Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

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

First National Bank Charitable Foundation
17550 N Perimeter Dr #370
Scottsdale, AZ 85255

A Employer identification number 51-0423211

B Telephone number (see the instructions) 480 458-2455

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 1,221,747.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE 1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ► [X] if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	5.	5.	5.	
4 Dividends and interest from securities	39,754.	39,754.	39,754.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	6,278.			
b Gross sales price for all assets on line 6a 426,097.				
7 Capital gain net income (from Part IV, line 2)		6,278.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	46,037.	46,037.	39,759.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 1	3,676.			
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 2	795.	229.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 3	9,537.	9,228.		
24 **Total operating and administrative expenses.** Add lines 13 through 23	14,008.	9,457.		
25 Contributions, gifts, grants paid				
26 **Total expenses and disbursements.** Add lines 24 and 25	14,008.	9,457.	0.	0.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	32,029.			
b **Net investment income** (if negative, enter -0-)		36,580.		
c **Adjusted net income** (if negative, enter -0-)			39,759.	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	226,537.	269,156.	269,923.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less. allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	917,150.	529,947.	624,329.
	c Investments — corporate bonds (attach schedule)		375,861.	327,495.
	11 Investments — land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	1,143,687.	1,174,964.	1,221,747.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,143,687.	1,174,964.	
	30 Total net assets or fund balances (see instructions)	1,143,687.	1,174,964.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,143,687.	1,174,964.	

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	1,143,687.
2	Enter amount from Part I, line 27a	2	32,029.
3	Other increases not included in line 2 (itemize) ► See Statement 4	3	16.
4	Add lines 1, 2, and 3	4	1,175,732.
5	Decreases not included in line 2 (itemize) ► See Statement 5	5	768.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,174,964.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 6			
b			
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				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	6,278.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-10,718.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010		1,146,417.	
2009	10,000.	976,375.	0.010242
2008	227,861.	1,178,845.	0.193292
2007	667,238.	1,777,498.	0.375380
2006	361,189.	1,500,150.	0.240769

2 **Total** of line 1, column (d)	2	0.819683
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.163937
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,264,205.
5 Multiply line 4 by line 3	5	207,250.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	366.
7 Add lines 5 and 6.	7	207,616.
8 Enter qualifying distributions from Part XII, line 4	8	

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	732.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	732.
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	732.
6 Credits/Payments.			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 900.		
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	900.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	168.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 168.	Refunded ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ 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?	4b	N/A	
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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► AZ NV			
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 ► Foundation Director Telephone no ► 480 458-2455

Located at ► 17550 N Perimeter Dr, Ste 370 Scottsdale AZ ZIP + 4 ► 85255

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here . N/A ► ☐

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

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

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

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

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

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

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

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

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

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 (No)

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? 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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation **(If not paid, enter -0-)**	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Raymond A Lamb 17550 N Perimeter Dr, Ste 370 Scottsdale, AZ 85255	Director 0	0.	0.	0.
Gary A Dorris 17550 N Perimeter Dr, Ste 370 Scottsdale, AZ 85255	Director 0	0.	0.	0.
M Christopher Evans 17550 N Perimeter Dr, Ste 370 Scottsdale, AZ 85255	Director 0.50	0.	0.	0.
Philip A Lamb 17550 N Perimeter Dr, Ste 370 Scottsdale, AZ 85255	Director 0	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

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

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

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	982,180.
b Average of monthly cash balances	1b	301,277.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,283,457.
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	1,283,457.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	19,252.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,264,205.
6 **Minimum investment return.** Enter 5% of line 5	6	63,210.

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	63,210.
2a Tax on investment income for 2011 from Part VI, line 5	2a	732.		
b Income tax for 2011 (This does not include the tax from Part VI.)	2b			
c Add lines 2a and 2b			2c	732.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	62,478.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	62,478.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	62,478.

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	
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	0.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	0.

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					62,478.
2 Undistributed income, if any, as of the end of 2011.					
a Enter amount for 2010 only				0.	
b Total for prior years: 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2011					
a From 2006	287,211.				
b From 2007	579,979.				
c From 2008	169,469.				
d From 2009					
e From 2010					
f **Total** of lines 3a through e		1,036,659.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► $					
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					0.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		62,478.			62,478.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		974,181.			
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 instructions				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) (see instructions)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		224,733.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		749,448.			
10 Analysis of line 9.					
a Excess from 2007	579,979.				
b Excess from 2008	169,469.				
c Excess from 2009					
d Excess from 2010					
e Excess from 2011					

