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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation John and Alex Arnold Family Foundation		A Employer identification number 43-6856853
Number and street (or P O box number if mail is not delivered to street address) 35 Countryside Ln	Room/suite	B Telephone number 314-821-8757
City or town, state, and ZIP code Saint Louis, MO 63131-3310		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 756,364.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		27,551.		N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		200.	200.		Statement 2
4 Dividends and interest from securities		18,340.	18,340.		Statement 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-26,275.			Statement 1
b Gross sales price for all assets on line 6a 235,393.					
7 Capital gain net income (from Part IV, line 2)			4,748.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income OGDEN, UT		-23.	-23.		Statement 4
12 Total. Add lines 1 through 11		19,793.	23,265.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 5		1,750.	1,750.		0.
c Other professional fees Stmt 6		3,711.	3,711.		0.
17 Interest					
18 Taxes Stmt 7		221.	221.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		5,682.	5,682.		0.
25 Contributions, gifts, grants paid		39,294.			39,294.
26 Total expenses and disbursements. Add lines 24 and 25		44,976.	5,682.		39,294.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-25,183.			
b Net investment income (if negative, enter -0-)			17,583.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		50,061.	9,632.	9,632.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock Stmt 8		36,411.	14,974.	20,215.
	c	Investments - corporate bonds Stmt 9		121,806.	147,934.	136,034.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other Stmt 10		599,983.	613,111.	590,483.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		808,261.	785,651.	756,364.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		808,261.	785,651.	
30	Total net assets or fund balances		808,261.	785,651.		
31	Total liabilities and net assets/fund balances		808,261.	785,651.		

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	808,261.
2	Enter amount from Part I, line 27a	2	-25,183.
3	Other increases not included in line 2 (itemize) ▶ <u>UNLOCATED DIFF</u>	3	2,573.
4	Add lines 1, 2, and 3	4	785,651.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	785,651.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statement			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 235,393.		230,645.	4,748.

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			4,748.

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	4,748.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	35,547.	688,675.	.051617
2009	23,194.	591,206.	.039232
2008	44,282.	771,319.	.057411
2007	42,746.	867,132.	.049296
2006	34,564.	768,464.	.044978

2 Total of line 1, column (d)	2	.242534
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	.048507
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	759,221.
5 Multiply line 4 by line 3	5	36,828.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	176.
7 Add lines 5 and 6	7	37,004.
8 Enter qualifying distributions from Part XII, line 4	8	39,294.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	176.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	176.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	176.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	467.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	467.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	291.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 291. Refunded <input type="checkbox"/>	11	0.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► TAX STRATEGIES LLC Telephone no. ► (314) 725-9600 Located at ► 100 S. BRENTWOOD BLVD, SUITE 200, CLAYTON, MO ZIP+4 ► 63105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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? <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? (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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> N/A		
3a	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	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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN Q. ARNOLD 35 COUNTRYSIDE LANE ST LOUIS, MO 63131	TRUSTEE, CHAIRMAN ADVISORY 3.00	0.	0.	0.
ALEX A. ARNOLD 35 COUNTRYSIDE LANE ST LOUIS, MO 63131	TRUSTEE, SECRETARY ADVISOR 0.25	0.	0.	0.
JONATHON Q. ARNOLD 35 COUNTRYSIDE LANE ST LOUIS, MO 63131	MEMBER, ADVISORY COMMITTEE 0.00	0.	0.	0.
JUSTIN A. ARNOLD 35 COUNTRYSIDE LANE ST LOUIS, MO 63131	MEMBER, ADVISORY COMMITTEE 0.00	0.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	729,704.
b	Average of monthly cash balances	1b	41,079.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	770,783.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	770,783.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,562.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	759,221.
6	Minimum investment return. Enter 5% of line 5	6	37,961.

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	37,961.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	176.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	176.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	37,785.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	37,785.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	37,785.

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	39,294.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	39,294.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	176.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	39,118.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				37,785.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				3,767.
d From 2009				
e From 2010				1,369.
f Total of lines 3a through e	5,136.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 39,294.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				37,785.
e Remaining amount distributed out of corpus	1,509.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,645.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	6,645.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				3,767.
c Excess from 2009				
d Excess from 2010				1,369.
e Excess from 2011				1,509.

