00403940

Firm's name ▶ CLIFTONLARSONALLEN LLP

Firm's EIN ▶ 41-0746749

Firm's address ▶ 8112 MARYLAND AVE, SUITE 400
ST. LOUIS, MO 63105

Phone no. (314)966-6622

Form **990-PF** (2011)

123622
12-02-11

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
CIRCUS FLORA 3547 OLIVE ST, 2ND FL ST LOUIS, MO 63103	NONE	PUBLIC CHA	GENERAL FIN SUPPORT	5,000.
COMPTON HEIGHTS CONCERT BAND OF STL 3120 LAFAYETTE ST LOUIS, MO 63104	NONE	PUBLIC CHA	GENERAL FIN SUPPORT	4,000.
DELTA GAMMA CENTER 1750 SOUTH BIG BEND BLVD ST LOUIS, MO 63117	NONE	PUBLIC CHA	GENERAL FIN SUPPORT	2,000.
EQUINE-ASSISTED THERAPY, INC 7908 MYERS RD CENTERBURG, OH 43011	NONE	PUBLIC CHA	GENERAL FINANCIAL SUPPORT	5,000.
FOREST PARK FOREVER 5595 GRAND DR FOREST PARK, MO 63112	NONE	PUBLIC CHA	GENERAL FINANCIAL SUPPORT	8,000.
FOREST RELEAF 4207 LINDELL STE 301 ST. LOUIS, MO 63108	NONE	PUBLIC CHA	GENERAL DONATION	5,000.
GREAT CIRCLE 4485 WESTMINISTER PLACE ST LOUIS, MO 63110	NONE	PUBLIC CHA	GENERAL FINANCIAL SUPPORT	15,000.
KIRK CARE PO BOX 220652 ST LOUIS, MO 63122	NONE	PUBLIC CHA	GENERAL SUPPORT	9,000.
INDEPENDENCE CENTER 4245 FOREST PARK AVE. ST LOUIS, MO 63108	NONE	PUBLIC CHA	PROGRAM SUPPORT	5,000.
JUNIOR ACHIEVEMENT 17339 N OUTER FORTY RD CHESTERFIELD, MO 63005	NONE	PUBLIC CHA	K-12 PROGRAM SUPPORT	3,000.
Total from continuation sheets				347,980.

123631 08-03-11

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
KIRKWOOD AREA ARTS COUNCIL 4207 LINDELL STE 301 ST LOUIS, MO 63108	NONE	PUBLIC CHA	PRIORITY RELIEF PROGRAM	2,000.
KIRKWOOD PUBLIC LIBRARY 140 E JEFFERSON ST LOUIS, MO 63122	NONE	PUBLIC CHA	GENERAL SUPPORT	2,000.
LAFAYETTE INDUSTRIES 179 GAYWOOD DRIVE BALLWIN, MO 63021	NONE	PUBLIC CHA	GENERAL SUPPORT	2,000.
MAGIC HOUSE 516 S KIRKWOOD RD ST LOUIS, MO 63122	NONE	PUBLIC CHA	PROGRAM SUPPORT	17,000.
MANOR GROVE 711 S KIRKWOOD RD ST LOUIS, MO 63122	NONE	PUBLIC CHA	PROGRAM SUPPORT	1,000.
MISSOURI 4-H FOUNDATION 819 CLARK HALL COLUMBIA, MO 65211	NONE	PUBLIC CHA	PROGRAM SUPPORT	7,000.
MISSOURI BOTANICAL GARDEN PO BOX 299 ST LOUIS, MO 63166	NONE	PUBLIC CHA	EDUCATIONAL PROGRAM	20,000.
NATURE CONSERVANCY 2800 S BRENTWOOD BLVD ST LOUIS, MO 63144	NONE	PUBLIC CHA	CONSERVATION EFFORTS	20,000.
OPERA THEATRE OF STL PO BOX 191910 ST LOUIS, MO 63119	NONE	PUBLIC CHA	PROGRAM SUPPORT	5,000.
OPERATION BRIGHTSIDE 4646 SHENANDOAH AVE ST. LOUIS, MO 63110	NONE	PUBLIC CHA	PROGRAM SUPPORT	10,000.
Total from continuation sheets				

