Form 990-PF

Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2011

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

Name of foundation: LOTHLORIEN FOUNDATION

A Employer identification number: 47-0816447

Number and street (or P O box number if mail is not delivered to street address): 1325 LYNNWOOD LANE — Room/suite:

B Telephone number: (402) 451-8051

City or town, state, and ZIP code: OMAHA, NE 68152

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

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

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 580,818.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received	227,870.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	871.	871.		STATEMENT 1
	4 Dividends and interest from securities	10,090.	10,090.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	25,450.			
	b Gross sales price for all assets on line 6a 512,184.				
	7 Capital gain net income (from Part IV, line 2)		25,450.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	264,281.	36,411.		
Operating and Administrative Expenses	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				
	c Other professional fees STMT 3	4,216.	4,196.		0.
	17 Interest				
	18 Taxes STMT 4	651.	185.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	858.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	5,725.	4,381.		0.
	25 Contributions, gifts, grants paid	128,769.			128,769.
	26 **Total expenses and disbursements.** Add lines 24 and 25	134,494.	4,381.		128,769.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	129,787.			
	b **Net investment income** (if negative, enter -0-)		32,030.		
	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	73,507.	76,745.	76,745.
	2	Savings and temporary cash investments	366,726.	497,885.	497,301.
	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 ▶ 6,772.			
		Less allowance for doubtful accounts ▶ 0.	11,382.	6,772.	6,772.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	451,615.	581,402.	580,818.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	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	451,615.	581,402.	
	30	**Total net assets or fund balances**	451,615.	581,402.	
	31	**Total liabilities and net assets/fund balances**	451,615.	581,402.	

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	451,615.
2	Enter amount from Part I, line 27a	2	129,787.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	581,402.
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	581,402.

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	512,184.		486,734.	25,450.

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				25,450.

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	25,450.
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	96,884.	454,849.	.213003
2009	109,124.	281,659.	.387433
2008	120,398.	282,662.	.425943
2007	101,998.	243,960.	.418093
2006	78,450.	75,902.	1.033570

2 Total of line 1, column (d)	2	2.478042
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	.495608
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	508,453.
5 Multiply line 4 by line 3	5	251,993.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	320.
7 Add lines 5 and 6	7	252,313.
8 Enter qualifying distributions from Part XII, line 4	8	128,769.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	1	641.
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	641.
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	641.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
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	0.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	11.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	652.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NE			
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 ▶ N/A

14 The books are in care of ▶ GRACE LONGLEY Telephone no ▶ (402) 451-8051

Located at ▶ 1325 LYNNWOOD LANE, OMAHA, NE ZIP+4 ▶ 68152-5239

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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)?	N/A	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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL C. LONGLEY 1325 LYNNWOOD LANE OMAHA, NE 68152	PRESIDENT 1.00	0.	0.	0.
GEOFF W. LONGLEY SOUTH AFRICA	VICE PRESIDENT 1.00	0.	0.	0.
KATHARINE CORBIN LAKELAND, FL 33801	TREASURER 1.00	0.	0.	0.
GRACE M. LONGLEY 1325 LYNNWOOD LANE OMAHA, NE 68152	SECRETARY 1.00	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.

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	435,916.
b	Average of monthly cash balances	1b	73,508.
c	Fair market value of all other assets	1c	6,772.
d	**Total** (add lines 1a, b, and c)	1d	516,196.
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	516,196.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,743.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	508,453.
6	**Minimum investment return.** Enter 5% of line 5	6	25,423.

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	25,423.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 641.		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	641.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	24,782.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	24,782.
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	24,782.

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	128,769.
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	128,769.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	128,769.

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				24,782.
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 — 74,685.				
b From 2007 — 89,860.				
c From 2008 — 106,348.				
d From 2009 — 95,178.				
e From 2010 — 74,608.				
f Total of lines 3a through e	440,679.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 128,769.				
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				24,782.
e Remaining amount distributed out of corpus	103,987.			
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	544,666.			
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	74,685.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	469,981.			
10 Analysis of line 9				
a Excess from 2007 — 89,860.				
b Excess from 2008 — 106,348.				
c Excess from 2009 — 95,178.				
d Excess from 2010 — 74,608.				
e Excess from 2011 — 103,987.				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

MICHAEL C. LONGLEY

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

GRACE LONGLEY, SECRETARY, 402-451-8051
1325 LYNNWOOD LANE, OMAHA, NE 68152

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

CONTACT ADDRESS FOR REQUIREMENTS

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient 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*				
AFRICAN ENTERPRISE PO BOX 727 MONVROVIA, CA 91017	NONE	PUBLIC	AFRICAN LEADERSHIP TRAINING	2,400.
CHRIST COMMUNITY CHURCH 404 SOUTH 108TH AVE OMAHA, NE 68154	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	315.
CHRISTIAN MEDICAL & DENTAL PO BOX 7500 BRISTOL, TN 37621	NONE	PUBLIC	CAPITAL BUILDING CAMPAIGN	2,500.
ENGLISH LANGUAGE INSTITUTE CHINA PO BOX 265 SAN DIMAS, CA 91773	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	2,200.
FAMILY FIRST 645 M STREET, STE 21 LINCOLN, NE 68501	BOARD MEMBER	PUBLIC	FAMILY POLICY DEVELOPMENT - PHYSICIANS RESOURCE	21,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	128,769.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	871.	
4 Dividends and interest from securities			14	10,090.	
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	25,450.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		36,411.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 36,411.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

[signature] | 5/7/12 | Secretary ~~PRESIDENT~~

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN J. RODERIQUE, CPA	[signature] CPA	5-4-12		P00482589
Firm's name ▶ ORIZON CPAS LLC			Firm's EIN ▶ 47-0837867	
Firm's address ▶ 16924 FRANCES ST, STE 210 OMAHA, NE 68130-2357			Phone no (402) 330-7008	

123622
12-02-11

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

LOTHLORIEN FOUNDATION

Employer identification number

47-0816447

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 foundation

Check 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).

