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

OMB No 1545-0052

2011

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

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

Name of foundation
THE FAULHABER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
14881 EVERGREEN AVENUE

City or town, state, and ZIP code
CLEARWATER, FL 33762

A Employer identification number
59-3680687

B Telephone number (see instructions)
(727) 572-0131

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

H Check type of organization ☒ 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, col (c), line 16) \$ **1,946,879.**

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

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

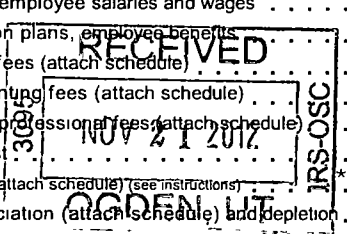
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	350,000.			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	304.	304.		ATCH 1
	4 Dividends and interest from securities	23,228.	23,228.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	560.			
	b Gross sales price for all assets on line 6a	203,668.			
	7 Capital gain net income (from Part IV, line 2)		560.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-94.	-94.		ATCH 3
	12 Total Add lines 1 through 11	373,998.	23,998.		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	736.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	10,083.	7,845.		
	24 Total operating and administrative expenses Add lines 13 through 23	10,819.	7,845.		
	25 Contributions, gifts, grants paid	292,762.			142,762.
	26 Total expenses and disbursements Add lines 24 and 25	303,581.	7,845.		142,762.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	70,417.			
	b Net investment income (if negative, enter -0-)		16,153.		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA ** ATCH 4 Form 990-PF (2011)



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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	311,666.	348,405.	348,405.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 6	268,648.	268,648.	891,776.
	c Investments - corporate bonds (attach schedule)	137,471.	133,672.	140,637.
	11 Investments - land, buildings, and equipment basis			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 7	533,927.	581,040.	566,061.
	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)	1,251,712.	1,331,765.	1,946,879.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
Net Assets or Fund Balances	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒ X			
	27 Capital stock, trust principal, or current funds	1,251,712.	1,331,765.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,251,712.	1,331,765.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,251,712.	1,331,765.	

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	1,251,712.
2 Enter amount from Part I, line 27a	2	70,417.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 8	3	9,636.
4 Add lines 1, 2, and 3	4	1,331,765.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,331,765.

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 PART IV SCHEDULE					
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	560.	
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	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	463,611.	1,586,340.	0.292252
2009	197,611.	1,489,832.	0.132640
2008		1,778,170.	
2007		1,052,628.	
2006	800.	944,848.	0.000847
2 Total of line 1, column (d)			2 0.425739
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 0.085148
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,721,053.
5 Multiply line 4 by line 3			5 146,544.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 162.
7 Add lines 5 and 6			7 146,706.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 142,762.

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		1	323.
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).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	323.
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	323.
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	300.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		300.
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		23.
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 ☐ 0 Refunded ☐ 11	11		

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► FL,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ FRITZ FAULHABER Telephone no ☐ 727-572-0131			
Located at ☐ 14881 EVERGREEN AVE. CLEARWATER, FL ZIP + 4 ☐ 33762				
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) ☐	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? ☐	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		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 ☐

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 ▶

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

Form 990-PF (2011)

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	1,582,790.
b	Average of monthly cash balances	1b	164,472.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,747,262.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,747,262.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,209.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,721,053.
6	Minimum investment return. Enter 5% of line 5	6	86,053.

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	86,053.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	323.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	323.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	85,730.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	85,730.
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	85,730.

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	142,762.
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	142,762.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	142,762.

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				85,730.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010 341,662.				
f Total of lines 3a through e	341,662.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 142,762.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions).				
d Applied to 2011 distributable amount				85,730.
e Remaining amount distributed out of corpus	57,032.			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	398,694.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	398,694.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010 341,662.				
e Excess from 2011 57,032.				

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

NOT APPLICABLE

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	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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))

ATTACHMENT 10

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

N/A

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

Check here ☒ 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 ATTACHMENT 11				
Total			3a	142,762.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	305.	
4	Dividends and interest from securities			14	23,228.	
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			14	-94.	
8	Gain or (loss) from sales of assets other than inventory			18	559.	
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)				23,998.	
13	Total. Add line 12, columns (b), (d), and (e)					23,998.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee _____

Date/

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
Michele N Melchior

Preparer's signature  Digitally signed by Melchior, Michele

Date	11/7/2012
------	-----------

Check ☐ if self-employed	PTIN P00488037
---	-------------------

Firm's name	▶ GRANT THORNTON LLP
Firm's address	▶ 201 S. COLLEGE ST., STE. 2500 CHARLOTTE, NC

