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 BARBER VINTAGE MOTORSPORTS MUSEUM	**A** Employer identification number 63-1125485
Number and street (or P O box number if mail is not delivered to street address) 6030 BARBER MOTORSPORTS PARKWAY — Room/suite	**B** Telephone number 205-699-7275
City or town, state, and ZIP code BIRMINGHAM, AL 35094	**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)* ▶$ 60,083,960. — **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))

	Line	(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	918,766.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	347.	347.	347.	STATEMENT 1
	4 Dividends and interest from securities	9,123.	9,123.	9,123.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	40,575.			STATEMENT 3
	b Gross sales price for all assets on line 6a 415,834.				
	7 Capital gain net income (from Part IV, line 2)		37,204.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances 237,805.				STATEMENT 4
	b Less Cost of goods sold 111,148.				
	c Gross profit or (loss)	126,657.		126,657.	
	11 Other income	3,639,697.	0.	3,639,697.	STATEMENT 5
	12 **Total.** Add lines 1 through 11	4,735,165.	46,674.	3,775,824.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	237,938.	0.	97,412.	140,526.
	14 Other employee salaries and wages	1,538,402.	0.	629,839.	908,563.
	15 Pension plans, employee benefits	196,573.	0.	74,742.	121,831.
	16a Legal fees				
	b Accounting fees STMT 6	5,038.	0.	1,293.	3,745.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 7	144,960.	0.	60,542.	84,418.
	19 Depreciation and depletion	2,026,845.	0.	2,026,845.	
	20 Occupancy				
	21 Travel, conferences, and meetings	57,808.	0.	16,894.	40,914.
	22 Printing and publications				
	23 Other expenses STMT 8	1,441,730.	0.	622,824.	818,906.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	5,649,294.	0.	3,530,391.	2,118,903.
	25 Contributions, gifts, grants paid	0.			0.
	26 **Total expenses and disbursements.** Add lines 24 and 25	5,649,294.	0.	3,530,391.	2,118,903.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<914,129.>			
	b **Net investment income** (if negative, enter -0-)		46,674.		
	c **Adjusted net income** (if negative, enter -0-)			245,433.	

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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	195,795.	833,529.	833,529.
	2 Savings and temporary cash investments			
	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	258,890.	296,839.	296,839.
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	99,032.	298,861.	323,883.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 68,883,925.			
	Less accumulated depreciation ▶ 24,102,059.	46,552,998.	44,781,866.	44,781,866.
	15 Other assets (describe ▶ STATEMENT 10)	13,866,352.	13,847,843.	13,847,843.
	16 Total assets (to be completed by all filers)	60,973,067.	60,058,938.	60,083,960.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	3,000,000.	3,000,000.	
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	3,000,000.	3,000,000.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	57,973,067.	57,058,938.	
	30 Total net assets or fund balances	57,973,067.	57,058,938.	
	31 Total liabilities and net assets/fund balances	60,973,067.	60,058,938.	

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	57,973,067.
2 Enter amount from Part I, line 27a	2	<914,129.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	57,058,938.
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	57,058,938.

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	2500 SHS PROGRESS ENERGY INC.	P	VARIOUS	12/14/11
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	136,134.		98,930.	37,204.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				37,204.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 37,204.

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** 0.

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	2,794,392.	601,765.	4.643660
2009	4,753,280.	730,693.	6.505167
2008	7,168,177.	2,928,163.	2.448012
2007	8,160,924.	2,270,465.	3.594384
2006	4,315,169.	2,349,815.	1.836387

2 **Total** of line 1, column (d)	2	19.027610
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	3.805522
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	788,653.
5 Multiply line 4 by line 3	5	3,001,236.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	467.
7 Add lines 5 and 6	7	3,001,703.
8 Enter qualifying distributions from Part XII, line 4	8	2,428,313.

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	933.
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	933.
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	933.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 40.		
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	40.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	893.
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?	4b	X	
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) ▶ AL			
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

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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 ▶ WWW.BARBERMUSEUM.ORG

14 The books are in care of ▶ JEFF RAY Telephone no. ▶ 205-699-7275

Located at ▶ 6030 BARBER MOTORSPORTS PKWY, BIRMINGHAM, ALABAMA ZIP+4 ▶ 35094

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

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

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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

			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** No: X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		237,938.	8,600.	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
MARK L. WHITT 1853 REX LAKE ROAD, LEEDS, AL 35094	PARK GENERAL MANAGER 40.00	178,705.	6,720.	0.
ROBERT L. CLARK - 4124 SHARPSBURG DRIVE, BIRMINGHAM, AL 35213	RESTORATION MANAGER 40.00	94,600.	3,784.	0.
CHARLES HUNEYCUTT - 2420 BRIARCLIFF DRIVE, LEEDS, AL 35094	RESTORATION SUPERVISOR 40.00	63,349.	1,841.	0.
DARRELL MCCALLA - 4224 OLD BROOK TRAIL, BIRMINGHAM, AL 35243	FACILITIES MANAGER 40.00	61,095.	1,244.	0.
JAMES D. CALLAHAN 6139 WOODVIEW LANE, MCCALLA, AL 35111	LANDSCAPING SUPERVISOR 40.00	57,900.	2,268.	0.

Total number of other employees paid over $50,000 ▶ 8

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 THE FOUNDATION EXHIBITED VINTAGE MOTORCYCLES THROUGHOUT THE YEAR AT THE MUSEUM AND AT VARIOUS MOTORCYCLE AND AUTO RACES DURING THE YEAR; ATTENDANCE FOR 2011 WAS 33,423	0.
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 NOT APPLICABLE	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	223,847.
b	Average of monthly cash balances	1b	298,952.
c	Fair market value of all other assets	1c	277,864.
d	**Total** (add lines 1a, b, and c)	1d	800,663.
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	800,663.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,010.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	788,653.
6	**Minimum investment return.** Enter 5% of line 5	6	39,433.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part.)

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

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	2,118,903.
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	309,410.
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	2,428,313.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,428,313.

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)

N/A

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

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

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 [X] 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	39,433.	0.	0.	0.	39,433.
b 85% of line 2a	33,518.	0.	0.	0.	33,518.
c Qualifying distributions from Part XII, line 4 for each year listed	2,428,313.	2,794,426.	4,753,557.	7,168,177.	17,144,473.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	2,428,313.	2,794,426.	4,753,557.	7,168,177.	17,144,473.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	26,289.	20,059.	24,357.	97,605.	168,310.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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).)

GEORGE W. BARBER, JR.

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
NONE				
Total			▶ 3a	0.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a MUSEUM ADMISSIONS					375,269.
b MEMBERSHIPS					9,574.
c VINTAGE FESTIVAL					
d MOTORCYCLE AUCTION					223,174.
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	347.	
4 Dividends and interest from securities			14	9,123.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	40,575.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					126,657.
11 Other revenue:					
a MUSEUM RENTAL					285,444.
b PARK RENTAL			16	2,744,884.	
c DISCOUNTS			01	1,352.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,796,281.	1,020,118.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 3,816,399.

(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).
1A	MUSEUM ADMISSIONS CONTRIBUTED BY GENERAL PUBLIC.
1B	MUSEUM MEMBERSHIPS CONTRIBUTED BY GENERAL PUBLIC.
1C	VINTAGE FESTIVAL IS HELD TO BRING BUYERS AND SELLERS OF VINTAGE
	MOTORCYCLES TOGETHER. MUSEUM RECEIVED PORTION OF AUCTION PROCEEDS.
10	SOUVENIR SALES TO THE GENERAL PUBLIC AND TO SPECIAL VIEWING GROUPS
	TOURING THE MUSEUM.
11A	RENTAL OF MUSEUM TO SPECIAL VIEWING GROUPS.

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

T. R. S. [signature] | 5/15/12 | Secretary

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
RAY O. ACTON	[signature]	5-11-12		P00090519

Firm's name ▶ SELLERS RICHARDSON HOLMAN & WEST, LLP | Firm's EIN ▶ 26-2732677

Firm's address ▶ 216 SUMMIT BOULEVARD, STE 300 BIRMINGHAM, AL 35243 | Phone no. 205-278-0001

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	Employer identification number
BARBER VINTAGE MOTORSPORTS MUSEUM	63-1125485

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

BARBER VINTAGE MOTORSPORTS MUSEUM

Employer identification number

63-1125485

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BATOR INTERNATIONAL 338 MONTANA ROAD OJAI, CA 93023	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	BIRMINGHAM REALTY 2118 1ST AVE SOUTH BIRMINGHAM, AL 35203	$ 275,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	GEORGE W. BARBER JR 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	$ 100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	JAMES ROGERS 41 CLUNY PARK ROAD SINGAPORE	$ 18,814.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
5	LINN - HENLEY CHARITABLE TRUST C/O REGIONS 1901 6TH AVE N, STE 300 BIRMINGHAM, AL 35203	$ 60,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
6	PEDIATRIC BRAIN TUMOR FOUNDATION 302 RIDGEFIELD COURT ASHEVILLE, NC 28806	$ 2,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
BARBER VINTAGE MOTORSPORTS MUSEUM	63-1125485

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	STATE OF ALABAMA DEPT OF REVENUE 50 NORTH RIPLEY STREET MONTGOMERY, AL 36132	$ 280,748.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
8	THE GEORGE W. BARBER TRUST #5 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	$ 150,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
9	AUCTIONS AMERICA 5536 COUNTY ROAD 11A AUBURN, IN 46706	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
10	JIMMY DILLARD 440 RIVERGATE DRIVE RICHMOND, VA 23238	$ 3,391.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
11	MARK CLARK 1500 19TH STREET S SUITE 200 BIRMINGHAM, AL 35205	$ 9,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
12	USA STRIPING AND SEAL COATING 1036 ASBURY CIRCLE BESSEMER, AL 35022	$ 2,250.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
BARBER VINTAGE MOTORSPORTS MUSEUM	63-1125485

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	BOOKS	$ 18,814.	12/01/11

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

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

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

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

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

Name of organization

BARBER VINTAGE MOTORSPORTS MUSEUM

Employer identification number

63-1125485

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once.) ▶ $ ______

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

SOURCE	AMOUNT
INTEREST INCOME	347.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	347.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STERNE AGEE - PROGRESS ENERGY	9,123.	0.	9,123.
TOTAL TO FM 990-PF, PART I, LN 4	9,123.	0.	9,123.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2500 SHS PROGRESS ENERGY INC.				PURCHASED	VARIOUS	12/14/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
136,134.	98,930.	0.	0.	37,204.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MOTORCYCLE SALES				DONATED	VARIOUS	10/08/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,400.	0.	0.	0.	3,400.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
989 YEAGER PARKWAY				DONATED	11/15/11	11/21/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
274,550.	275,000.	0.	0.	<450.>

BARBER VINTAGE MOTORSPORTS MUSEUM 63-1125485

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
A TOBIN-ARP BEARING SHELL CUTTER	PURCHASED	09/17/11	09/17/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,750.	1,329.	0.	0.	421.

NET GAIN OR LOSS FROM SALE OF ASSETS	40,575.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	40,575.

