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

Department of the Treasury  
Internal Revenue Service

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

**2011**

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>B &amp; R CHARITABLE FOUNDATION, INC.</b>		A Employer identification number <b>62-1664477</b>
Number and street (or P O box number if mail is not delivered to street address) <b>4015 HILLSBORO PIKE</b>	Room/suite <b>207</b>	B Telephone number <b>(615) 385-2566</b>
City or town, state, and ZIP code <b>NASHVILLE, TN 37215</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>326,972.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8.	8.		STATEMENT 2
	4 Dividends and interest from securities	6,358.	6,358.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,215.			STATEMENT 1
	b Gross sales price for all assets on line 6a	105,710.			
	7 Capital gain net income (from Part IV, line 2)		43,537.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	14,581.	49,903.			
Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	1,350.	0.		1,350.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	20.	0.		20.	
24 Total operating and administrative expenses. Add lines 13 through 23	1,370.	0.		1,370.	
25 Contributions, gifts, grants paid	106,285.			106,285.	
26 Total expenses and disbursements. Add lines 24 and 25	107,655.	0.		107,655.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-93,074.				
b Net investment income (if negative, enter -0-)		49,903.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		5,320.	6,866.	6,866.	
	2	Savings and temporary cash investments		3,640.	5,714.	5,714.	
	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			1,100.	1,900.	1,900.
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 6		300,321.	202,827.	221,432.
	c	Investments - corporate bonds					
11	Investments - land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other	STMT 7		91,060.	91,060.	91,060.	
14	Land, buildings, and equipment: basis ▶						
	Less accumulated depreciation ▶						
15	Other assets (describe ▶)						
16	<b>Total assets (to be completed by all filers)</b>			<b>401,441.</b>	<b>308,367.</b>	<b>326,972.</b>	
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	<b>Total liabilities (add lines 17 through 22)</b>			<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds			1,000.	1,000.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			465,881.	465,881.	
	29	Retained earnings, accumulated income, endowment, or other funds			-65,440.	-158,514.	
30	<b>Total net assets or fund balances</b>			<b>401,441.</b>	<b>308,367.</b>		
31	<b>Total liabilities and net assets/fund balances</b>			<b>401,441.</b>	<b>308,367.</b>		

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	401,441.
2	Enter amount from Part I, line 27a	2	-93,074.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	308,367.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>308,367.</b>

**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	<b>SEE ATTACHED STATEMENT</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	105,710.	62,173.	43,537.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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					
b					
c					
d					
e			43,537.		
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	43,537.
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	75,031.	444,997.	.168610
2009	62,578.	376,919.	.166025
2008	129,258.	544,292.	.237479
2007	119,128.	710,235.	.167730
2006	87,081.	680,181.	.128026

2 Total of line 1, column (d)	2	.867870
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	.173574
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	375,693.
5 Multiply line 4 by line 3	5	65,211.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	499.
7 Add lines 5 and 6	7	65,710.
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	107,655.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	499.
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	499.
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	499.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	393.
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	393.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	106.
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
(1)		
(2)		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of DAVID D. DORTCH Telephone no. (615) 385-2566 Located at 4015 HILLSBORO PIKE, HILL CENTER, SUITE 207, NASH ZIP+4 37215
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
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? 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.)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

**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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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).  N/A

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?  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  No

b 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.

(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
DAVID D. DORTCH 4015 HILLSBORO PIKE, HILL CENTER, SUITE 100 NASHVILLE, TN 37215	PRESIDENT 2.00	0.	0.	0.
BETH FRANKLIN 4015 HILLSBORO PIKE, HILL CENTER, SUITE 100 NASHVILLE, TN 37215	SECRETARY 2.00	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	
3 All other program-related investments. See instructions.	

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	278,085.
b	Average of monthly cash balances	1b	10,769.
c	Fair market value of all other assets	1c	92,560.
d	Total (add lines 1a, b, and c)	1d	381,414.
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	381,414.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,721.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	375,693.
6	Minimum investment return. Enter 5% of line 5	6	18,785.

**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	18,785.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	499.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	499.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,286.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	18,286.
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	18,286.

**Part XIII** 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	107,655.
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	107,655.
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	499.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	107,156.