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Total			► 3a	
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					5.
4 Dividends and interest from securities					39,754.
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					6,278.
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)					46,037.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 46,037.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

Christopher Ware 6/26/12 ▶ Director

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
[redacted]	Self-Prepared			[redacted]
Firm's name ▶ [redacted]			Firm's EIN ▶ [redacted]	
Firm's address ▶ [redacted]			Phone no [redacted]	

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	$ 3,676.			
Total	$ 3,676.	$ 0.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Income Taxes	$ 566.			
Foreign Tax Withheld on Dividends	229.	$ 229.		
Total	$ 795.	$ 229.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Filing Fees	$ 309.			
Investment Fees	9,228.	$ 9,228.		
Total	$ 9,537.	$ 9,228.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part III, Line 3
Other Increases

Non Dividend Distribution	$ 16.
Total	$ 16.

Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

Spillover Dividends	$ 768.
Total	$ 768.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	5 Newmont Mining Corp	Purchased	12/21/2010	1/05/2011
2	2 Newmont Mng Corp	Purchased	12/21/2010	1/07/2011
3	2 Novo-Nordisk AS ADR	Purchased	12/21/2010	1/07/2011
4	10 Coca Cola	Purchased	10/15/2010	1/14/2011
5	204.67 Columbia Acorn Fund	Purchased	2/23/2010	1/14/2011
6	90.46 Columbia Acorn Fund	Purchased	8/18/2009	1/14/2011
7	168.25 Columbia Small Cap Growth	Purchased	11/09/2009	1/14/2011
8	85.06 Columbia Small Cap Value	Purchased	11/09/2009	1/14/2011
9	15 Exxon Mobil Corp	Purchased	10/15/2010	1/14/2011
10	1 Fanuc	Purchased	12/22/2010	1/14/2011
11	10 PG&E Corp	Purchased	10/15/2010	1/14/2011
12	294.79 Artio Global Hight Inc Fund	Purchased	7/10/2009	1/18/2011
13	159.38 Old Mutual TS&W Mid Cap Val	Purchased	2/23/2010	1/18/2011
14	138.8 PIMCO Foreign Bond Fund	Purchased	7/10/2009	1/18/2011
15	9 American Superconductor	Purchased	12/21/2010	1/24/2011
16	6 Las Vegas Sands Corp	Purchased	12/21/2010	1/24/2011
17	10 Johnson & Johnson	Purchased	9/21/2010	1/25/2011
18	13 Johnson & Johnson	Purchased	12/21/2010	1/25/2011
19	3 Cimarex Energy	Purchased	12/21/2010	1/28/2011
20	5 Cheung Kong Holdings	Purchased	12/22/2010	2/01/2011
21	10 Hong Kong Exchanges	Purchased	12/22/2010	2/01/2011
22	95 Noble Group	Purchased	12/22/2010	2/01/2011
23	25 Bombardier Inc	Purchased	12/21/2010	2/03/2011
24	5 Las Vegas Sands Corp	Purchased	12/21/2010	2/03/2011
25	5 Leucadia Natl Corp	Purchased	1/04/2011	2/03/2011
26	5 Onex Corp	Purchased	12/21/2010	2/03/2011
27	5 Valero Energy Corp	Purchased	1/25/2011	2/03/2011
28	5 UTD O/S Bank - Singapore	Purchased	12/22/2010	2/08/2011
29	5 Hong Kong Exchanges	Purchased	12/22/2010	2/15/2011
30	83 UTD O/S Bank - Singapore	Purchased	12/22/2010	2/16/2011
31	200 MSCI Chile Market Index Fund	Purchased	7/16/2010	2/22/2011
32	100 MSCI Chile Market Index Fund	Purchased	10/05/2010	2/22/2011
33	835 MSCI Singapore Index Fund	Purchased	1/21/2010	2/22/2011
34	534.18 Neuberger Berman Emerging	Purchased	1/18/2011	2/23/2011
35	939.95 PIMCO Foreign Bond Fund	Purchased	7/10/2009	2/23/2011
36	4901.96 PIMCO Total Return Fund	Purchased	4/20/2009	2/23/2011
37	2998.18 PIMCO Total Return Fund	Purchased	7/07/2009	2/23/2011
38	125 MSCI Brazil Free Index Fund	Purchased	12/11/2009	2/25/2011
39	500 MSCI Emerging Markets Index	Purchased	10/05/2010	2/25/2011
40	100 MSCI Brazil Free Index Fund	Purchased	7/16/2010	2/26/2011
41	200 MSCI Brazil Free Index Fund	Purchased	10/05/2010	2/27/2011
42	25 ICICI Spon ADR - India	Purchased	12/21/2010	3/01/2011
43	10 Bayer Motoren Werk	Purchased	12/21/2010	3/11/2011
44	20 NYSE Euronext	Purchased	12/21/2010	3/11/2011
45	5 Borg Warner	Purchased	12/21/2011	3/28/2011
46	10 NYSE Euronext	Purchased	3/23/2011	3/28/2011
47	30 Newmont Mng Corp	Purchased	12/21/2010	3/30/2011
48	5 Berkshire Hathaway Inc	Purchased	12/21/2010	4/07/2011
49	48 NYSE Euronext	Purchased	12/21/2010	4/13/2011
50	5 Cimarex Energy	Purchased	12/21/2010	4/25/2011
51	17 Nintendo Ltd	Purchased	12/21/2010	5/11/2011
52	10 Nintendo Ltd	Purchased	2/10/2011	5/11/2011
53	13 Nintendo Ltd	Purchased	12/21/2010	5/12/2011
54	53 American Superconductor	Purchased	12/21/2010	6/06/2011
55	99 Kubota Corp	Purchased	12/22/2010	6/20/2011
56	30 Kubota Corp	Purchased	4/11/2011	6/20/2011

