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 , 2011, and ending , 20

Name of foundation: TSF

A Employer identification number: 43-6855044

Number and street (or P O box number if mail is not delivered to street address): 2071 N. BECHTLE AVE. #208 — Room/suite

B Telephone number (see instructions): (636) 532-4515

City or town, state, and ZIP code: SPRINGFIELD, OH 45504-1503

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 [X] Address change [ ] Name change

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 32,061,647.

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

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

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

		(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 (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	12.	12.		STMT 1
	4 Dividends and interest from securities	712,191.	672,565.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,759,603.			
	b Gross sales price for all assets on line 6a 19,735,607.				
	7 Capital gain net income (from Part IV, line 2)		3,759,603.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	4,084.	-575.		STMT 3
	12 **Total.** Add lines 1 through 11	4,475,890.	4,431,605.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 4	21,678.	NONE	NONE	21,678.
	b Accounting fees (attach schedule) STMT 5	1,264.	NONE	NONE	1,264.
	c Other professional fees (attach schedule) STMT 6	177,777.	174,699.		3,078.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 7	59,778.	154.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 8	512.			512.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	261,009.	174,853.	NONE	26,532.
	25 Contributions, gifts, grants paid	1,423,616.			1,423,616.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,684,625.	174,853.	NONE	1,450,148.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,791,265.			
	b **Net investment income** (if negative, enter -0-)		4,256,752.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	219,009.	351,170.	351,170.
	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			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	23,926,469.	25,966,833.	31,065,938.
	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)		562,198.	644,539.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	24,145,478.	26,880,201.	32,061,647.
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
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. ▶ X			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	24,145,478.	26,880,201.	
	30 **Total net assets or fund balances** (see instructions)	24,145,478.	26,880,201.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	24,145,478.	26,880,201.	

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	24,145,478.
2 Enter amount from Part I, line 27a	2	2,791,265.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	26,936,743.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	56,542.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,880,201.

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	PUBLICLY TRADED SECURITIES			
b	CAPIATL GAIN DISTRIBUTION			
c	ENBRIDGE ENERGY PARTNERS, LP			
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	19,720,509.		15,964,124.	3,756,385.
b				2,481.
c	12,614.		11,877.	737
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				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 3,759,603.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	1,190,982.	28,923,362.	0.041177
2009	844,569.	22,927,763.	0.036836
2008	665,252.	16,996,678.	0.039140
2007	537,772.	15,315,224.	0.035114
2006	390,126.	10,570,637.	0.036907

2	**Total** of line 1, column (d)	2	0.189174
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.037835
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	33,642,329.
5	Multiply line 4 by line 3	5	1,272,858.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	42,568.
7	Add lines 5 and 6	7	1,315,426.
8	Enter qualifying distributions from Part XII, line 4	8	1,450,148.

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 ▶ [X] and enter 1% of Part I, line 27b	1	42,568.
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	
3	Add lines 1 and 2	3	42,568.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	42,568.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 68,265.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	68,265.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	25,697.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 25,697. **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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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?	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)*

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

Website address ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA Telephone no ▶ (312)923-1652

Located at ▶ 231 S. LASALLE, CHICAGO, IL ZIP + 4 ▶ 60697

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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.)	2b		X
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? **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? ☐ 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 (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? **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 (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
SEE STATEMENT 10		-0-	-0-	-0-

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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	34,057,514.
b	Average of monthly cash balances	1b	97,135.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	34,154,649.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	34,154,649.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	512,320.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,642,329.
6	**Minimum investment return.** Enter 5% of line 5	6	1,682,116.

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	1,682,116.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	42,568.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	42,568.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,639,548.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,639,548.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,639,548.

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	1,450,148.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,450,148.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	42,568.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,407,580.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				1,639,548.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			1,353,628.	
b	Total for prior years 20 09 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2011				
a	From 2006 NONE				
b	From 2007 NONE				
c	From 2008 NONE				
d	From 2009 NONE				
e	From 2010 NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2011 from Part XII, line 4. ▶ $ 1,450,148.				
a	Applied to 2010, but not more than line 2a			1,353,628.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2011 distributable amount				96,520.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				1,543,028.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9.				
a	Excess from 2007 NONE				
b	Excess from 2008 NONE				
c	Excess from 2009 NONE				
d	Excess from 2010 NONE				
e	Excess from 2011 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

Part XV Supplementary Information (Complete this part only if the 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).)