FORM 990-PF	INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10	STATEMENT 4

INCOME		
1. GROSS RECEIPTS	237,805	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		237,805
4. COST OF GOODS SOLD (LINE 15)	111,148	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		126,657
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		126,657
COST OF GOODS SOLD		
8. INVENTORY AT BEGINNING OF YEAR	258,890	
9. MERCHANDISE PURCHASED	149,097	
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS		
13. ADD LINES 8 THROUGH 12		407,987
14. INVENTORY AT END OF YEAR	296,839	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		111,148

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MUSEUM ADMISSIONS	375,269.	0.	375,269.
MEMBERSHIPS	9,574.	0.	9,574.
VINTAGE FESTIVAL MOTORCYCLE AUCTION	223,174.	0.	223,174.
MUSEUM RENTAL	285,444.	0.	285,444.
PARK RENTAL	2,744,884.	0.	2,744,884.
DISCOUNTS	1,352.	0.	1,352.
TOTAL TO FORM 990-PF, PART I, LINE 11	3,639,697.	0.	3,639,697.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,038.	0.	1,293.	3,745.
TO FORM 990-PF, PG 1, LN 16B	5,038.	0.	1,293.	3,745.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES AND LICENSES	144,960.	0.	60,542.	84,418.
TO FORM 990-PF, PG 1, LN 18	144,960.	0.	60,542.	84,418.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADDRESS SYSTEM	15,683.	0.	10,613.	5,070.
ADVERTISING	23,667.	0.	6,502.	17,165.
BOND EXPENSE	2,680.	0.	675.	2,005.
BUILDING & LANDSCAPING EXPENSE	122,929.	0.	82,883.	40,046.
BUILDING REPAIR/ MAINTENANCE	179,778.	0.	84,868.	94,910.
CAMERA SYSTEM	4,658.	0.	3,152.	1,506.
COMPUTER EXPENSE	14,174.	0.	4,709.	9,465.
CONTRACT SERVICES	80,770.	0.	23,055.	57,715.
DISPLAYS	22,071.	0.	5,558.	16,513.
DUES & MEMBERSHIPS	6,826.	0.	1,719.	5,107.
EMPLOYEE & VOLUNTEER EXPENSES	9,902.	0.	2,494.	7,408.
EMS SERVICES	48,000.	0.	32,482.	15,518.
FLAGS & SIGNAGE	4,383.	0.	2,932.	1,451.
FUEL	49,472.	0.	33,478.	15,994.
GENERAL & ADMIN	40,540.	0.	1,396.	39,144.
INSURANCE	151,198.	0.	74,425.	76,773.
JANITORIAL	45,602.	0.	14,898.	30,704.
MACHINE SHOP SUPPLIES	25,933.	0.	6,531.	19,402.
NEWSLETTER	11,442.	0.	2,882.	8,560.
OFFICE EQUIPMENT	10,941.	0.	2,839.	8,102.
OFFICE SUPPLIES	794.	0.	537.	257.
PARTS & MATERIALS	3,109.	0.	809.	2,300.
PROPANE	2,890.	0.	1,955.	935.
TRACK MAINTENANCE	38,227.	0.	25,868.	12,359.
TRACK SWEEPING	3,069.	0.	2,077.	992.
UNIFORMS	8,615.	0.	2,499.	6,116.
UTILITIES	421,118.	0.	165,771.	255,347.
VEHICLE REPAIRS	20,295.	0.	11,916.	8,379.
SALARY RECHARGE	0.	0.	<9,101.>	9,101.
TRACK SUPPLIES	1,481.	0.	1,002.	479.
MISCELLANEOUS	3,170.	0.	1,715.	1,455.
PAYROLL PROCESSING	7,467.	0.	3,384.	4,083.
PHOTOGRAPHY	80.	0.	54.	26.
REPAIRS	1,389.	0.	350.	1,039.
RENT	120.	0.	81.	39.
COLLECTION MAINTENANCE	555.	0.	140.	415.
EQUIPMENT REPAIR	1,247.	0.	314.	933.
PEST CONTROL	45.	0.	30.	15.
EDUCATION EXPENSES	2,055.	0.	1,391.	664.
MUSEUM RENTAL EVENT EXPENSES	55,355.	0.	13,941.	41,414.
TO FORM 990-PF, PG 1, LN 23	1,441,730.	0.	622,824.	818,906.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STERNE AGEE INVESTMENTS	298,861.	323,883.
TOTAL TO FORM 990-PF, PART II, LINE 10B	298,861.	323,883.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MOTORCYCLES	11,008,739.	11,142,481.	11,142,481.
CARS	2,394,182.	2,298,758.	2,298,758.
OTHER EXHIBIT ITEMS	228,556.	240,533.	240,533.
WORK IN PROGRESS	233,575.	164,771.	164,771.
OTHER ASSETS	1,300.	1,300.	1,300.
TO FORM 990-PF, PART II, LINE 15	13,866,352.	13,847,843.	13,847,843.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE W. BARBER, JR. 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	PRESIDENT 2.00	0.	0.	0.
JEFFREY A. RAY 12985 BEL AIR CIRCLE MCCALLA, AL 35111	EXECUTIVE DIRECTOR 50.00	237,938.	8,600.	0.
CHARLES M. MILLER, JR. 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	VICE PRESIDENT 2.00	0.	0.	0.
T. PAUL SANFORD 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	SECRETARY/TREASURER 2.00	0.	0.	0.
B. AUSTIN CUNNINGHAM 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	DIRECTOR 2.00	0.	0.	0.
LYNN L. WOEHLE 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	DIRECTOR 2.00	0.	0.	0.
DALE SIEBERT 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		237,938.	8,600.	0.

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G/L Asset Acct No = 1300														
000001	Land													
	000	09/01/03	527,385.38	R	NoDep	00 00	0.00	527,385.38	12/31/10	0.00	0.00	0.00	0.00	
000113	Appraisal on 6040 Barber Motorsports Parkway													
	000	12/07/06	6,500.00	R	NoDep	00 00	0.00	6,500.00	12/31/10	0.00	0.00	0.00	0.00	
000140	740 Acres Land													
	000	05/16/07	4,312,451.99	R	NoDep	00 00	0.00	4,312,451.99	12/31/10	0.00	0.00	0.00	0.00	
000151	90 Acres purchased by Barber Motorsports Park LLC2													
	000	12/12/08	544,386.46	R	NoDep	00 00	0.00	544,386.46	12/31/10	0.00	0.00	0.00	0.00	
		G/L Asset Acct No = 1300	5,390,723.83				0.00	5,390,723.83		0.00	0.00	0.00	0.00	
		Less disposals and transfers Count = 0	0.00				0.00	0.00		0.00			0.00	
		Net Subtotal Count = 4	5,390,723.83				0.00	5,390,723.83		0.00	0.00	0.00	0.00	
G/L Asset Acct No = 1305														
000002	Land improvements (landscaping, etc.)													
	000	09/01/03	224,490.05	R	MF150	15 00	0.00	224,490.05	12/31/10	125,070.70	13,255.91	13,255.91	138,326.61	s
		G/L Asset Acct No = 1305	224,490.05				0.00	224,490.05		125,070.70	13,255.91	13,255.91	138,326.61	
		Less disposals and transfers Count = 0	0.00				0.00	0.00		0.00			0.00	
		Net Subtotal Count = 1	224,490.05				0.00	224,490.05		125,070.70	13,255.91	13,255.91	138,326.61	
G/L Asset Acct No = 1310														
000003	Museum Building													
	000	09/01/03	17,560,570.98	R	MF100	39 00	0.00	17,560,570.98	12/31/10	3,283,226.41	450,271.05	450,271.05	3,733,497.46	
000006	Sign on Building													
	000	09/01/03	49,784.63	R	MF100	39 00	0.00	49,784.63	12/31/10	9,308.04	1,276.53	1,276.53	10,584.57	
000048	additonal Construction on Museum													
	000	01/15/04	118,469.12	R	MF100	39 00	0.00	118,469.12	12/31/10	21,137.13	3,037.67	3,037.67	24,174.80	
000065	new generator panel													
	000	10/27/04	2,216.74	R	MF100	39 00	0.00	2,216.74	12/31/10	352.89	56.84	56.84	409.73	
000121	Staircase for basement													
	000	02/24/06	22,951.91	R	MF100	39 00	0.00	22,951.91	12/31/10	2,868.99	588.51	588.51	3,457.50	
000160	HVAC motors													
	000	08/06/11	16,725.00	R	MF100	39 00	0.00	16,725.00		0.00	160.82	160.82	160.82	
		G/L Asset Acct No = 1310	17,770,718.38				0.00	17,770,718.38		3,316,893.46	455,391.42	455,391.42	3,772,284.88	
		Less disposals and transfers Count = 0	0.00				0.00	0.00		0.00			0.00	
		Net Subtotal Count = 6	17,770,718.38				0.00	17,770,718.38		3,316,893.46	455,391.42	455,391.42	3,772,284.88	
G/L Asset Acct No = 1315														
000007	Museum Furniture													

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G/L Asset Acct No = 1315														
	000	09/01/03	315,082.15	P	MA200	07 00	157,541.08	157,541.07	12/31/10	315,082.15	0.00	0.00	315,082.15	sr
000012	Table tops													
	000	09/01/03	27,118.80	P	MA200	07 00	13,559.40	13,559.40	12/31/10	27,118.80	0.00	0.00	27,118.80	sr
000020	Stianless Steel Tensile Pole													
	000	09/01/03	3,706.00	P	MA200	07 00	1,853.00	1,853.00	12/31/10	3,706.00	0.00	0.00	3,706.00	sr
000021	Cash Registers (2DT10 2 POS Displays 2 drawers)													
	000	06/01/03	6,869.40	P	MA200	05 00	3,434.70	3,434.70	12/31/10	6,869.40	0.00	0.00	6,869.40	sr
000022	10 Executive work Chairs													
	000	09/01/03	21,347.71	P	MA200	07 00	10,673.86	10,673.85	12/31/10	21,347.71	0.00	0.00	21,347.71	sr
000023	Gift Shop Shelves, and furniture													
	000	10/01/03	10,075.00	P	MA200	07 00	5,037.50	5,037.50	12/31/10	10,075.00	0.00	0.00	10,075.00	sr
000024	Barry's Furniture													
	000	11/14/03	1,340.70	P	MA200	07 00	670.35	670.35	12/31/10	1,340.70	0.00	0.00	1,340.70	sr
000025	Restoration Shop													
	000	04/01/98	7,000.00	R	MF100	39 00	0.00	7,000.00	12/31/10	2,452.92	179.49	179.49	2,632.41	
000026	Kitchen													
	000	04/01/98	13,610.00	R	MF100	39 00	0.00	13,610.00	12/31/10	4,774.84	348.98	348.98	5,123.82	
000027	Race Shop													
	000	04/01/98	16,280.00	R	MF100	39 00	0.00	16,280.00	12/31/10	5,709.52	417.44	417.44	6,126.96	
000043	400 folding chairs and 8 caddys													
	000	03/20/03	14,564.00	P	MA200	07 00	4,369.20	10,194.80	12/31/10	14,564.00	0.00	0.00	14,564.00	sr
000045	Cabinets and Shelves for car restoration													
	000	01/14/04	3,375.00	P	MA200	07 00	1,687.50	1,687.50	12/31/10	3,299.70	75.30	75.30	3,375.00	sr
000046	countertops/splashguards for car restoration													
	000	01/01/04	14,542.50	P	MA200	07 00	7,271.25	7,271.25	12/31/10	14,218.03	324.47	324.47	14,542.50	sr
000050	Tool Cabinets for Machine Shop													
	000	01/16/04	20,416.86	P	MA200	07 00	10,208.43	10,208.43	12/31/10	19,961.32	455.54	455.54	20,416.86	sr
000051	Restoration Shelving for parts room													
	000	01/18/04	7,830.00	P	MA200	07 00	3,915.00	3,915.00	12/31/10	7,655.30	174.70	174.70	7,830.00	sr
000052	3 fireproof 4 drawer file cabinets													
	000	01/01/04	3,210.00	P	MA200	07 00	1,605.00	1,605.00	12/31/10	3,138.38	71.62	71.62	3,210.00	sr
000057	Work Tables wiring													
	000	01/21/04	4,053.19	P	MA200	07 00	2,026.60	2,026.59	12/31/10	3,962.76	90.43	90.43	4,053.19	sr
000058	15 Tensile Poles and black belt for restoration area													
	000	01/30/04	2,260.00	P	MA200	07 00	1,130.00	1,130.00	12/31/10	2,209.58	50.42	50.42	2,260.00	sr
000064	s/s counter tops and wall splashes for workstations													
	000	04/08/04	9,800.00	P	MA200	07 00	4,900.00	4,900.00	12/31/10	9,581.34	218.66	218.66	9,800.00	sr
000066	Storage cabinets for restoration													
	000	03/19/04	7,247.91	P	MA200	07 00	3,623.96	3,623.95	12/31/10	7,086.19	161.72	161.72	7,247.91	sr
000067	additional main area display lighting													
	000	07/30/04	88,759.29	P	MA200	07 00	44,379.65	44,379.64	12/31/10	86,778.88	1,980.41	1,980.41	88,759.29	sr
000068	track lighting 5th floor													
	000	11/30/04	14,975.59	P	MA200	07 00	7,487.80	7,487.79	12/31/10	14,641.45	334.14	334.14	14,975.59	sr
000069	Piano													
	000	12/07/04	18,900.00	P	MA200	07 00	9,450.00	9,450.00	12/31/10	18,478.30	421.70	421.70	18,900.00	sr
000070	Museum benches													
	000	01/11/04	5,655.00	P	MA200	07 00	2,827.50	2,827.50	12/31/10	5,528.83	126.17	126.17	5,655.00	sr
000072	Wash Shop curbing													
	000	06/30/04	14,979.67	P	MA200	07 00	7,489.84	7,489.83	12/31/10	14,645.44	334.23	334.23	14,979.67	sr
000083	Inflatable church													
	000	07/16/04	44,293.50	P	MA200	07 00	22,146.75	22,146.75	12/31/10	43,305.22	988.28	988.28	44,293.50	sr
000084	Fountain													