Name of organization	Employer identification number
LOTHLORIEN FOUNDATION	47-0816447

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
1	MICHAEL LONGLEY 1325 LYNNWOOD LANE OMAHA, NE 68152	$ 200,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	SALLY AND PETER FREYMARK 10139 NW 106TH GRANGER, IA 50109	$ 22,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
LOTHLORIEN FOUNDATION	47-0816447

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: LOTHLORIEN FOUNDATION

Employer identification number: 47-0816447

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

(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

(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

(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

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
FAMILY RESEARCH COUNCIL 801 G STREET NW WASHINGTON, DC 20001	NONE	PUBLIC	POLICY DEVELOPMENT & EDUCATION	4,000.
FIRST FEDERATED CHURCH 4801 FRANKLIN AVE DES MOINES, IA 50310	NONE	PUBLIC	OPERATING COSTS OF NON-PROFIT ORG	13,000.
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80920	NONE	PUBLIC	OPERATING COSTS OF NON-PROFIT ORG	4,424.
GRACE UNIVERSITY 1311 SOUTH NINTH STREET OMAHA, NE 68108	NONE	PUBLIC	THE GRACE FUND AND SCHOLARSHIP	9,500.
INSTITUTE FOR CREATION RESEARCH PO BOX 2667 EL CAJON, CA 92021	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	1,272.
LINGONIER MINISTRIES PO BOX 547500 ORLANDO, FL 32854	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	350.
MARKETPLACE MISSIONS PO BOX 1274 NEWCASTLE, CA 95658	NONE	PUBLIC	CHURCH PLANNING AND DEVELOPMENT	2,400.
NAVIGATORS PO BOX 6000 COLORADO SPRINGS, CO 80934	NONE	PUBLIC	TRAINING OF TEACHERS FOR INTL POSITIONS	1,248.
OKOBOJI LAKES BIBLE & MSSY CONF ASSOC 7 S HWY 71 ARNOLDS PARK, IA 51331	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	300.
OMAHA BIBLE CHURCH 7940 STATE STREET OMAHA, NE 68122	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	26,500.
Total from continuation sheets				100,354.

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
PROCLAIM HOPE PO BOX 770 NEW PROVIDENCE, NJ 07974	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	900.
PROJECT MEDSEND 999 ORONOQUE LANE STRATFORD, CT 06614	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	5,000.
SEARCH MINISTRIES 5038 DORSEY HALL DRIVE ELLICOTT CITY, MD 21042	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	2,436.
SEND INTL PO BOX 513 FARMINGTON, MI 48332	NONE	PUBLIC	ENGLISH LITERACY DEVELOPMENT & CAMP WORK - JAPAN	1,224.
SIM PO BOX 7900 CHARLOTTE, NC 28241	NONE	PUBLIC	AFRICAN LITERACY WORK	1,260.
THE EVANGELICAL ALLIANCE MISSION PO BOX 969 WHEATON, IL 60187	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	13,960.
INTERVARSITY CHRISTIAN FELLOWSHIP PO BOX 7895 MADISON, WI 53707	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	500.
NEBRASKA COALITION FOR ETHICAL RESEARCH PO BOX 5049 LINCOLN, NE 68505	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	500.
STUDENT VENTURE 100 LAKE HART DRIVE ORLANDO, FL 32832	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	500.
WHEATON COLLGE 501 COLLEGE AVENUE WHEATON, IL 60187	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OMAHA CHRISTIAN ACADEMY 10244 WIESMAN DRIVE OMAHA, NE 68134	NONE	PUBLIC	OPERATING COST OF NON-PROFIT ORG	10,080.
Total from continuation sheets				

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	SEE ATTACHED SCHWAB SUMMARY - SHORT TERM (3252)	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHWAB SUMMARY - LONG TERM (3252)	P	VARIOUS	VARIOUS
c	SEE ATTACHED SCHWAB SUMMARY - SHORT TERM (4795)	P	VARIOUS	VARIOUS
d	SEE ATTACHED SCHWAB SUMMARY - LONG TERM (4795)	P	VARIOUS	VARIOUS
e	SEE ATTACHED SCHWAB SUMMARY - SHORT TERM (9858)	P	VARIOUS	VARIOUS
f	SEE ATTACHED SCHWAB SUMMARY - LONG TERM (9858)	P	VARIOUS	VARIOUS
g	STOCK BASIS ADJUSTMENT	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	184,810.		184,022.	788.
b	59,690.		50,930.	8,760.
c	36,295.		37,771.	-1,476.
d	51,290.		46,063.	5,227.
e	30,609.		31,106.	-497.
f	148,473.		135,977.	12,496.
g			865.	-865.
h	1,017.			1,017.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				788.
b				8,760.
c				-1,476.
d				5,227.
e				-497.
f				12,496.
g				-865.
h				1,017.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	25,450.
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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
AUMAN NOTE	790.
WELLS FARGO BANK	81.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	871.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB #3252	6,211.	175.	6,036.
CHARLES SCHWAB #4795	1,368.	239.	1,129.
CHARLES SCHWAB #9858	3,528.	603.	2,925.
TOTAL TO FM 990-PF, PART I, LN 4	11,107.	1,017.	10,090.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	4,196.	4,196.		0.
SECRETARY OF STATE	20.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	4,216.	4,196.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	466.	0.		0.
FOREIGN INVESTMENT TAXES	185.	185.		0.
TO FORM 990-PF, PG 1, LN 18	651.	185.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	695.	0.		0.
BANK CHARGES	15.	0.		0.
EDUCATION	120.	0.		0.
SUPPLIES	28.	0.		0.
TO FORM 990-PF, PG 1, LN 23	858.	0.		0.