Firm's EIN ► 36-6055558

Phone no 704-632-3500

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

Schedule of Contributors

OMB No 1545-0047

2011

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

Name of the organization

THE FAULHABER FOUNDATION

Employer identification number

59-3680687

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 THE FAULHABER FOUNDATION

Employer identification number
59-3680687**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	DR. FRITZ H FAULHABER 2309 CASEY KEY ROAD NOKOMIS, FL 34275	\$ 350,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,047.		ST CAP GAIN DISTRIBUTION - SEE ATTACHED				P	VAR 3,047.	VAR
		LT CAP GAIN DISTRIBUTION - SEE ATTACHED				P	VAR	VAR
4,224.							4,224.	
45,491.		VARIOUS SECURITIES - SEE ATTACHED 53,713.				P	VAR -8,222.	VAR
150,907.		VARIOUS SECURITIES - SEE ATTACHED 143,126.				P	VAR 7,781.	VAR
		FROM K-1 ACTIVITIES - ST CAP GAIN/LOSS 2,527.				P	VAR -2,527.	VAR
		FROM K-1 ACTIVITIES - LT CAP GAIN/LOSS 3,743.				P	VAR -3,743.	VAR
TOTAL GAIN (LOSS)							<u>560.</u>	



Portfolio Activity Detail

Faulhaber Foundation INC
Account # 543
From 02-01-11 To 02-28-11

Sales/Maturities

Trade Date	Settle Date	Security Name	Symbol	Units	Proceeds	Cost	Gain/Loss
Partnership/Other 02-01-11	02-01-11	AMA MULTI-STRATEGY OFFSHORE FUND LTD-CL B	AMAMULTLTD	30.4888	\$ 11,201.27	\$ 8,959.13	\$ 2,242.14
					\$ 11,201.27 ①	\$ 8,959.13 ②	\$ 2,242.14
Total Sales/Maturities					\$ 11,201.27	\$ 8,959.13	\$ 2,242.14

Investment Balances, Management Fees, and Performance Results are based on actual and estimated information as reported to GenSpring



Portfolio Activity Detail

Faulhaber Foundation INC
Account # 543
From 03-01-11 To 03-31-11

Sales/Maturities

Trade Date	Settle Date	Security Name	Symbol	Units	Proceeds	Cost	Gain/Loss
Partnership/Other 03-01-11	03-01-11	AMA MULTI-STRATEGY OFFSHORE FUND LTD-CL B	AMAMULTLDA	0.1812	\$ 0 00	\$ 53 25	\$ (53 25)
		SHARE ADJUSTMENT TO FEBRUARY DISTRIBUTION FROM MULTI STRAT OFFSHORE			\$ 0 00	\$ 53 25	\$ (53 25)
					①	②	
Total Sales/Maturities					\$ 0 00	\$ 53 25	\$ (53 25)

Investment Balances, Management Fees, and Performance Results are based on actual and estimated information as reported to GenSpring.

Portfolio Activity Detail

Faulhaber Foundation INC
Account # 543
From 04-01-11 To 04-30-11

RECEIPTS

Sales/Maturities

Trade Date	Settle Date	Security Name	Symbol	Units	Proceeds	Cost	Gain/Loss
Short Term							
04-05-11	04-06-11	HUSSMAN INVT TR	HSGF X	1,035 5150	\$ 12,405 46	\$ 13,824 13	\$ (1,418 67)
04-05-11	04-06-11	UNIFIED SER TR IRON STRAT INC	IFUN X	149 1970	1,793 35	1,785 89	7 46
04-05-11	04-06-11	UNIFIED SER TR IRON STRAT INC	IFUN X	140 8860	1,693 45	1,680 77	12 68
04-05-11	04-06-11	UNIFIED SER TR IRON STRAT INC	IFUN X	328 5310	3,948 94	3,906 23	42 71
04-05-11	04-06-11	UNIFIED SER TR IRON STRAT INC	IFUN X	196 3560	2,360 20	2,315 04	45 16
04-05-11	04-06-11	UNIFIED SER TR IRON STRAT INC	IFUN X	98 1170	1,179 37	1,146 01	33 36
					\$ (A) 23,380 77	\$ (B) 24,658 07	\$ (1,277 30)
Long Term							
04-05-11	04-06-11	HUSSMAN INVT TR	HSGF X	1,301 2550	\$ 15,589 04	\$ 20,689 96	\$ (5,100 92)
04-05-11	04-06-11	HUSSMAN INVT TR	HSGF X	9 2300	110 58	144 72	(34 14)
04-05-11	04-06-11	HUSSMAN INVT TR	HSGF X	124 8240	1,495 39	1,957 24	(461 85)
04-05-11	04-06-11	HUSSMAN INVT TR	HSGF X	83 1320	995 92	1,301 85	(305 93)
04-05-11	04-06-11	HUSSMAN INVT TR	HSGF X	87 4960	1,048 20	1,370 18	(321 98)
04-05-11	04-06-11	HUSSMAN INVT TR	HSGF X	25 6100	306 81	400 54	(93 73)
04-05-11	04-06-11	HUSSMAN INVT TR	HSGF X	19 0940	228 75	297 30	(68.55)
04-05-11	04-06-11	HUSSMAN INVT TR	HSGF X	652 7420	7,819 85	10,000 00	(2,180 15)
04-05-11	04-06-11	UNIFIED SER TR IRON STRAT INC	IFUN X	102 1540	1,227 89	1,205 42	22 47
04-05-11	04-06-11	UNIFIED SER TR IRON STRAT INC	IFUN X	210 6650	2,532 19	2,405 80	126 39
04-05-11	04-06-11	UNIFIED SER TR IRON STRAT INC	IFUN X	114 8350	1,380 32	1,310 27	70 05
04-05-11	04-06-11	UNIFIED SER TR IRON STRAT INC	IFUN X	105 3710	1,266 56	1,201 23	65 33
04-05-11	04-06-11	UNIFIED SER TR IRON STRAT INC	IFUN X	118 2790	1,421 71	1,236 02	185 69
04-05-11	04-06-11	UNIFIED SER TR IRON STRAT INC	IFUN X	106 1430	1,283 05	1,097 32	185 73
04-05-11	04-06-11	UNIFIED SER TR IRON STRAT INC	IFUN X	3,320 5470	39,912 97	33,777 27	6,135 70
					\$ (1) 76,619 23	\$ (2) 78,395 12	\$ (1,775 89)
Total Sales/Maturities					\$ 100,000 00	\$ 103,053 18	\$ (3,053 18)
Total Receipts					\$ 100,000 00		

Investment Balances, Management Fees, and Performance Results are based on actual and estimated information as reported to GenSpring.



Portfolio Activity Detail

Faulhaber Foundation INC
Account # 543
From 07-01-11 To 07-31-11

Capital Gain Distributions

Trade Date	Settle Date	Security Name	Symbol	Quantity	Amount
Long Term					
07-01-11	07-07-11	FPA FDS TR FPA CRESCENT I	FPAC X		\$ 57.20
Total Long Term Capital Gain Distributions					\$ 57.20
Total Capital Gain Distributions					\$ 57.20

Sales/Maturities

Trade Date	Settle Date	Security Name	Symbol	Units	Proceeds	Cost	Gain/Loss
Partnership/Other							
07-01-11	07-01-11	AMA MULTI-STRATEGY OFFSHORE FUND LTD-CL B	AMAMULTLTDA	74.6110	\$ 27,073.33	\$ 21,924.44	\$ 5,148.89
07-01-11	07-01-11	GROWTH CAPITAL TEI PORTFOLIO LLC			\$ 16,184.01	\$ 15,959.23	\$ 224.78
Total Sales/Maturities					\$ 43,257.34	\$ 37,883.67	\$ 5,373.67
					①	②	

¹
Investment Balances, Management Fees, and Performance Results are based on actual and estimated information as reported to GenSpring.



Portfolio Activity Detail

Faulhaber Foundation INC
Account # 543
From 09-01-11 To 09-30-11

Sales/Maturities

Trade Date	Settle Date	Security Name	Symbol	Units	Proceeds	Cost	Gain/Loss
Short Term							
09-27-11	09-28-11	DFA INVT DIMENSION GRP EMRG MKTS VAL	DFEV X	6 0160	\$ 158 46	\$ 212 83	\$ (54 37)
09-27-11	09-28-11	DFA INVT DIMENSION GRP EMRG MKTS VAL	DFEV X	573 8880	15,116 21	20,000 00	(4,883 79)
09-27-11	09-28-11	DFA INVT DIMENSION GRP EMRG MKTS VAL	DFEV X	61 8550	1,629 26	2,140 18	(510 92)
					\$ ① 16,903 93	\$ ② 22,353 01	\$ (5,449 08)
Long Term							
09-27-11	09-28-11	DFA INVT DIMENSION GRP EMRG MKTS VAL	DFEV X	2 2160	\$ 58 37	\$ 72 56	\$ (14 19)
09 27-11	09-28-11	DFA INVT DIMENSION GRP EMRG MKTS VAL	DFEV X	20 4140	537 70	645 49	(107 79)
					\$ ① 596 07	\$ ② 718 05	\$ (121 98)
Total Sales/Maturities					\$ 17,500 00	\$ 23,071 06	\$ (5,571 06)

¹
Investment Balances, Management Fees, and Performance Results are based on actual and estimated information as reported to GenSpring.



Portfolio Activity Detail

Faulhaber Foundation INC
Account # 543
From 11-01-11 To 11-30-11

Sales/Maturities

Trade Date	Settle Date	Security Name	Symbol	Units	Proceeds	Cost	Gain/Loss
Partnership Other 11-01-11	11-01-11	AMA MULTI-STRATEGY OFFSHORE FUND LTD-CL B	AMAMULTLTD	57.3026	\$ 19,233.04	\$ 16,838.37	\$ 2,394.67
					\$ 19,233.04 ①	\$ 16,838.37 ②	\$ 2,394.67
Total Sales/Maturities					\$ 19,233.04	\$ 16,838.37	\$ 2,394.67

¹
Investment Balances, Management Fees, and Performance Results are based on actual and estimated information as reported to GenSpring.



Portfolio Activity Detail

Faulhaber Foundation INC
Account # 543
From 12-01-11 To 12-31-11

Capital Gain Distributions

Trade Date	Settle Date	Security Name	Symbol	Quantity	Amount
Short Term					
12-05-11	12-05-11	UNIFIED SER TR IRON STRAT INC	IFUN X		\$ 2,467.04
12-14-11	12-15-11	IVA FIDUCIARY TR IVA WRLDWIDE I	IVW1 X		579.53
Total Short Term Capital Gain Distributions					\$ 3,046.57
Long Term					
12-05-11	12-05-11	UNIFIED SER TR IRON STRAT INC	IFUN X		\$ 1,740.52
12-13-11	12-16-11	DFA INV1 DIMENSION GRP EMRG MKTS VAL	DFEV X		241.70
12-14-11	12-15-11	IVA FIDUCIARY TR IVA WRLDWIDE I	IVW1 X		1,382.07
12-15-11	12-19-11	TEMPLETON INCOME TR GLB BD ADVSR	TGBA X		124.16

Investment Balances, Management Fees, and Performance Results are ¹based on actual and estimated information as reported to GenSpring.



Portfolio Activity Detail

Paulhaber Foundation INC
Account # 543
From 12-01-11 To 12-31-11

Capital Gain Distributions

Trade Date	Settle Date	Security Name	Symbol	Quantity	Amount
12-20-11	12-21-11	FPA FDS TR FPA CRESCENT I	FPAC X		678.06
Total Long Term Capital Gain Distributions					\$ 4,166.51
Total Capital Gain Distributions					\$ 7,213.08

Sales/Maturities

Trade Date	Settle Date	Security Name	Symbol	Units	Proceeds	Cost	Gain/Loss
Partnership/Other							
12-01-11	12-01-11	AMA MULTI-STRATEGY OFFSHORE FUND LTD-CL B	AMAMULTLTD	0.9477	\$ ① 0.00	\$ ② 278.48	\$ (278.48)
ADJUSTMENT DUE TO REVISED NAV							
12-01-11	12-01-11	GCP SPV LTD	GCPSPVLTD	67.0226	\$ ④ 5,206.43	\$ ⑤ 6,702.26	\$ (1,495.83)
					\$ 5,206.43	\$ 6,980.74	\$ (1,774.31)
Total Sales/Maturities					\$ 5,206.43	\$ 6,980.74	\$ (1,774.31)

Long Term Sales

Σ ① = \$150,906.95

Σ ② = \$143,126.07

Short Term Sales

Σ ④ = \$45,491.13

Σ ⑤ = \$53,713.34

Investment Balances, Management Fees, and Performance Results are ² based on actual and estimated information as reported to GenSpring.

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GENSPRING - 543		
SUNTRUST - 3266	238.	238.
WELLS FARGO - 6074	5.	5.
INTEREST FROM K-1 ACTIVITIES	61.	61.
TOTAL	<u>304.</u>	<u>304.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GENSPRING - 3266	7,503.	7,503.
WELLS FARGO - 6074	15,725.	15,725.
TOTAL	<u>23,228.</u>	<u>23,228.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MISC INCOME (LOSS) - PER K-1S	-94.	-94.
TOTALS	<u>-94.</u>	<u>-94.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
TAXES	736.
TOTALS	<u>736.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT FEES	4,509.	4,509.
OTHER EXPENSES FROM K-1	3,336.	3,336.
MISC EXPENSES	2,238.	
TOTALS	<u>10,083.</u>	<u>7,845.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PUBLICLY TRADED STOCKS	268,648.	891,776.
TOTALS	<u>268,648.</u>	<u>891,776.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MUTUAL FUNDS	267,492.	255,512.
ABBAY CAPITAL ACL ALTERNATIVE	100,000.	95,878.
AMA MULTI-STRATEGY FUND	19,277.	22,568.
GROWTH CAPITAL TEI PORTFOLIO	184,789.	184,626.
GCP SPV LTD	9,482.	7,477.
TOTALS	<u>581,040.</u>	<u>566,061.</u>

