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

Department of the Treasury  
 Internal Revenue Service

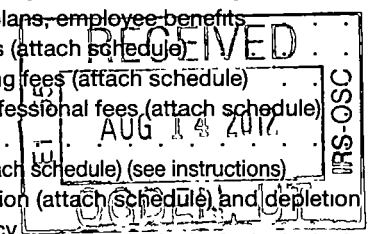
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2011** or tax year beginning , **2011**, and ending , **20**

Name of foundation <b>VELMA NEIMAN CHARITABLE FOUNDATION</b>		A Employer identification number <b>43-6362412</b>
Number and street (or P O box number if mail is not delivered to street address) <b>WALTER WITTENBERG 6434 CECIL AVENUE</b>	Room/suite	B Telephone number (see instructions) <b>314-241-9090</b>
City or town, state, and ZIP code <b>CLAYTON, MO 63105</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 6,807,239.49</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

SCANNED AUG 17 2012

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	7,273.30	7,273.30	7,273.30	
	4 Dividends and interest from securities	153,730.62	153,730.62	153,730.62	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		26.79		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0.00				
11 Other income (attach schedule)					
12 <b>Total.</b> Add lines 1 through 11	161,003.92	161,030.71	161,003.92		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	43,353.11	43,353.11	43,353.11	43,353.11
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,836.25	6,836.25	1,041.99	1,041.99
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	31.98	31.98	31.98	31.98
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	50,221.34	50,221.34	44,427.08	44,427.08
	25 Contributions, gifts, grants paid	250,000.00			250,000.00
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	300,221.34	50,221.34	44,427.08	294,427.08	
27 Subtract line 26 from line 12:					
a <b>Excess of revenue over expenses and disbursements</b>	(139,217.42)				
b <b>Net investment income</b> (if negative, enter -0-)		110,809.37			
c <b>Adjusted net income</b> (if negative, enter -0-)			116,576.84		



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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
<b>Assets</b>	1	Cash—non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .	1,475,056.72	1,355,646.63	1,355,646.63	
	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 (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10a	Investments—U.S. and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule) . . . . .	1,250,381.58	1,250,381.58	5,451,592.86	
	c	Investments—corporate bonds (attach schedule) . . . . .				
	11	Investments—land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans . . . . .					
13	Investments—other (attach schedule) . . . . .					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ )					
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	2,725,438.30	2,606,028.21	6,807,239.49		
<b>Liabilities</b>	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 (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ )				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0.00	0.00			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>					
	27	Capital stock, trust principal, or current funds . . . . .	2,725,438.30	2,606,028.21		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	2,725,438.30	2,606,028.21			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,725,438.30	2,606,028.21			

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	2,725,438.30
2	Enter amount from Part I, line 27a . . . . .	2	(139,217.42)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	2,586,220.88
5	Decreases not included in line 2 (itemize) ▶ <b>CAPITAL LOSSES &amp; NON-BOOK ITEMS VA NEIMAN TR</b>	5	19,807.33
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	2,606,028.21

**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.)
<b>1a</b>	<b>FAIRPOINT COMMUNICATIONS (DECLARED WORTHLESS 1/24/11)</b>		<b>UNKNOWN</b>	<b>01/24/11</b>
<b>b</b>	<b>.1664 SHS. CENTURY LINK</b>		<b>UNKNOWN</b>	<b>04/06/11</b>
<b>c</b>	<b>.4784 SHS. CENTURY LINK</b>		<b>UNKNOWN</b>	<b>04/06/11</b>
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 0.00		0.00	0.00	
<b>b</b> 6.91		0.00	6.91	
<b>c</b> 19.88		0.00	19.88	
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }		<b>2</b>	26.79
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . .		<b>3</b>	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	203,714.34	5,936,367.16	0.0343
2009	215,361.45	4,204,772.93	0.0512
2008	350,377.69	5,561,694.64	0.0630
2007	344,527.56	6,052,095.20	0.0569
2006	339,230.18	6,826,092.12	0.0497

<b>2</b>	Total of line 1, column (d) . . . . .	<b>2</b>	0.2551
<b>3</b>	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 . . . . .	<b>3</b>	.05102
<b>4</b>	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . . . .	<b>4</b>	6,527,118.76
<b>5</b>	Multiply line 4 by line 3 . . . . .	<b>5</b>	333,013.60
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	1,108.09
<b>7</b>	Add lines 5 and 6 . . . . .	<b>7</b>	334,121.69
<b>8</b>	Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	293,318.99