N/A

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.

N/A

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

Check here ▶ [X] 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*				
SEE STATEMENT 11				
Total . . . . ▶ 3a				1,423,616.
b *Approved for future payment*				
Total . . . . ▶ 3b				

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 (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	12.	
4 Dividends and interest from securities			14	712,191.	
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	3,759,603.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b BEGINNING DEF. INC			14	4,659.	
c ORD. LOSS PTN DSTR			16	-575.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				4,475,890.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 4,475,890.

(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). (See instructions.)
	NOT APPLICABLE

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

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

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

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KENTON JOHNSON		5-1-2012		

Firm's name ▶ BANK OF AMERICA, N.A. | Firm's EIN ▶ 94-1687665

Firm's address ▶ 231 S. LASALLE ST, IL1-231-10-05
CHICAGO, IL 60697 | Phone no

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SAVINGS & TEMPORARY CASH	12.	12.
TOTAL	12.	12.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	56,752.	56,752.
NONDIVIDEND DISTRIBUTIONS	45,110.	
DOMESTIC DIVIDENDS	589,236.	589,236.
NONQUALIFIED DOMESTIC DIVIDENDS	21,093.	21,093.
ENDING DEFERRED DIVIDENDS		5,484.
TOTAL	712,191.	672,565.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BEGINNING DEFERRED INCOME	4,659.	
ORDINARY LOSS PTNR DISTR.	-575.	-575.
TOTALS	4,084.	-575.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DOSTERULLOM, LLC LEGAL FEES	21,678.			21,678.
TOTALS	21,678.	NONE	NONE	21,678.

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FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BANK OF AMERICA	1,264.			1,264.
TOTALS	1,264.	NONE	NONE	1,264.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
LUTHER KING CAPITAL INVESTMENT FEES	170,082.	170,082.	
BANK OF AMERICA CUSTODIAN FEES	7,695.	4,617.	3,078.
TOTALS	177,777.	174,699.	3,078.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	154.	154.
FEDERAL ESTIMATES	59,624.	
TOTALS	59,778.	154.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
COMMUNICATION EXP.	450.	450.
P.O. BOX FEE	62.	62.
TOTALS	512.	512.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
COST BASIS ADJ. - ROC		56,542.
	TOTAL	56,542.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
E SMITH
ADDRESS:
2071 N. BECHTLE AVE. #208
SPRINGFIELD, OH 45504-1503
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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12/31/2011
PART XV, CONTRIBUTIONS GIFTS, GRANTS PAID