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G/L Asset Acct No = 1315														
	000	07/30/04	33,039.77	P	MA200	07 00	16,519.89	16,519.88	12/31/10	32,302.58	737.19	737.19	33,039.77	sr
000130	Cabinets for museum													
	000	02/09/07	7,503.67	P	MF200	07 00	0.00	7,503.67	12/31/10	5,159.76	669.69	669.69	5,829.45	
000161	Signature Mural													
	000	08/06/11	2,277.00	P	MA200	07 00	2,277.00	0.00		0.00	2,277.00	2,277.00	2,277.00	r
G/L Asset Acct No = 1315			740,112.71				346,085.26	394,027.45		704,994.10	10,437.58	10,437.58	715,431.68	
Less disposals and transfers Count = 0			0.00				0.00	0.00		0.00			0.00	
Net Subtotal Count = 29			740,112.71				346,085.26	394,027.45		704,994.10	10,437.58	10,437.58	715,431.68	
G/L Asset Acct No = 1316														
000004	Museum Displays													
	000	09/01/03	413,131.61	P	MA200	07 00	206,565.81	206,565.80	12/31/10	413,131.61	0.00	0.00	413,131.61	sr
000008	Display lighting													
	000	09/01/03	36,098.21	P	MA200	07 00	18,049.11	18,049.10	12/31/10	36,098.21	0.00	0.00	36,098.21	sr
000044	New Display lighting													
	000	12/31/03	55,833.38	P	MA200	07 00	27,916.69	27,916.69	12/31/10	55,833.38	0.00	0.00	55,833.38	sr
000073	Tire seat													
	000	10/22/04	6,855.25	P	MA200	07 00	3,427.63	3,427.62	12/31/10	6,702.30	152.95	152.95	6,855.25	sr
000074	Motorcyle shop exhibit													
	000	04/30/04	13,943.51	P	MA200	07 00	6,971.76	6,971.75	12/31/10	13,632.40	311.11	311.11	13,943.51	sr
000075	Military bike exhibit													
	000	12/31/04	20,586.16	P	MA200	07 00	10,293.08	10,293.08	12/31/10	20,126.84	459.32	459.32	20,586.16	sr
000076	Daytona Track exhibit													
	000	09/23/04	100,504.63	P	MA200	07 00	50,252.32	50,252.31	12/31/10	98,262.16	2,242.47	2,242.47	100,504.63	sr
000077	Accessory display Case East Side													
	000	01/23/04	27,089.56	P	MA200	07 00	13,544.78	13,544.78	12/31/10	26,485.13	604.43	604.43	27,089.56	sr
000078	Accessory Display case west side													
	000	03/31/04	24,213.00	P	MA200	07 00	12,106.50	12,106.50	12/31/10	23,672.76	540.24	540.24	24,213.00	sr
000079	3rd floor display rack													
	000	05/20/04	22,684.10	P	MA200	07 00	11,342.05	11,342.05	12/31/10	22,177.97	506.13	506.13	22,684.10	sr
000080	atrium racks													
	000	07/01/04	68,628.34	P	MA200	07 00	34,314.17	34,314.17	12/31/10	67,097.10	1,531.24	1,531.24	68,628.34	sr
000081	Basement storage system including pallets and 2 92" racks													
	000	12/31/04	127,538.72	P	MA200	07 00	63,769.36	63,769.36	12/31/10	124,693.06	2,845.66	2,845.66	127,538.72	sr
000082	Board track													
	000	05/05/04	3,100.00	P	MA200	07 00	1,550.00	1,550.00	12/31/10	3,030.83	69.17	69.17	3,100.00	sr
000089	Parts shelving													
	000	04/08/05	2,233.19	P	MF200	07 00	0.00	2,233.19	12/31/10	1,934.23	199.31	199.31	2,133.54	s
000090	Tower project, 78 pallets, and racks 1 and 2													
	000	05/17/05	146,098.72	P	MF200	07 00	0.00	146,098.72	12/31/10	126,540.08	13,039.09	13,039.09	139,579.17	s
000091	4th floor display and gas canopy													
	000	03/14/05	9,881.60	P	MF200	07 00	0.00	9,881.60	12/31/10	8,558.73	881.91	881.91	9,440.64	s
000095	Morbidelli Display													
	000	10/11/05	70,242.05	P	MF200	07 00	0.00	70,242.05	12/31/10	60,838.56	6,268.99	6,268.99	67,107.55	s
000096	New light fixtures thru out museum fro diaplays													
	000	07/13/05	13,669.02	P	MF200	07 00	0.00	13,669.02	12/31/10	11,839.12	1,219.93	1,219.93	13,059.05	s
000097	Lay in Panels for downstairs exhibit racks													
	000	06/08/05	3,899.67	P	MF200	07 00	0.00	3,899.67	12/31/10	3,377.62	348.03	348.03	3,725.65	s

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G/L Asset Acct No = 1316														
000098	Monolith													
	000	09/15/05	6,662.00	P	MF200	07 00	0.00	6,662.00	12/31/10	5,770.14	594.57	594.57	6,364.71	s
000099	first floor array													
	000	04/15/05	4,525.00	P	MF200	07 00	0.00	4,525.00	12/31/10	3,919.23	403.85	403.85	4,323.08	s
000100	display boxes and Y Array													
	000	04/15/05	11,262.00	P	MF200	07 00	0.00	11,262.00	12/31/10	9,754.33	1,005.11	1,005.11	10,759.44	s
000101	Tire seat													
	000	04/15/05	2,672.00	P	MF200	07 00	0.00	2,672.00	12/31/10	2,314.29	238.47	238.47	2,552.76	s
000102	Surtees Display													
	000	09/15/05	10,297.33	P	MF200	07 00	0.00	10,297.33	12/31/10	8,918.80	919.02	919.02	9,837.82	s
000103	Crate Y array													
	000	04/15/05	2,391.00	P	MF200	07 00	0.00	2,391.00	12/31/10	2,070.91	213.39	213.39	2,284.30	s
000109	New Array													
	000	11/21/05	11,716.00	P	MF200	07 00	0.00	11,716.00	12/31/10	10,147.55	1,045.63	1,045.63	11,193.18	s
000110	Gurney Ramp													
	000	11/28/05	2,816.00	P	MF200	07 00	0.00	2,816.00	12/31/10	2,439.01	251.33	251.33	2,690.34	s
000117	Addition to Surtees Exhibit													
	000	11/30/06	10,244.08	P	MF200	07 00	0.00	10,244.08	12/31/10	7,958.42	914.26	914.26	8,872.68	s
000118	Reztek Flooring													
	000	01/05/06	3,726.00	P	MF200	07 00	0.00	3,726.00	12/31/10	2,894.66	332.54	332.54	3,227.20	s
000119	6 MDF Boxes													
	000	05/18/06	2,910.00	P	MF200	07 00	0.00	2,910.00	12/31/10	2,260.72	259.71	259.71	2,520.43	s
000120	Motorcycle columns													
	000	08/02/06	115,599.12	P	MF200	07 00	0.00	115,599.12	12/31/10	89,806.49	10,317.05	10,317.05	100,123.54	s
000123	Lotus Display Racks													
	000	09/30/06	17,050.00	P	MF200	07 00	0.00	17,050.00	12/31/10	13,245.79	1,521.68	1,521.68	14,767.47	s
000124	Flower Sculptures													
	000	08/23/06	5,500.00	P	MF200	07 00	0.00	5,500.00	12/31/10	4,272.84	490.86	490.86	4,763.70	s
000125	Vesco Streamline Mural													
	000	07/31/06	5,635.00	P	MF200	07 00	0.00	5,635.00	12/31/10	4,377.72	502.91	502.91	4,880.63	s
000126	Dan Gurney Mural													
	000	07/31/06	8,840.46	P	MF200	07 00	0.00	8,840.46	12/31/10	6,867.97	789.00	789.00	7,656.97	s
000127	100 Light Fixtures for Displays													
	000	10/03/06	15,798.05	R	MF100	39 00	0.00	15,798.05	12/31/10	1,704.72	405.08	405.08	2,109.80	
000128	Display Cabinets													
	000	09/18/06	16,717.68	P	MF200	07 00	0.00	16,717.68	12/31/10	12,987.62	1,492.02	1,492.02	14,479.64	s
000129	3 small and 3 large crates													
	000	05/27/06	2,775.00	P	MF200	07 00	0.00	2,775.00	12/31/10	2,155.84	247.66	247.66	2,403.50	s
000133	Picture Wall													
	000	02/23/07	2,558.00	P	MF200	07 00	0.00	2,558.00	12/31/10	1,758.96	228.30	228.30	1,987.26	
000134	General Exhibits													
	000	10/09/07	4,106.00	P	MF200	07 00	0.00	4,106.00	12/31/10	2,823.41	366.46	366.46	3,189.87	
000135	Rogers Display													
	000	12/05/07	21,803.95	P	MF200	07 00	0.00	21,803.95	12/31/10	14,993.05	1,945.97	1,945.97	16,939.02	
000136	Display Lighting													
	000	06/27/07	16,961.10	P	MF200	07 00	0.00	16,961.10	12/31/10	11,662.97	1,513.75	1,513.75	13,176.72	
000137	English Phone Booth													
	000	08/08/07	5,950.00	P	MF200	07 00	0.00	5,950.00	12/31/10	4,091.40	531.03	531.03	4,622.43	
000138	Lotus Logos													
	000	07/31/07	5,641.96	P	MF200	07 00	0.00	5,641.96	12/31/10	3,879.58	503.54	503.54	4,383.12	
000139	Morbidelli Exhibit													
	000	08/22/07	3,117.15	P	MF200	07 00	0.00	3,117.15	12/31/10	2,143.45	278.20	278.20	2,421.65	