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	2,216	19
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		
<b>3</b>	Add lines 1 and 2 . . . . .	<b>3</b>	2,216	19
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	2,216	19
<b>6</b>	Credits/Payments:			
<b>a</b>	2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>	2357	00
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	5,074	65
<b>7</b>	Total credits and payments. Add lines 6a through 6d . . . . .	<b>7</b>	7,431	65
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>		
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	5,215	46
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> ▶ 2,220 <b>Refunded</b> ▶	<b>11</b>	2,995	46

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		✓
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ▶ \$ _____ <b>(2)</b> On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		✓
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
<b>6</b> 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? . . . . .	✓	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>Missouri</u>		
<b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . . . .	✓	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		✓
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .		✓

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	✓		
14	The books are in care of ▶ <u>WALTER L. WITTENBERG</u> Telephone no. ▶ <u>314-241-9090</u> Located at ▶ <u>6434 CECIL AVENUE, CLAYTON, MO</u> ZIP+4 ▶ <u>63105-2225</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No ✓

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

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

	Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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	NA
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
<b>c</b> 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	✓
<b>2</b> 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)):		
<b>a</b> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . . . .	2b	NA
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) . . . . .	3b	NA
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
<b>b</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	✓

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

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

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

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

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

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

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

**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

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?  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?  Yes  No

*If "Yes" to 6b, file Form 8870.*

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

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

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

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

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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."</b>		
(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		▶

**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
<b>1</b> NONE	
.....	
<b>2</b>	
.....	
<b>3</b>	
.....	
<b>4</b>	
.....	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b> NONE	
.....	
<b>2</b>	
.....	
All other program-related investments See instructions	
<b>3</b>	
.....	
<b>Total.</b> Add lines 1 through 3	<b>0.00</b>

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	5,146,213.61
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	1,480,302.90
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	6,626,516.51
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	6,626,516.51
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	99,397.75
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	6,527,118.76
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	326,355.94

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

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	326,355.94
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5 . . . . .	<b>2a</b>	2,216.19
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	2,216.19
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	324,139.75
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	324,139.75
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	324,139.75

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	294,427.08
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	294,427.08
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	<b>5</b>	1,108.09
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	293,318.99

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				<b>324,139.75</b>
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .			<b>241,181.35</b>	
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .				
<b>b</b> From 2007 . . . . .				
<b>c</b> From 2008 . . . . .				
<b>d</b> From 2009 . . . . .				
<b>e</b> From 2010 . . . . .				
<b>f</b> Total of lines 3a through e	<b>0.00</b>			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ <u>294,427.08</u>				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				<b>53,245.73</b>
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	<b>0.00</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		<b>0.00</b>		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		<b>0.00</b>		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			<b>241,181.35</b>	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				<b>270,894.02</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	<b>0.00</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .				
<b>b</b> Excess from 2008 . . . . .				
<b>c</b> Excess from 2009 . . . . .				
<b>d</b> Excess from 2010 . . . . .				
<b>e</b> Excess from 2011 . . . . .				

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

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

**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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					0.00
<b>b</b> 85% of line 2a . . . . .	0.00	0.00	0.00	0.00	0.00
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					0.00
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					0.00
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	0.00	0.00	0.00	0.00	0.00
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					0.00
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0.00
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0.00
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0.00
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0.00
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0.00
<b>(4)</b> Gross investment income . . . . .	0.00	0.00	0.00	0.00	0.00

**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:

N/A

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

NONE

**c** Any submission deadlines:

NONE

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

NONE

**Part XV** **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a</b> <i>Paid during the year</i> SEE SCHEDULE ATTACHED</p>				
<p><b>Total</b> . . . . . ▶</p>				<p><b>3a</b> 250,000.00</p>
<p><b>b</b> <i>Approved for future payment</i> NONE</p>				
<p><b>Total</b> . . . . . ▶</p>				<p><b>3b</b> 0.00</p>





VELMA A. NEIMAN FOUNDATION  
2011 CY 990-PF (EI# 43-6362412)

Schedule 1

Schedule for Part I - Line 16(a) and Line 18

Fees of \$43,353.11 were paid during CY 2011 to Greensfelder, Hemker & Gale, P.C. These represented legal, accounting and administrative work performed for the period January 1, 2011 to December 31, 2011 for services related to the organization's exempt function.