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
57	5 Jardine Strategic Hldgs	Purchased	5/03/2011	7/01/2011
58	788 Tiger Airways Hldgs	Purchased	12/22/2010	7/11/2011
59	10 Hong Kong Exchanges	Purchased	12/22/2010	7/12/2011
60	5 Cheung Kong Holdings	Purchased	5/03/2011	8/02/2011
61	80 Hong Kong Exchanges	Purchased	12/22/2010	8/04/2011
62	5 Leucadia Natl Corp	Purchased	4/29/2011	8/04/2011
63	5 Republic Svcs Inc	Purchased	4/29/2011	8/04/2011
64	5 Valero Energy Corp	Purchased	4/29/2011	8/04/2011
65	5 Onex Corp	Purchased	4/29/2011	8/05/2011
66	5 Cimarex Energy	Purchased	12/21/2010	8/08/2011
67	12 Valero Energy Corp	Purchased	12/21/2010	8/08/2011
68	3 Valero Energy Corp	Purchased	1/25/2011	8/09/2011
69	28 ICICI Spon ADR - India	Purchased	12/21/2010	8/09/2011
70	58 Valero Energy Corp	Purchased	12/21/2010	8/09/2011
71	5 Republic Svcs Inc	Purchased	12/21/2010	8/16/2011
72	15 Cimarex Energy	Purchased	12/21/2010	8/23/2011
73	229 Wilmar Intl Ltd	Purchased	12/22/2010	8/24/2011
74	70 Wilmar Intl Ltd	Purchased	2/22/2011	8/24/2011
75	40 Wilmar Intl Ltd	Purchased	4/20/2011	8/24/2011
76	5 Regeneron Pharmaceuticals	Purchased	5/06/2011	9/02/2011
77	28.3 Columbia Small Cap Growth	Purchased	4/20/2009	9/13/2011
78	263.57 Columbia Small Cap Growth	Purchased	5/29/2009	9/13/2011
79	51.53 Columbia Small Cap Growth	Purchased	11/09/2009	9/13/2011
80	100 Currency Shares Australian Dlr	Purchased	1/14/2011	9/13/2011
81	400 Currency Shares Australian Dlr	Purchased	2/22/2011	9/13/2011
82	300 ISHARES Dow Jones US Aero	Purchased	2/22/2011	9/13/2011
83	200 ISHARES S&P Global Materials	Purchased	7/16/2010	9/13/2011
84	400 SPDR S&P Intl Energy Sector	Purchased	2/22/2011	9/13/2011
85	500 SPDR S&P 500 Trust	Purchased	4/10/2009	9/14/2011
86	300 SPDR Oil & Gas Equip Svcs	Purchased	2/22/2011	9/17/2011
87	5 Alexion Pharmaceuticals	Purchased	6/27/2011	9/28/2011
88	5 Apache Corp	Purchased	12/21/2010	9/29/2011
89	5 Bayer Motoren Werk	Purchased	8/10/2011	9/29/2011
90	13 Bombardier Inc	Purchased	4/29/2011	9/29/2011
91	7 Bombardier Inc	Purchased	5/07/2011	9/29/2011
92	10 Bombardier Inc	Purchased	5/07/2011	9/29/2011
93	5 Borg Warner	Purchased	12/21/2010	9/29/2011
94	5 Las Vegas Sands Corp	Purchased	12/21/2010	9/29/2011
95	5 Onex Corp	Purchased	12/21/2010	9/29/2011
96	5 Regeneron Pharmaceuticals	Purchased	3/30/2011	9/29/2011
97	5 Republic Svcs Inc	Purchased	12/21/2010	9/29/2011
98	80 Huabao International Holdings	Purchased	12/22/2010	9/30/2011
99	5 Jardine Strategic Hldgs	Purchased	12/22/2010	9/30/2011
100	120 Noble Group Ltd	Purchased	12/22/2010	9/30/2011
101	5 St Joe Co	Purchased	1/31/2011	9/30/2011
102	5 UTD O/S Bank - Singapore	Purchased	8/02/2011	9/30/2011
103	5 MasterCard	Purchased	12/31/2010	10/03/2011
104	15 Apache Corp	Purchased	12/21/2010	10/04/2011
105	1019 Geely Automobile Holdings	Purchased	12/22/2010	10/04/2011
106	60 Geely Automobile Holdings	Purchased	1/01/2011	10/04/2011
107	315 Geely Automobile Holdings	Purchased	1/07/2011	10/04/2011
108	444 Geely Automobile Holdings	Purchased	1/26/2011	10/04/2011
109	849 Geely Automobile Holdings	Purchased	12/22/2010	10/06/2011
110	415 Geely Automobile Holdings	Purchased	2/15/2011	10/06/2011
111	675 Geely Automobile Holdings	Purchased	7/06/2011	10/06/2011
112	5 Novo-Nordisk AS ADR	Purchased	12/21/2010	10/13/2011