ATTACHMENT 8

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

DESCRIPTION

AMOUNT

OTHER YEAR-END TIMING DIFFERENCES

9,636.

TOTAL

9,636.

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

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
FRITZ FAULHABER 14881 EVERGREEN AVE CLEARWATER, FL 33762	DIRECTOR 1 00	0	0	0
PING FAULHABER 14881 EVERGREEN AVE CLEARWATER, FL 33762	DIRECTOR 1.00	0	0	0
	GRAND TOTALS	<u>0</u>	<u>0</u>	<u>0</u>

ATTACHMENT 10

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

FRITZ FAULHABER
PING FAULHABER

The Faulhaber Foundation
Charitable Donations - Educational
December 31, 2011

Federal ID#: 59-3680687

<u>Organization</u>	<u>Amount</u>
Career Technical Education Foundation (CTEF), Inc. 2901 Rigsby Lane Saftey Harbor, FL 34695	10,000
Relationship None Status School Purpose Scientific Education	
MOSI - Museum of Science and Industry 4801 E Fowler Avenue Tampa, FL 33617	48,366
Relationship None Status Public Purpose Scientific Education	
G. WIZ - The Science Museum 1001 Boulevard of the Arts Sarasota, FL 34236	50,000
Relationship None Status Public Purpose Scientific Education	
Great Explorations Children's Museum 1925 4th Street North St Petersburg, FL 33704	10,000
Relationship None Status Public Purpose Scientific Education	
Asolo Repertory Theatre 5555 N Tamiami Trail Sarasota, FL 34243	4,396
Relationship None Status Public Purpose Artistic Education	
Ringling College of Art +Design 2700 N Tamiami Trail Sarasota, FL 34234	10,000
Relationship None Status Public Purpose Scientific Education	
American Red Cross, Southwest Florida Chapter 2001 Cantu Court Sarasota, FL 34232	10,000
Relationship None Status Public Purpose Scientific Education	

Total Donations

\$ 142,762

• 990 PF, Part VII-A, Line 11a

Schedule of Information Regarding Transfer To a Controlled Entity

The Faulhaber Foundation

EIN: 59-3680687

For the Year Ended: 12/31/2011

(A) Name and address of each controlled entity		(B) Employer Identification Number	(C) Description of transfer	(D) Amount of Tranfer
a	Sarasota Scientific Instruments Inc	20-4069134	Charitable Contribution	150,000
	14881 Evergreen Avenue			
	Clearwater, FL 33762-3008			
b				
c				
d				
e				
Total				150,000

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

- 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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	THE FAULHABER FOUNDATION		☒ X	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions		☐	59-3680687
	14881 EVERGREEN AVENUE		☐	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions			
	CLEARWATER, FL 33762			

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-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 (sec. 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 ▶ FRITZ FAULHABER

Telephone No ▶ 727 572-0131

FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 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	\$	300.
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	\$	0
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	\$	300.

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

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

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

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

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

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions	
	THE FAULHABER FOUNDATION	☒ X	Employer identification number (EIN) or 59-3680687
	Number, street, and room or suite no. If a P.O. box, see instructions	☐	Social security number (SSN)
	14881 EVERGREEN AVENUE		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	CLEARWATER, FL 33762		

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

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

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

- The books are in the care of **FRITZ FAULHABER**
Telephone No **727 572-0131** FAX No
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **11/15, 2012**
- 5 For calendar year **2011**, or other tax year beginning , 20 , and ending , 20
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **THE FOUNDATION HAS NOT YET RECEIVED SEVERAL K-1 SCHEDULES FROM ITS INVESTMENTS. ADDITIONAL TIME IS REQUIRED TO GATHER THE MISSING K-1 SCHEDULES**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	300.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	300.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0

Signature and Verification must be completed for Part II only.

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

Signature  Digitally signed by Melchior, Michele Title **CPA** Date **8/8/2012**

Michele N Melchior
Grant Thornton, LLP
201 S. College Street, #2500
Charlotte, NC

Form 8868 (Rev. 1-2012)