Schedule for Part I - Line 18

Paid in CY 2010 (Credit of 2010 refund to 2011 estimate)	\$ 2,357.00
U.S. Tax paid in 2011 (By erroneous withholding)	5,074.65
Dutch withholding tax	1,041.99
U.K. withholding tax	-0-
Refund paid in 2011 of overpayment of Excise Tax (per 2010 990 PF)	<u>(1,637.39)</u>
	<u>\$ 6,836.25</u>

Schedule for Part I - Line 23

Bank Charges, Miscellaneous Expenses	<u>\$31.98</u>
--------------------------------------	----------------

VELMA A. NEIMAN FOUNDATION  
2011 CY 990-PF (EIN# 43-6362412)

Schedule for Part II - Line 10(b)

Book Value (Cost Basis) of Listed Securities 12-31-11

	<u>Basis</u>
Stocks Per Schedules Attached	<u>\$1,250,381.58</u>

**Velma A. Neiman Foundation, Schedule for Part II - Line 10(b)**

<u>Date</u>	<u>Name</u>	<u>Quantity</u>	<u>Basis Total</u>	<u>12/31/11 Value</u>	
10/18/1988	Ameren Corp	578	12,258 62	19,149.14	
10/18/1988	Applied Industrial Tech	36,249	173,654 02	1,274,877.33	
10/15/1996	Anadarko Petroleum	714	8,873 40	54,499.62	
10/18/1988	FirstEnergy Corp	749	21,112 43	33,180.70	2/11 merger of Allegheny Energy (1,124 shs)
12/11/1990	Altria Group	3,093	11,833 68	91,707 45	
10/18/1988	Bank of America	2,680	15,868 98	14,900 80	
12/25/1997	Bank of America	912	3,950 01	5,070 72	
10/18/1988	BP PLC	1,230	30,656 25	52,570 20	
10/18/1988	BP PLC	3,572	50,329 48	152,667 28	
10/18/1998	Delta Airlines	564	14,205 75	0 00	
10/18/1988	Dominion Resources	1,124	16,696 06	59,661 92	
10/18/1988	Dupont	900	12,290 63	41,202 00	
12/11/1990	Walt Disney	3,384	28,039 55	126,900 00	
12/11/1990	Federal Natl Mort	5,248	44,535 84	1,055 90	
10/18/1988	Sprint	2,478	19,543 49	5,798 52	
10/18/1988	General Electric	6,756	30,463 82	120,999 96	
10/18/1988	Halliburton	2,252	14,066 78	77,716 52	
12/11/1990	Kimberly Clark	2,922	34,844 21	214,942 32	
10/18/1988	McDonalds	3,000	18,421 88	300,990 00	
12/11/1990	Merck & Co	3,096	44,270 17	116,719 20	
11/24/1998	Sprint	1,238	2,346 63	2,896 92	
10/18/1988	Progress Energy	374	6,685 25	20,951 48	
10/18/1988	Pfizer Inc	6,744	15,718 31	145,940 16	
10/18/1988	Proctor & Gamble	2,400	12,215 64	160,104 00	
05/04/96	Collective Brands (Payless)	537	2,120 67	7,716 69	
10/18/88	Royal Dutch Shell	3,000	42,375 00	228,030 00	
10/18/88	AT&T (SBC)	2,996	35,844 97	90,599 04	
10/18/88	AT&T (SBC)	2,963	26,478 55	89,601.12	
10/18/88	AT&T (SBC)	1,096	13,806 53	33,143 04	
10/18/88	Union Pacific	1,856	18,212 65	196,624 64	
10/18/88	Vodafone	1,640	9,162 23	45,969 20	
10/18/88	Verizon	1,500	27,117 23	60,180 00	
10/18/88	Verizon	685	12,205 95	27,482 00	
12/11/90	Waste Management	883	42,902 70	28,882 93	
10/18/88	Exxon Mobil	3,960	33,749 97	335,649 60	
10/18/1988	J M Smucker	24	0 00	1,876 08	
10/18/1988	Comcast Holdings	345	0 00	12,840 90	
10/18/1988	Neenah Paper	88	0 00	1,964 16	
10/18/1988	Medco Health Solutions	746	0 00	41,701 40	
10/18/1988	Macys (Federated dept str)	1,050	21,081 41	33,789 00	
10/18/1988	AT&T (SBC)	110	0 00	3,326.40	
10/18/1988	Western Un	250	0 00	4,565 00	
10/18/1988	Tronox	27	360 26	0 00	
10/18/1988	Windstream Corp	315	0 00	3,698 10	
12/11/1990	Citadel Broadcasting	259	427 00	0 00	
12/11/1990	Kraft Foods	2,140	12,988 78	79,950 40	
12/11/1990	Hospira	72	0 00	2,186 64	
12/11/1990	Phillip Morris	3,093	27,186 34	242,738 64	
12/11/1990	CenturyLink Inc	168	0 00	6,249 60	
10/18/1988	CenturyLink Inc	221	12,786 53	8,221 20	merger of Qwest Comm
7/1/2010	Frontier Communications	360	0 00	1,854 00	
7/1/2010	Frontier Communications	164	0.00	844.60	
<b>Subtotal</b>			981,687.65	4,684,186.52	
plus stock from distrib from unitrust, see attached schedule			<u>268,693 93</u>	<u>767,406 34</u>	
<b>Total</b>			1,250,381 58	5,451,592 86	