123631 08-03-11

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
PARAQUAD 5240 OAKLAND AVE ST LOUIS, MO 63110	NONE	PUBLIC CHA	GENERAL SUPPORT	1,000.
RANKEN JORDAN PEDIATRIC HOSPITAL 11365 DORSETT ROAD MARYLAND HEIGHTS, MO 63043	NONE	PUBLIC CHA	GENERAL SUPPORT	5,000.
RANKEN JORDAN TECHNICAL COLLEGE 11365 DORSETT ROAD MARYLAND HEIGHTS, MO 63043	NONE	PUBLIC CHA	PROGRAM SUPPORT	1,000.
REPERTORY THEATRE OF STL 130 EDGAR RD ST LOUIS, MO 63119	NONE	PUBLIC CHA	SPONSORSHIP	5,000.
SAFE CONNECTIONS 2165 HAMPTON AVE ST LOUIS, MO 63139	NONE	PUBLIC CHA	GENERAL SUPPORT	2,000.
SALVATION ARMY 1130 HAMPTON AVE ST LOUIS, MO 63139	NONE	PUBLIC CHA	PROGRAM SUPPORT	36,000.
SHAKESPEARE FESTIVAL OF ST. LOUIS 462 N. TAYLOR AVE, STE. 202 ST LOUIS, MO 63108	NONE	PUBLIC CHA	GENERAL DONATION	5,000.
SHEPHERD'S CENTER 1333 W LOCKWOOD AVE ST LOUIS, MO 63122	NONE	PUBLIC CHA	MISSION EXPANSION	10,000.
SHERWOOD FOREST CAMP 2708 SUTTON BLVD ST LOUIS, MO 63143	NONE	PUBLIC CHA	PROGRAM SUPPORT	5,000.
SPRINGBOARD TO LEARNING 3547 OLIVE ST, 2ND FL ST LOUIS, MO 63103	NONE	PUBLIC CHA	PROGRAM SUPPORT	7,000.
Total from continuation sheets				

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
ST. JOSEPH INSTITUTE FOR THE DEAF 1809 CLARKSON RD ST LOUIS, MO 63026	NONE	PUBLIC CHA	PROGRAM SUPPORT	7,000.
ST. LOUIS AREA FOODBANK 70 CORPORATE WOODS DRIVE ST LOUIS, MO 63044	NONE	PUBLIC CHA	PROGRAM SUPPORT	11,000.
ST. LOUIS BEACON 3655 OLIVE ST ST LOUIS, MO 63108	NONE	PUBLIC CHA	PROGRAM SUPPORT	5,000.
ST. LOUIS LEARNING DISABILITIES ASSOCIATION 13537 BARRETT PARKWAY DR #110 BALLWIN, MO 63021	NONE	PUBLIC CHA	PROGRAM SUPPORT	5,000.
ST. LOUIS SENIOR DOG PROJECT 7488 RIVERMONT TRAIL HOUSE SPRINGS, MO 63051	NONE	PUBLIC CHA	PROGRAM SUPPORT	5,000.
ST. LOUIS SYMPHONY ORCHESTRA 718 N GRAND BLVD ST LOUIS, MO 63103	NONE	PUBLIC CHA	PROGRAM SUPPORT	2,000.
ST. PATRICK CENTER 800 N. TUCKER BLVD. ST LOUIS, MO 63101	NONE	PUBLIC CHA	PROGRAM SUPPORT	26,000.
STAGES ST. LOUIS 444 CHESTERFIELD CENTER STE 215 CHESTERFIELD, MO 63017	NONE	PUBLIC CHA	GENERAL DONATION	15,000.
THE STATE HISTORICAL SOCIETY OF MO 1020 LOWRY ST COLUMBIA, MO 65201	NONE	PUBLIC CHA	PROGRAM SUPPORT	7,000.
TOWER GROVE PARK 4256 MAGNOLIA AVE ST LOUIS, MO 63110	NONE	PUBLIC CHA	PROGRAM SUPPORT	20,000.
Total from continuation sheets				