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

See Statement 11

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CHILDHAVEN 316 BROADWAY SEATTLE, WA 98122	NONE	PUBLIC CHARITY	GENERAL PURPOSE	500.
BEATS 4 BOOBS 12 GRACE STREET SAN FRANCISCO, CA 94103	NONE	PUBLIC CHARITY	GENERAL PURPOSE	500.
BOSOM BUDDIES BENEFIT/KOMEN 3141 FOXMEADE DRIVE MATTHEWS, NC 28104	NONE	PUBLIC CHARITY	GENERAL PURPOSE	250.
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755	NONE	PUBLIC CHARITY	GENERAL PURPOSE	200.
FRIENDS OF DARTMOUTH ROWING 6066 DEVELOPMENT OFFICE HANOVER, NH 03755	NONE	PUBLIC CHARITY	GENERAL PURPOSE	
Total	See continuation sheet(s)			39,294.
b Approved for future payment				
None				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GEORGIA AFTERSCHOOL INVESTMENT COUNCIL 57 FORSYTH STREET ATLANTA, GA 30303	NONE	PUBLIC CHARITY	GENERAL PURPOSE	350.
GIRLS INCORPORATED OF SAINT LOUIS 3801 Nelson Drive St Louis, MO 63121	NONE	PUBLIC CHARITY	GENERAL PURPOSE	125.
KWMU One University Boulevard ST Louis, MO 63121	NONE	PUBLIC CHARITY	GENERAL PURPOSE	100.
LADUE CHAPEL PRESBYTERIAN CHURCH 9450 CLAYTON ROAD ST LOUIS, MO 63124	NONE	PUBLIC CHARITY	GENERAL PURPOSE	7,000.
LOVEU2PIECES PO BOX ST Louis, MO 63026	NONE	PUBLIC CHARITY	GENERAL PURPOSE	250.
MARLIN PERKINS SOCIETY ONE GOVERNMENT DRIVE ST LOUIS, MO 63110	NONE	PUBLIC CHARITY	GENERAL PURPOSE	1,000.
MISSOURI HISTORY MUSEUM PO BOX 11940 ST Louis, MO 63112	NONE	PUBLIC CHARITY	GENERAL PURPOSE	150.
Montclair Presbyterian Church 5701 Thornhill Dr Oakland, CA 94611	NONE	PUBLIC CHARITY	GENERAL PURPOSE	1,000.
NATIONAL ALLIANCE OF MENTAL ILLNESS 3803 N. FAIRFAX ARLINGTON, VA 22203	NONE	PUBLIC CHARITY	GENERAL PURPOSE	100.
NATIONAL MS SOCIETY 1867 LACKLAND HILLS PRKWY ST Louis, MO 63146	NONE	PUBLIC CHARITY	GENERAL PURPOSE	400.
Total from continuation sheets				37,844.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL PARKS CONSERVATION ASSN 777 6TH STREET STE 700 WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	GENERAL PURPOSE	125.
RONALD MCDONALD HOUSE 3450 PARK AVE ST Louis, MO 63104	NONE	PUBLIC CHARITY	GENERAL PURPOSE	150.
SAINT LOUIS AREA FOODBANK 70 CORPORATE DR ST LOUIS, MO 63044	NONE	PUBLIC CHARITY	GENERAL PURPOSE	3,000.
SALVATION ARMY TREE OF LIGHTS 1130 HAMPTON AVENUE ST Louis, MO 63139	NONE	PUBLIC CHARITY	GENERAL PURPOSE	3,500.
ST LOUIS ART MUSUEM ONE FINE ARTS DRIVE ST Louis, MO 63110	NONE	PUBLIC CHARITY	GENERAL PURPOSE	135.
MERCY FOUNDATION 12800 CORPORATE HILL DRIVE ST LOUIS, MO 63131	NONE	PUBLIC CHARITY	GENERAL PURPOSE	12,000.
TUCK SCHOOL OF BUSINESS-DARTMOUTH 100 TUCK HALL HANOVER, NH 03755	NONE	PUBLIC CHARITY	GENERAL PURPOSE	1,250.
UNITED WAY OF GREATER ST LOUIS 910 N. 11th Street ST Louis, MO 63101	NONE	PUBLIC CHARITY	GENERAL PURPOSE	2,500.
YMCA OF GREATER ST. LOUIS CAPITAL CAMPAIGN 1528 LOCUST STREET ST LOUIS, MO 63103	NONE	PUBLIC CHARITY	GENERAL PURPOSE	1,500.
ST LOUIS COUNTY LIBRARY ASSOCIATION 1640 S. LINDBERG SAN FRANCISCO, MO 63131	NONE	PUBLIC CHARITY	GENRAL PURPOSE	250.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DONORS CHOOSE NEW YORK NEW YORK	NONE	PUBLIC CHARITY	GENERAL PURPOSE	294.
FRIENDS OF AUDUBON SCHOOL 3500 N. HOYNE AVE CHICAGO, IL 60618	NONE	PUBLIC CHARITY	GENERAL PURPOSE	200.
FOSTER & ADOPTIVE CARE COALITION 1750 S. BRENTWOOD BLVD ST Louis, MO 63144	NONE	PUBLIC CHARITY	GENERAL PURPOSE	565.
JUNIOR ACHIEVEMENT 17339 N. OUTER FORTY RD ST Louis, MO 63005	NONE	PUBLIC CHARITY	GENERAL PURPOSE	500.
KIDSMART 12175 BRIDGETON SQ DR ST Louis, MO 63044	NONE	PUBLIC CHARITY	GENERAL PURPOSE	150.
LAKEVIEW YMCA 3333 N. MARSHFIELD AVE CHICAGO, IL 60657	NONE	PUBLIC CHARITY	GENERAL PURPOSE	1,000.
NORTHSHORE UNIVERSITY HEALTHSYSTEM FOUNDATION 1033 UNIVERSITY PLACE EVASTON, IL 60201	NONE	PUBLIC CHARITY	GENERAL PURPOSE	250.
Total from continuation sheets				