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<u>Date</u>	<u>Name</u>	<u>Quantity</u>	<u>Basis Total</u>	<u>12/31/11 Value</u>
9/15/1995	American Intl Group	23	9,429.47	533.60
4/12/1996	Abbott Labs	725	15,114.44	40,766.75
10/18/1988	Bank of America	891	5,273.81	4,953.96
5/29/1992	Bank of America	59	603.25	328.04
10/18/1988	BP PLC	827	11,649.22	35,345.98
4/19/1999	Citigroup	20	6,945.01	526.20
10/18/1988	Du Pont	250	3,414.06	11,445.00
10/18/1988	Exxon Mobil	1,295	11,035.68	109,764.20
10/18/1988	Federal Natl Mtg Assoc	563	4,777.76	113.28
2/7/2003	Gannett Inc	87	6,289.23	1,163.19
12/11/1990	General Electric	350	1,649.96	6,268.50
10/18/1988	General Electric	1,350	4,985.16	24,178.50
6/27/2002	Honeywell	213	7,540.20	11,576.55
9/15/1995	Intel	1,500	11,812.50	36,375.00
4/19/1999	Johnson & Johnson	100	4,668.13	6,558.00
6/27/2002	Johnson & Johnson	50	2,674.00	3,279.00
12/2/1999	Johnson & Johnson	200	9,905.00	13,116.00
9/15/1995	Kimberly Clark	250	7,923.88	18,390.00
12/4/1996	Eli Lilly	325	12,178.56	13,507.00
12/11/1990	Merck	375	5,073.71	14,137.50
2/7/2003	Microsoft	200	4,683.00	5,192.00
4/19/1999	Microsoft	400	17,337.50	10,384.00
10/18/1988	McDonalds	1,000	6,140.63	100,330.00
9/15/1995	Neenah Paper	7	0.00	156.24
5/29/1992	Pepsico	700	11,787.18	46,445.00
10/18/1988	Pfizer Inc.	750	1,748.05	16,230.00
10/18/1988	Proctor & Gamble	800	4,039.99	53,368.00
10/18/1988	Royal Dutch Shell	675	9,534.38	51,306.75
10/18/1988	AT&T	750	7,617.19	22,680.00
2/7/2003	Target	250	6,727.50	12,805.00
6/27/2002	Texas Instruments	250	6,115.75	7,277.50
6/27/2002	United Technologies	224	7,336.00	16,372.16
6/27/2002	Verizon	175	6,585.25	7,021.00
2/7/2003	Verizon	75	2,806.50	3,009.00
6/27/2002	Wal Mart	143.1740	7,028.75	8,556.08
2/7/2003	Wal Mart	143.1740	5,873.75	8,556.08
2/7/2003	3M Co	100	6,149.00	8,173.00
5/29/1992	Proctor & Gamble	438	5,632.88	29,218.98
2/7/2003	Viacom (new)	106	5,196.41	4,813.46
2/7/2003	CBS (new)	106	3,411.19	2,876.84
7/1/2011	Frontier Communications	60	<u>0.00</u>	<u>309.00</u>
<b>Total</b>			268,693.93	767,406.34

VELMA A. NEIMAN FOUNDATION  
2011 CY 990-PF (EI# 43-6362412)

Schedule for Part II - Line 10(b)