charles SCHWAB

7045-3252 LOTHLORIEN FOUNDATION
Charity Nonprof 1325 LYNNWOOD LANE
OMAHA NE

Total Known Realized Gain/(Loss) $/%
$9,547.62/4.07%

Total Known Short-Term Gain/(Loss)
$787.71

Total Known Long-Term Gain/(Loss)
$8,759.91

Total Known Proceeds
$244,499.84

Total Known Cost Basis
$234,952.22

Cost Basis - Realized Gain/(Loss) - Filtered by: Previous Year **Results: 27**

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis[3]	Short-Term	Long-Term	Total	Total %	Notes[1]
02635PRT2	AMERICAN GENL F 5.375%12NOTES DUE 10/01/12	06/27/2011	08/17/2010	6,000.00000	$5,937.60	$5,668.84	$268.76		$268.76	4.74%	
02635PTF0	AMERICAN GEN FI 5.625%11NOTES DUE 08/17/11	06/27/2011	05/27/2010	3,000.00000	$2,991.38	$2,987.28		$4.10	$4.10	0 14%	
45974VB31	INTL LEASE 5.3%12NOTES DUE 05/01/12	06/27/2011	06/07/2010	7,000.00000	$7,078.75	$6,803.20		$275.55	$275.55	4.05%	
ABX	BARRICK GOLD CORP F	06/28/2011	03/02/2011	162.00000	$7,099.81	$8,750.36	($1,650 55)		($1,650.55)	(18.86%)	
AON	A O N CORPORATION	02/04/2011	08/24/2010	240.00000	$11,417.30	$8,820.53	$2,596.77		$2,596.77	29.44%	
BYDDY	BYD COMPANY LTD ADR FUNSPONSORED ADR 1 ADR REPS 2 ORD	01/07/2011	05/07/2009	670 00000	$7,318.49	$4,667.40		$2,651.09	$2,651.09	56.80%	
CNQ	CANADIAN NATURAL RES F	08/11/2011	07/20/2011	344.00000	$12,622.59	$14,779.69	($2,157 10)		($2,157 10)	(14.60%)	
CNQ	CANADIAN NATURAL RES F	05/02/2011	01/07/2011	180.00000	$8,343.92	$7,387.11	$956.81		$956.81	12.95%	
COV	COVIDIEN PLC NEW F	05/06/2011	12/07/2010	121.00000	$6,594.25	$5,213.14	$1,381.11		$1,381.11	26.49%	
DVN	DEVON ENERGY CP NEW	04/29/2011	12/22/2010	109.00000	$9,849.26	$8,213 14	$1,636.12		$1,636.12	19.92%	
ESV	ENSCO PLC ADR FSPONSORED ADR 1 ADR REPS 1 ORD	06/22/2011	04/29/2011	168.00000	$8,841.10	$9,919.84	($1,078.74)		($1,078 74)	(10 87%)	
FCY	FOREST CITY ENT 7.375%34SENIOR NOTE DUE 02/01/34SUBJ TO XTRO REDEMPTION	06/29/2011	02/25/2010	126.00000	$2,958.68	$2,582.23		$376.45	$376.45	14.58%	

	Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis[3]	Short Term	Long Term	Total	Total %	Notes[1]
	FCY	FOREST CITY ENT 7.375%34SENIOR NOTE DUE 02/01/34SUBJ TO XTRO REDEMPTION	06/28/2011	02/25/2010	129.00000	$3,049.84	$2,643.71		$406.13	$406.13	15.36%	
	GOOG	GOOGLE INC CLASS A	03/17/2011	02/04/2011	18.00000	$10,113.63	$10,995.13	($881 50)		($881.50)	(8 02%)	
	GS+D	GOLDMAN SACHS SER D PFD DEP SHS REPSTG 1/1000 FLTG RATE NON CUM D PFD	06/24/2011	03/02/2010	217 00000	$4,726.90	$4,731.24		($4.34)	($4 34)	(0 09%)	
	JNJ	JOHNSON & JOHNSON	09/14/2011	07/13/2011	218.00000	$13,927.21	$14,756.26	($829.05)		($829 05)	(5 62%)	
	KO	COCA COLA COMPANY	06/24/2011	03/23/2011	101.00000	$6,563.88	$6,524.81	$39.07		$39.07	0.60%	
	LMT	LOCKHEED MARTIN CORP	06/10/2011	12/30/2010	169.00000	$13,089.74	$11,639.90	$1,449.84		$1,449.84	12.46%	
⊟	LUK	LEUCADIA NATIONAL CORP	02/04/2011	Hide Lots	273.00000	$9,060.90	$8,497.81		$563.09	$563.09	6.63%	
			02/04/2011	02/01/2007	181.00000	$6,007.41	$4,994.03		$1,013.38	$1,013.38	20.29%	
			02/04/2011	11/27/2007	70.00000	$2,323.31	$3,052.35		($729 04)	($729.04)	(23 88%)	
			02/04/2011	04/24/2009	22.00000	$730.18	$451.43		$278.75	$278.75	61.75%	
	LUK	LEUCADIA NATIONAL CORP	02/22/2011	04/24/2009	274.00000	$8,737.10	$5,622.33		$3,114 77	$3,114.77	55.40%	
	MMM	3M COMPANY	09/14/2011	03/23/2011	109.00000	$8,679.53	$10,077.96	($1,398 43)		($1,398 43)	(13 88%)	
	MSFT	MICROSOFT CORP	09/14/2011	03/24/2011	498.00000	$13,243.03	$12,879.26	$363.77		$363 77	2.82%	
	NWSA	NEWS CORP LTD CL A CLASS A	03/17/2011	12/27/2010	400 00000	$6,544.36	$5,862.23	$682.13		$682.13	11.64%	
⊟	PFE	PFIZER INCORPORATED	06/28/2011	Hide Lots	671.00000	$13,768.37	$12,395.30		$1,373.07	$1,373.07	11.08%	
			06/28/2011	08/25/2008	492.00000	$10,095.44	$9,718.83		$376.61	$376.61	3.88%	
			06/28/2011	06/24/2009	179.00000	$3,672.93	$2,676.47		$996.46	$996.46	37.23%	
	PKX	POSCO ADR FSPONSORED ADR 1 ADR REP 1/4 ORD	03/10/2011	11/04/2010	128.00000	$12,861.71	$13,896.43	($1,034.72)		($1,034 72)	(7 45%)	
	SKM	S K TELECOM LTD ADR FSPONSORED ADR 1 ADR REP 1/9 ORD	06/28/2011	08/17/2010	801.00000	$14,377.45	$12,993.96	$1,383.49		$1,383.49	10.65%	
⊟	WMT	WAL-MART STORES INC	09/14/2011	Hide Lots	281.00000	$14,703.06	$15,643 13	($940.07)		($940 07)	(6.01%)	
			09/14/2011	02/04/2011	162.00000	$8,476.50	$9,080.37	($603.87)		($603.87)	(6.65%)	
			09/14/2011	05/06/2011	119.00000	$6,226 56	$6,562.76	($336 20)		($336 20)	(5 12%)	