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				18,286.
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	55,040.			
b From 2007	86,210.			
c From 2008	103,095.			
d From 2009	43,916.			
e From 2010	53,011.			
f Total of lines 3a through e	341,272.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	107,655.			
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				18,286.
e Remaining amount distributed out of corpus	89,369.			
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	430,641.			
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	55,040.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	375,601.			
10 Analysis of line 9:				
a Excess from 2007	86,210.			
b Excess from 2008	103,095.			
c Excess from 2009	43,916.			
d Excess from 2010	53,011.			
e Excess from 2011	89,369.			

**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				(e) Total
	(a) 2011	(b) 2010	Prior 3 years		
			(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.					
3 Subtract line 2d from line 2c					
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).)

DAVID D. DORTCH

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

NONE

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

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

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

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

c Any submission deadlines.

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

<b>Part XV Supplementary Information</b> (continued)				
<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE ATTACHED	NONE	PUBLIC	TO FURTHER CHARITABLE PURPOSE	106,285.
<b>Total</b>				<b>▶ 3a</b> 106,285.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>▶ 3b</b> 0.





**B & R CHARITABLE FOUNDATION, INC.**

**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 600 SHS QUESTAR CORPORATION CMN	D	12/24/01	01/19/11
b 100 SHS CHEVRON CORPORATION CMN	D	12/27/04	04/04/11
c 800 SHS MICROSOFT CORPORATION CMN	P	05/04/04	04/04/11
d 100 SHS PRAXAIR INC CMN	P	06/14/06	04/04/11
e 50 SHS SCHLUMBERGER LTD CMN	P	06/14/06	04/04/11
f 500 SHS AT&T INC CMN	D	11/22/05	09/30/11
g 250 SHS CHEVRON CORPORATION CMN	D	12/27/94	09/30/11
h 125 SHS PRAXAIR, INC CMN SERIES	P	06/14/06	09/30/11
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 10,574.		7,508.	3,066.
b 10,740.		2,045.	8,695.
c 20,353.		21,164.	-811.
d 10,098.		5,192.	4,906.
e 4,609.		2,820.	1,789.
f 14,290.		11,841.	2,449.
g 23,352.		5,113.	18,239.
h 11,694.		6,490.	5,204.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			3,066.
b			8,695.
c			-811.
d			4,906.
e			1,789.
f			2,449.
g			18,239.
h			5,204.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 if (loss), enter "-0-" in Part I, line 7 }	2	43,537.
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