Fair Market Value - Securities - 12-31-11

Stocks Per Schedules Attached

\$5,451,592.86

**Velma A. Neiman Foundation, Schedule for Part II - Line 10(b)**

<u>Date</u>	<u>Name</u>	<u>Quantity</u>	<u>Basis Total</u>	<u>12/31/11 Value</u>	
10/18/1988	Ameren Corp	578	12,258.62	19,149.14	
10/18/1988	Applied Industrial Tech	36,249	173,654.02	1,274,877.33	
10/15/1996	Anadarko Petroleum	714	8,873.40	54,499.62	
10/18/1988	FirstEnergy Corp	749	21,112.43	33,180.70	2/11 merger of Allegheny Energy (1,124 shs)
12/11/1990	Altna Group	3,093	11,833.68	91,707.45	
10/18/1988	Bank of America	2,680	15,868.98	14,900.80	
12/25/1997	Bank of America	912	3,950.01	5,070.72	
10/18/1988	BP PLC	1,230	30,656.25	52,570.20	
10/18/1988	BP PLC	3,572	50,329.48	152,667.28	
10/18/1998	Delta Airlines	564	14,205.75	0.00	
10/18/1988	Dominion Resources	1,124	16,696.06	59,661.92	
10/18/1988	Dupont	900	12,290.63	41,202.00	
12/11/1990	Walt Disney	3,384	28,039.55	126,900.00	
12/11/1990	Federal Natl Mort	5,248	44,535.84	1,055.90	
10/18/1988	Sprint	2,478	19,543.49	5,798.52	
10/18/1988	General Electric	6,756	30,463.82	120,999.96	
10/18/1988	Halliburton	2,252	14,066.78	77,716.52	
12/11/1990	Kimberly Clark	2,922	34,844.21	214,942.32	
10/18/1988	McDonalds	3,000	18,421.88	300,990.00	
12/11/1990	Merck & Co	3,096	44,270.17	116,719.20	
11/24/1998	Sprint	1,238	2,346.63	2,896.92	
10/18/1988	Progress Energy	374	6,685.25	20,951.48	
10/18/1988	Pfizer Inc	6,744	15,718.31	145,940.16	
10/18/1988	Proctor & Gamble	2,400	12,215.64	160,104.00	
05/04/96	Collective Brands (Payless)	537	2,120.67	7,716.69	
10/18/88	Royal Dutch Shell	3,000	42,375.00	228,030.00	
10/18/88	AT&T (SBC)	2,996	35,844.97	90,599.04	
10/18/88	AT&T (SBC)	2,963	26,478.55	89,601.12	
10/18/88	AT&T (SBC)	1,096	13,806.53	33,143.04	
10/18/88	Union Pacific	1,856	18,212.65	196,624.64	
10/18/88	Vodafone	1,640	9,162.23	45,969.20	
10/18/88	Verizon	1,500	27,117.23	60,180.00	
10/18/88	Verizon	685	12,205.95	27,482.00	
12/11/90	Waste Management	883	42,902.70	28,882.93	
10/18/88	Exxon Mobil	3,960	33,749.97	335,649.60	
10/18/1988	J M Smucker	24	0.00	1,876.08	
10/18/1988	Comcast Holdings	345	0.00	12,840.90	
10/18/1988	Neenah Paper	88	0.00	1,964.16	
10/18/1988	Medco Health Solutions	746	0.00	41,701.40	
10/18/1988	Macys (Federated dept str)	1,050	21,081.41	33,789.00	
10/18/1988	AT&T (SBC)	110	0.00	3,326.40	
10/18/1988	Western Un	250	0.00	4,565.00	
10/18/1988	Tronox	27	360.26	0.00	
10/18/1988	Windstream Corp	315	0.00	3,698.10	
12/11/1990	Citadel Broadcasting	259	427.00	0.00	
12/11/1990	Kraft Foods	2,140	12,988.78	79,950.40	
12/11/1990	Hospira	72	0.00	2,186.64	
12/11/1990	Phillip Morris	3,093	27,186.34	242,738.64	
12/11/1990	CenturyLink Inc	168	0.00	6,249.60	
10/18/1988	CenturyLink Inc	221	12,786.53	8,221.20	merger of Qwest Comm
7/1/2010	Frontier Communications	360	0.00	1,854.00	
7/1/2010	Frontier Communications	164	0.00	844.60	
<b>Subtotal</b>			<b>981,687.65</b>	<b>4,684,186.52</b>	
plus stock from distrb from unitrust, see attached schedule			<u>268,693.93</u>	<u>767,406.34</u>	
<b>Total</b>			<b>1,250,381.58</b>	<b>5,451,592.86</b>	