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G/L Asset Acct No = 1316														
000142	6 short display boxes													
	000	01/02/08	3,688.00	P	MA200	07 00	1,844.00	1,844.00	12/31/10	2,881.59	230.40	230.40	3,111.99	r
000143	Video Shadow Boxes for Harley Davidson building													
	000	01/24/08	4,255.00	P	MA200	07 00	2,127.50	2,127.50	12/31/10	3,324.61	265.83	265.83	3,590.44	r
000144	Motorcycle Display front end													
	000	03/25/08	2,555.98	P	MA200	07 00	1,277.99	1,277.99	12/31/10	1,997.10	159.68	159.68	2,156.78	r
000148	Kinetic Sculpture													
	000	09/16/08	7,500.00	P	MA200	07 00	3,750.00	3,750.00	12/31/10	5,860.07	468.55	468.55	6,328.62	r
000149	Mobile Clothing Display with Lexan cover													
	000	10/17/08	5,939.00	P	MA200	07 00	2,969.50	2,969.50	12/31/10	4,640.39	371.03	371.03	5,011.42	r
000152	Kinetic sculptures													
	000	03/11/09	2,050.00	P	MA200	07 00	1,025.00	1,025.00	12/31/10	1,422.45	179.30	179.30	1,601.75	r
000154	Front End display													
	000	11/02/09	3,303.00	P	MA200	07 00	1,651.50	1,651.50	12/31/10	2,291.88	288.89	288.89	2,580.77	r
000155	Display boxes for engines													
	000	09/25/09	11,575.00	P	MA200	07 00	5,787.50	5,787.50	12/31/10	8,031.64	1,012.39	1,012.39	9,044.03	r
000156	Monoliths													
	000	09/16/09	3,755.00	P	MA200	07 00	1,877.50	1,877.50	12/31/10	2,605.52	328.42	328.42	2,933.94	r
G/L Asset Acct No = 1316			1,528,126.58				482,413.75	1,045,712.83		1,392,307.21	61,835.86	61,835.86	1,454,143.07	
Less disposals and transfers Count = 0			0.00				0.00	0.00		0.00			0.00	
Net Subtotal Count = 54			1,528,126.58				482,413.75	1,045,712.83		1,392,307.21	61,835.86	61,835.86	1,454,143.07	
G/L Asset Acct No = 1320														
000005	Telephone System													
	000	09/01/03	26,793.11	P	MA200	07 00	13,396.56	13,396.55	12/31/10	26,793.11	0.00	0.00	26,793.11	sr
000009	Miscellaneous electric work													
	000	09/01/03	5,031.30	P	MA200	07 00	2,515.65	2,515.65	12/31/10	5,031.30	0.00	0.00	5,031.30	sr
000010	Air Intake and Vacuum system													
	000	09/01/03	56,336.10	P	MA200	07 00	28,168.05	28,168.05	12/31/10	56,336.10	0.00	0.00	56,336.10	sr
000011	Office Computer Equipment													
	000	09/01/03	16,774.28	P	MA200	05 00	8,387.14	8,387.14	12/31/10	16,774.28	0.00	0.00	16,774.28	sr
000013	Theatre Equipment													
	000	09/01/03	50,215.34	P	MA200	07 00	25,107.67	25,107.67	12/31/10	50,215.34	0.00	0.00	50,215.34	sr
000014	Satellite Dishes													
	000	09/01/03	623.75	P	MA200	07 00	311.88	311.87	12/31/10	623.75	0.00	0.00	623.75	sr
000015	Ultrasonic Machine													
	000	09/01/03	10,681.14	P	MA200	07 00	5,340.57	5,340.57	12/31/10	10,681.14	0.00	0.00	10,681.14	sr
000016	Toyota Forklift													
	000	07/30/03	29,122.41	P	MA200	07 00	14,561.21	14,561.20	12/31/10	29,122.41	0.00	0.00	29,122.41	sr
000017	EMS Professional Software													
	000	09/01/03	5,968.00	P	MA200	03 00	2,984.00	2,984.00	12/31/10	5,968.00	0.00	0.00	5,968.00	sr
000018	Motorcycle Lift													
	000	08/12/03	19,008.76	P	MA200	07 00	9,504.38	9,504.38	12/31/10	19,008.76	0.00	0.00	19,008.76	sr
000019	Scissor 19ft-21ft Elec													
	000	09/15/03	10,800.00	P	MA200	07 00	5,400.00	5,400.00	12/31/10	10,800.00	0.00	0.00	10,800.00	sr
000031	Sunnen Rod Home													
	000	05/10/02	3,500.00	P	MF200	07 00	0.00	3,500.00	12/31/10	3,500.00	0.00	0.00	3,500.00	s
000032	Sunnen 616 Hone													

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G/L Asset Acct No = 1320														
	000	05/10/02	17,500.00	P	MF200	07 00	0.00	17,500.00	12/31/10	17,500.00	0.00	0.00	17,500.00	s
000033 Magnaflux Machine														
	000	05/10/02	4,900.00	P	MF200	07 00	0.00	4,900.00	12/31/10	4,900.00	0.00	0.00	4,900.00	s
000034 Valve Guide, Seat Machine, and Refacer w/ Accessories														
	000	06/25/02	37,865.00	P	MF200	07 00	0.00	37,865.00	12/31/10	37,865.00	0.00	0.00	37,865.00	s
000035 Tools														
	000	07/08/02	486.00	P	MF200	07 00	0.00	486.00	12/31/10	486.00	0.00	0.00	486.00	s
000036 Cylinder hone and accessories														
	000	08/29/02	48,810.00	P	MF200	07 00	0.00	48,810.00	12/31/10	48,810.00	0.00	0.00	48,810.00	s
000037 Digitally Control Balancer														
	000	08/29/02	19,500.00	P	MF200	07 00	0.00	19,500.00	12/31/10	19,500.00	0.00	0.00	19,500.00	s
000038 Gas Spray Washer														
	000	08/29/02	10,100.00	P	MF200	07 00	0.00	10,100.00	12/31/10	10,100.00	0.00	0.00	10,100.00	s
000039 Single Stage Honing and Acessories														
	000	08/29/02	5,434.00	P	MF200	07 00	0.00	5,434.00	12/31/10	5,434.00	0.00	0.00	5,434.00	s
000040 Drill and Accessories														
	000	08/29/02	9,478.00	P	MF200	07 00	0.00	9,478.00	12/31/10	9,478.00	0.00	0.00	9,478.00	s
000041 Cap and Rod Grinder and Accessories														
	000	08/29/02	3,480.00	P	MF200	07 00	0.00	3,480.00	12/31/10	3,480.00	0.00	0.00	3,480.00	s
000042 Honing Machine and Accessories														
	000	08/29/02	10,975.43	P	MF200	07 00	0.00	10,975.43	12/31/10	10,975.43	0.00	0.00	10,975.43	s
000071 Motorcycle lift														
	000	04/12/04	3,353.00	P	MA200	07 00	1,676.50	1,676.50	12/31/10	3,278.19	74.81	74.81	3,353.00	sr
000085 Sound system for Barber Room														
	000	05/25/05	3,947.11	P	MF200	07 00	0.00	3,947.11	12/31/10	3,418.70	352.27	352.27	3,770.97	s
000086 Video and Dvd editing system														
	000	03/14/05	8,696.60	P	MF200	07 00	0.00	8,696.60	12/31/10	7,532.36	776.16	776.16	8,308.52	s
000087 Greas emonkey classic ultrasonic machine														
	000	03/31/05	11,099.00	P	MF200	07 00	0.00	11,099.00	12/31/10	9,613.15	990.57	990.57	10,603.72	s
000088 Scissor Lift														
	000	02/01/05	57,500.00	P	MF200	07 00	0.00	57,500.00	12/31/10	49,802.32	5,131.79	5,131.79	54,934.11	s
000094 oil preheater for race cars														
	000	09/07/05	2,289.83	P	MF200	07 00	0.00	2,289.83	12/31/10	1,983.28	204.37	204.37	2,187.65	s
000105 Pace American Enclosed Trailer														
	000	05/17/05	3,120.00	P	MF200	07 00	0.00	3,120.00	12/31/10	2,702.32	278.45	278.45	2,980.77	s
000107 DVR and security camera equipment														
	000	12/19/05	11,976.30	P	MF200	07 00	0.00	11,976.30	12/31/10	10,373.00	1,068.87	1,068.87	11,441.87	s
000108 Toshiba copier														
	000	10/31/05	7,011.97	P	MF200	07 00	0.00	7,011.97	12/31/10	6,073.26	625.81	625.81	6,699.07	s
000111 Storage and Memory for Computer Server														
	000	09/27/05	3,628.87	P	MF200	05 00	0.00	3,628.87	12/31/10	3,628.87	0.00	0.00	3,628.87	s
000112 Belimo Actuators on Outside Air Dampers														
	000	12/18/06	10,193.00	P	MF200	07 00	0.00	10,193.00	12/31/10	7,918.73	909.71	909.71	8,828.44	s
000114 3 Display Carts														
	000	12/06/06	9,000.00	P	MF200	07 00	0.00	9,000.00	12/31/10	6,991.91	803.24	803.24	7,795.15	s
000115 New Phone System														
	000	11/22/06	13,194.27	P	MF200	07 00	0.00	13,194.27	12/31/10	10,250.36	1,177.56	1,177.56	11,427.92	s
000116 2 Curtain Carts														
	000	11/17/06	4,500.00	P	MF200	07 00	0.00	4,500.00	12/31/10	3,495.96	401.62	401.62	3,897.58	s
000122 Power line conditioner														
	000	03/03/06	2,987.36	P	MF200	07 00	0.00	2,987.36	12/31/10	2,320.82	266.62	266.62	2,587.44	s
000131 Video Projector of Barber Room														

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G/L Asset Acct No = 1320														
	000	06/29/07	4,874.10	P	MF200	07 00	0.00	4,874.10	12/31/10	3,351.58	435.01	435.01	3,786.59	
000132	Penny Crusher													
	000	05/29/07	3,389.16	P	MF200	07 00	0.00	3,389.16	12/31/10	2,330.50	302.48	302.48	2,632.98	
000145	OMax 55100/30HP Waterjet													
	000	05/28/08	120,000.00	P	MA200	07 00	60,000.00	60,000.00	12/31/10	93,760.94	7,496.88	7,496.88	101,257.82	r
000146	Hitachi LCD Projector for theatre													
	000	06/27/08	6,562.68	P	MA200	07 00	3,281.34	3,281.34	12/31/10	5,127.70	410.00	410.00	5,537.70	r
000147	Roper Whitney Model 152 Foot Shear													
	000	09/05/08	3,370.00	P	MA200	07 00	1,685.00	1,685.00	12/31/10	2,633.12	210.54	210.54	2,843.66	r
000150	Proformer Finger BRake Model U4-9714													
	000	04/30/08	6,644.61	P	MF200	07 00	0.00	6,644.61	12/31/10	3,738.80	830.23	830.23	4,569.03	
000153	5th Floor PA system													
	000	04/21/09	7,631.06	P	MA200	07 00	3,815.53	3,815.53	12/31/10	5,295.03	667.44	667.44	5,962.47	r
000158	Server Computer													
	000	05/26/10	18,725.67	P	MA200	05 00	9,362.84	9,362.83	12/31/10	11,703.55	2,808.85	2,808.85	14,512.40	mr
000159	POS Retail System													
	000	10/14/10	8,364.84	P	MA200	05 00	8,364.84	0.00	12/31/10	8,364.84	0.00	0.00	8,364.84	mr
000162	Quincy Direct Drive Compressor													
	000	08/19/11	12,837.41	P	MA200	05 00	12,837.41	0.00		0.00	12,837.41	12,837.41	12,837.41	r
000163	Security System													
	000	08/31/11	74,016.16	P	MA200	05 00	74,016.16	0.00		0.00	74,016.16	74,016.16	74,016.16	r
000164	Wireless Internet													
	000	09/26/11	12,037.72	P	MA200	05 00	12,037.72	0.00		0.00	12,037.72	12,037.72	12,037.72	r
000165	Babbot Pouring Station, Bearing Chell Cutter and Line Boring machine													
	000	09/21/11	17,245.73	P	MA200	07 00	17,245.73	0.00		0.00	17,245.73	17,245.73	17,245.73	r
000166	Do All Bandsaw													
	000	01/19/11	3,000.00	P	MA200	07 00	3,000.00	0.00		0.00	3,000.00	3,000.00	3,000.00	r
000167	2GB DVR													
	000	03/31/11	4,566.86	P	MA200	07 00	4,566.86	0.00		0.00	4,566.86	4,566.86	4,566.86	r
G/L Asset Acct No = 1320			859,145.93				327,567.04	531,578.89		669,071.91	149,927.16	149,927.16	818,999.07	
Less disposals and transfers Count = 0			0.00				0.00	0.00		0.00			0.00	
Net Subtotal Count = 53			859,145.93				327,567.04	531,578.89		669,071.91	149,927.16	149,927.16	818,999.07	
G/L Asset Acct No = 1325														
000157	2011 Chevy 1500LTZ #136281													
	000	12/15/10	25,829.06	P	MA200	05 00	25,829.06	0.00	12/31/10	25,829.06	0.00	0.00	25,829.06	mr
G/L Asset Acct No = 1325			25,829.06				25,829.06	0.00		25,829.06	0.00	0.00	25,829.06	
Less disposals and transfers Count = 0			0.00				0.00	0.00		0.00			0.00	
Net Subtotal Count = 1			25,829.06				25,829.06	0.00		25,829.06	0.00	0.00	25,829.06	
Grand Total			26,539,146.54				1,181,895.11	25,357,251.43		6,234,166.44	690,847.93	690,847.93	6,925,014.37	
Less disposals and transfers			0.00				0.00	0.00		0.00			0.00	