RECIPIENT	CITY AND STATE	RELATIONSHIP	PURPOSE	STATUS	AMOUNT
100 Neediest Cases	St Louis, MO	N/A	Support	PUBLIC	8,000 00
Almost Home	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Alzheimers Disease and Related Disorders Association	St Louis, MO	N/A	Support	PUBLIC	10,000 00
American Diabetes Association	Sunset Hills, MO	N/A	Father-of-the-Year Banquet	PUBLIC	10,000 00
American Diabetes Association	Sunset Hills, MO	N/A	Support	PUBLIC	10,000 00
American Heart Association	St Louis, MO	N/A	Support	PUBLIC	10,000 00
American Lung Association of Eastern MO	St Louis, MO	N/A	Support	PUBLIC	10,000 00
American Red Cross	St Louis, MO	N/A	Joplin Tornadoes	PUBLIC	5,000 00
American Red Cross	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Arthritis Foundation	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Back Stoppers	St Louis, MO	N/A	Support	PUBLIC	15,000 00
Boys Hope Girls Hope	St Louis, MO	N/A	Gift Cards	PUBLIC	1,800 00
Boys Hope Girls Hope	St. Louis, MO	N/A	Support	PUBLIC	15,000 00
Camp Wyman Foundation	Eureka, MO	N/A	Support	PUBLIC	15,000 00
Cardinal Glennon Hospital	St Louis, MO	N/A	Support	PUBLIC	5,000 00
Center for Hearing and Speech	St Louis, MO	N/A	Support	PUBLIC	5,000 00
Center for Women in Transition	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Central Missouri Food Bank	Columbia, MO	N/A	Support	PUBLIC	10,000 00
Chesterfield Arts	Chesterfield, MO	N/A	Annual Campaign	PUBLIC	1,000 00
Chesterfield Arts	Chesterfield, MO	N/A	Art Feast	PUBLIC	2,500 00
Covenant House	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Daughters of St Paul	St Louis, MO	N/A	Support	PUBLIC	5,000 00
Dollar-Help	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Family Resource Center	St Louis, MO	N/A	Support	PUBLIC	20,000 00
Family Support Network	St Louis, MO	N/A	Support	PUBLIC	5,000 00
Foster and Adoptive Care Coalition	St Louis, MO	N/A	Support	PUBLIC	5,000 00
Friends of Kids With Cancer	St Louis, MO	N/A	Support	PUBLIC	15,000 00
Gateway 180 (Homeless services)	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Giant Steps of St Louis	Chesterfield, MO	N/A	Support	PUBLIC	10,000 00
Give Kids a Smile	St Peters, MO	N/A	Support	PUBLIC	6,000 00
Grace Hill	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Great Circle (Edgewood)	St James, MO	N/A	Support	PUBLIC	15,000 00
Harvesters The Community Food Network	Kansas City, MO	N/A	Support	PUBLIC	10,000 00
Humane Society	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Innovative Concepts Academy	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Junior Achievement	Chesterfield, MO	N/A	Support	PUBLIC	13,000 00
Juvenile Diabetes Reseach Foundation	St Louis, MO	N/A	Support	PUBLIC	10,000 00
KETC	St Louis, MO	N/A	Support	PUBLIC	5,000 00
Kids in the Middle	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Kidsmart	Bridgeton, MO	N/A	Support	PUBLIC	13,000 00
Life Skills	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Loyola Academy	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Lydia's House	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Make a Wish Foundation of Missouri	St Louis, MO	N/A	Support	PUBLIC	10,000 00
March of Dimes Missouri Chapter	Brentwood, MO	N/A	Support	PUBLIC	10,000 00
Marian Middle School	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Mathews-Dickey Boys & Girls Club	St Louis, MO	N/A	Support	PUBLIC	5,000 00
Missouri Botanical Garden	St Louis, MO	N/A	Support	PUBLIC	5,000 00
Muscular Dystrophy Association	St Louis, MO	N/A	Support	PUBLIC	10,000 00
National MS Society - Gateway Area Chapter	St Louis, MO	N/A	Support	PUBLIC	10,000 00
New Life Evangelical Center	St Louis, MO	N/A	Support	PUBLIC	13,000 00
One Sight Foundation	Mason, OH	N/A	Support	PUBLIC	5,000 00
Operation Food Search	St Louis, MO	N/A	Support	PUBLIC	10,000 00
Ozarks Food Harvest	Springfield, MO	N/A	Support	PUBLIC	10,000 00
Progress 64 West	St Louis, MO	N/A	Scholarship	PUBLIC	2,500 00
Room at the Inn	Bridgeton, MO	N/A	Support	PUBLIC	10,000 00
Rose Brooks Center	Kansas City, MO	N/A	Support	PUBLIC	10,000 00
Shriners Hospital for Children	St Louis, MO	N/A	Support	PUBLIC	15,000 00
Sigma Pi Educational Foundation	Brenwood, TN	N/A	Support	PUBLIC	5,000 00
Special Olympics	Jefferson City, MO	N/A	Support	PUBLIC	160 00
Special Olympics	Jefferson City, MO	N/A	Support	PUBLIC	40 00
Special Olympics of Missouri	Jefferson City, MO	N/A	Support	PUBLIC	10,000 00
St Judes Children's Hospital	Memphis, TN	N/A	Support	PUBLIC	10,000 00
St Louis Area Food Bank	St Louis, MO	N/A	Support	PUBLIC	15,000 00
St Louis Children's Hospital	St Louis, MO	N/A	Support	PUBLIC	18,000 00
St Louis Crisis Nursery	St Louis, MO	N/A	Support	PUBLIC	18,000 00
St Louis Society for the Blind	St Louis, MO	N/A	Support	PUBLIC	5,000 00
St Louis Society for the Physically Disabled	St Louis, MO	N/A	Support	PUBLIC	18,000 00

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12/31/2011
PART XV, CONTRIBUTIONS GIFTS, GRANTS PAID