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

John and Alex Arnold Family Foundation

Employer identification number

43-6856853

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization John and Alex Arnold Family Foundation	Employer identification number 43-6856853
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>ALEX ARNOLD</u> <u>35 COUNTRYSIDE LANE</u> <u>ST LOUIS, MO 63131</u>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	<u>ALEX ARNOLD</u> <u>35 COUNTRYSIDE LANE</u> <u>ST LOUIS, MO 63131</u>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>3</u>	<u>ALEX ARNOLD</u> <u>35 COUNTRYSIDE LANE</u> <u>ST LOUIS, MO 63131</u>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>4</u>	<u>JOHN ARNOLD</u> <u>35 COUNTRYSIDE LANE</u> <u>ST LOUIS, MO 63131</u>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>5</u>	<u>JOHN ARNOLD</u> <u>35 COUNTRYSIDE LANE</u> <u>ST LOUIS, MO 63131</u>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>6</u>	<u>JOHN ARNOLD</u> <u>35 COUNTRYSIDE LANE</u> <u>ST LOUIS, MO 63131</u>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

John and Alex Arnold Family Foundation**43-6856853****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>112 SHARES CITRIX SYSTEMS</u> _____ _____ _____	\$ _____	_____
<u>2</u>	<u>85 SHARES INGERSOLL RAND</u> _____ _____ _____	\$ _____	_____
<u>3</u>	<u>87 SHARES STARWOOD HOTELS</u> _____ _____ _____	\$ _____	_____
<u>4</u>	<u>113 SHARES CITRIX SYSTEMS</u> _____ _____ _____	\$ _____	_____
<u>5</u>	<u>85 SHARES INGERSOLL RAND</u> _____ _____ _____	\$ _____	_____
<u>6</u>	<u>88 SHARES STARWOOD HOTELS</u> _____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

John and Alex Arnold Family Foundation**43-6856853****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