Disclosures

Date Prepared: February 10, 2012

Detail Information of Dividends and Distributions (continued)

Description	Country	CUSIP Number	Paid in 2011	Paid / Adjusted in 2012 for 2011	Amount
Foreign Tax Paid					
TWEEDY BROWNE	Not Provided	901165308	$ 0.00	$ (17.27)	$ (17.27)
Total Foreign Tax Paid (Box 6)			**$ 0.00**	**$ (17.27)**	**$ (17.27)**

REALIZED GAIN OR (LOSS)

The information in the following sections includes all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
FAIRHOLME FUND	304871106	4.49	12/16/10	03/11/11	$ 157.76	$ 133.49	$ 0.00	$ 24.27
FAIRHOLME FUND	304871106	24.25	12/16/10	03/11/11	$ 851.54	$ 720.56	$ 0.00	$ 130.98
FAIRHOLME FUND	304871106	1.09	12/31/10	03/11/11	$ 38.40	$ 32.50	$ 0.00	$ 5.90
Security Subtotal					**$ 1,047.70**	**$ 886.55**	**$ 0.00**	**$ 161.15**
FIRST EAGLE OVERSEAS	32008F101	7.31	12/16/10	06/30/11	$ 172.80	$ 145.48	$ 0.00	$ 27.32
FIRST EAGLE OVERSEAS	32008F101	11.22	12/16/10	06/30/11	$ 264.98	$ 223.07	$ 0.00	$ 41.91
Security Subtotal					**$ 437.78**	**$ 368.55**	**$ 0.00**	**$ 69.23**
FPA NEW INCOME CL A	302544101	65.17	12/13/10	12/05/11	$ 700.39	$ 716.98	$ 0.00	$ (16.59)
FPA NEW INCOME CL A	302544101	55.76	04/01/11	12/05/11	$ 599.20	$ 613.39	$ 0.00	$ (14.19)
FPA NEW INCOME CL A	302544101	61.73	07/01/11	12/05/11	$ 663.37	$ 679.09	$ 0.00	$ (15.72)
FPA NEW INCOME CL A	302544101	57.48	10/03/11	12/05/11	$ 617.69	$ 632.35	$ 0.00	$ (14.66)
Security Subtotal					**$ 2,580.65**	**$ 2,641.81**	**$ 0.00**	**$ (61.16)**

Short-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
MARKET VECTORS ETF T	57060U100	143.00	12/05/11	12/13/11	$ 7,897.73	$ 8,404.34	$ 0.00	$ (506.61)
Security Subtotal					**$ 7,897.73**	**$ 8,404.34**	**$ 0.00**	**$ (506.61)**
S P D R S&P 500 ETF TR E	78462F103	70.00	03/23/11	04/11/11	$ 9,245.57	$ 9,093.50	$ 0.00	$ 152.07
Security Subtotal					**$ 9,245.57**	**$ 9,093.50**	**$ 0.00**	**$ 152.07**
SEQUOIA FUND	817418106	0.28	11/15/10	08/05/11	$ 37.81	$ 32.04	$ 0.00	$ 5.77
SEQUOIA FUND	817418106	1.89	11/15/10	08/05/11	$ 249.76	$ 211.67	$ 0.00	$ 38.09
SEQUOIA FUND	817418106	0.07	12/28/10	08/05/11	$ 9.35	$ 7.93	$ 0.00	$ 1.42
Security Subtotal					**$ 296.92**	**$ 251.64**	**$ 0.00**	**$ 45.28**
TWEEDY BROWNE	901165308	16.72	12/30/10	06/30/11	$ 161.96	$ 143.80	$ 0.00	$ 18.16
TWEEDY BROWNE	901165308	22.52	06/29/11	06/30/11	$ 218.23	$ 193.76	$ 0.00	$ 24.47
Security Subtotal					**$ 380.19**	**$ 337.56**	**$ 0.00**	**$ 42.63**
WEITZ PARTNERS VALUE	94904P609	415.96	03/25/11	12/05/11	$ 8,722.68	$ 9,122.00	$ 0.00	$ (399.32)
Security Subtotal					**$ 8,722.68**	**$ 9,122.00**	**$ 0.00**	**$ (399.32)**
Total Short-Term					**$ 30,609.22**	**$ 31,105.95**	**$ 0.00**	**$ (496.73)**

Long-Term Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
FAIRHOLME FUND	304871106	484.14	11/18/09	03/11/11	$ 16,995.35	$ 14,381.17	$ 0.00	$ 2,614.18
FAIRHOLME FUND	304871106	4.35	12/16/09	03/11/11	$ 152.88	$ 129.36	$ 0.00	$ 23.52
Security Subtotal					**$ 17,148.23**	**$ 14,510.53**	**$ 0.00**	**$ 2,637.70**

Date Prepared: February 10, 2012

Long-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
FIRST EAGLE OVERSEAS	32008F101	44.32	11/18/09	01/24/11	$ 1,000.00	$ 881 06	$ 0.00	$ 118.94
FIRST EAGLE OVERSEAS	32008F101	506.77	11/18/09	06/30/11	$ 11,964 98	$ 10,073.05	$ 0.00	$ 1,891.93
FIRST EAGLE OVERSEAS	32008F101	16.73	12/16/09	06/30/11	$ 395.16	$ 332.68	$ 0.00	$ 62.48
FIRST EAGLE OVERSEAS	32008F101	205.55	12/23/09	06/30/11	$ 4,853.03	$ 4,085.66	$ 0.00	$ 767.37
Security Subtotal					**$ 18,213.17**	**$ 15,372.45**	**$ 0.00**	**$ 2,840.72**
FPA NEW INCOME CL A	302544101	2,710.41	11/18/09	12/05/11	$ 29,124.98	$ 29,815.11	$ 0.00	$ (690.13)
FPA NEW INCOME CL A	302544101	23.47	12/14/09	12/05/11	$ 252.22	$ 258.20	$ 0.00	$ (5.98)
FPA NEW INCOME CL A	302544101	2,557.18	12/23/09	12/05/11	$ 27,478.49	$ 28,129.60	$ 0.00	$ (651.11)
FPA NEW INCOME CL A	302544101	43.44	04/01/10	12/05/11	$ 466.89	$ 477.95	$ 0.00	$ (11.06)
FPA NEW INCOME CL A	302544101	43.80	07/01/10	12/05/11	$ 470.72	$ 481.87	$ 0.00	$ (11.15)
FPA NEW INCOME CL A	302544101	51.62	10/01/10	12/05/11	$ 554.69	$ 567.83	$ 0.00	$ (13.14)
Security Subtotal					**$ 58,347.99**	**$ 59,730.56**	**$ 0.00**	**$ (1,382.57)**
SEQUOIA FUND	817418106	98.26	11/18/09	08/05/11	$ 12,943.60	$ 10,969.55	$ 0.00	$ 1,974.05
SEQUOIA FUND	817418106	44.92	12/24/09	08/05/11	$ 5,917.36	$ 5,014.89	$ 0.00	$ 902.47
SEQUOIA FUND	817418106	0.02	12/29/09	08/05/11	$ 2.63	$ 2.23	$ 0.00	$ 0.40
Security Subtotal					**$ 18,863.59**	**$ 15,986.67**	**$ 0.00**	**$ 2,876.92**
TWEEDY BROWNE	901165308	1,283.71	11/18/09	06/30/11	$ 12,434.40	$ 11,040.17	$ 0.00	$ 1,394.23
TWEEDY BROWNE	901165308	461.20	12/23/09	06/30/11	$ 4,467.40	$ 3,966.48	$ 0.00	$ 500.92
TWEEDY BROWNE	901165308	16.10	12/30/09	06/30/11	$ 155.99	$ 138.50	$ 0.00	$ 17.49
TWEEDY BROWNE	901165308	24.60	06/29/10	06/30/11	$ 238.32	$ 211.60	$ 0.00	$ 26.72
Security Subtotal					**$ 17,296.11**	**$ 15,356.75**	**$ 0.00**	**$ 1,939.36**
WINTERGREEN FUND	97607W102	959.02	11/18/09	06/16/11	$ 13,627.73	$ 11,002.45	$ 0.00	$ 2,625.28
WINTERGREEN FUND	97607W102	1.78	12/21/09	06/16/11	$ 25.38	$ 20.49	$ 0.00	$ 4.89

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Date Prepared: February 10, 2012

Long-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
WINTERGREEN FUND	97607W102	348.43	12/23/09	06/16/11	$ 4,951.22	$ 3,997.40	$ 0.00	$ 953.82
Security Subtotal					**$ 18,604.33**	**$ 15,020.34**	**$ 0.00**	**$ 3,583.99**
Total Long-Term					**$ 148,473.42**	**$ 135,977.30**	**$ 0.00**	**$ 12,496.12**

Total Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
Total Short-Term Realized Gain or (Loss)	**$ 30,609.22**	**$ 31,105.95**	**$ 0.00**	**$ (496.73)**
Total Long-Term Realized Gain or (Loss)	**$ 148,473.42**	**$ 135,977.30**	**$ 0.00**	**$ 12,496.12**
Total Realized Gain or (Loss)	**$ 179,082.64**	**$ 167,083.25**	**$ 0.00**	**$ 11,999.39**

Schwab has provided realized gain and loss information whenever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. For explanation of Cost Basis Method, please refer to Cost Basis Disclosure. See Terms and Conditions.

When value for the report is unavailable, it is noted as follows: "Missing" or "--"

-- Schwab is not providing Cost Basis on this security type .

Missing Cost Basis may be missing due to one of the following reasons:
- Cost basis data may not be available for a number of reasons (for example, the security was purchased outside of Schwab and we did not receive cost basis from the transferring firm).
- The security was purchased more than 10 years ago.

Detail Information of Dividends and Distributions (continued)

Description	CUSIP Number	Paid in 2011	Paid / Adjusted in 2012 for 2011	Amount
Capital Gain Distributions				
15% Rate Gain				
FPA CRESCENT FUND INST	30254T759	$ 238.74	$ 0.00	$ 238.74
Total 15% Rate Gain (Included in Box 2a)		**$ 238.74**	**$ 0.00**	**$ 238.74**
Total Capital Gain Distributions (Box 2a)		**$ 238.74**	**$ 0.00**	**$ 238.74**

REALIZED GAIN OR (LOSS)

The information in the following sections includes all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
FIRST EAGLE GLOBAL FU	32008F507	2.24	12/16/10	05/24/11	$ 107.25	$ 90.06[e]	$ 0.00	$ 17.19
Security Subtotal					**$ 107.25**	**$ 90.06**	**$ 0.00**	**$ 17.19**
FIRST EAGLE U.S. VALUE	32008F887	4.06	12/16/10	06/30/11	$ 70.76	$ 62.77	$ 0.00	$ 7.99
Security Subtotal					**$ 70.76**	**$ 62.77**	**$ 0.00**	**$ 7.99**
HUSSMAN STRATEGIC TO	448108209	629.30	05/24/11	07/26/11	$ 7,809.87	$ 7,758.39	$ 0.00	$ 51.48
HUSSMAN STRATEGIC TO	448108209	1.49	06/30/11	07/26/11	$ 18.58	$ 18.46	$ 0.00	$ 0.12
Security Subtotal					**$ 7,828.45**	**$ 7,776.85**	**$ 0.00**	**$ 51.60**
JENSEN QUALITY GROWT	476313101	0.89	06/15/10	05/24/11	$ 25.73	$ 21.63[e]	$ 0.00	$ 4.10
JENSEN QUALITY GROWT	476313101	2.99	06/25/10	05/24/11	$ 85.78	$ 72.13[e]	$ 0.00	$ 13 65

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Short-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
JENSEN QUALITY GROWT	476313101	0.77	09/22/10	05/24/11	$ 22.08	$ 18.57^e	$ 0.00	$ 3.51
JENSEN QUALITY GROWT	476313101	0.87	12/16/10	05/24/11	$ 25.07	$ 21.08^e	$ 0.00	$ 3.99
JENSEN QUALITY GROWT	476313101	0.95	03/16/11	05/24/11	$ 27.31	$ 22.95^e	$ 0.00	$ 4.36
Security Subtotal					**$ 185.97**	**$ 156.36**	**$ 0.00**	**$ 29.61**
LOOMIS SAYLES INVESTM	543487144	2.65	12/28/10	12/05/11	$ 32.17	$ 33.07	$ 0.00	$ (0.90)
LOOMIS SAYLES INVESTM	543487144	5.92	12/28/10	12/05/11	$ 71.79	$ 73.81	$ 0.00	$ (2.02)
LOOMIS SAYLES INVESTM	543487144	6.61	12/28/10	12/05/11	$ 80.19	$ 82.45	$ 0.00	$ (2.26)
LOOMIS SAYLES INVESTM	543487144	2.47	02/01/11	12/05/11	$ 29.96	$ 30.81	$ 0.00	$ (0.85)
LOOMIS SAYLES INVESTM	543487144	2.39	03/01/11	12/05/11	$ 29.02	$ 29.83	$ 0.00	$ (0.81)
LOOMIS SAYLES INVESTM	543487144	2.48	04/01/11	12/05/11	$ 30.06	$ 30.90	$ 0.00	$ (0.84)
LOOMIS SAYLES INVESTM	543487144	2.39	05/02/11	12/05/11	$ 28.99	$ 29.81	$ 0.00	$ (0.82)
LOOMIS SAYLES INVESTM	543487144	2.36	06/01/11	12/05/11	$ 28.68	$ 29.48	$ 0.00	$ (0.80)
LOOMIS SAYLES INVESTM	543487144	2.44	07/01/11	12/05/11	$ 29.58	$ 30.42	$ 0.00	$ (0.84)
LOOMIS SAYLES INVESTM	543487144	2.38	08/01/11	12/05/11	$ 28.92	$ 29.73	$ 0.00	$ (0.81)
LOOMIS SAYLES INVESTM	543487144	2.37	09/01/11	12/05/11	$ 28.80	$ 29.61	$ 0.00	$ (0.81)
LOOMIS SAYLES INVESTM	543487144	2.31	10/03/11	12/05/11	$ 28.03	$ 28.83	$ 0.00	$ (0.80)
LOOMIS SAYLES INVESTM	543487144	2.38	11/01/11	12/05/11	$ 28.87	$ 29.68	$ 0.00	$ (0.81)
LOOMIS SAYLES INVESTM	543487144	2.44	12/01/11	12/05/11	$ 29.57	$ 30.41	$ 0.00	$ (0.84)
Security Subtotal					**$ 504.63**	**$ 518.84**	**$ 0.00**	**$ (14.21)**
MATTHEWS ASIA DIVIDEN	577125107	1.22	03/25/10	03/11/11	$ 17.20	$ 14.88^e	$ 0.00	$ 2.32
MATTHEWS ASIA DIVIDEN	577125107	1.84	06/24/10	03/11/11	$ 25.95	$ 22.45^e	$ 0.00	$ 3.50
MATTHEWS ASIA DIVIDEN	577125107	2.32	09/23/10	03/11/11	$ 32.67	$ 28.27^e	$ 0.00	$ 4.40
MATTHEWS ASIA DIVIDEN	577125107	0.80	12/09/10	03/11/11	$ 11.26	$ 9.74^e	$ 0.00	$ 1.52

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Short-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
MATTHEWS ASIA DIVIDEN	577125107	3.43	12/09/10	03/11/11	$	48.16	$	41.66[e]	$	0.00	$	6.50
Security Subtotal					**$**	**135.24**	**$**	**117.00**	**$**	**0.00**	**$**	**18.24**
NUVEEN PREFERRED	670700103	342.95	05/24/11	09/23/11	$	5,260.97	$	5,895.42	$	0.00	$	(634.45)
NUVEEN PREFERRED	670700103	0.34	05/31/11	09/23/11	$	5.34	$	5.98	$	0.00	$	(0.64)
NUVEEN PREFERRED	670700103	1.82	06/30/11	09/23/11	$	28.06	$	31.44	$	0.00	$	(3.38)
NUVEEN PREFERRED	670700103	1.85	07/29/11	09/23/11	$	28.49	$	31.92	$	0.00	$	(3.43)
NUVEEN PREFERRED	670700103	1.87	08/31/11	09/23/11	$	28.68	$	32.15	$	0.00	$	(3.47)
Security Subtotal					**$**	**5,351.54**	**$**	**5,996.91**	**$**	**0.00**	**$**	**(645.37)**
OAKMARK EQUITY INCOM	413838400	1.93	12/16/10	06/30/11	$	56.88	$	49.64[e]	$	0.00	$	7.24
Security Subtotal					**$**	**56.88**	**$**	**49.64**	**$**	**0.00**	**$**	**7.24**
OAKMARK GLOBAL FUND	413838830	1.02	12/16/10	02/24/11	$	23.45	$	20.05[e]	$	0.00	$	3.40
Security Subtotal					**$**	**23.45**	**$**	**20.05**	**$**	**0.00**	**$**	**3.40**
PIMCO ALL ASSET INSTL	722005626	275.76	05/24/11	12/05/11	$	3,307.33	$	3,465.08	$	0.00	$	(157.75)
PIMCO ALL ASSET INSTL	722005626	409.37	05/24/11	12/05/11	$	4,909.81	$	5,143.98	$	0.00	$	(234.17)
Security Subtotal					**$**	**8,217.14**	**$**	**8,609.06**	**$**	**0.00**	**$**	**(391.92)**
PIMCO LOW DURATION F	693391732	326.60	06/25/10	05/24/11	$	3,432.63	$	3,422.28	$	0.00	$	10.35
PIMCO LOW DURATION F	693391732	0.03	06/30/10	05/24/11	$	0.41	$	0.41	$	0.00	$	0.00
PIMCO LOW DURATION F	693391732	0.42	07/30/10	05/24/11	$	4.41	$	4.40	$	0.00	$	0.01
PIMCO LOW DURATION F	693391732	0.49	08/31/10	05/24/11	$	5.24	$	5.23	$	0.00	$	0.01
PIMCO LOW DURATION F	693391732	0.52	09/30/10	05/24/11	$	5.54	$	5.52	$	0.00	$	0.02
PIMCO LOW DURATION F	693391732	0.58	10/29/10	05/24/11	$	6.19	$	6.17	$	0.00	$	0.02
PIMCO LOW DURATION F	693391732	0.65	11/30/10	05/24/11	$	6.87	$	6.85	$	0.00	$	0.02
PIMCO LOW DURATION F	693391732	1.00	12/08/10	05/24/11	$	10.59	$	10.56	$	0.00	$	0.03

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Short-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
PIMCO LOW DURATION F	693391732	5.05	12/08/10	05/24/11	$ 53.13	$ 52.97	$ 0.00	$ 0.16
PIMCO LOW DURATION F	693391732	0.70	12/31/10	05/24/11	$ 7.45	$ 7.43	$ 0.00	$ 0.02
PIMCO LOW DURATION F	693391732	0.64	01/31/11	05/24/11	$ 6.78	$ 6.76	$ 0.00	$ 0.02
PIMCO LOW DURATION F	693391732	0.64	02/28/11	05/24/11	$ 6.77	$ 6.75	$ 0.00	$ 0.02
PIMCO LOW DURATION F	693391732	0.60	03/31/11	05/24/11	$ 6.33	$ 6.31	$ 0.00	$ 0.02
PIMCO LOW DURATION F	693391732	0.52	04/29/11	05/24/11	$ 5.47	$ 5.45	$ 0.00	$ 0.02
Security Subtotal					**$ 3,557.81**	**$ 3,547.09**	**$ 0.00**	**$ 10.72**
PIMCO SHORT TERM CL D	693391690	0.34	05/28/10	05/24/11	$ 3.46	$ 3.44[e]	$ 0.00	$ 0.02
PIMCO SHORT TERM CL D	693391690	0.39	06/30/10	05/24/11	$ 3.92	$ 3.90[e]	$ 0.00	$ 0.02
PIMCO SHORT TERM CL D	693391690	0.51	07/30/10	05/24/11	$ 5.05	$ 5.02[e]	$ 0.00	$ 0.03
PIMCO SHORT TERM CL D	693391690	0.42	08/31/10	05/24/11	$ 4.22	$ 4.19[e]	$ 0.00	$ 0.03
PIMCO SHORT TERM CL D	693391690	0.36	09/30/10	05/24/11	$ 3.64	$ 3.61[e]	$ 0.00	$ 0.03
PIMCO SHORT TERM CL D	693391690	0.36	10/29/10	05/24/11	$ 3.66	$ 3.63[e]	$ 0.00	$ 0.03
PIMCO SHORT TERM CL D	693391690	0.39	11/30/10	05/24/11	$ 3.87	$ 3.85[e]	$ 0.00	$ 0.02
PIMCO SHORT TERM CL D	693391690	1.69	12/08/10	05/24/11	$ 16.76	$ 16.64[e]	$ 0.00	$ 0.12
PIMCO SHORT TERM CL D	693391690	2.16	12/08/10	05/24/11	$ 21.41	$ 21.26[e]	$ 0.00	$ 0.15
PIMCO SHORT TERM CL D	693391690	0.44	12/31/10	05/24/11	$ 4.41	$ 4.38[e]	$ 0.00	$ 0.03
PIMCO SHORT TERM CL D	693391690	0.44	01/31/11	05/24/11	$ 4.40	$ 4.37[e]	$ 0.00	$ 0.03
PIMCO SHORT TERM CL D	693391690	0.54	02/28/11	05/24/11	$ 5.42	$ 5.38[e]	$ 0.00	$ 0.04
PIMCO SHORT TERM CL D	693391690	33.66	03/23/11	05/24/11	$ 333.61	$ 331.35[e]	$ 0.00	$ 2.26
PIMCO SHORT TERM CL D	693391690	0.56	03/31/11	05/24/11	$ 5.61	$ 5.57[e]	$ 0.00	$ 0.04
PIMCO SHORT TERM CL D	693391690	0.61	04/29/11	05/24/11	$ 6.13	$ 6.10[e]	$ 0.00	$ 0.03
Security Subtotal					**$ 425.57**	**$ 422.69**	**$ 0.00**	**$ 2.88**

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Date Prepared: February 10, 2012

Short-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
S P D R S&P 500 ETF TR E	78462F103	46.00	08/12/11	08/22/11	$ 5,210.71	$ 5,437.39	$ 0.00	$ (226.68)
Security Subtotal					**$ 5,210.71**	**$ 5,437.39**	**$ 0.00**	**$ (226.68)**
SEQUOIA FUND	817418106	35.21	03/24/11	08/05/11	$ 4,619.33	$ 4,966.24	$ 0.00	$ (346.91)
Security Subtotal					**$ 4,619.33**	**$ 4,966.24**	**$ 0.00**	**$ (346.91)**
Total Short-Term					**$ 36,294.73**	**$ 37,770.95**	**$ 0.00**	**$ (1,476.22)**

Long-Term Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
FIRST EAGLE GLOBAL FU	32008F507	0.12	11/16/09	02/15/11	$ 6.12	$ 5.19e	$ 0.00	$ 0.93
FIRST EAGLE GLOBAL FU	32008F507	74.03	11/16/09	05/24/11	$ 3,544.89	$ 2,976.55e	$ 0.00	$ 568.34
FIRST EAGLE GLOBAL FU	32008F507	1.05	12/16/09	05/24/11	$ 50.47	$ 42.37e	$ 0.00	$ 8.10
FIRST EAGLE GLOBAL FU	32008F507	84.91	01/22/10	05/24/11	$ 4,065.73	$ 3,413.89e	$ 0.00	$ 651.84
Security Subtotal					**$ 7,667.21**	**$ 6,438.00**	**$ 0.00**	**$ 1,229.21**
FIRST EAGLE U.S. VALUE	32008F887	198.54	05/17/10	06/30/11	$ 3,452.68	$ 3,062.92	$ 0.00	$ 389.76
Security Subtotal					**$ 3,452.68**	**$ 3,062.92**	**$ 0.00**	**$ 389.76**
JENSEN QUALITY GROWT	476313101	5.38	11/16/09	05/11/11	$ 156.84	$ 129.88e	$ 0.00	$ 26.96
JENSEN QUALITY GROWT	476313101	317.11	11/16/09	05/24/11	$ 9,094.71	$ 7,646.91e	$ 0.00	$ 1,447.80
JENSEN QUALITY GROWT	476313101	0.88	12/16/09	05/24/11	$ 25.38	$ 21.34e	$ 0.00	$ 4.04