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		Count = 0												
		Net Grand Total	26,539,146.54				1,181,895.11	25,357,251.43		6,234,166.44	690,847.93	690,847.93	6,925,014.37	
		Count = 148												

--- Report Assumptions ---

Report Name: Depreciation Expense
Source Report: <Standard Report>

Calculation Assumptions:
- Short Year: none
- Include Sec 168 Allowance & Sec 179: Yes
- Adjustment Convention: None

Key Codes:
- a. A depreciation adjustment amount is included in the reporting period.
- b The asset's business-use percentage is less than 100%.
- d The asset has been disposed.
- f The asset has switched from a MACRS table calculation to the MACRS formula calculation.
- L The asset's depreciation has been limited by luxury auto rules.
- m The asset's depreciation was calculated using the mid-quarter convention.
- r The asset's acquired value was reduced to arrive at the depreciable basis.
- s. The asset has switched from declining-balance to a straight-line.
- t The asset was transferred.
- v The asset has switched to remaining value over remaining life due to ACE.

Group/Sorting Criteria:
- Group = Gl Asset
- Include Assets that meet the following conditions
  - All FAS Assets
- Sorted by: G/L Asset Acct No (with subtotals), System No, Extension

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G/L Asset Acct No = 1300														
000001	000	05/01/03	11,185,494.83	R	NoDep	00 00	0.00	11,185,494.83	12/31/10	0.00	0.00	0.00	0.00	
G/L Asset Acct No = 1300			11,185,494.83				0.00	11,185,494.83		0.00	0.00	0.00	0.00	
Less disposals and transfers Count = 0			0.00				0.00	0.00		0.00			0.00	
Net Subtotal Count = 1			11,185,494.83				0.00	11,185,494.83		0.00	0.00	0.00	0.00	
G/L Asset Acct No = 1305														
000002	000	05/01/03	5,210,087.49	R	MF150	15 00	0.00	5,210,087.49	12/31/10	2,902,709.08	307,650.46	307,650.46	3,210,359.54	s
000003	000	05/01/03	1,061,363.13	R	MF150	15 00	0.00	1,061,363.13	12/31/10	591,319.89	62,672.43	62,672.43	653,992.32	s
000004	000	05/01/03	1,872,064.92	R	MF150	07 00	0.00	1,872,064.92	12/31/10	1,872,064.92	0.00	0.00	1,872,064.92	s
000006	000	05/01/03	19,200.24	R	MF150	07 00	0.00	19,200.24	12/31/10	19,200.24	0.00	0.00	19,200.24	s
000007	000	05/01/03	103,854.35	R	MF150	15 00	0.00	103,854.35	12/31/10	57,860.64	6,132.50	6,132.50	63,993.14	s
000008	000	05/01/03	80,789.63	R	MF150	15 00	0.00	80,789.63	12/31/10	45,010.54	4,770.55	4,770.55	49,781.09	s
000009	000	05/01/03	49,940.00	R	MF150	15 00	0.00	49,940.00	12/31/10	27,823.21	2,948.91	2,948.91	30,772.12	s
000010	000	05/01/03	158,364.84	R	MF150	15 00	0.00	158,364.84	12/31/10	88,230.21	9,351.28	9,351.28	97,581.49	s
000011	000	05/01/03	171,109.77	R	MF150	15 00	0.00	171,109.77	12/31/10	95,330.83	10,103.86	10,103.86	105,434.69	s
000012	000	05/01/03	590,206.42	R	MF150	07 00	0.00	590,206.42	12/31/10	590,206.42	0.00	0.00	590,206.42	s
000013	000	05/01/03	807,590.00	R	MF150	07 00	0.00	807,590.00	12/31/10	807,590.00	0.00	0.00	807,590.00	s
000015	000	05/01/03	139,092.52	R	MF150	07 00	0.00	139,092.52	12/31/10	139,092.52	0.00	0.00	139,092.52	s
000017	000	05/01/03	162,184.15	R	MF150	15 00	0.00	162,184.15	12/31/10	90,358.06	9,576.81	9,576.81	99,934.87	s
000018	000	05/01/03	60,450.00	R	MF150	15 00	0.00	60,450.00	12/31/10	33,678.66	3,569.51	3,569.51	37,248.17	s
000019	000	05/01/03	348,619.00	R	MF150	07 00	0.00	348,619.00	12/31/10	348,619.00	0.00	0.00	348,619.00	s
000020	000	05/01/03	88,033.40	R	MF150	07 00	0.00	88,033.40	12/31/10	88,033.40	0.00	0.00	88,033.40	s
000021	000	05/01/03	87,666.63	R	MF150	07 00	0.00	87,666.63	12/31/10	87,666.63	0.00	0.00	87,666.63	s
000022	000	05/01/03	89,850.70	R	MF150	07 00	0.00	89,850.70	12/31/10	89,850.70	0.00	0.00	89,850.70	s
000023	000	05/01/03	6,794.88	R	MF150	07 00	0.00	6,794.88	12/31/10	6,794.88	0.00	0.00	6,794.88	s
000025	000	05/01/03	1,000,185.08	R	MF150	15 00	0.00	1,000,185.08	12/31/10	557,235.62	59,059.93	59,059.93	616,295.55	s
000028	000	12/11/03	1,156,405.21	R	MF150	07 00	0.00	1,156,405.21	12/31/10	1,156,405.21	0.00	0.00	1,156,405.21	s
000029	000	05/01/03	2,057,070.06	R	MF150	15 00	0.00	2,057,070.06	12/31/10	1,146,060.59	121,467.93	121,467.93	1,267,528.52	s
000063	000	01/01/04	24,182.78	R	MF150	07 00	0.00	24,182.78	12/31/10	22,701.71	1,481.07	1,481.07	24,182.78	s
000066	000	01/01/04	2,252.50	R	MF150	15 00	0.00	2,252.50	12/31/10	1,121.95	133.01	133.01	1,254.96	s
000067	000	01/01/04	7,505.00	R	MF150	15 00	0.00	7,505.00	12/31/10	3,738.12	443.16	443.16	4,181.28	s
000068	000	01/27/04	19,626.50	R	MF150	15 00	0.00	19,626.50	12/31/10	9,775.65	1,158.92	1,158.92	10,934.57	s
000069	000	02/09/04	94,937.62	R	MF150	07 00	0.00	94,937.62	12/31/10	89,123.19	5,814.43	5,814.43	94,937.62	s
000071	000	03/10/04	52,289.25	R	MF150	07 00	0.00	52,289.25	12/31/10	49,086.81	3,202.44	3,202.44	52,289.25	s
000077	000	05/13/04	2,922.08	R	MF150	15 00	0.00	2,922.08	12/31/10	1,455.44	172.55	172.55	1,627.99	s
000079	000	05/14/04	9,525.40	R	MF150	15 00	0.00	9,525.40	12/31/10	4,744.44	562.47	562.47	5,306.91	s
000081	000	10/14/04	14,375.79	R	MF150	07 00	0.00	14,375.79	12/31/10	13,495.35	880.44	880.44	14,375.79	s
000096	000	07/07/04	59,456.77	R	MF150	15 00	0.00	59,456.77	12/31/10	29,614.43	3,510.86	3,510.86	33,125.29	s
000097	000	07/30/04	20,276.31	R	MF150	15 00	0.00	20,276.31	12/31/10	10,099.30	1,197.30	1,197.30	11,296.60	s
000098	000	08/24/04	11,361.39	R	MF150	07 00	0.00	11,361.39	12/31/10	10,665.57	695.82	695.82	11,361.39	s
000178	000	06/30/04	187,149.12	R	MF150	15 00	0.00	187,149.12	12/31/10	93,215.89	11,050.97	11,050.97	104,266.86	s
000180	000	06/30/04	18,905.50	R	MF150	15 00	0.00	18,905.50	12/31/10	9,416.52	1,116.35	1,116.35	10,532.87	s
000181	000	04/16/04	17,770.00	R	MF150	15 00	0.00	17,770.00	12/31/10	8,850.95	1,049.30	1,049.30	9,900.25	s
000183	000	10/17/04	5,378.76	R	MF150	07 00	0.00	5,378.76	12/31/10	5,049.34	329.42	329.42	5,378.76	s
000186	000	05/09/05	8,390.10	R	MF150	15 00	0.00	8,390.10	12/31/10	3,683.55	495.43	495.43	4,178.98	s
000191	000	09/30/05	6,377.96	R	MF150	15 00	0.00	6,377.96	12/31/10	2,800.15	376.61	376.61	3,176.76	s
000193	000	04/18/06	93,049.59	R	MF150	15 00	0.00	93,049.59	12/31/10	35,052.25	5,799.73	5,799.73	40,851.98	
000197	000	03/25/06	6,904.50	R	MF150	07 00	0.00	6,904.50	12/31/10	4,790.18	845.73	845.73	5,635.91	s

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G/L Asset Acct No = 1305														
000201	000	04/30/06	13,330.51	R	MF150	15 00	0.00	13,330.51	12/31/10	5,021.67	830.88	830.88	5,852.55	
000202	000	03/30/06	11,142.19	R	MF150	15 00	0.00	11,142.19	12/31/10	4,197.32	694.49	694.49	4,891.81	
000203	000	10/25/06	2,426.22	R	MF150	15 00	0.00	2,426.22	12/31/10	913.97	151.23	151.23	1,065.20	
000205	000	07/05/06	14,500.00	R	MF150	15 00	0.00	14,500.00	12/31/10	5,462.23	903.78	903.78	6,366.01	
000208	000	05/22/06	86,842.56	R	MF150	15 00	0.00	86,842.56	12/31/10	32,714.03	5,412.85	5,412.85	38,126.88	
000210	000	03/21/07	53,476.50	R	MF150	07 00	0.00	53,476.50	12/31/10	30,550.43	6,550.31	6,550.31	37,100.74	s
000214	000	05/24/07	7,365.38	R	MF150	15 00	0.00	7,365.38	12/31/10	2,264.49	510.09	510.09	2,774.58	
000215	000	06/13/07	6,744.56	R	MF150	15 00	0.00	6,744.56	12/31/10	2,073.61	467.10	467.10	2,540.71	
000216	000	06/26/07	24,107.00	R	MF150	15 00	0.00	24,107.00	12/31/10	7,411.70	1,669.53	1,669.53	9,081.23	
000217	000	07/16/07	48,648.25	R	MF150	07 00	0.00	48,648.25	12/31/10	27,792.11	5,958.90	5,958.90	33,751.01	s
000219	000	04/09/08	36,252.00	R	MF150	15 00	0.00	36,252.00	12/31/10	8,356.09	2,789.59	2,789.59	11,145.68	
000220	000	08/06/08	108,674.50	R	MF150	15 00	0.00	108,674.50	12/31/10	25,049.48	8,362.50	8,362.50	33,411.98	
000221	000	04/14/08	9,480.00	R	MF150	15 00	0.00	9,480.00	12/31/10	2,185.14	729.49	729.49	2,914.63	
000223	000	10/27/08	5,265.00	R	MF150	15 00	0.00	5,265.00	12/31/10	1,213.59	405.14	405.14	1,618.73	
000226	000	01/01/08	149,234.80	R	MF150	15 00	0.00	149,234.80	12/31/10	34,398.63	11,483.62	11,483.62	45,882.25	
000227	000	09/29/08	2,471,328.41	R	MF150	15 00	0.00	2,471,328.41	12/31/10	569,641.20	190,168.72	190,168.72	759,809.92	
000228	000	08/08/08	142,244.97	R	MF150	15 00	0.00	142,244.97	12/31/10	32,787.47	10,945.75	10,945.75	43,733.22	
000229	000	04/30/09	394,694.40	R	MF150	15 00	0.00	394,694.40	12/31/10	57,230.69	33,746.37	33,746.37	90,977.06	
000234	000	08/30/09	286,886.95	R	MF150	15 00	0.00	286,886.95	12/31/10	41,598.61	24,528.83	24,528.83	66,127.44	
000237	000	04/06/09	18,353.00	R	MF150	07 00	0.00	18,353.00	12/31/10	5,477.81	2,758.97	2,758.97	8,236.78	
000238	000	04/06/09	69,805.39	R	MF150	15 00	0.00	69,805.39	12/31/10	10,121.78	5,968.36	5,968.36	16,090.14	
000239	000	08/12/09	36,914.00	R	MF150	15 00	0.00	36,914.00	12/31/10	5,352.53	3,156.15	3,156.15	8,508.68	
000242	000	11/05/10	93,967.29	R	MF150	15 00	0.00	93,967.29	12/31/10	1,174.59	9,279.27	9,279.27	10,453.86	m
000243	000	03/05/10	168,393.71	R	MF150	15 00	0.00	168,393.71	12/31/10	14,734.45	15,365.93	15,365.93	30,100.38	m
000244	000	02/11/10	36,721.02	R	MF150	15 00	0.00	36,721.02	12/31/10	3,213.09	3,350.79	3,350.79	6,563.88	m
000245	000	02/26/10	2,878.00	R	MF150	15 00	0.00	2,878.00	12/31/10	251.83	262.62	262.62	514.45	m
000251	000	08/31/11	17,287.61	P	MA150	15 00	17,287.61	0.00		0.00	17,287.61	17,287.61	17,287.61	r
000255	000	03/18/11	15,398.87	R	MA150	15 00	15,398.87	0.00		0.00	15,398.87	15,398.87	15,398.87	r
G/L Asset Acct No = 1305			20,315,922.43				32,686.48	20,283,235.95		12,180,810.58	1,016,757.92	1,016,757.92	13,197,568.50	
Less disposals and transfers Count = 0			0.00				0.00	0.00		0.00			0.00	
Net Subtotal Count = 70			20,315,922.43				32,686.48	20,283,235.95		12,180,810.58	1,016,757.92	1,016,757.92	13,197,568.50	
G/L Asset Acct No = 1310														
000024	000	05/01/03	2,513.72	R	MF100	39 00	0.00	2,513.72	12/31/10	491.51	64.46	64.46	555.97	
000030	000	05/01/03	230,855.16	R	MF100	39 00	0.00	230,855.16	12/31/10	45,135.12	5,919.36	5,919.36	51,054.48	
000031	000	05/01/03	346,253.21	R	MF100	39 00	0.00	346,253.21	12/31/10	67,696.97	8,878.29	8,878.29	76,575.26	
000032	000	05/01/03	594,971.44	R	MF100	39 00	0.00	594,971.44	12/31/10	116,324.56	15,255.68	15,255.68	131,580.24	
000033	000	05/01/03	584,134.94	R	MF100	39 00	0.00	584,134.94	12/31/10	114,205.88	14,977.82	14,977.82	129,183.70	
000034	000	05/01/03	4,857,397.32	R	MF100	39 00	0.00	4,857,397.32	12/31/10	949,683.46	124,548.65	124,548.65	1,074,232.11	
000075	000	02/29/04	17,220.96	R	MF100	39 00	0.00	17,220.96	12/31/10	3,035.73	441.56	441.56	3,477.29	
000179	000	06/30/04	538,783.75	R	MF100	39 00	0.00	538,783.75	12/31/10	90,372.93	13,814.97	13,814.97	104,187.90	
000182	000	01/23/04	2,887.00	R	MF100	39 00	0.00	2,887.00	12/31/10	515.12	74.03	74.03	589.15	
000200	000	04/28/06	8,893.84	R	MF100	39 00	0.00	8,893.84	12/31/10	1,073.73	228.05	228.05	1,301.78	
000218	000	12/21/07	68,334.63	R	MF100	39 00	0.00	68,334.63	12/31/10	5,329.52	1,752.17	1,752.17	7,081.69	
000230	000	04/30/09	26,783.00	R	MF100	39 00	0.00	26,783.00	12/31/10	1,173.18	686.74	686.74	1,859.92	
000231	000	04/30/09	7,475.00	R	MF100	39 00	0.00	7,475.00	12/31/10	327.44	191.67	191.67	519.11	
000232	000	04/30/09	35,696.47	P	MA200	07 00	17,848.24	17,848.23	12/31/10	24,768.99	3,122.14	3,122.14	27,891.13	r
000233	000	04/30/09	1,090,891.55	R	MF100	39 00	0.00	1,090,891.55	12/31/10	47,784.78	27,971.58	27,971.58	75,756.36	

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G/L Asset Acct No = 1310														
000235	000	09/25/09	36,382.45	R	MF100	39 00	0.00	36,382.45	12/31/10	1,204.97	932.88	932.88	2,137.85	
000247	000	11/30/10	6,646.42	R	MF100	39 00	0.00	6,646.42	12/31/10	21.30	170.42	170.42	191.72	
000252	000	11/26/11	7,796.49	R	MF100	39 00	0.00	7,796.49		0.00	24.99	24.99	24.99	
000254	000	07/22/11	2,983.50	R	MF100	39 00	0.00	2,983.50		0.00	35.07	35.07	35.07	
G/L Asset Acct No = 1310			8,466,900.85				17,848.24	8,449,052.61		1,469,145.19	219,090.53	219,090.53	1,688,235.72	
Less disposals and transfers Count = 0			0.00				0.00	0.00		0.00			0.00	
Net Subtotal Count = 19			8,466,900.85				17,848.24	8,449,052.61		1,469,145.19	219,090.53	219,090.53	1,688,235.72	
G/L Asset Acct No = 1312														
000194	000	10/20/06	104,825.26	R	MF150	15 00	0.00	104,825.26	12/31/10	39,488.19	6,533.71	6,533.71	46,021.90	
G/L Asset Acct No = 1312			104,825.26				0.00	104,825.26		39,488.19	6,533.71	6,533.71	46,021.90	
Less disposals and transfers Count = 0			0.00				0.00	0.00		0.00			0.00	
Net Subtotal Count = 1			104,825.26				0.00	104,825.26		39,488.19	6,533.71	6,533.71	46,021.90	
G/L Asset Acct No = 1315														
000035	000	05/01/03	113,677.62	P	MA200	07 00	34,103.29	79,574.33	12/31/10	113,677.62	0.00	0.00	113,677.62	sr
000058	000	07/08/03	2,788.00	P	MA200	05 00	1,394.00	1,394.00	12/31/10	2,788.00	0.00	0.00	2,788.00	sr
000059	000	07/11/03	3,558.60	P	MA200	05 00	1,779.30	1,779.30	12/31/10	3,558.60	0.00	0.00	3,558.60	sr
000065	000	01/01/04	5,611.68	P	MA200	07 00	2,805.84	2,805.84	12/31/10	5,486.47	125.21	125.21	5,611.68	sr
000076	000	04/27/04	3,180.24	P	MA200	07 00	1,590.12	1,590.12	12/31/10	3,109.28	70.96	70.96	3,180.24	sr
000087	000	04/26/04	4,008.89	P	MA200	07 00	2,004.45	2,004.44	12/31/10	3,919.44	89.45	89.45	4,008.89	sr
000088	000	04/26/04	638.72	P	MA200	07 00	319.36	319.36	12/31/10	624.47	14.25	14.25	638.72	sr
000089	000	04/26/04	4,191.20	P	MA200	07 00	2,095.60	2,095.60	12/31/10	4,097.69	93.51	93.51	4,191.20	sr
000090	000	04/26/04	3,472.32	P	MA200	07 00	1,736.16	1,736.16	12/31/10	3,394.84	77.48	77.48	3,472.32	sr
000091	000	04/26/04	2,634.46	P	MA200	07 00	1,317.23	1,317.23	12/31/10	2,575.68	58.78	58.78	2,634.46	sr
000092	000	04/26/04	725.00	P	MA200	07 00	362.50	362.50	12/31/10	708.82	16.18	16.18	725.00	sr
000093	000	04/26/04	6,201.88	P	MA200	07 00	3,100.94	3,100.94	12/31/10	6,063.50	138.38	138.38	6,201.88	sr
000094	000	04/26/04	6,422.52	P	MA200	07 00	3,211.26	3,211.26	12/31/10	6,279.22	143.30	143.30	6,422.52	sr
000095	000	04/26/04	12,525.89	P	MA200	07 00	6,262.95	6,262.94	12/31/10	12,246.41	279.48	279.48	12,525.89	sr
000099	000	01/16/04	5,564.35	P	MA200	07 00	2,782.18	2,782.17	12/31/10	5,440.20	124.15	124.15	5,564.35	sr
000101	000	06/02/04	19,828.80	P	MA200	07 00	9,914.40	9,914.40	12/31/10	19,386.38	442.42	442.42	19,828.80	sr
000102	000	06/02/04	139.97	P	MA200	07 00	69.99	69.98	12/31/10	136.85	3.12	3.12	139.97	sr
000103	000	06/02/04	1,081.56	P	MA200	07 00	540.78	540.78	12/31/10	1,057.43	24.13	24.13	1,081.56	sr
000104	000	06/02/04	1,273.19	P	MA200	07 00	636.60	636.59	12/31/10	1,244.78	28.41	28.41	1,273.19	sr
000105	000	06/02/04	2,080.85	P	MA200	07 00	1,040.43	1,040.42	12/31/10	2,034.42	46.43	46.43	2,080.85	sr
000106	000	06/02/04	2,907.61	P	MA200	07 00	1,453.81	1,453.80	12/31/10	2,842.74	64.87	64.87	2,907.61	sr
000107	000	06/02/04	295.86	P	MA200	07 00	147.93	147.93	12/31/10	289.26	6.60	6.60	295.86	sr
000108	000	06/02/04	182.38	P	MA200	07 00	91.19	91.19	12/31/10	178.31	4.07	4.07	182.38	sr
000109	000	06/02/04	1,707.75	P	MA200	07 00	853.88	853.87	12/31/10	1,669.65	38.10	38.10	1,707.75	sr
000110	000	06/02/04	8,059.61	P	MA200	07 00	4,029.81	4,029.80	12/31/10	7,879.78	179.83	179.83	8,059.61	sr
000111	000	06/02/04	1,149.00	P	MA200	07 00	574.50	574.50	12/31/10	1,123.36	25.64	25.64	1,149.00	sr
000112	000	06/02/04	204.24	P	MA200	07 00	102.12	102.12	12/31/10	199.68	4.56	4.56	204.24	sr
000113	000	06/02/04	162.02	P	MA200	07 00	81.01	81.01	12/31/10	158.40	3.62	3.62	162.02	sr

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G/L Asset Acct No = 1315														
000114	000	06/02/04	419.74	P	MA200	07 00	209.87	209.87	12/31/10	410.37	9.37	9.37	419.74	sr
000115	000	06/02/04	392.62	P	MA200	07 00	196.31	196.31	12/31/10	383.86	8.76	8.76	392.62	sr
000116	000	06/02/04	715.72	P	MA200	07 00	357.86	357.86	12/31/10	699.75	15.97	15.97	715.72	sr
000117	000	06/02/04	614.17	P	MA200	07 00	307.09	307.08	12/31/10	600.47	13.70	13.70	614.17	sr
000118	000	06/02/04	2,405.52	P	MA200	07 00	1,202.76	1,202.76	12/31/10	2,351.85	53.67	53.67	2,405.52	sr
000119	000	06/02/04	2,324.96	P	MA200	07 00	1,162.48	1,162.48	12/31/10	2,273.09	51.87	51.87	2,324.96	sr
000120	000	06/02/04	572.10	P	MA200	07 00	286.05	286.05	12/31/10	559.34	12.76	12.76	572.10	sr
000121	000	06/02/04	68.08	P	MA200	07 00	34.04	34.04	12/31/10	66.56	1.52	1.52	68.08	sr
000122	000	06/02/04	80.65	P	MA200	07 00	40.33	40.32	12/31/10	78.85	1.80	1.80	80.65	sr
000123	000	06/02/04	136.16	P	MA200	07 00	68.08	68.08	12/31/10	133.12	3.04	3.04	136.16	sr
000124	000	06/02/04	81.01	P	MA200	07 00	40.51	40.50	12/31/10	79.20	1.81	1.81	81.01	sr
000125	000	06/02/04	8,176.85	P	MA200	07 00	4,088.43	4,088.42	12/31/10	7,994.41	182.44	182.44	8,176.85	sr
000126	000	06/02/04	1,292.64	P	MA200	07 00	646.32	646.32	12/31/10	1,263.80	28.84	28.84	1,292.64	sr
000127	000	06/02/04	81.01	P	MA200	07 00	40.51	40.50	12/31/10	79.20	1.81	1.81	81.01	sr
000128	000	06/02/04	136.16	P	MA200	07 00	68.08	68.08	12/31/10	133.12	3.04	3.04	136.16	sr
000129	000	06/02/04	2,506.68	P	MA200	07 00	1,253.34	1,253.34	12/31/10	2,450.75	55.93	55.93	2,506.68	sr
000130	000	06/02/04	695.50	P	MA200	07 00	347.75	347.75	12/31/10	679.98	15.52	15.52	695.50	sr
000131	000	06/02/04	5,304.69	P	MA200	07 00	2,652.35	2,652.34	12/31/10	5,186.33	118.36	118.36	5,304.69	sr
000132	000	06/02/04	659.82	P	MA200	07 00	329.91	329.91	12/31/10	645.10	14.72	14.72	659.82	sr
000133	000	06/02/04	916.14	P	MA200	07 00	458.07	458.07	12/31/10	895.70	20.44	20.44	916.14	sr
000134	000	06/02/04	2,996.90	P	MA200	07 00	1,498.45	1,498.45	12/31/10	2,930.03	66.87	66.87	2,996.90	sr
000135	000	06/02/04	2,676.96	P	MA200	07 00	1,338.48	1,338.48	12/31/10	2,617.23	59.73	59.73	2,676.96	sr
000136	000	06/02/04	42.53	P	MA200	07 00	21.27	21.26	12/31/10	41.58	0.95	0.95	42.53	sr
000137	000	06/02/04	204.84	P	MA200	07 00	102.42	102.42	12/31/10	200.27	4.57	4.57	204.84	sr
000138	000	06/02/04	984.76	P	MA200	07 00	492.38	492.38	12/31/10	962.79	21.97	21.97	984.76	sr
000139	000	06/02/04	2,321.14	P	MA200	07 00	1,160.57	1,160.57	12/31/10	2,269.35	51.79	51.79	2,321.14	sr
000140	000	06/02/04	1,998.40	P	MA200	07 00	999.20	999.20	12/31/10	1,953.81	44.59	44.59	1,998.40	sr
000141	000	06/02/04	8,631.00	P	MA200	07 00	4,315.50	4,315.50	12/31/10	8,438.42	192.58	192.58	8,631.00	sr
000142	000	06/02/04	3,956.40	P	MA200	07 00	1,978.20	1,978.20	12/31/10	3,868.12	88.28	88.28	3,956.40	sr
000143	000	06/02/04	13.60	P	MA200	07 00	6.80	6.80	12/31/10	13.30	0.30	0.30	13.60	sr
000144	000	06/02/04	13.60	P	MA200	07 00	6.80	6.80	12/31/10	13.30	0.30	0.30	13.60	sr
000145	000	06/02/04	7,331.94	P	MA200	07 00	3,665.97	3,665.97	12/31/10	7,168.35	163.59	163.59	7,331.94	sr
000146	000	06/02/04	13.60	P	MA200	07 00	6.80	6.80	12/31/10	13.30	0.30	0.30	13.60	sr
000147	000	06/02/04	8,881.92	P	MA200	07 00	4,440.96	4,440.96	12/31/10	8,683.75	198.17	198.17	8,881.92	sr
000148	000	06/02/04	13.60	P	MA200	07 00	6.80	6.80	12/31/10	13.30	0.30	0.30	13.60	sr
000149	000	06/02/04	9,807.94	P	MA200	07 00	4,903.97	4,903.97	12/31/10	9,589.10	218.84	218.84	9,807.94	sr
000150	000	06/02/04	13.60	P	MA200	07 00	6.80	6.80	12/31/10	13.30	0.30	0.30	13.60	sr
000151	000	06/02/04	15,246.38	P	MA200	07 00	7,623.19	7,623.19	12/31/10	14,906.20	340.18	340.18	15,246.38	sr
000152	000	06/02/04	13.60	P	MA200	07 00	6.80	6.80	12/31/10	13.30	0.30	0.30	13.60	sr
000153	000	06/02/04	36,613.99	P	MA200	07 00	18,307.00	18,306.99	12/31/10	35,797.05	816.94	816.94	36,613.99	sr
000154	000	06/02/04	2,711.00	P	MA200	07 00	1,355.50	1,355.50	12/31/10	2,650.51	60.49	60.49	2,711.00	sr
000155	000	06/02/04	20,430.20	P	MA200	07 00	10,215.10	10,215.10	12/31/10	19,974.36	455.84	455.84	20,430.20	sr
000156	000	06/02/04	1,511.25	P	MA200	07 00	755.63	755.62	12/31/10	1,477.53	33.72	33.72	1,511.25	sr
000157	000	06/02/04	2,758.56	P	MA200	07 00	1,379.28	1,379.28	12/31/10	2,697.01	61.55	61.55	2,758.56	sr
000158	000	06/02/04	4,176.80	P	MA200	07 00	2,088.40	2,088.40	12/31/10	4,083.61	93.19	93.19	4,176.80	sr
000159	000	06/02/04	5,254.57	P	MA200	07 00	2,627.29	2,627.28	12/31/10	5,137.33	117.24	117.24	5,254.57	sr
000160	000	06/02/04	4,773.00	P	MA200	07 00	2,386.50	2,386.50	12/31/10	4,666.50	106.50	106.50	4,773.00	sr
000161	000	06/02/04	5,640.00	P	MA200	07 00	2,820.00	2,820.00	12/31/10	5,514.16	125.84	125.84	5,640.00	sr
000162	000	06/02/04	1,966.20	P	MA200	07 00	983.10	983.10	12/31/10	1,922.33	43.87	43.87	1,966.20	sr
000163	000	06/02/04	1,128.00	P	MA200	07 00	564.00	564.00	12/31/10	1,102.83	25.17	25.17	1,128.00	sr
000164	000	06/02/04	161.09	P	MA200	07 00	80.55	80.54	12/31/10	157.50	3.59	3.59	161.09	sr
000165	000	06/02/04	161.09	P	MA200	07 00	80.55	80.54	12/31/10	157.50	3.59	3.59	161.09	sr

Barber Motorsports Park, LLC

Depreciation Expense Report

As of December 31, 2011

Book = Tax

FYE Month = December

Sys No	Ext	In Svc Date	Acquired Value	P T	Depr Meth	Est Life	Salv/168 Allow Sec 179	Depreciable Basis	Prior Thru	Prior Accum Depreciation	Depreciation This Run	Current YTD Depreciation	Current Accum Depreciation	Key Code
G/L Asset Acct No = 1315														
000166	000	06/02/04	322.18	P	MA200	07 00	161.09	161.09	12/31/10	314.99	7.19	7.19	322.18	sr
000167	000	06/02/04	161.09	P	MA200	07 00	80.55	80.54	12/31/10	157.50	3.59	3.59	161.09	sr
000168	000	06/02/04	161.09	P	MA200	07 00	80.55	80.54	12/31/10	157.50	3.59	3.59	161.09	sr
000169	000	06/02/04	129.14	P	MA200	07 00	64.57	64.57	12/31/10	126.26	2.88	2.88	129.14	sr
000170	000	06/02/04	440.28	P	MA200	07 00	220.14	220.14	12/31/10	430.46	9.82	9.82	440.28	sr
000171	000	06/02/04	161.09	P	MA200	07 00	80.55	80.54	12/31/10	157.50	3.59	3.59	161.09	sr
000172	000	06/02/04	3,747.80	P	MA200	07 00	1,873.90	1,873.90	12/31/10	3,664.18	83.62	83.62	3,747.80	sr
000173	000	06/02/04	1,601.13	P	MA200	07 00	800.57	800.56	12/31/10	1,565.41	35.72	35.72	1,601.13	sr
000174	000	06/02/04	572.10	P	MA200	07 00	286.05	286.05	12/31/10	559.34	12.76	12.76	572.10	sr
000175	000	06/02/04	928.73	P	MA200	07 00	464.37	464.36	12/31/10	908.01	20.72	20.72	928.73	sr
000176	000	06/02/04	1,582.64	P	MA200	07 00	791.32	791.32	12/31/10	1,547.33	35.31	35.31	1,582.64	sr
000177	000	06/02/04	778.23	P	MA200	07 00	389.12	389.11	12/31/10	760.87	17.36	17.36	778.23	sr
000184	000	03/11/04	2,064.96	P	MA200	07 00	1,032.48	1,032.48	12/31/10	2,018.89	46.07	46.07	2,064.96	sr
000185	000	01/01/05	16,230.00	P	MF200	07 00	0.00	16,230.00	12/31/10	14,057.24	1,448.51	1,448.51	15,505.75	s
000211	000	02/23/07	4,335.00	P	MF200	07 00	0.00	4,335.00	12/31/10	2,980.88	386.89	386.89	3,367.77	
000213	000	06/13/07	16,744.56	P	MF200	07 00	0.00	16,744.56	12/31/10	11,514.07	1,494.43	1,494.43	13,008.50	
G/L Asset Acct No = 1315			444,262.91				180,741.29	263,521.62		429,103.58	9,731.79	9,731.79	438,835.37	
Less disposals and transfers Count = 0			0.00				0.00	0.00		0.00			0.00	
Net Subtotal Count = 96			444,262.91				180,741.29	263,521.62		429,103.58	9,731.79	9,731.79	438,835.37	
G/L Asset Acct No = 1320														
000005	000	05/01/03	736,117.80	P	MA200	07 00	220,835.34	515,282.46	12/31/10	736,117.80	0.00	0.00	736,117.80	sr
000014	000	05/01/03	79,978.30	P	MA200	07 00	23,993.49	55,984.81	12/31/10	79,978.30	0.00	0.00	79,978.30	sr
000016	000	05/01/03	20,746.41	P	MA200	07 00	6,223.92	14,522.49	12/31/10	20,746.41	0.00	0.00	20,746.41	sr
000038	000	05/01/03	107,846.99	P	MA200	07 00	32,354.10	75,492.89	12/31/10	107,846.99	0.00	0.00	107,846.99	sr
000039	000	05/01/03	19,039.58	P	MA200	07 00	5,711.87	13,327.71	12/31/10	19,039.58	0.00	0.00	19,039.58	sr
000040	000	05/01/03	5,292.00	P	MA200	07 00	1,587.60	3,704.40	12/31/10	5,292.00	0.00	0.00	5,292.00	sr
000041	000	05/01/03	12,679.00	P	MA200	07 00	3,803.70	8,875.30	12/31/10	12,679.00	0.00	0.00	12,679.00	sr
000042	000	05/01/03	19,552.52	P	MA200	07 00	5,865.76	13,686.76	12/31/10	19,552.52	0.00	0.00	19,552.52	sr
000044	000	05/01/03	2,284.20	P	MA200	07 00	685.26	1,598.94	12/31/10	2,284.20	0.00	0.00	2,284.20	sr
000045	000	05/01/03	8,356.00	P	MA200	07 00	2,506.80	5,849.20	12/31/10	8,356.00	0.00	0.00	8,356.00	sr
000046	000	05/01/03	3,240.00	P	MA200	07 00	972.00	2,268.00	12/31/10	3,240.00	0.00	0.00	3,240.00	sr
000047	000	05/01/03	12,913.56	P	MA200	07 00	3,874.07	9,039.49	12/31/10	12,913.56	0.00	0.00	12,913.56	sr
000048	000	05/01/03	8,256.23	P	MA200	07 00	2,476.87	5,779.36	12/31/10	8,256.23	0.00	0.00	8,256.23	sr
000050	000	05/01/03	398.52	P	MA200	07 00	119.56	278.96	12/31/10	398.52	0.00	0.00	398.52	sr
000051	000	05/01/03	19,088.98	P	MA200	07 00	5,726.69	13,362.29	12/31/10	19,088.98	0.00	0.00	19,088.98	sr
000052	000	05/01/03	19,275.58	P	MA200	07 00	5,782.67	13,492.91	12/31/10	19,275.58	0.00	0.00	19,275.58	sr
000053	000	05/01/03	89,124.09	P	MA200	07 00	26,737.23	62,386.86	12/31/10	89,124.09	0.00	0.00	89,124.09	sr
000054	000	05/01/03	132,769.44	P	MA200	07 00	39,830.83	92,938.61	12/31/10	132,769.44	0.00	0.00	132,769.44	sr
000055	000	06/27/03	13,543.12	P	MA200	07 00	6,771.56	6,771.56	12/31/10	13,543.12	0.00	0.00	13,543.12	sr
000056	000	10/07/03	18,100.00	P	MA200	07 00	9,050.00	9,050.00	12/31/10	18,100.00	0.00	0.00	18,100.00	sr
000057	000	11/10/03	16,000.00	P	MA200	07 00	8,000.00	8,000.00	12/31/10	16,000.00	0.00	0.00	16,000.00	sr
000061	000	05/01/03	3,090.24	P	MA200	07 00	927.07	2,163.17	12/31/10	3,090.24	0.00	0.00	3,090.24	sr
000062	000	05/08/03	8,613.00	P	MA200	07 00	4,306.50	4,306.50	12/31/10	8,613.00	0.00	0.00	8,613.00	sr
000064	000	01/01/04	3,437.68	P	MA200	07 00	1,718.84	1,718.84	12/31/10	3,360.98	76.70	76.70	3,437.68	sr
000072	000	03/25/04	6,708.34	P	MA200	07 00	3,354.17	3,354.17	12/31/10	6,558.66	149.68	149.68	6,708.34	sr
000078	000	05/18/04	16,435.39	P	MA200	07 00	8,217.70	8,217.69	12/31/10	16,068.68	366.71	366.71	16,435.39	sr
000080	000	05/12/04	8,502.00	P	MA200	07 00	4,251.00	4,251.00	12/31/10	8,312.30	189.70	189.70	8,502.00	sr