**B&R FOUNDATION  
2011 CONTRIBUTIONS**

1/25/2011	2192 Alzheimer's Association	Donations	100 00
1/25/2011	2193 Alive Hospice	Donations	100 00
1/25/2011	2194 Easter Seals	Donations	100 00
1/25/2011	2195 American Diabetes	Donations	100 00
1/25/2011	2196 American Heart	Donations	100 00
1/25/2011	2197 American Kidney	Donations	100 00
1/25/2011	2198 American Lung	Donations	100 00
1/25/2011	2199 American Prtg Blind	Donations	100 00
1/25/2011	2200 Braille Institute	Donations	100 00
1/25/2011	2201 Boys Town	Donations	100 00
1/25/2011	2202 National Cancer Foundation	Donations	100 00
1/25/2011	2203 CARE	Donations	100 00
1/25/2011	2204 Dominican Sisters of Hope	Donations	100 00
1/25/2011	2205 The Carter Center	Donations	100 00
1/25/2011	2206 Catholic Relief	Donations	100 00
1/25/2011	2207 Covenant House	Donations	100 00
1/25/2011	2208 Disabled American Veterans	Donations	100 00
1/25/2011	2209 Doctors W/O Borders	Donations	100 00
1/25/2011	2210 Feed the Children	Donations	100 00
1/25/2011	2211 Glaucoma Foundation	Donations	100 00
1/26/2011	2212 Veterans' F W	Donations	100 00
1/26/2011	2213 Habitat for Humanity	Donations	100 00
1/26/2011	2214 Leukemia - Lymphoma	Donations	100 00
1/26/2011	2215 Muscular Degeneneration	Donations	100 00
1/26/2011	2216 Mary Knoll	Donations	100 00
1/26/2011	2217 Muscular Distrophy	Donations	100 00
1/26/2011	2218 Monroe Harding	Donations	100 00
1/26/2011	2219 Nashville Humane Society	Donations	100 00
1/26/2011	2220 Nature Conservancy	Donations	100 00
1/27/2011	2221 Ronald McDonald	Donations	100 00
1/27/2011	2222 Paralyzed Veterans	Donations	100 00
1/27/2011	2223 St Labre School	Donations	100 00
1/27/2011	2224 St Josephs School	Donations	100 00
1/27/2011	2225 National Wildlife Federation	Donations	100 00
1/27/2011	2226 St Judes	Donations	100 00
1/27/2011	2227 The Salvation Army	Donations	100 00
1/27/2011	2228 Samantan's Purse	Donations	100 00
1/27/2011	2229 Sudan Relief Fund	Donations	100 00
1/27/2011	2230 Unicef	Donations	100 00
2/3/2011	2231 Volunteer State Horsemans Foundation	Donations	750 00
2/3/2011	2232 Volunteer State Horsemans Foundation	Donations	400 00
2/16/2011	2233 Puntty Moosic City	Donations	500 00
2/16/2011	2234 St Edwards	Donations	4,850 00
2/24/2011	2235 Catholic Faith Appeal	Donations	1,000 00
4/7/2011	2237 National Shnners	Donations	50 00
4/7/2011	2238 Bishop Gassis Sudan	Donations	100 00
4/7/2011	2239 Foundation Fighting Blindness	Donations	100 00
4/7/2011	2240 CASA Inc	Donations	100 00
4/7/2011	2241 Catholic Chanties	Donations	100 00
4/7/2011	2242 Christian Appalachians	Donations	50 00
4/7/2011	2243 Fifty Forward	Donations	100 00
4/7/2011	2244 Franciscan Friars	Donations	100 00
4/7/2011	2245 Crohns Foundation	Donations	100 00
4/7/2011	2246 Epilepsy Foundation	Donations	100 00
4/7/2011	2247 International Catholic Migration	Donations	100 00
4/7/2011	2248 March of Dimes	Donations	50 00
4/7/2011	2249 MADD	Donations	100 00
4/7/2011	2250 Room In The Inn	Donations	100 00
4/7/2011	2251 Save the Children	Donations	100 00
4/7/2011	2252 St Francis Assisi	Donations	100 00
4/7/2011	2253 WGPU	Donations	100 00
4/14/2011	2254 Vanderbilt Univ Cancer Extension Exp	Donations	20,000 00
4/18/2011	2256 Aid to Church in Need	Donations	100 00
4/18/2011	2257 Arthntis Foundation	Donations	100 00

4/18/2011	2258 TN Trucking Foundation	Donations	1,000 00
4/18/2011	2259 Braille Institute	Donations	100 00
4/18/2011	2260 Boys Town	Donations	100 00
4/18/2011	2261 Cancer Research	Donations	100 00
4/18/2011	2262 Care	Donations	100 00
4/18/2011	2263 The Carter Center	Donations	100 00
4/18/2011	2264 Catholic Foundation of TN	Donations	100 00
4/18/2011	2265 C O P S	Donations	50 00
4/18/2011	2266 Catholic Relief	Donations	100 00
4/18/2011	2267 Covenant House	Donations	100 00
4/18/2011	2268 American Diabetes	Donations	100 00
4/18/2011	2269 Doctors W/O Borders	Donations	100 00
4/18/2011	2270 Disabled American Veterans	Donations	100 00
4/18/2011	2271 Dominican Sisters of Hope	Donations	100 00
4/18/2011	2272 Easters Seals	Donations	100 00
4/18/2011	2273 Glaucoma Foundation	Donations	100 00
4/18/2011	2274 Habitat for Humanity	Donations	100 00
4/18/2011	2275 American Kidney Foundation	Donations	100 00
4/18/2011	2276 American Leprosy	Donations	100 00
4/18/2011	2277 Leukemia & Lymphoma Foundation	Donations	100 00
4/18/2011	2278 Lupus Foundation	Donations	100 00
4/18/2011	2279 American Lung Association	Donations	100 00
4/18/2011	2280 Muscular Degeneration	Donations	100 00
4/18/2011	2281 Nature Conservancy	Donations	100 00
4/18/2011	2282 Monroe Harding	Donations	100 00
4/18/2011	2283 Paralyzed Veterans	Donations	100 00
4/18/2011	2284 National Wildlife	Donations	100 00
4/18/2011	2285 Parkinsons Disease	Donations	100 00
4/18/2011	2286 St Jude	Donations	100 00
4/18/2011	2287 Salvation Army	Donations	100 00
4/18/2011	2288 Samaritans Purse	Donations	100 00
4/18/2011	2289 St Josephs Indian School	Donations	100 00
4/18/2011	2290 St Labre Indian School	Donations	100 00
4/18/2011	2291 UNICEF	Donations	100 00
4/18/2011	2292 Volunteers of America	Donations	100 00
4/18/2011	2293 Youth Villages	Donations	50 00
5/1/2011	2294 Swan Ball - Cheekwood	Donations	1,500 00
5/1/2011	2295 Swan Ball - Cheekwood	Donations	1,500 00
5/1/2011	2296 Mebey Home Boys & Girls	Donations	100 00
5/1/2011	2297 Alive Hospice	Donations	100 00
5/1/2011	2298 Trnity Missions	Donations	100 00
5/28/2011	2299 Franciscan Frars	Donations	100 00
5/28/2011	2300 Alive Hospice	Donations	100 00
5/28/2011	2301 The Marist Brothers	Donations	100 00
5/28/2011	2302 Mercy Corp	Donations	100 00
5/28/2011	2303 American Breast Cancer	Donations	50 00
5/28/2011	2304 Sudan Relief	Donations	100 00
5/28/2011	2305 Alzheimers Association	Donations	100 00
5/28/2011	2306 Smile Train	Donations	100 00
5/28/2011	2307 S A C	Donations	100 00
5/28/2011	2308 Prostate Foundation	Donations	100 00
5/28/2011	2309 Guest House	Donations	100 00
7/18/2011	2310 Franciscan Frars	Donations	100 00
7/18/2011	2312 Trnity Missions	Donations	100 00
7/18/2011	2313 Braille Institute	Donations	100 00
7/18/2011	2314 Monroe Harding	Donations	100 00
7/18/2011	2315 Sudan Relief	Donations	100 00
7/18/2011	2316 Basilica Immaculate Conception	Donations	100 00
7/18/2011	2317 St Josephs Indian School	Donations	100 00
7/18/2011	2318 Epiphany Foundation	Donations	100 00
7/18/2011	2319 The Carter Center	Donations	100 00
7/18/2011	2320 Cancer Research	Donations	100 00
7/18/2011	2321 Mercy Home	Donations	100 00
7/18/2011	2322 Samaritans Purse	Donations	100 00
7/18/2011	2323 Boys Town	Donations	100 00
7/18/2011	2324 Leukemia & Lymphoma Foundation	Donations	100 00
8/3/2011	2325 TN Trucking Foundation	Donations	1,000 00
8/19/2011	2326 Place of Hope	Donations	200 00