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
113	13 St Joe Co	Purchased	1/13/2011	11/02/2011
114	19 St Joe Co	Purchased	12/21/2010	11/03/2011
115	19 St Joe Co	Purchased	12/21/2010	11/04/2011
116	5 CME Group Inc.	Purchased	12/21/2010	12/09/2011
117	5 Alexion Pharmaceuticals Inc	Purchased	12/21/2010	12/09/2011
118	4 Rolls-Royce PLC Sponsored ADR	Purchased	1/25/2011	12/15/2011
119	1 Rolls-Royce PLC Sponsored ADR	Purchased	12/21/2010	12/15/2011
120	1 US Trust - LTCG Distributions	Purchased	12/01/2010	12/31/2011

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	291.		300.	-9.				$ -9.
2	115.		120.	-5.				-5.
3	228.		216.	12.				12.
4	631.		600.	31.				31.
5	6,279.		5,000.	1,279.				1,279.
6	2,775.		1,930.	845.				845.
7	5,532.		3,828.	1,704.				1,704.
8	4,091.		3,113.	978.				978.
9	1,166.		978.	188.				188.
10	151.		149.	2.				2.
11	473.		469.	4.				4.
12	3,060.		2,572.	488.				488.
13	1,430.		1,199.	231.				231.
14	1,449.		1,287.	162.				162.
15	254.		264.	-10.				-10.
16	281.		286.	-5.				-5.
17	610.		637.	-27.				-27.
18	793.		812.	-19.				-19.
19	289.		268.	21.				21.
20	82.		76.	6.				6.
21	229.		231.	-2.				-2.
22	164.		152.	12.				12.
23	142.		119.	23.				23.
24	232.		238.	-6.				-6.
25	162.		151.	11.				11.
26	163.		148.	15.				15.
27	127.		121.	6.				6.
28	78.		69.	9.				9.
29	108.		116.	-8.				-8.
30	1,206.		1,141.	65.				65.
31	13,665.		11,934.	1,731.				1,731.
32	6,832.		7,463.	-631.				-631.
33	10,742.		9,402.	1,340.				1,340.
34	8,900.		9,802.	-902.				-902.
35	9,954.		8,713.	1,241.				1,241.
36	53,088.		50,000.	3,088.				3,088.
37	32,470.		31,511.	959.				959.
38	9,061.		9,689.	-628.				-628.
39	22,377.		22,823.	-446.				-446.
40	7,248.		6,495.	753.				753.
41	14,497.		15,737.	-1,240.				-1,240.
42	1,067.		1,259.	-192.				-192.
43	802.		848.	-46.				-46.