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Date Prepared: February 10, 2012

Long-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
JENSEN QUALITY GROWT	476313101	0.74	03/18/10	05/24/11	$ 21.45	$ 18.04^e	$ 0.00	$ 3.41
Security Subtotal					**$ 9,298.38**	**$ 7,816.17**	**$ 0.00**	**$ 1,482.21**
LOOMIS SAYLES INVESTM	543487144	569.39	09/23/10	12/05/11	$ 6,901.03	$ 7,095.50	$ 0.00	$ (194.47)
LOOMIS SAYLES INVESTM	543487144	2.14	10/01/10	12/05/11	$ 26.03	$ 26.77	$ 0.00	$ (0.74)
LOOMIS SAYLES INVESTM	543487144	2.18	11/01/10	12/05/11	$ 26.49	$ 27.24	$ 0.00	$ (0.75)
LOOMIS SAYLES INVESTM	543487144	2.28	12/01/10	12/05/11	$ 27.73	$ 28.51	$ 0.00	$ (0.78)
Security Subtotal					**$ 6,981.28**	**$ 7,178.02**	**$ 0.00**	**$ (196.74)**
MATTHEWS ASIA DIVIDEN	577125107	276.79	11/16/09	03/11/11	$ 3,886.21	$ 3,362.18^e	$ 0.00	$ 524.03
MATTHEWS ASIA DIVIDEN	577125107	4.23	12/09/09	03/11/11	$ 59.47	$ 51.45^e	$ 0.00	$ 8.02
Security Subtotal					**$ 3,945.68**	**$ 3,413.63**	**$ 0.00**	**$ 532.05**
OAKMARK EQUITY INCOM	413838400	234.10	11/16/09	06/30/11	$ 6,877.89	$ 6,002.57^e	$ 0.00	$ 875.32
OAKMARK EQUITY INCOM	413838400	2.71	12/17/09	06/30/11	$ 79.85	$ 69.69^e	$ 0.00	$ 10.16
Security Subtotal					**$ 6,957.74**	**$ 6,072.26**	**$ 0.00**	**$ 885.48**
OAKMARK GLOBAL FUND	413838830	12.53	11/16/09	01/24/11	$ 288.90	$ 245.98^e	$ 0.00	$ 42.92
OAKMARK GLOBAL FUND	413838830	242.43	11/16/09	02/24/11	$ 5,563.84	$ 4,755.79^e	$ 0.00	$ 808.05
OAKMARK GLOBAL FUND	413838830	1.84	12/17/09	02/24/11	$ 42.30	$ 36.15^e	$ 0.00	$ 6.15
Security Subtotal					**$ 5,895.04**	**$ 5,037.92**	**$ 0.00**	**$ 857.12**
PIMCO SHORT TERM CL D	693391690	711.38	11/16/09	05/24/11	$ 7,049.80	$ 7,001.93^e	$ 0.00	$ 47.87
PIMCO SHORT TERM CL D	693391690	0.25	11/30/09	05/24/11	$ 2.48	$ 2.46^e	$ 0.00	$ 0.02
PIMCO SHORT TERM CL D	693391690	1.84	12/09/09	05/24/11	$ 18.23	$ 18.11^e	$ 0.00	$ 0.12
PIMCO SHORT TERM CL D	693391690	0.56	12/31/09	05/24/11	$ 5.55	$ 5.51^e	$ 0.00	$ 0.04

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Long-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
PIMCO SHORT TERM CL D	693391690	0.40	01/29/10	05/24/11	$ 4.04	$ 4.02[e]	$ 0.00	$ 0.02
PIMCO SHORT TERM CL D	693391690	0.44	02/26/10	05/24/11	$ 4.44	$ 4.41[e]	$ 0.00	$ 0.03
PIMCO SHORT TERM CL D	693391690	0.36	03/31/10	05/24/11	$ 3.57	$ 3.54[e]	$ 0.00	$ 0.03
PIMCO SHORT TERM CL D	693391690	0.37	04/30/10	05/24/11	$ 3.69	$ 3.66[e]	$ 0.00	$ 0.03
Security Subtotal					**$ 7,091.80**	**$ 7,043.64**	**$ 0.00**	**$ 48.16**
Total Long-Term					**$ 51,289.81**	**$ 46,062.56**	**$ 0.00**	**$ 5,227.25**

Total Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
Total Short-Term Realized Gain or (Loss)	**$ 36,294.73**	**$ 37,770.95**	**$ 0.00**	**$ (1,476.22)**
Total Long-Term Realized Gain or (Loss)	**$ 51,289.81**	**$ 46,062.56**	**$ 0.00**	**$ 5,227.25**
Total Realized Gain or (Loss)	**$ 87,584.54**	**$ 83,833.51**	**$ 0.00**	**$ 3,751.03**

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Total Realized Gain or (Loss)(continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)

Schwab has provided realized gain and loss information whenever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. For explanation of Cost Basis Method, please refer to Cost Basis Disclosure. See Terms and Conditions.

When value for the report is unavailable, it is noted as follows: "Missing" or "--"

-- Schwab is not providing Cost Basis on this security type .

Missing Cost Basis may be missing due to one of the following reasons:

- Cost basis data may not be available for a number of reasons (for example, the security was purchased outside of Schwab and we did not receive cost basis from the transferring firm).
- The security was purchased more than 10 years ago.

Endnotes for Your Realized Gain or (Loss)

Symbol	Endnote Legend
e	Data for this holding has been edited or provided by the end client.