8/19/2011	2327 Aid to Church in Need	Donations	100 00
8/19/2011	2328 AMFAR	Donations	100 00
8/19/2011	2329 Alzheimers Association	Donations	100 00
8/19/2011	2330 American Breast Cancer	Donations	50 00
8/19/2011	2331 American Diabetes	Donations	100 00
8/19/2011	2332 American Kidney Foundation	Donations	100 00
8/19/2011	2333 American Lung Association	Donations	100 00
8/19/2011	2334 Arthritis Foundation	Donations	100 00
8/20/2011	2335 Blinded Veterans	Donations	50 00
8/20/2011	2336 National Shnners	Donations	100 00
8/20/2011	2337 CARE	Donations	100 00
8/20/2011	2338 Chrstian Appalachians	Donations	100 00
8/20/2011	2339 Catholic Relief	Donations	100 00
8/20/2011	2340 Covenant House	Donations	100 00
8/20/2011	2341 Doctors W/O Borders	Donations	100 00
8/20/2011	2342 Dominican Sisters of Hope	Donations	100 00
8/20/2011	2343 Drug Policy Alliance	Donations	50 00
8/20/2011	2344 Feed the Children	Donations	100 00
8/20/2011	2345 Easters Seals	Donations	100 00
8/20/2011	2346 Franciscan Fnars	Donations	100 00
8/20/2011	2347 Glaucoma Foundation	Donations	100 00
8/20/2011	2348 National Childrens' Cancer	Donations	100 00
8/20/2011	2349 National Wildlife	Donations	50 00
8/20/2011	2350 Habitat for Humanity	Donations	100 00
8/20/2011	2351 International Rescue Committee	Donations	100 00
8/20/2011	2352 Lupus Foundation	Donations	100 00
8/20/2011	2353 Macular Degeneration	Donations	100 00
8/20/2011	2354 March of Dimes	Donations	100 00
8/20/2011	2355 The Manst Brothers	Donations	100 00
8/20/2011	2356 MADD	Donations	100 00
8/23/2011	2357 Mercy Corp	Donations	100 00
8/23/2011	2358 Muscular Dystrophy	Donations	100 00
8/23/2011	2359 National Childrens' Cancer	Donations	100 00
8/23/2011	2360 Parkinsons Disease	Donations	100 00
8/23/2011	2361 Providence House	Donations	100 00
8/24/2011	2362 Salvation Army	Donations	100 00
8/24/2011	2363 Sisters of St Fransis Assisi	Donations	100 00
8/24/2011	2364 St Jude	Donations	100 00
8/24/2011	2365 Operation Smile	Donations	100 00
8/24/2011	2366 St Labre Indian School	Donations	100 00
8/24/2011	2367 St Matthews House	Donations	100 00
8/24/2011	2368 Sloan Ketterng	Donations	100 00
8/24/2011	2369 UNICEF	Donations	100 00
8/24/2011	2370 Volunteers of America	Donations	100 00
8/24/2011	2371 Paralyzed Veterans	Donations	100 00
9/28/2011	2372 Father Ryan	Donations	100 00
10/13/2011	2373 Room In The Inn	Donations	50,000 00
11/18/2011	2374 St Jude	Donations	50 00
11/18/2011	2375 Alive Hospice	Donations	500 00
11/18/2011	2376 Basilica Immaculate Conception	Donations	100 00
11/18/2011	2377 Benedictine Mission House	Donations	50 00
11/18/2011	2378 Braille Institute	Donations	100 00
11/18/2011	2379 Foundation Fighting Blindness	Donations	100 00
11/18/2011	2380 Boys Town	Donations	100 00
11/18/2011	2381 The Carter Center	Donations	50 00
11/18/2011	2382 Capuchin Franciscan Fnars	Donations	50 00
11/18/2011	2383 Crohns Foundation	Donations	100 00
11/18/2011	2384 Christendom College	Donations	100 00
11/18/2011	2385 Coalition of American Heroes	Donations	50 00
11/18/2011	2386 Audobon Society	Donations	50 00
11/18/2011	2387 Cumberland Heights	Donations	250 00
11/18/2011	2388 Diocese Venici	Donations	500 00
11/18/2011	2389 Epilepsy Foundation	Donations	100 00
11/18/2011	2390 Dominican Fnars	Donations	50 00
11/18/2011	2391 Dominican Sisters	Donations	50 00
11/18/2011	2392 Father Ryan	Donations	250 00
11/18/2011	2393 Finca	Donations	50 00
11/18/2011	2394 Guest House	Donations	50 00

11/18/2011	2395 Keller Internation	Donations	50 00
11/18/2011	2396 Leukemia & Lymphoma Foundation	Donations	100 00
11/18/2011	2397 Manne Toys for Tots	Donations	50 00
11/18/2011	2398 Mission Hurst	Donations	50 00
11/18/2011	2399 Missionary St Paul	Donations	50 00
11/18/2011	2400 Monroe Harding	Donations	50 00
11/18/2011	2401 Nashville Humane Society	Donations	50 00
11/18/2011	2402 Ronald McDonald	Donations	50 00
11/18/2011	2403 Oblate Missions	Donations	50 00
11/18/2011	2404 Province St Marys	Donations	50 00
11/18/2011	2405 St Josephs Indian School	Donations	100 00
11/18/2011	2406 Samantans Purse	Donations	100 00
11/18/2011	2407 Save the Children	Donations	50 00
11/18/2011	2408 Second Harvest	Donations	100 00
11/18/2011	2409 Sisters of St Fransis Assisi	Donations	50 00
11/19/2011	2410 Veterans of Foreign Wars	Donations	100 00
11/19/2011	2411 Tnnity Missions	Donations	50 00
11/19/2011	2412 Son Poverty Law	Donations	50 00
12/27/2011	2413 Alzheimers Association	Donations	100 00
12/27/2011	2414 Amercan Heart Asso	Donations	100 00
12/27/2011	2415 American Kidney Foundation	Donations	100 00
12/27/2011	2416 Trea Memonal	Donations	100 00
12/27/2011	2417 Arthntis Foundation	Donations	100 00
12/27/2011	2418 Feeding Amerca	Donations	50 00
12/27/2011	2419 Pnestly Fraternity St Peter	Donations	75 00
12/27/2011	2420 Franciscan Fnars	Donations	50 00
12/27/2011	2421 Feed the Children	Donations	100 00
12/27/2011	2422 Disabled American Veterans	Donations	100 00
12/27/2011	2423 Dominican Sisters of Hope	Donations	50 00
12/27/2011	2424 Doctors W/O Borders	Donations	100 00
12/27/2011	2425 Immacalee Child CareCenter	Donations	100 00
12/27/2011	2426 Guide Dogs for the Blind	Donations	50 00
12/27/2011	2427 Easters Seals	Donations	50 00
12/27/2011	2428 FL Firefighters	Donations	12 50
12/27/2011	2429 National Glaucoma Research	Donations	47 00
12/27/2011	2430 Habitat for Humanity	Donations	100 00
12/27/2011	2431 Lupus Foundation	Donations	100 00
12/27/2011	2432 Macular Degeneration	Donations	100 00
12/27/2011	2433 MADD	Donations	100 00
12/27/2011	2434 Manst Brothers	Donations	100 00
12/27/2011	2435 Sloan Ketterng	Donations	100 00
12/27/2011	2436 Wounded Warnor	Donations	50 00
12/30/2011	2437 Muscular Dystrophy	Donations	100 00
12/30/2011	2438 Mercy Home	Donations	100 00
12/30/2011	2439 National Cancer Research	Donations	100 00
12/30/2011	2440 Paralyzed Veterans	Donations	100 00
12/30/2011	2441 Providence House	Donations	250 00
12/30/2011	2442 Parkinsons Disease	Donations	100 00
12/30/2011	2443 St Labre Indian School	Donations	100 00
12/30/2011	2444 St Matthews House	Donations	100 00
12/30/2011	2445 Salvation Army	Donations	100 00
12/30/2011	2446 Sisters of St Fransis Assisi	Donations	100 00
12/30/2011	2447 Smile Train	Donations	100 00
12/30/2011	2448 USO	Donations	50 00
12/30/2011	2449 UNICEF	Donations	100 00
12/30/2011	2450 Youth Villages	Donations	100 00
12/30/2011	2451 Volunteers of Amerca	Donations	100 00

TOTAL DONATIONS

106,284 50

## FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
600 SHS QUESTAR CORPORATION CMN	DONATED	12/24/01	01/19/11	10,574.	20,410.	0.	0.	-9,836.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SHS CHEVRON CORPORATION CMN	DONATED	12/27/04	04/04/11	10,740.	5,883.	0.	0.	4,857.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
800 SHS MICROSOFT CORPORATION CMN	PURCHASED	05/04/04	04/04/11	20,353.	21,164.	0.	0.	-811.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SHS PRAXAIR INC CMN	10,098.	5,192.	0.	0.	4,906.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50 SHS SCHLUMBERGER LTD CMN	4,609.	2,820.	0.	0.	1,789.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHS AT&T INC CMN	14,290.	20,828.	0.	0.	-6,538.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250 SHS CHEVRON CORPORATION CMN	23,352.	14,708.	0.	0.	8,644.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
125 SHS PRAXAIR, INC CMN SERIES	PURCHASED	06/14/06	09/30/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
11,694.	6,490.	0.	0.
(F) GAIN OR LOSS			
5,204.			
CAPITAL GAINS DIVIDENDS FROM PART IV			0.
TOTAL TO FORM 990-PF, PART I, LINE 6A			8,215.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT	2
SOURCE	AMOUNT
BANK OF AMERICA	2.
GOLDMAN SACHS	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT	3		
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS	6,358.	0.	6,358.
TOTAL TO FM 990-PF, PART I, LN 4	6,358.	0.	6,358.

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	1,350.	0.		1,350.	
TO FORM 990-PF, PG 1, LN 16C	1,350.	0.		1,350.	

FORM 990-PF		OTHER EXPENSES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE FEES	20.	0.		20.	
TO FORM 990-PF, PG 1, LN 23	20.	0.		20.	

FORM 990-PF		CORPORATE STOCK		STATEMENT	6
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE		
GOLDMAN SACHS		202,827.	221,432.		
TOTAL TO FORM 990-PF, PART II, LINE 10B		202,827.	221,432.		

FORM 990-PF		OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE		
REAL ESTATE	COST	91,060.	91,060.		
TOTAL TO FORM 990-PF, PART II, LINE 13		91,060.	91,060.		