RECIPIENT	CITY AND STATE	RELATIONSHIP	PURPOSE	STATUS	AMOUNT
St Louis Zoo	St Louis, MO	N/A	Sea Lion sound	PUBLIC	10,000 00
St Louis Zoo	St Louis, MO	N/A	Support	PUBLIC	5,000 00
St Patrick Center	St Louis, MO	N/A	Support	PUBLIC	10,000 00
St Vincent Home	St Louis, MO	N/A	Support	PUBLIC	10,000 00
The Covering-House	St Louis, MO	N/A	Support	PUBLIC	5,000 00
The Covering House	St Louis, MO	N/A	Support	PUBLIC	5,000 00
The Salvation Army	St Louis, MO	N/A	Tree of Lights	PUBLIC	18,000 00
The Women's Safe House	St Louis, MO	N/A	Support	PUBLIC	15,000 00
United Negro College Fund	Fairfax, VA	N/A	Support	PUBLIC	10,000 00
University of Missouri	COLUMBIA, MO	N/A	Capital Campaign	PUBLIC	10,000 00
University of Missouri	COLUMBIA, MO	N/A	Tiger Scholarship Fund	PUBLIC	15,000.00
West County YMCA	Chesterfield, MO	N/A	Strong Community Campaign	PUBLIC	10,000 00
Westminister Christian Academy	St Louis, MO	N/A	Tennis Center Court Const	PUBLIC	636,662 00
Westminister Christian Academy	St Louis, MO	N/A	WCA Plaques	PUBLIC	560 00
Westminister Christian Academy	St. Louis, MO	N/A	WCA Warmups	PUBLIC	1,588 00
Westminister Christian Academy	St Louis, MO	N/A	WCA Warmups	PUBLIC	212 00
Westminister Christian Academy	St Louis, MO	N/A	WCA Warmups	PUBLIC	236 00
Westminister Christian Academy	St Louis, MO	N/A	WCA Warmups	PUBLIC	858 20
Wings of Hope	Chesterfield, MO	N/A	Support	PUBLIC	10,000 00
Youth In Need	St Charles, MO	N/A	Support	PUBLIC	10,000 00
Zarephath Ministries	Simi Valley, CA	N/A	Christmas Toy Drive	PUBLIC	500 00
TOTAL					1,423,616 20

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BALANCE SHEET
December 31, 2011

Asset Type	Units	Fed Tax Cost	Market Value
CASH/CURRENCY		178,430.85	178,430.85
CASH EQUIVALENTS			
BOFA TREASURY RESERVES			
TRUST CLASS	172,739.550	172,739.55	172,739.55
Total CASH EQUIVALENTS		351,170.41	351,170.40
Total CASH/CURRENCY		351,170.40	351,170.40
EQUITIES			
U.S. LARGE CAP			
ABBOTT LABS			
COM	6,300.000	327,420.95	354,249.00
AETNA INC			
NEW COM	200.000	7,564.00	8,438.00
AMAZON COM INC			
COM	700.000	87,344.60	121,170.00
AMERICAN EXPRESS CO			
COM	7,100.000	274,987.89	334,907.00
APPLE INC			
COM	1,700.000	107,815.02	688,500.00
ARCHER DANIELS MIDLAND CO			
COM	16,600.000	587,436.11	474,760.00
AT&T INC			
COM	4,400.000	108,680.44	133,056.00
BERKSHIRE HATHAWAY INC DEL			
NEW CL B COM	2,500.000	193,774.00	190,750.00
CA INC			
COM	12,300.000	286,874.13	248,644.50
CAPITAL ONE FINL CORP			
COM	4,200.000	218,278.20	177,618.00
CELGENE CORP			
COM	2,800.000	174,986.00	189,280.00
CENTURYLINK INC			
COM	7,000.000	259,028.70	260,400.00
CHESAPEAKE ENERGY CORP			
COM	7,100.000	231,413.21	158,259.00
CHEVRON CORP			
COM	4,400.000	314,974.00	468,160.00
CHIPOTLE MEXICAN GRILL INC			
CL A COM	1,500.000	476,475.15	506,610.00
CISCO SYS INC			
COM	34,100.000	564,634.05	616,528.00
COACH INC			

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BALANCE SHEET
December 31, 2011