123631 08-03-11

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
VARIETY - CHILDREN'S CHARITY OF ST. LOUIS 2200 WESTPORT PLAZA DRIVE ST LOUIS, MO 63146	NONE	PUBLIC CHA	PROGRAM SUPPORT	5,000.
WALKER SCOTTISH RITE CLINIC 4256 MAGNOLIA AVE ST LOUIS, MO 63110	NONE	PUBLIC CHA	PROGRAM SUPPORT	7,000.
WEBSTER UNIVERSITY SYMPHONY 470 E LOCKWOOD AVE WEBSTER GROVES, MO 63119	NONE	PUBLIC CHA	PROGRAM SUPPORT	2,000.
WYMAN CENTER (CAMP WYMAN) 600 KIWANIS DRIVE EUREKA, MO 63025	NONE	PUBLIC CHA	PROGRAM SUPPORT	3,000.
CAPE ALBEON 3380 LAKE BEND DR VALLEY PARK, MO 63088	NONE	PUBLIC CHA	PROGRAM SUPPORT	1,000.
THE BACKSTOPPERS INC 10411 CLAYTON RD #5 ST LOUIS, MO 63131	NONE	PUBLIC CHA	PROGRAM SUPPORT	2,980.
Total from continuation sheets				

ATTACHMENT 1

Edward Jones

2011 CONSOLIDATED 1099 STATEMENT

Payer's Federal Identification Number:
43-1591643

Edward Jones Account Number:
186-11368-1-8

Recipient's Identification Number:
43-6027517

Financial Advisor:
KENNETH G. (KEN) DORN

Telephone Number:
314-822-1147

FIGURES ARE FINAL

Printed on February 1, 2012

Recipient's Name and Address:

BARBARA P LAWTON &
HERB JONES ET AL TTEES
U/A DTD 11/12/48
CLIFFORD WILLARD GAYLORD FOUND
3354 LAKE BEND DRIVE
VALLEY PARK MO 63088-2524

THIS IS IMPORTANT TAX INFORMATION AND IS BEING FURNISHED TO THE INTERNAL REVENUE SERVICE EXCEPT AS INDICATED. IF YOU ARE REQUIRED TO FILE A RETURN, A NEGLIGENCE PENALTY OR OTHER SANCTION MAY BE IMPOSED ON YOU IF THIS INCOME IS TAXABLE AND THE IRS DETERMINES THAT IT HAS NOT BEEN REPORTED.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS(Copy B)(OMB NO 1545-0715)

Activity Type Description (Box 9)	Date Acquired (Box 1b)	Date of Sale or Exchange (Box 1a) CUSIP No.	Quantity Covered or Noncovered (Box 6)	Stocks,Bonds,etc. Sales Price Less Commissions (Box 2) Cost or Other Basis (Box 3)	Federal Income Tax Withheld (Box 4) Wash Sale Loss Disallowed (Box 5)	Gain/Loss Type of Gain/Loss (Box 8) Form 8949
Sale AT&T INC	06/10/2008	06/07/2011 00206R102	1,005 Noncovered	30,046.47 38,113.40	.00 .00	(8,066.93) LT Part II(B)
Sale BANK OF AMERICA CORP	VARIOUS	09/28/2011 060505104	2,300 Noncovered	14,437.13 34,730.74	.00 .00	(20,293.61) LT Part II(B)
Sale BEAM INC	01/06/2009	12/06/2011 073730103	200 Noncovered	10,242.61 6,726.33	.00 .00	3,516.28 LT Part II(B)
Sale BEAM INC	01/06/2009	12/06/2011 073730103	800 Noncovered	40,985.86 26,905.30	.00 .00	14,080.56 LT Part II(B)
Sale CATERPILLAR INC	02/13/2009	02/24/2011 149123101	102 Noncovered	10,035.31 3,258.12	.00 .00	6,777.19 LT Part II(B)
Sale CHEVRON CORP	01/29/2004	02/23/2011 166764100	199 Noncovered	20,100.28 8,680.38	.00 .00	11,419.90 LT Part II(B)
Sale CONOCOPHILLIPS	01/29/2004	02/23/2011 20825C104	195 Noncovered	15,018.31 6,428.18	.00 .00	8,590.13 LT Part II(B)
Sale EMERSON ELECTRIC CO	11/19/2004	02/24/2011 291011104	173 Noncovered	10,004.56 5,912.11	.00 .00	4,092.45 LT Part II(B)