John and Alex Arnold Family Foundation

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	THIRD AVENUE FUND	P	Various	12/08/11
b	THIRD AVENUE FUND	P	Various	12/08/11
c	ENERGIZER HOLDINGS INC	D	12/05/07	01/05/11
d	FACTSET RESEARCH SYSTEMS	D	12/28/08	08/05/11
e	STARWOOD HOTELS	D	Various	04/14/11
f	UNITEDHEALTH GROUP	D	08/03/11	08/05/11
g	ARTIO INTL	P	12/29/10	12/08/11
h	ARTIO INTL	P	Various	12/08/11
i	ISHARES S&P VALUE	P	Various	02/17/11
j	AMERICAN FUNDS GROWTH FUND	P	Various	12/08/11
k	ISHARES S&P GROWTH	P	06/26/07	02/17/11
l	AMERICAN BEACON SM CAP	P	06/24/09	12/08/11
m	DREYFUS/BOSTON SM CAP	P	Various	04/12/11
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,045.		15,238.	-3,193.
b 9,978.		15,446.	-5,468.
c 14,513.		7,582.	6,931.
d 5,111.		2,635.	2,476.
e 16,663.		6,300.	10,363.
f 5,078.		3,197.	1,881.
g 864.		1,098.	-234.
h 44,003.		57,487.	-13,484.
i 25,031.		27,342.	-2,311.
j 13,000.		15,382.	-2,382.
k 24,987.		24,787.	200.
l 10,000.		6,435.	3,565.
m 54,120.		47,716.	6,404.
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-3,193.
b			-5,468.
c			6,931.
d			2,476.
e			10,363.
f			1,881.
g			-234.
h			-13,484.
i			-2,311.
j			-2,382.
k			200.
l			3,565.
m			6,404.
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	4,748.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
THIRD AVENUE FUND			Purchased	Various	12/08/11
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
12,045.	15,238.	0.	0.	-3,193.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
THIRD AVENUE FUND			Purchased	Various	12/08/11
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
9,978.	15,445.	0.	0.	-5,467.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
ENERGIZER HOLDINGS INC			Donated	12/05/07	01/05/11
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
14,513.	23,146.	0.	0.	-8,633.	

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
FACTSET RESEARCH SYSTEMS				Donated	12/28/08	08/05/11
	5,111.	5,385.	0.	(e) Deprec.	0.	(f) Gain or Loss -274.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
STARWOOD HOTELS				Donated	Various	04/14/11
	16,663.	16,828.	0.	(e) Deprec.	0.	(f) Gain or Loss -165.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
UNITEDHEALTH GROUP				Donated	08/03/11	08/05/11
	5,078.	5,379.	0.	(e) Deprec.	0.	(f) Gain or Loss -301.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
ARTIO INTL				Purchased	12/29/10	12/08/11
	864.	1,098.	0.	(e) Deprec.	0.	(f) Gain or Loss -234.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
ARTIO INTL			Purchased	Various	12/08/11
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
44,003.	57,487.	0.	0.	-13,484.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
ISHARES S&P VALUE			Purchased	Various	02/17/11
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
25,031.	27,342.	0.	0.	-2,311.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
AMERICAN FUNDS GROWTH FUND			Purchased	Various	12/08/11
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
13,000.	15,382.	0.	0.	-2,382.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
ISHARES S&P GROWTH			Purchased	06/26/07	02/17/11
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
24,987.	24,787.	0.	0.	200.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Purchased	Date Acquired 06/24/09	Date Sold 12/08/11
AMERICAN BEACON SM CAP	10,000.	6,435.	0.			3,565.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Purchased	Date Acquired Various	Date Sold 04/12/11
DREYFUS/BOSTON SM CAP	54,120.	47,716.	0.			6,404.

Capital Gains Dividends from Part IV 0.

Total to Form 990-PF, Part I, line 6a -26,275.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
ENTERPRISE BANK	200.
Total to Form 990-PF, Part I, line 3, Column A	200.

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
SCHWAB 2044	18,340.	0.	18,340.
Total to Fm 990-PF, Part I, ln 4	18,340.	0.	18,340.

Form 990-PF	Other Income	Statement	4
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
HATTERAS MULTI-STRATEGY TEI	-23.	-23.	
Total to Form 990-PF, Part I, line 11	-23.	-23.	

Form 990-PF	Accounting Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
TAX PREPARATION FEES	1,750.	1,750.			0.
To Form 990-PF, Pg 1, ln 16b	1,750.	1,750.			0.

Form 990-PF	Other Professional Fees			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
MANAGEMENT FEES	3,711.	3,711.			0.
To Form 990-PF, Pg 1, ln 16c	3,711.	3,711.			0.

Form 990-PF	Taxes			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FOREIGN TAX PAID	221.	221.			0.
To Form 990-PF, Pg 1, ln 18	221.	221.			0.

Form 990-PF	Corporate Stock	Statement	8
Description	Book Value	Fair Market Value	
T ROWE PRICE MID CAP	14,974.	20,215.	
Total to Form 990-PF, Part II, line 10b	14,974.	20,215.	