Barber Motorsports Park, LLC
Depreciation Expense Report
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FYE Month = December

Sys No	Ext	In Svc Date	Acquired Value	P T	Depr Meth	Est Life	Salv/168 Allow Sec 179	Depreciable Basis	Prior Thru	Prior Accum Depreciation	Depreciation This Run	Current YTD Depreciation	Current Accum Depreciation	Key Code
G/L Asset Acct No = 1320														
000082	000	05/12/04	23,348.84	P	MA200	07 00	11,674.42	11,674.42	12/31/10	22,827.88	520.96	520.96	23,348.84	sr
000083	000	05/12/04	23,348.84	P	MA200	07 00	11,674.42	11,674.42	12/31/10	22,827.88	520.96	520.96	23,348.84	sr
000084	000	05/12/04	17,503.00	P	MA200	07 00	8,751.50	8,751.50	12/31/10	17,112.47	390.53	390.53	17,503.00	sr
000085	000	05/12/04	17,503.01	P	MA200	07 00	8,751.51	8,751.50	12/31/10	17,112.48	390.53	390.53	17,503.01	sr
000100	000	09/09/04	2,300.97	P	MA200	07 00	1,150.49	1,150.48	12/31/10	2,249.63	51.34	51.34	2,300.97	sr
000190	000	02/21/05	4,171.04	P	MF200	07 00	0.00	4,171.04	12/31/10	3,612.65	372.26	372.26	3,984.91	s
000192	000	08/08/05	2,945.57	P	MF200	07 00	0.00	2,945.57	12/31/10	2,551.24	262.89	262.89	2,814.13	s
000195	000	03/22/06	10,027.24	P	MF200	07 00	0.00	10,027.24	12/31/10	7,789.95	894.92	894.92	8,684.87	s
000196	000	03/22/06	10,027.24	P	MF200	07 00	0.00	10,027.24	12/31/10	7,789.95	894.92	894.92	8,684.87	s
000198	000	03/30/06	8,208.64	P	MF200	07 00	0.00	8,208.64	12/31/10	6,377.12	732.61	732.61	7,109.73	s
000199	000	03/30/06	8,208.64	P	MF200	07 00	0.00	8,208.64	12/31/10	6,377.12	732.61	732.61	7,109.73	s
000204	000	08/07/06	3,556.00	P	MF200	07 00	0.00	3,556.00	12/31/10	2,762.59	317.36	317.36	3,079.95	s
000206	000	07/10/06	5,083.52	P	MF200	07 00	0.00	5,083.52	12/31/10	3,949.29	453.69	453.69	4,402.98	s
000207	000	02/16/06	9,508.75	P	MF200	07 00	0.00	9,508.75	12/31/10	7,387.15	848.64	848.64	8,235.79	s
000209	000	05/04/06	23,296.66	P	MF200	07 00	0.00	23,296.66	12/31/10	18,098.68	2,079.19	2,079.19	20,177.87	s
000212	000	02/20/07	2,800.00	P	MF200	07 00	0.00	2,800.00	12/31/10	1,925.37	249.90	249.90	2,175.27	
000222	000	04/07/08	4,028.70	P	MA200	07 00	2,014.35	2,014.35	12/31/10	3,147.79	251.69	251.69	3,399.48	r
000224	000	02/04/08	2,013.70	P	MA200	07 00	1,006.85	1,006.85	12/31/10	1,573.39	125.80	125.80	1,699.19	r
000225	000	01/28/08	8,377.95	P	MA200	07 00	4,188.98	4,188.97	12/31/10	6,546.04	523.40	523.40	7,069.44	r
000236	000	04/06/09	24,448.90	P	MA200	07 00	12,224.45	12,224.45	12/31/10	16,964.54	2,138.39	2,138.39	19,102.93	r
000240	000	09/25/09	4,319.00	P	MA200	07 00	2,159.50	2,159.50	12/31/10	2,996.86	377.76	377.76	3,374.62	r
000241	000	06/30/10	3,657.50	P	MA200	07 00	1,828.75	1,828.75	12/31/10	2,155.31	429.20	429.20	2,584.51	mr
000246	000	12/18/10	3,740.00	P	MA200	07 00	3,740.00	0.00	12/31/10	3,740.00	0.00	0.00	3,740.00	mr
000248	000	06/15/11	10,992.00	P	MA200	05 00	10,992.00	0.00		0.00	10,992.00	10,992.00	10,992.00	r
000249	000	06/08/11	6,876.47	P	MA200	05 00	6,876.47	0.00		0.00	6,876.47	6,876.47	6,876.47	r
000250	000	08/25/11	6,079.56	P	MA200	07 00	6,079.56	0.00		0.00	6,079.56	6,079.56	6,079.56	r
000253	000	11/26/11	45,592.39	P	MA200	05 00	45,592.39	0.00		0.00	45,592.39	45,592.39	45,592.39	r
G/L Asset Acct No = 1320			1,683,353.10				574,390.24	1,108,962.86		1,578,481.56	83,882.76	83,882.76	1,662,364.32	
Less disposals and transfers Count = 0			0.00				0.00	0.00		0.00			0.00	
Net Subtotal Count = 54			1,683,353.10				574,390.24	1,108,962.86		1,578,481.56	83,882.76	83,882.76	1,662,364.32	
G/L Asset Acct No = 1325														
000036	000	05/01/03	23,788.54	P	MA200	05 00	7,136.56	16,651.98	12/31/10	23,788.54	0.00	0.00	23,788.54	sr
000037	000	05/01/03	185.00	P	MA200	05 00	55.50	129.50	12/31/10	185.00	0.00	0.00	185.00	sr
000043	000	05/01/03	1,800.00	P	MA200	05 00	540.00	1,260.00	12/31/10	1,800.00	0.00	0.00	1,800.00	sr
000049	000	05/01/03	43,207.50	P	MA200	05 00	12,962.25	30,245.25	12/31/10	43,207.50	0.00	0.00	43,207.50	sr
000060	000	03/17/03	24,139.97	P	MA200	05 00	7,241.99	16,897.98	12/31/10	24,139.97	0.00	0.00	24,139.97	sr
000187	000	05/05/05	11,000.00	P	MF200	05 00	0.00	11,000.00	12/31/10	11,000.00	0.00	0.00	11,000.00	s
000188	000	05/05/05	17,500.00	P	MF200	05 00	0.00	17,500.00	12/31/10	17,500.00	0.00	0.00	17,500.00	s
000189	000	08/22/05	22,397.91	P	MF200	05 00	0.00	22,397.91	12/31/10	22,397.91	0.00	0.00	22,397.91	s

Barber Motorsports Park, LLC
Depreciation Expense Report
As of December 31, 2011

Book = Tax

FYE Month = December

Sys No Ext In Svc Date	Acquired Value	P T	Depr Meth	Est Life	Salv/168 Allow Sec 179	Depreciable Basis	Prior Thru	Prior Accum Depreciation	Depreciation This Run	Current YTD Depreciation	Current Accum Depreciation	Key Code
G/L Asset Acct No = 1325	144,018.92				27,936.30	116,082.62		144,018.92	0.00	0.00	144,018.92	
Less disposals and transfers Count = 0	0.00				0.00	0.00		0.00			0.00	
Net Subtotal Count = 8	144,018.92				27,936.30	116,082.62		144,018.92	0.00	0.00	144,018.92	
Grand Total	42,344,778.30				833,602.55	41,511,175.75		15,841,048.02	1,335,996.71	1,335,996.71	17,177,044.73	
Less disposals and transfers Count = 0	0.00				0.00	0.00		0.00			0.00	
Net Grand Total	42,344,778.30				833,602.55	41,511,175.75		15,841,048.02	1,335,996.71	1,335,996.71	17,177,044.73	
Count = 249												

Report Assumptions

Report Name: Depreciation Expense
Source Report: <Standard Report>

Calculation Assumptions:
Short Year none
Include Sec 168 Allowance & Sec 179 Yes
Adjustment Convention None

Key Codes:
- a. A depreciation adjustment amount is included in the reporting period.
- b The asset's business-use percentage is less than 100%.
- d The asset has been disposed.
- f The asset has switched from a MACRS table calculation to the MACRS formula calculation.
- L The asset's depreciation has been limited by luxury auto rules.
- m The asset's depreciation was calculated using the mid-quarter convention.
- r The asset's acquired value was reduced to arrive at the depreciable basis.
- s The asset has switched from declining-balance to a straight-line.
- t The asset was transferred.
- v The asset has switched to remaining value over remaining life due to ACE.

Group/Sorting Criteria:
Group = GL Assets
Include Assets that meet the following conditions:
All FAS Assets
Sorted by: G/L Asset Acct No (with subtotals), System No, Extension