EdwardJones

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2011 CONSOLIDATED 1099 STATEMENT

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VALLEY PARK MO 63088-2524

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS(Copy B)(OMB NO. 1545-0715)

Activity Type Description (Box 9)	Date Acquired (Box 1b)	Date of Sale or Exchange (Box 1a) CUSIP No.	Quantity Covered or Noncovered (Box 6)	Stocks,Bonds,etc. Sales Price Less Commissions (Box 2) Cost or Other Basis (Box 3)	Federal Income Tax Withheld (Box 4) Wash Sale Loss Disallowed (Box 5)	Gain/Loss Type of Gain/Loss (Box 8) **Form 8949**
Sale	05/14/2004	02/23/2011	125	7,354.05	.00	4,697.17
ENERGEN CORP		29265N108	Noncovered	2,656.88	.00	LT
						Part II(B)
Sale	VARIOUS	02/23/2011	300	17,656.00	.00	11,276.47
ENERGEN CORP		29265N108	Noncovered	6,379.53	.00	LT
						Part II(B)
Sale	11/19/2004	02/23/2011	465	40,090.56	.00	16,703.61
EXXON MOBIL CORP		30231G102	Noncovered	23,386.95	.00	LT
						Part II(B)
Sale	01/06/2009	12/06/2011	100	1,622.49	.00	687.31
FORTUNE BRANDS HOME		34964C106	Noncovered	935.18	.00	LT
& SEC INC						**Part II(B)**
Sale	01/06/2009	12/06/2011	100	1,622.99	.00	687.81
FORTUNE BRANDS HOME		34964C106	Noncovered	935.18	.00	LT
& SEC INC						**Part II(B)**
Sale	01/06/2009	12/06/2011	800	12,993.80	.00	5,512.34
FORTUNE BRANDS HOME		34964C106	Noncovered	7,481.46	.00	LT
& SEC INC						**Part II(B)**
Sale	VARIOUS	06/07/2011	1,649	30,062.50	.00	(25,684.52)
GENERAL ELECTRIC CO		369604103	Noncovered	55,747.02	.00	LT
						Part II(B)
Sale	VARIOUS	09/28/2011	1,250	28,913.37	.00	(31,096.82)
HEWLETT PACKARD CO		428236103	Noncovered	60,010.19	.00	LT
						Part II(B)

Payer's Federal Identification Number:
43-1591643

2011 CONSOLIDATED 1099 STATEMENT

Edward Jones Account Number:
186-11368-1-8

Recipient's Identification Number:
43-6027517

FIGURES ARE FINAL

Printed on February 1, 2012

Recipient's Name and Address:

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U/A DTD 11/12/48
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3354 LAKE BEND DRIVE
VALLEY PARK MO 63088-2524

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1099-B - PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS(Copy B)(OMB NO. 1545-0715)

Activity Type Description (Box 9)	Date Acquired (Box 1b)	Date of Sale or Exchange (Box 1a) CUSIP No.	Quantity Covered or Noncovered (Box 6)	Stocks,Bonds,etc. Sales Price Less Commissions (Box 2) Cost or Other Basis (Box 3)	Federal Income Tax Withheld (Box 4) Wash Sale Loss Disallowed (Box 5)	Gain/Loss Type of Gain/Loss (Box 8) Form 8949
Sale ILLINOIS TOOL WORKS INC	VARIOUS	12/06/2011 452308109	1,081 Noncovered	50,013.85 51,918.37	.00 .00	(1,904.52) LT **Part II(B)**
Sale ELI LILLY & CO	VARIOUS	09/28/2011 532457108	1,482 Noncovered	54,903.64 52,620.48	.00 .00	2,283.16 LT **Part II(B)**
Sale MEDTRONIC INC	06/08/2010	12/06/2011 585055106	100 Noncovered	3,514.48 3,825.14	.00 .00	(310.66) LT **Part II(B)**
Sale MEDTRONIC INC	06/08/2010	12/06/2011 585055106	550 Noncovered	19,340.79 21,038.30	.00 .00	(1,697.51) LT **Part II(B)**
Sale 3M CO	03/18/2005	02/24/2011 88579Y101	114 Noncovered	10,058.12 9,928.05	.00 .00	130.07 LT **Part II(B)**
Sale UNITED TECHNOLOGIES	11/19/2004	02/24/2011 913017109	124 Noncovered	10,054.87 6,075.76	.00 .00	3,979.11 LT **Part II(B)**
Sale VF CORP	02/16/2010	12/06/2011 918204108	147 Noncovered	20,106.28 11,132.23	.00 .00	8,974.05 LT **Part II(B)**
Sale WAL-MART STORES INC	VARIOUS	06/07/2011 931142103	1,384 Noncovered	73,947.90 80,249.58	.00 .00	(6,301.68) LT **Part II(B)**