Asset Type	Units	Fed Tax Cost	Market Value
COM COCA COLA CO	2,300.000	143,959.07	140,392.00
COM CONOCOPHILLIPS	9,400.000	432,093.71	657,718.00
COM DEERE & CO	8,900.000	424,162.88	648,543.00
COM DOW CHEM CO	1,500.000	117,553.20	116,025.00
COM DU PONT E I DE NEMOURS & CO	15,700.000	412,650.95	451,532.00
COM EXXON MOBIL CORP	3,000.000	97,826.10	137,340.00
COM FIRSTENERGY CORP	7,900.000	460,590.35	669,604.00
COM GENERAL ELEC CO	14,300.000	522,420.76	633,490.00
COM GENERAL MLS INC	21,900.000	317,550.00	392,229.00
COM ILLINOIS TOOL WKS INC	3,000.000	98,805.00	121,230.00
COM INTERNATIONAL BUSINESS MACHS	3,900.000	180,320.40	182,169.00
COM J P MORGAN CHASE & CO	700.000	62,586.46	128,716.00
COM JOHNSON & JOHNSON	9,800.000	371,764.96	325,850.00
COM LIMITED BRANDS INC	9,800.000	596,046.39	642,684.00
COM MASTERCARD INC	11,200.000	475,492.64	451,920.00
CL A COM METLIFE INC	400.000	80,696.00	149,128.00
COM MONSANTO CO	15,200.000	471,248.64	473,936.00
NEW COM OCCIDENTAL PETE CORP DEL	8,600.000	627,411.28	602,602.00
COM ORACLE CORP	4,100.000	329,435.00	384,170.00
COM PNC FINL SVCS GROUP INC	4,800.000	151,176.00	123,120.00
COM PRICELINE COM INC	7,100.000	451,714.07	409,457.00
COM NEW PROCTER & GAMBLE CO	400.000	194,848.00	187,084.00

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BALANCE SHEET
December 31, 2011

Asset Type	Units	Fed Tax Cost	Market Value
COM	2,100 000	65,124.13	140,091.00
QUALCOMM INC			
COM	3,100.000	111,058.74	169,570.00
SCHLUMBERGER LTD			
COM			
NETHERLANDS ANTILLES	3,900.000	162,267.95	266,409.00
STATE STR CORP			
COM	3,400.000	132,680.92	137,054.00
SYMANTEC CORP			
COM	4,600.000	74,972.64	71,990.00
TIME WARNER INC			
NEW COM	18,000.000	403,049.74	650,520.00
UNITED TECHNOLOGIES CORP			
COM	7,000.000	361,893.66	511,630.00
V F CORP			
COM	1,800.000	178,151.04	228,582.00
VISA INC			
CL A COM	1,900.000	138,515.51	192,907.00
VMWARE INC			
CL A COM	2,500.000	241,999.75	207,975.00
WAL-MART STORES INC			
COM	10,800.000	552,004.90	645,408.00
WALGREEN CO			
COM	900.000	30,871.98	29,754.00
WELLPOINT INC			
COM	6,900.000	485,854.53	457,125.00
WELLS FARGO & CO			
NEW COM	21,800.000	566,248.19	600,808.00
Total U.S. LARGE CAP		14,746,731.99	17,270,091.50
U.S. MID CAP			
ADVANCED AUTO PTS INC			
COM	6,500.000	218,216.05	452,595.00
AGCO CORP			
COM	4,100.000	99,427.46	176,177.00
ALPHA NAT RES INC			
COM	10,000.000	234,063.00	204,300.00
AMERISOURCEBERGEN CORP			
COM	9,600.000	171,318.72	357,024.00
ARROW ELECTRS INC			
COM	200.000	7,302.00	7,482.00
ASHLAND INC			
NEW COM	700.000	38,440.50	40,012.00
BROWN FORMAN CORP			

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BALANCE SHEET
December 31, 2011

Asset Type	Units	Fed Tax Cost	Market Value
CL B	800.000	36,016.00	64,408.00
CINTAS CORP			
COM	9,700.000	224,721.84	337,657.00
COOPER COS INC			
COM NEW	300.000	18,495.00	21,156.00
CRANE CO			
COM	8,700.000	330,822.72	406,377.00
DONALDSON INC			
COM	6,100.000	266,577.32	415,288.00
GARTNER GROUP INC NEW			
CL A	8,900.000	280,696.21	309,453.00
GRACO INC			
COM	6,100.000	167,585.30	249,429.00
HARLEY DAVIDSON INC			
COM	10,300.000	176,977.69	400,361.00
HEALTH NET INC			
COM	4,200.000	46,299.96	127,764.00
IDEXX LABS INC			
COM	1,500.000	54,137.25	115,440.00
INTEGRYS ENERGY GROUP INC			
COM	12,300.000	625,757.58	666,414.00
JARDEN CORP			
COM	14,700.000	466,089.96	439,236.00
KOHLS CORP			
COM	5,800.000	286,039.14	286,230.00
L-3 COMMUNICATIONS HLDGS INC			
COM	2,800.000	215,353.20	186,704.00
LANDSTAR SYS INC			
COM	10,500.000	486,384.15	503,160.00
MAGELLAN MIDSTREAM PARTNERS LP			
COM UNIT REPSTG LTD PARTNER	4,000.000	257,020.00	275,520.00
MARVELL TECHNOLOGY GROUP LTD			
COM			
BERMUDA	15,600.000	105,721.20	216,060.00
MATTEL INC			
COM	9,500.000	240,512.45	263,720.00
NVIDIA CORP			
COM	17,600.000	318,213.28	243,936.00
PAYCHEX INC			
COM	6,400.000	177,278.72	192,704.00
PENN NATL GAMING INC			
COM	3,300.000	83,687.67	125,631.00
PROASSURANCE CORP			
COM	4,300.000	340,868.31	343,226.00