Form 990-PF	Corporate Bonds	Statement	9
Description	Book Value	Fair Market Value	
BOEING CAP CORP	26,128.	26,665.	
JP MORGAN CHASE	49,911.	49,567.	
BAC CAP TR III	28,956.	21,984.	
AEGON NV 6.375%	14,998.	11,448.	
GENL AMERN INVS	12,897.	13,499.	
MORGAN STANLEY CAP	15,044.	12,871.	
Total to Form 990-PF, Part II, line 10c	147,934.	136,034.	

Form 990-PF	Other Investments	Statement	10
Description	Valuation Method	Book Value	Fair Market Value
ISHARES TRUST S&P 500 INDEX	FMV	13,820.	12,722.
ISHARES S&P 500 VALUE	FMV	61,528.	59,160.
ISHARES S&P 500 GROWTH	FMV	46,833.	54,281.
CRM MID CAP VALUE INSTL	FMV	17,354.	20,656.
VANGUARD MID CAP INDEX	FMV	2,809.	4,351.
TCW SMALL CAP	FMV	54,120.	43,803.
ISHARES TR COHEN & STEERS	FMV	14,489.	18,749.
AMER FUNDS GRTH FUND	FMV	30,316.	24,955.
WILLIAM BLAIR INT'L	FMV	40,120.	39,163.
DODGE & COX INTL EQUITY	FMV	68,105.	44,625.
STONE HRB INVT FD	FMV	15,733.	14,997.
COHEN & STEERS INTL	FMV	32,560.	17,222.
DODGE & COX STOCK FUND	FMV	20,544.	27,644.
AMERICAN BEACON SMALL CAP	FMV	28,779.	45,811.
HATTERAS	FMV	50,000.	51,476.
AQR MANAGED FUTURES	FMV	44,114.	43,444.
TOUCHSTONE FD	FMV	37,236.	32,930.
AQR MULTI STRATEGY	FMV	17,351.	17,154.

HATTERAS HEDGED STRATEGIES	FMV	8,650.	8,719.
PALMER SQUARE ABSOLUTE	FMV	8,650.	8,621.
Total to Form 990-PF, Part II, line 13		613,111.	590,483.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 11

Name of ManagerJOHN Q. ARNOLD
ALEX A. ARNOLD

John and Alex Arnold Family Foundation

Fair Market Value of Securities

2011 Form 990-PF

FEIN 43-6856853

Attachment to Form 990-PF

<u>Date</u>	<u>Total FMV</u>	<u>Cash</u>	<u>Security FMV</u>	<u>Cash Average</u>	<u>Security Average</u>
01/31/11	798,835.00	30,400.80	768,434.20	15,200.40	384,217.10
2/29/2011	828,657.01	38,731.42	789,925.59	34,566.11	779,179.90
03/31/11	835,093.62	91,822.88	743,270.74	65,277.15	766,598.17
04/30/11	863,438.06	56,781.77	806,656.29	74,302.33	774,963.52
05/31/11	852,832.31	55,294.62	797,537.69	56,038.20	802,096.99
06/30/11	839,327.16	36,081.86	803,245.30	45,688.24	800,391.50
07/31/11	818,203.82	34,805.18	783,398.64	35,443.52	793,321.97
08/31/11	783,639.47	34,743.00	748,896.47	34,774.09	766,147.56
09/30/11	716,877.85	35,599.60	681,278.25	35,171.30	715,087.36
10/31/11	776,285.14	33,242.09	743,043.05	34,420.85	712,160.65
11/30/201	759,466.06	30,504.90	728,961.16	31,873.50	736,002.11
12/31/11	753,494.76	29,884.90	723,609.86	30,194.90	726,285.51
	Average			41,079.21	729,704.36

** Per Portfolio Appraisal

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	John and Alex Arnold Family Foundation	<input checked="" type="checkbox"/> 43-6856853
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	35 Countryside Ln	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Saint Louis, MO 63131-3310	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

TAX STRATEGIES LLC

- The books are in the care of **100 S. BRENTWOOD BLVD, SUITE 200 - CLAYTON, MO 63105**
Telephone No. **(314) 725-9600** FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **November 15, 2012.**

5 For calendar year **2011**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension
An attempt to obtain information necessary for filing a return was requested in a timely fashion, but the information was not furnished in sufficient time to permit the timely filing of the return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	233.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	467.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date

Form 8868 (Rev. 1-2012)