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<u>Date</u>	<u>Name</u>	<u>Quantity</u>	<u>Basis Total</u>	<u>12/31/11 Value</u>
9/15/1995	American Intl Group	23	9,429.47	533.60
4/12/1996	Abbott Labs	725	15,114.44	40,766.75
10/18/1988	Bank of America	891	5,273.81	4,953.96
5/29/1992	Bank of America	59	603.25	328.04
10/18/1988	BP PLC	827	11,649.22	35,345.98
4/19/1999	Citigroup	20	6,945.01	526.20
10/18/1988	Du Pont	250	3,414.06	11,445.00
10/18/1988	Exxon Mobil	1,295	11,035.68	109,764.20
10/18/1988	Federal Natl Mtg Assoc	563	4,777.76	113.28
2/7/2003	Gannett Inc	87	6,289.23	1,163.19
12/11/1990	General Electric	350	1,649.96	6,268.50
10/18/1988	General Electric	1,350	4,985.16	24,178.50
6/27/2002	Honeywell	213	7,540.20	11,576.55
9/15/1995	Intel	1,500	11,812.50	36,375.00
4/19/1999	Johnson & Johnson	100	4,668.13	6,558.00
6/27/2002	Johnson & Johnson	50	2,674.00	3,279.00
12/2/1999	Johnson & Johnson	200	9,905.00	13,116.00
9/15/1995	Kimberly Clark	250	7,923.88	18,390.00
12/4/1996	Eli Lilly	325	12,178.56	13,507.00
12/11/1990	Merck	375	5,073.71	14,137.50
2/7/2003	Microsoft	200	4,683.00	5,192.00
4/19/1999	Microsoft	400	17,337.50	10,384.00
10/18/1988	McDonalds	1,000	6,140.63	100,330.00
9/15/1995	Neenah Paper	7	0.00	156.24
5/29/1992	Pepsico	700	11,787.18	46,445.00
10/18/1988	Pfizer Inc	750	1,748.05	16,230.00
10/18/1988	Proctor & Gamble	800	4,039.99	53,368.00
10/18/1988	Royal Dutch Shell	675	9,534.38	51,306.75
10/18/1988	AT&T	750	7,617.19	22,680.00
2/7/2003	Target	250	6,727.50	12,805.00
6/27/2002	Texas Instruments	250	6,115.75	7,277.50
6/27/2002	United Technologies	224	7,336.00	16,372.16
6/27/2002	Verizon	175	6,585.25	7,021.00
2/7/2003	Verizon	75	2,806.50	3,009.00
6/27/2002	Wal Mart	143.1740	7,028.75	8,556.08
2/7/2003	Wal Mart	143.1740	5,873.75	8,556.08
2/7/2003	3M Co	100	6,149.00	8,173.00
5/29/1992	Proctor & Gamble	438	5,632.88	29,218.98
2/7/2003	Viacom (new)	106	5,196.41	4,813.46
2/7/2003	CBS (new)	106	3,411.19	2,876.84
7/1/2011	Frontier Communications	60	0.00	309.00
<b>Total</b>			<b>268,693.93</b>	<b>767,406.34</b>

VELMA A. NEIMAN FOUNDATION  
 2011 CY 990-PF (EIN# 43-6362412)  
Schedule for Part XV - Section 3

	<u>Recipient</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
(1)	St. Louis University High School 4970 Oakland Avenue St. Louis, MO 63110	N/A	N/A	General educational purposes	\$25,000
(2)	Radio Amateur Satellite Corp 850 Sligo Ave., #600 Silver Springs, MD 20910	N/A	N/A	General educational purposes	\$25,000
(3)	De La Salle Middle School 4145 Kennerly Ave. St. Louis, MO 63113	N/A	N/A	General educational purposes	\$25,000
(4)	DeSmet Jesuit High School 233 N. New Ballas Rd. St. Louis, MO 63108	N/A	N/A	General educational purposes	\$100,000
(5)	Villa Duchesne 801 S. Spoede Rd. St. Louis, MO 63131	N/A	N/A	General educational purposes	\$25,000
(6)	St. Joan of Arc Catholic School 5821 Pernod Ave. St. Louis, MO 63139	N/A	N/A	General educational purposes	\$25,000
(7)	Our Lady of Lourdes Catholic Parish 7148 Forsyth University City, MO 63105	N/A	N/A	General educational purposes	<u>\$25,000</u>
	<b>Total</b>				<b>\$250,000</b>