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BALANCE SHEET
December 31, 2011

Asset Type	Units	Fed Tax Cost	Market Value
PVH CORP			
COM	5,100.000	103,274.49	359,499.00
QUEST DIAGNOSTICS INC			
COM	2,100.000	103,978.98	121,926.00
QUESTAR CORP			
COM	2,800.000	30,330.76	55,608.00
ROCKWELL COLLINS			
COM	5,000.000	132,046.00	276,850.00
ROVI CORP			
COM	3,100.000	85,210.63	76,198.00
SANDISK CORP			
COM	3,800.000	187,566.86	186,998.00
SMITHFIELD FOODS INC			
COM	2,000.000	49,202.60	48,560.00
SUPERIOR ENERGY SVCS INC			
COM	4,600.000	95,804.20	130,824.00
WATSON PHARMACEUTICALS INC			
COM	9,800.000	254,958.76	591,332.00
WESTAR ENERGY INC			
COM	8,800.000	192,851.12	253,264.00
Total U.S. MID CAP		7,209,247.08	9,528,523.00
U.S. SMALL CAP			
ALEXANDER & BALDWIN INC			
COM	300.000	7,572.30	12,246.00
AOL INC			
COM	44,200.000	622,486.28	667,420.00
CORPORATE EXECUTIVE BRD CO			
COM	12,300.000	483,009.93	468,630.00
CURTISS WRIGHT CORP			
COM	500.000	16,368.00	17,665.00
DIEBOLD INC			
COM	2,100.000	63,560.28	63,147.00
GENERAL CABLE CORP DEL NEW			
COM	23,900.000	639,738.47	597,739.00
HILL ROM HLDGS INC			
COM	8,900.000	213,711.74	299,841.00
INTERSIL CORP			
CL A	44,200.000	489,707.12	461,448.00
JANUS CAP GROUP INC			
COM	78,900.000	570,536.57	497,859.00
LEXMARK INTL NEW			
CL A	3,600.000	91,944.00	119,052.00
RENT A CTR INC NEW			

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BALANCE SHEET
December 31, 2011

Asset Type	Units	Fed Tax Cost	Market Value
COM	300.000	5,593.98	11,100.00
WGL HLDGS INC			
COM	6,700.000	217,039.80	296,274.00
Total U.S. SMALL CAP		3,421,268.47	3,512,421.00
INTERNATIONAL DEVELOPED			
HSBC HLDGS PLC			
SPON ADR NEW			
UNITED KINGDOM	2,900.000	113,916.60	110,490.00
VODAFONE GROUP PLC			
SPONSORED ADR NEW			
UNITED KINGDOM	15,100.000	300,346.10	423,253.00
WILLIS GROUP HLDGS PLC			
COM			
IRELAND	5,700.000	175,322.31	221,160.00
Total INTERNATIONAL DEVELOPED		589,585.01	754,903.00
Total EQUITIES		25,966,832.55	31,065,938.50
REAL ESTATE			
PUBLIC REITS			
FEDERAL REALTY INVT TR			
SH BEN INT NEW	3,400.000	214,519.96	308,550.00
NATIONAL HEALTH INVS INC			
COM	6,300.000	291,993.18	277,074.00
WEINGARTEN RLTY INVS			
SH BEN INT	2,700.000	55,684.53	58,914.00
TOTAL ASSETS		26,880,200.62	32,061,646.90
NET TOTAL		26,880,200.62	32,061,646.90