Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

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

Name of foundation
THE AHRENS FAMILY FOUNDATION

A Employer identification number
61-6265649

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
21 AUTUMN HILL

B Telephone number
(502)228-5800

City or town, state, and ZIP code
PROSPECT, KY 40059

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,332,271.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	13.	13.		STATEMENT 1
	4 Dividends and interest from securities	41,680.	41,680.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	40,773.			
	b Gross sales price for all assets on line 6a 458,215.				
	7 Capital gain net income (from Part IV, line 2)		40,773.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	13,104.	13,104.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	95,570.	95,570.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	1,450.	0.		0.
	c Other professional fees STMT 5	14,420.	0.		0.
	17 Interest				
	18 Taxes STMT 6	876.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	16,746.	0.		0.
	25 Contributions, gifts, grants paid	61,760.			61,760.
	26 **Total expenses and disbursements.** Add lines 24 and 25	78,506.	0.		61,760.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	17,064.			
	b **Net investment income** (if negative, enter -0-)		95,570.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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LHA **For Paperwork Reduction Act Notice, see instructions.**

Form **990-PF** (2011)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		60.	60.
	2	Savings and temporary cash investments	44,397.	44,763.	44,763.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			6,040.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	763,529.	691,693.	762,574.
	c	Investments - corporate bonds STMT 9	427,207.	518,468.	518,834.
	11	Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	1,235,133.	1,254,984.	1,332,271.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,458,580.	1,461,367.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	-223,447.	-206,383.	
	30	**Total net assets or fund balances**	1,235,133.	1,254,984.	
	31	**Total liabilities and net assets/fund balances**	1,235,133.	1,254,984.	

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	1,235,133.
2	Enter amount from Part I, line 27a	2	17,064.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	2,787.
4	Add lines 1, 2, and 3	4	1,254,984.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,254,984.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
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	458,215.		417,442.	40,773.

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				40,773.

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	40,773.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	62,659.	116,714.	.536859
2009	70,680.	1,265,869.	.055835
2008	83,322.	1,422,034.	.058594
2007	109,922.	1,632,193.	.067346
2006	67,100.	1,605,565.	.041792

2	**Total** of line 1, column (d)	2	.760426
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	.152085
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	102,199.
5	Multiply line 4 by line 3	5	15,543.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	956.
7	Add lines 5 and 6	7	16,499.
8	Enter qualifying distributions from Part XII, line 4	8	61,760.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	956.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	956.
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	956.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	11.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	967.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
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 ▶ RONALD J. ECKEN, CPA Telephone no. ▶ 502-244-5505

Located at ▶ 205 TOWNEPARK CIRCLE, STE. 200, LOUISVILLE, KY ZIP+4 ▶ 40243

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

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

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

(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
EDWIN M. AHRENS 21 AUTUMN HILL PROSPECT, KY 40059	TRUSTEE, ADVISORY BOARD 1.00	0.	0.	0.
RICHARD E. AHRENS 558 BAXTER EUGENE, OR 97402	ADVISORY BOARD 1.00	0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	100,040.
b	Average of monthly cash balances	1b	3,715.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	103,755.
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	103,755.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,556.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	102,199.
6	**Minimum investment return** Enter 5% of line 5	6	5,110.

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	5,110.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	956.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	956.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	4,154.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	4,154.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	4,154.

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	61,760.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	61,760.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	956.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	60,804.

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					4,154.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: ______, ______, ______			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006					
b From 2007	5,317.				
c From 2008	12,768.				
d From 2009	8,099.				
e From 2010	57,751.				
f **Total** of lines 3a through e		83,935.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 61,760.					
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					4,154.
e Remaining amount distributed out of corpus		57,606.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		141,541.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		141,541.			
10 Analysis of line 9:					
a Excess from 2007	5,317.				
b Excess from 2008	12,768.				
c Excess from 2009	8,099.				
d Excess from 2010	57,751.				
e Excess from 2011	57,606.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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 ▶ ☐ 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:

EDWIN M. AHRENS, TRUSTEE, (502)228-5800
21 AUTUMN HILL, PROSPECT, KY 40059

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

ALL APPLICATIONS MUST BE IN WRITING

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
21ST CENTURY PARKS 471 W. MAIN STREET LOUISVILLE, KY 40202		501(C)(3)	GENERAL SUPPORT	2,000.
AMERICAN BIRD CONSERVANCY 1731 CONNECTICUT AVE. NW WASHINGTON, DC 20009		501(C)(3)	GENERAL SUPPORT	1,000.
AMERICAN BIRDING ASSOCIATION 4945 N. 30TH ST. COLORADO SPRINGS, CO 80919		501(C)(3)	GENERAL SUPPORT	1,000.
AMERICAN SKIN ASSOCIATION 346 PARK AVE. S NEW YORK, NY 10010		501(C)(3)	GENERAL SUPPORT	1,000.
BECKHAM BIRD CLUB PO BOX 5301 LOUISVILLE, KY 40255		501(C)(3)	GENERAL SUPPORT	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	61,760.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	13.	
4 Dividends and interest from securities			14	41,680.	
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			18	13,104.	
8 Gain or (loss) from sales of assets other than inventory			18	40,773.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		95,570.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 95,570.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Edwin M. Ahrens | 5.15.12 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
RONALD J. ECKEN				P00061473

Firm's name ▶ ECKEN & SMITH, P.S.C. | Firm's EIN ▶ 61-1226763

Firm's address ▶ 205 TOWNEPARK CIRCLE, STE 200
LOUISVILLE, KY 40243 | Phone no. 502-244-5505

THE AHRENS FAMILY FOUNDATION 61-6265649

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BERNHEIM FOREST P.O. BOX 130 CLERMONT, KY 40110		501(C)(3)	GENERAL SUPPORT	1,000.
CINCINNATI NATURE CENTER 4949 TEALTOWN ROAD MILFORD, OH 45150		501(C)(3)	GENERAL SUPPORT	1,000.
CIVIL WAR PRESERVATION TRUST 1331 H STREET N.W. WASHINGTON, DC 20005		501(C)(3)	GENERAL SUPPORT	3,000.
DENISON UNIVERSITY 100 SOUTH ROAD GRANVILLE, OH 43023		501(C)(3)	GENERAL SUPPORT	3,000.
DERMATOLGY FOUNDATION 1560 SHERMAN AVE. EVANSTON, IL 60201		501(C)(3)	GENERAL SUPPORT	1,500.
FALLS OF OHIO STATE PARK 201 WEST RIVERSIDE CLARKSVILLE, IN 47129		501(C)(3)	GENERAL SUPPORT	2,000.
KENTUCKY NATURAL LANDS TRUST 433 CHESTNUT ST. BEREA, KY 40403		501(C)(3)	GENERAL SUPPORT	1,000.
KENTUCKY ORNITHOLOGICAL SOCIETY 801 SCHENKEL LANE FRANKFORT, KY 40601		501(C)(3)	GENERAL SUPPORT	3,000.
LOUISVILLE NATURE CENTER 374 ILLINOIS AVE. LOUISVILLE, KY 40213		501(C)(3)	GENERAL SUPPORT	2,000.
LOUISVILLE OLMSTEAD PARK CONSERVANCY PO BOX 37280 LOUISVILLE, KY 40233		501(C)(3)	GENERAL SUPPORT	1,000.
Total from continuation sheets				55,760.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PHI GAMMA DELTA FOUNDATION UNIVERSITY OF KENTUCKY LEXINGTON, KY 40506		501(C)(3)	GENERAL SUPPORT	1,000.
PUBLIC RADIO PARTNERSHIP 619 SO. 4TH ST. LOUISVILLE, KY 40202		501(C)(3)	GENERAL SUPPORT	1,000.
UNITED NEGRO COLLEGE FUND PO BOX 10444 FAIRFAX, VA 22031		501(C)(3)	GENERAL SUPPORT	1,000.
UNIVERSITY OF CINCINNATI MEDICAL FUND 2600 CLIFTON AVE. CINCINNATI, OH 45211		501(C)(3)	GENERAL SUPPORT	1,000.
UNIVESITY OF CINCINNATI FOUNDATION P.O. BOX 19970 CINCINNATI, OH 45219		501(C)(3)	GENERAL SUPPORT	3,300.
WALNUT HILLS HIGH SCHOOL 3250 VICTORY PARKWAY CINCINNATI, OH 45207		501(C)(3)	GENERAL SUPPORT	1,000.
CINCINNATI NATURE CONSERVATORY 6375 RIVERSIDE DR STE 50 DUBLIN, OH 43017		501(C)(3)	GENERAL SUPPORT	3,000.
SCHOOL GARDEN PROJECT PO BOX 30072 EUGENE , OR 97403		501(C)(3)	GENERAL SUPPORT	5,205.
NEXT STEP RECYCLING 2101 W 10TH ST EUGENE, OR 97402		501(C)(3)	GENERAL SUPPORT	10,357.
CASCADE RAPTOR CARD CENTER 32275 FOX HOLLOW ROAD EUGENE, OR 97405		501(C)(3)	GENERAL SUPPORT	10,398.
Total from continuation sheets				

CONTINUATION FOR 990-PF, PART IV

THE AHRENS FAMILY FOUNDATION 61-6265649 PAGE 1 OF 2

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	CAMECO CORP COM	P	04/29/11	10/04/11
b	MEMC ELECTRIC MATLS INC	P	VARIOUS	08/05/11
c	SCHWAB CHARLES CORP NEW COM	P	VARIOUS	10/04/11
d	SOUTHWESTERN ENERGY CO	P	01/06/11	10/04/11
e	CAMECO CORP COM	P	01/11/10	10/04/11
f	FIDELITY FLOATING RATE HIGH INC	P	12/14/10	08/22/11
g	ROYCE FD PREMIER SER	P	12/27/10	10/05/11
h	BANK OF AMERICA CORP	P	03/12/10	06/23/11
i	CANADIAN NTAL RY CO	P	02/20/09	06/06/11
j	CISCO SYS INC COM	P	VARIOUS	03/11/11
k	CLOROX CO	P	VARIOUS	01/05/11
l	CVS CORP	P	06/11/08	02/09/11
m	FRESENIUS MED CARE SP ADR	P	08/18/08	04/29/11
n	FRESENIUS MED CARE SP ADR	P	08/18/08	08/05/11
o	GENERAL DYNAMICS CORP	P	07/24/09	08/12/11

	(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	3,528.		5,888.	-2,360.
b	6,218.		13,439.	-7,221.
c	9,050.		15,069.	-6,019.
d	8,867.		10,337.	-1,470.
e	4,410.		9,319.	-4,909.
f	40,200.		42,000.	-1,800.
g	36,163.		40,000.	-3,837.
h	10,059.		16,188.	-6,129.
i	7,640.		3,314.	4,326.
j	7,383.		556.	6,827.
k	27,857.		27,715.	142.
l	15,711.		19,822.	-4,111.
m	15,654.		10,504.	5,150.
n	10,464.		7,878.	2,586.
o	15,276.		13,196.	2,080.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-2,360.
b				-7,221.
c				-6,019.
d				-1,470.
e				-4,909.
f				-1,800.
g				-3,837.
h				-6,129.
i				4,326.
j				6,827.
k				142.
l				-4,111.
m				5,150.
n				2,586.
o				2,080.

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

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

THE AHRENS FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
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Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	HEWLETT PACKARD CO COM	P	12/30/08	04/14/11
b	INGERSOLL RAND PLC	P	10/09/06	04/29/11
c	INGERSOLL RAND PLC	P	VARIOUS	12/01/11
d	JOHNSON & JOHNSON COM	P	VARIOUS	03/21/11
e	LOWES COS INC	P	02/01/08	01/10/11
f	MARATHON OIL CORP	P	05/28/09	03/18/11
g	MCGRAW HILL COS INC	P	VARIOUS	09/20/11
h	MICROSOFT CORP	P	VARIOUS	02/01/11
i	NALCO HOLDINGS	P	05/04/10	07/21/11
j	NYSE EURONEXT	P	02/19/10	04/01/11
k	ROYAL DUTCH PETE CO NY REGISTRY	P	VARIOUS	06/30/11
l	TEVA PHARMACEUTICALS	P	08/08/06	08/12/11
m	TRAVELERS COS INC	P	05/11/05	01/04/11
n	TYCO INTERNATIONAL LTD	P	06/17/10	12/01/11
o	CAPITAL GAINS DIVIDENDS			

	(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	14,121.		12,547.	1,574.
b	6,328.		4,501.	1,827.
c	10,025.		4,823.	5,202.
d	14,570.		14,571.	-1.
e	19,420.		20,479.	-1,059.
f	28,399.		26,545.	1,854.
g	25,653.		18,429.	7,224.
h	16,736.		5,880.	10,856.
i	16,303.		11,488.	4,815.
j	23,384.		15,177.	8,207.
k	32.			32.
l	16,026.		14,322.	1,704.
m	23,550.		16,176.	7,374.
n	21,306.		17,279.	4,027.
o	3,882.			3,882.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,574.
b				1,827.
c				5,202.
d				-1.
e				-1,059.
f				1,854.
g				7,224.
h				10,856.
i				4,815.
j				8,207.
k				32.
l				1,704.
m				7,374.
n				4,027.
o				3,882.

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	40,773.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
DEUTSCHE BANK AG OID	13.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABBOTT LABS	658.	0.	658.
AMGEN INC	1,213.	0.	1,213.
AOL TIME WARNER	1,719.	0.	1,719.
APACHE CORP	102.	0.	102.
BAC CAPITAL TRUST	1,556.	0.	1,556.
BANK AMERICA	19.	0.	19.
BAXTER INTL	434.	0.	434.
BHP FINANCE USA LTD	844.	0.	844.
BHP FINANCE USA LTD	844.	0.	844.
BHP LIMITED SPONS ADR COM	444.	0.	444.
CAMECO CORP COM	135.	0.	135.
CANADIAN NATL RY CO	322.	0.	322.
CARNIVAL CORP	244.	0.	244.
CATERPILLAR INC	69.	0.	69.
CHARLES SCHWAB CORP	1,238.	0.	1,238.
COMCAST	821.	0.	821.
CVS CORP	59.	0.	59.
ECOLAB INC	44.	0.	44.
EMERSON ELECTRIC CO	205.	0.	205.
EXXON MOBIL CORP	483.	0.	483.
FIDELITY FLOATING RATE	726.	0.	726.
FIRST EAGLE OVERSEAS CLASS A	1,237.	1,237.	0.
FIRST EAGLE OVERSEAS CLASS A	824.	0.	824.
FRESENIUS MED CARE	137.	0.	137.
GENERAL DYNAMICS CORP	340.	0.	340.
GOLDMAN SACHS	1,066.	0.	1,066.
HEWLETT-PACKARD CO	28.	0.	28.
HSBC FIN CORP MTN	915.	0.	915.
JOHNSON & JOHNSON	134.	0.	134.
JOHNSON CONTROLS	288.	0.	288.
JP MORGAN CHASE & CO	340.	0.	340.
LOWE'S COS INC	2,520.	0.	2,520.
MARATHON OIL	488.	0.	488.
MATTHEWS ASIAN GROWTH & INCOME FUND	2,392.	2,392.	0.
MATTHEWS ASIAN GROWTH & INCOME FUND	1,270.	0.	1,270.

MATTHEWS ASIAN GROWTH & INCOME FUND	863.	0.	863.
MC GRAW-HILL COS INC	413.	0.	413.
MERCK AND CO	323.	0.	323.
METLIFE INC	1,344.	0.	1,344.
MORGAN STANLEY	303.	0.	303.
NALCO	47.	0.	47.
NAT CITY CAP TRUST IV	3,000.	0.	3,000.
NEW YORK COMMUNITY BANCORP	1,500.	0.	1,500.
NEWMONT MNG CORP	70.	0.	70.
NYSE EURONEXT	68.	0.	68.
OCCIDENTAL PETE CORP	352.	0.	352.
PEPSICO INC	547.	0.	547.
PROCTOR & GAMBLE CO	781.	0.	781.
PRUDENTIAL	856.	0.	856.
RENAISSANCERE HOLDINGS LTD	312.	0.	312.
ROGERS COMMUNICATIONS	110.	0.	110.
SCHWAB CHARLES CORP	84.	0.	84.
STATE STREET CORP	1,075.	0.	1,075.
SYSCO CORP	624.	0.	624.
TEMPLETON GLOBAL BOND FUND	1,271.	0.	1,271.
TEMPLETON GLOBAL BOND FUND	253.	253.	0.
TEMPLETON GLOBAL BOND FUND	764.	0.	764.
TEVA PHARMACEUTICAL INDS LTD	271.	0.	271.
TJX COS INC	302.	0.	302.
TYCO INTERNATIONAL LTD	444.	0.	444.
UNITED TECHNOLOGIES	435.	0.	435.
VERIZON COMMUNICATIONS	163.	0.	163.
VISA INC CLASS A SHRS	134.	0.	134.
WACHOVIA CAP TRUST IV	1,594.	0.	1,594.
WACHOVIA CORP	2,625.	0.	2,625.
WASTE MGMT	476.	0.	476.
TOTAL TO FM 990-PF, PART I, LN 4	45,562.	3,882.	41,680.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GAIN ON DONATION OF SECURITIES	13,104.	13,104.	
TOTAL TO FORM 990-PF, PART I, LINE 11	13,104.	13,104.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,450.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,450.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RIVERPORT CAPITAL MANAGEMENT	14,420.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	14,420.	0.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORIEGN TAXES	412.	0.		0.
2010 FEDERAL TAX	464.	0.		0.
TO FORM 990-PF, PG 1, LN 18	876.	0.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
COST/FAIR VALUE OF CONTRIBUTED SECURITIES	2,787.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,787.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
APACHE	6,038.	15,399.
BHP BILLION	5,597.	15,539.
EXXON	5,791.	13,901.
JOHNSON & JOHNSON	0.	0.
MICROSOFT	11,423.	11,682.
PROCTOR & GAMBLE	15,818.	21,414.
CISCO SYS INC	0.	0.
UNITED TECHNOLOGIES	8,867.	17,030.
TEVA PHARMACEUTICA	0.	0.
CLOROX CO	0.	0.
NEW YORK COMMUNITY BANCORP	27,588.	18,555.
T J X COS INC	7,391.	18,720.
TRAVELERS COC INC	0.	0.
ABBOTT LABS	18,265.	19,680.
CVS CAREMARK CORP	0.	0.
FRESENIUS MED CARE	0.	0.
JP MORGAN CHASE & CO	19,571.	14,131.
LOWES COS INC	0.	0.
MC GRAW-HILL COS INC	0.	0.
PEPSICO INC	14,837.	18,246.
SYSCO CORP	18,776.	17,598.
FISERV INC	16,766.	20,559.
GENERAL DYNAMICS CORP	0.	0.
HEWLETT PACKARD CO	0.	0.
OCCIDENTAL PETROLEUM CORPORATION	10,812.	18,740.
VISA INC CLASS A	13,443.	20,306.
NAT CITY CAP TRUST IV	33,541.	38,295.
WACHOVIA CAP TRUST IV	18,469.	25,160.
CANADIAN NATL RY CO	7,356.	17,440.
INGERSOLL RAND PLC	0.	0.
RENAISSANCE RE HOLDINGS LTD	16,322.	22,311.
MATTHEWS ASIAN GROWTH & INCOME FUND	64,479.	60,931.
BANK OF AMERICA	0.	0.
BAXTER INTL	20,105.	17,318.
CROWN HOLDINGS	17,672.	21,827.
JOHNSON CONTROLS	13,111.	14,067.
NALCO HOLDING	0.	0.
NYSE EURONEXT	0.	0.
WASTE MGMT	11,947.	11,449.
BAC CAPITAL TRUST	23,160.	18,680.
CAMECO CORP	0.	0.
LAZARD LTD	16,698.	11,750.
TYCO INTERNATIONAL	0.	0.
WEATHERFORD INTERNATIONAL	14,037.	12,444.
ROYCE PREMIER FUND	0.	0.
AMERICAN ELECTRIC POWER CO	14,659.	15,491.
BIG LOTS INC	10,415.	12,272.

BROADCOM CORP	16,903.	13,212.
CATERPILLAR	12,759.	13,590.
ECOLAB INC	11,805.	14,453.
EMERSON ELECTRIC CO	12,539.	12,812.
GENERAL MILLS INC	12,054.	12,123.
MCCORMICK CO INC	12,220.	12,605.
MERCK & COMPANY INC	14,337.	16,023.
NETAPP INC	8,717.	8,161.
NEWMONT MINING CORP	13,475.	12,002.
VERIZON COMMUNICATIONS INC	11,185.	13,039.
CARNIVAL CORP	13,228.	10,608.
ROGERS COMMUNICATIONS INC CLASS B	11,987.	12,516.
FIRST EAGLE OVERSEAS CLASS A	43,500.	39,415.
MARVELL TECHNOLOGY CORP	14,030.	11,080.
TOTAL TO FORM 990-PF, PART II, LINE 10B	691,693.	762,574.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
METLIFE 12/15/2012	26,563.	26,017.
WACHOVIA CORP SUB 5.25% 08/01/2014	49,628.	52,739.
LOWES COS INC	47,098.	46,470.
AMGEN INC	25,005.	27,094.
AOL TIME WARNER	25,114.	25,500.
BHP FINANCE USA LTD	26,716.	27,472.
CHARLES SCHWAB CORP	26,195.	27,094.
COMCAST CORP	25,404.	26,939.
MARATHON OIL CORP	0.	0.
PRUDENTIAL FINANCIAL INC	25,327.	25,382.
STATE STREET CORP	26,025.	26,757.
GOLDMAN SACHS	25,587.	25,342.
HSBC FINANCE	30,000.	28,362.
FIDELITY FLOATING RATE	0.	0.
CREDIT SUISSE NY MEDIUM TERM NOTE	40,216.	39,592.
DEUTSCHE BANK AG	24,755.	25,341.
GENERAL ELECTRIC CAP CORP	24,759.	25,112.
MORGAN STANLEY 2.875	25,076.	23,945.
TEMPLETON GLOBAL BOND FUND ADVISOR	45,000.	39,676.
TOTAL TO FORM 990-PF, PART II, LINE 10C	518,468.	518,834.