Payer's Federal Identification Number:
43-1591643

Edward Jones Account Number:
186-11368-1-8

Recipient's Identification Number:
43-6027517

2011 CONSOLIDATED 1099 STATEMENT

FIGURES ARE FINAL

Printed on February 1, 2012

Recipient's Name and Address:

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3354 LAKE BEND DRIVE
VALLEY PARK MO 63088-2524

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS(Copy B)(OMB NO. 1545-0715)

Activity Type Description (Box 9)	Date Acquired (Box 1b)	Date of Sale or Exchange (Box 1a) CUSIP No.	Quantity Covered or Noncovered (Box 6)	Stocks,Bonds,etc. Sales Price Less Commissions (Box 2) Cost or Other Basis (Box 3)	Federal Income Tax Withheld (Box 4) Wash Sale Loss Disallowed (Box 5)	Gain/Loss Type of Gain/Loss (Box 8) Form 8949

Total LT Noncovered Proceeds	533,126.22
Total LT Noncovered Cost Basis	525,074.86
Total LT Noncovered Gain	103,407.61
Total LT Noncovered Loss	(95,356.25)
Net LT Noncovered Gain/Loss	**8,051.36**
Net LT Gain/Loss	**8,051.36**
Net Gain/Loss(+):	**8,051.36**
Total Proceeds:	**533,126.22**

Important Information Regarding Your Form 1099-B: Cost basis for "covered" shares will be reported to the IRS. Cost basis for "noncovered" shares will not be reported to the IRS. The IRS may require you to report the cost basis data and gain/loss items from your Form 1099-B onto Form 1040, Schedule D and Form 8949 (Sales and Other Dispositions of Capital Assets), as indicated on the Form 1099-B. See Instructions for IRS Form 1040, Schedule D, and Form 8949 for complete details on how to report this information on your tax return.

The Average Cost method is used to calculate cost basis for domestic open-end mutual funds. The FIFO (first in,first out) method is used for all other securities unless otherwise indicated at the time of sale. If you have used any other cost basis calculation method for "noncovered" security transactions, do not rely on these figures. Also, we do not make cost basis adjustments for discounts or premiums on bonds. The cost basis information for noncovered securities transactions, wash sales, and return of capital or corporate actions is believed to be reliable, but its accuracy and completeness are not guaranteed. Therefore, this information should not be relied upon for tax preparation without independent verification by your qualified tax advisor. Edward Jones, its employees and financial advisors do not provide tax or legal advice.

LT indicates a long-term gain/(loss), ST indicates a short-term gain/(loss), and UN indicates that we did not have enough information to determine the cost basis and holding period.

ATTACHMENT 2

Edward Jones

Payer's Federal Identification Number:
43-1591643

Edward Jones Account Number:
186-11030-1-6

Recipient's Identification Number:
43-6027517

Financial Advisor:
KENNETH G. (KEN) DORN

Telephone Number:
314-822-1147

2011 CONSOLIDATED 1099 STATEMENT

FIGURES ARE FINAL

Printed on February 1, 2012

Recipient's Name and Address:

BARBARA P LAWTON &
HERB JONES ET AL TTEES
U/A DTD 11/12/48 CLIFFORD
WILLARD GAYLORD FOUNDATION TR
3354 LAKE BEND DRIVE
VALLEY PARK MO 63088-2524

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Redemption CITIGROUP INC NOTE	01/25/2001	01/18/2011 172967BC4	100,000 Noncovered	100,000.00 100,004.00	.00 .00	(4.00) LT **Part II(B)**
Redemption CREDIT SUISSE FIRST BOSTON USA	09/24/2008	11/15/2011 22541LAB9	50,000 Noncovered	50,000.00 50,154.95	.00 .00	(154.95) LT **Part II(B)**
Redemption WAL-MART STORES INC GLOBAL NT	VARIOUS	02/15/2011 931142BV4	150,000 Noncovered	150,000.00 153,385.00	.00 .00	(3,385.00) LT **Part II(B)**
Sale BANK OF AMER INTERNOTES	05/31/2007	12/16/2011 06050XKQ5	100,000 Noncovered	87,000.05 93,604.95	.00 .00	(6,604.90) LT **Part II(B)**
Sale GLAXOSMITHKLINE CAP INC GTD NT	06/25/2004	06/07/2011 377372AA5	100,000 Noncovered	108,195.05 96,005.00	.00 .00	12,190.05 LT **Part II(B)**
Sale SBC COMMUNICATIONS INC NOTE	VARIOUS	06/07/2011 78387GAL7	150,000 Noncovered	169,309.05 149,844.90	.00 .00	19,464.15 LT **Part II(B)**

Payer's Federal Identification Number:
43-1591643

Edward Jones Account Number:
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43-6027517

2011 CONSOLIDATED 1099 STATEMENT

FIGURES ARE FINAL

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				Total LT Noncovered Proceeds		664,504.15
				Total LT Noncovered Cost Basis		642,998 80
				Total LT Noncovered Gain		31,654.20
				Total LT Noncovered Loss		(10,148.85)
				Net LT Noncovered Gain/Loss		**21,505.35**
				Net LT Gain/Loss		**21,505.35**
					Net Gain/Loss(+):	**21,505.35**
					Total Proceeds:	**664,504.15**

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ED JONES-11030	220,725.	0.	220,725.
ED JONES-11368	114,531.	0.	114,531.
TOTAL TO FM 990-PF, PART I, LN 4	335,256.	0.	335,256.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,985.	397.		1,588.
TO FORM 990-PF, PG 1, LN 16B	1,985.	397.		1,588.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSE	2,185.	437.		1,748.
TO FORM 990-PF, PG 1, LN 16C	2,185.	437.		1,748.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2010 ESTIMATED FEDERAL TAX PAYMENTS	3,191.	0.		0.
FOREIGN TAX PAID ON INVESTMENTS	1,509.	1,509.		0.
TO FORM 990-PF, PG 1, LN 18	4,700.	1,509.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS		X	1,365,975.	1,463,858.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,365,975.	1,463,858.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,365,975.	1,463,858.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	3,614,894.	4,025,417.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,614,894.	4,025,417.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,165,431.	2,313,528.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,165,431.	2,313,528.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EXCHANGE TRADED FUNDS/CLOSED END FUND	COST	313,887.	272,426.
TOTAL TO FORM 990-PF, PART II, LINE 13		313,887.	272,426.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENT ASSETS	15,740.	30,491.	30,491.
TO FORM 990-PF, PART II, LINE 15	15,740.	30,491.	30,491.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BARBARA P. LAWTON 3354 LAKE BEND DR. VALLEY PARK, MO 63088	TRUSTEE 1.00	3,278.	0.	0.
DAVE WHITE 1510 FRIAR LANE KIRKWOOD, MO 63122	TRUSTEE 1.00	3,278.	0.	0.
HERBERT S. JONES 702 BRIARFARM KIRKWOOD, MO 63122	TRUSTEE 1.00	3,278.	0.	0.
JUDY MOSKOFF 22 ALGONQUIN WOODS PL GLENDALE, MO 63122	TRUSTEE 1.00	3,278.	0.	0.
DANIEL A. GRAHAM 600 A WEST WOODBINE KIRKWOOD, MO 63122	TRUSTEE 1.00	3,278.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		16,390.	0.	0.