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
44	712.		598.	114.				$ 114.
45	364.		363.	1.				1.
46	349.		288.	61.				61.
47	1,617.		1,802.	-185.				-185.
48	413.		400.	13.				13.
49	1,850.		1,434.	416.				416.
50	524.		446.	78.				78.
51	521.		619.	-98.				-98.
52	307.		366.	-59.				-59.
53	389.		474.	-85.				-85.
54	449.		1,553.	-1,104.				-1,104.
55	844.		923.	-79.				-79.
56	256.		279.	-23.				-23.
57	146.		144.	2.				2.
58	662.		1,102.	-440.				-440.
59	208.		231.	-23.				-23.
60	76.		79.	-3.				-3.
61	1,644.		1,848.	-204.				-204.
62	167.		193.	-26.				-26.
63	144.		162.	-18.				-18.
64	124.		141.	-17.				-17.
65	188.		187.	1.				1.
66	394.		446.	-52.				-52.
67	274.		266.	8.				8.
68	69.		73.	-4.				-4.
69	1,216.		1,410.	-194.				-194.
70	1,256.		1,287.	-31.				-31.
71	128.		162.	-34.				-34.
72	951.		1,338.	-387.				-387.
73	952.		1,002.	-50.				-50.
74	291.		298.	-7.				-7.
75	166.		170.	-4.				-4.
76	325.		254.	71.				71.
77	824.		482.	342.				342.
78	7,675.		5,000.	2,675.				2,675.
79	1,501.		1,172.	329.				329.
80	10,321.		10,321.	0.				0.
81	41,283.		41,283.	0.				0.
82	16,321.		18,866.	-2,545.				-2,545.
83	12,209.		11,002.	1,207.				1,207.
84	9,426.		11,758.	-2,332.				-2,332.
85	58,740.		63,280.	-4,540.				-4,540.
86	10,444.		12,401.	-1,957.				-1,957.
87	334.		227.	107.				107.
88	416.		592.	-176.				-176.
89	356.		433.	-77.				-77.
90	47.		86.	-39.				-39.
91	25.		47.	-22.				-22.
92	35.		52.	-17.				-17.
93	303.		363.	-60.				-60.
94	204.		238.	-34.				-34.
95	158.		148.	10.				10.
96	300.		225.	75.				75.

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
97	140.		162.	-22.				$ -22.
98	66.		117.	-51.				-51.
99	131.		134.	-3.				-3.
100	124.		192.	-68.				-68.
101	77.		139.	-62.				-62.
102	65.		87.	-22.				-22.
103	1,568.		1,102.	466.				466.
104	1,128.		1,777.	-649.				-649.
105	197.		489.	-292.				-292.
106	12.		34.	-22.				-22.
107	61.		159.	-98.				-98.
108	86.		214.	-128.				-128.
109	166.		407.	-241.				-241.
110	81.		199.	-118.				-118.
111	132.		286.	-154.				-154.
112	480.		541.	-61.				-61.
113	200.		310.	-110.				-110.
114	277.		406.	-129.				-129.
115	261.		406.	-145.				-145.
116	1,246.		1,623.	-377.				-377.
117	325.		203.	122.				122.
118	221.		202.	19.				19.
119	55.		50.	5.				5.
120	6,806.		0.	6,806.				6,806.
							Total	$ 6,278.

Average Monthly Fair Market Value of Securities
Form 990-PF, Part X, Line 1a

Security	January	February	March	April	May	June	July	August	September	October	November	December
	1,062,684	1,024,447	988,418	1,006,615	1,008,981	985,910	970,000	935,272	907,123	949,267	983,068	964,374
Averages	1,062,684	1,024,447	988,418	1,006,615	1,008,981	985,910	970,000	935,272	907,123	949,267	983,068	964,374

Totals 11,786,159 Number of Months 12

Average Monthly Fair Market Value 982,180

Average Monthly Cash Balances
Form 990-PF, Part X, Line 1b

Cash Bal.	January	February	March	April	May	June	July	August	September	October	November	December
	227,917	282,792	338,176	340,925	340,515	342,120	344,921	344,922	296,140	248,191	249,144	259,557
Averages	227,917	282,792	338,176	340,925	340,515	342,120	344,921	344,922	296,140	248,191	249,144	259,557

Totals 3,615,320 Number of Months 12

Average Monthly Cash Balances 301,277

[redacted]

Form **8868** (Rev January 2012)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file).* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions First National Bank Charitable Foundation	Employer identification number (EIN) or [X] 51-0423211
	Number, street, and room or suite number If a P O box, see instructions 17550 N Perimeter Dr #370	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions Scottsdale, AZ 85255	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Foundation Director

Telephone No. ▶ 480 458-2455 FAX No ▶ 480 458-2464

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 20 11 or

▶ [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a 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	**3a**	$ 750.
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	**3b**	$ 900.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions