Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: THE ROSS FOUNDATION

A Employer identification number: 71-6060574

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 335 — Room/suite:

B Telephone number: (870) 246-9881

City or town, state, and ZIP code: ARKADELPHIA, AR 71923

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: [X] 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)* ▶$ 91,027,842.

J Accounting method: [X] 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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,515.	2,515.		STATEMENT 1
	4 Dividends and interest from securities	118.	118.		STATEMENT 2
	5a Gross rents	60,406.	60,406.		STATEMENT 3
	b Net rental income or (loss) 60,406.				
	6a Net gain or (loss) from sale of assets not on line 10	1,496,613.			
	b Gross sales price for all assets on line 6a 2,888,242.				
	7 Capital gain net income (from Part IV, line 2)		1,496,613.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	65,561.	184.		STATEMENT 4
	12 Total. Add lines 1 through 11	1,625,213.	1,559,836.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	181,210.	0.		181,210.
	14 Other employee salaries and wages	277,875.	0.		277,875.
	15 Pension plans, employee benefits	84,136.	0.		84,136.
	16a Legal fees STMT 5	1,607.	0.		1,607.
	b Accounting fees STMT 6	23,000.	0.		23,000.
	c Other professional fees				
	17 Interest	339,923.	339,923.		0.
	18 Taxes STMT 7	184,815.	175,098.		0.
	19 Depreciation and depletion	22,875.	0.		
	20 Occupancy	10,661.	10,661.		0.
	21 Travel, conferences, and meetings	10,124.	0.		10,124.
	22 Printing and publications				
	23 Other expenses STMT 8	237,044.	92,628.		144,416.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,373,270.	618,310.		722,368.
	25 Contributions, gifts, grants paid	557,488.			557,488.
	26 Total expenses and disbursements. Add lines 24 and 25	1,930,758.	618,310.		1,279,856.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-305,545.			
	b Net investment income (if negative, enter -0-)		941,526.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	44,148.	41,321.	41,321.
	2 Savings and temporary cash investments	495,618.	785,883.	785,883.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	46,066.	38,314.	38,314.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	1,070.	1,070.	2,993.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 33,436,530.			
	Less accumulated depreciation ▶	34,804,069.	33,436,530.	88,918,410.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 1,092,570.			
	Less accumulated depreciation ▶ 414,041.	685,506.	678,529.	678,529.
	15 Other assets (describe ▶ STATEMENT 11)	505,826.	562,392.	562,392.
	16 **Total assets** (to be completed by all filers)	36,582,303.	35,544,039.	91,027,842.
Liabilities	17 Accounts payable and accrued expenses	145,884.	140,131.	
	18 Grants payable	729,350.	425,584.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	7,940,000.	7,365,000.	
	22 Other liabilities (describe ▶ STATEMENT 12)	643,483.	491,517.	
	23 **Total liabilities** (add lines 17 through 22)	9,458,717.	8,422,232.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	27,123,586.	27,121,807.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	27,123,586.	27,121,807.	
	31 **Total liabilities and net assets/fund balances**	36,582,303.	35,544,039.	

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	27,123,586.
2	Enter amount from Part I, line 27a	2	-305,545.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	303,766.
4	Add lines 1, 2, and 3	4	27,121,807.
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	27,121,807.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,888,242.		1,391,629.	1,496,613.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,496,613.

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** 1,496,613.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,274,874.	621,889.	2.050002
2009	1,412,081.	646,634.	2.183741
2008	1,624,976.	759,699.	2.138973
2007	1,846,154.	2,397,759.	.769950
2006	1,170,200.	2,129,850.	.549428

2	**Total** of line 1, column (d)	2	7.692094
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	1.538419
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	820,813.
5	Multiply line 4 by line 3	5	1,262,754.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,415.
7	Add lines 5 and 6	7	1,272,169.
8	Enter qualifying distributions from Part XII, line 4	8	1,279,856.

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 ▶ [X] and enter 1% of Part I, line 27b			1	9,415.
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	9,415.
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	9,415.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14,480.		
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	14,480.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,065.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶		5,065. **Refunded** ▶	11	0.

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)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AR			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ ROSSFOUNDATION.US

14 The books are in care of ▶ MARY ELIZABETH ELDRIDGE Telephone no. ▶ (870) 246-9881

Located at ▶ 202 SOUTH 5TH STREET, ARKADELPHIA, AR ZIP+4 ▶ 71923

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

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

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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			
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 13		181,210.	3,992.	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
DAVID HUNT P.O. BOX 335, ARKADELPHIA, AR 71923	SR. FORESTER 40.00	87,222.	2,638.	0.
ERIC RHODES P.O. BOX 335, ARKADELPHIA, AR 71923	FORESTER 40.00	50,279.	1,628.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 CONSERVATION FORESTRY MANAGEMENT - SEE ATTACHED STATEMENT	559,259.
2 PUBLIC RECREATION - SEE ATTACHED STATEMENT	32,562.
3 SOUTH CENTRAL ARKANSAS LOG A LOAD FOR KIDS - SEE ATTACHED STATEMENT	0.
4	

Part IX-B **Summary of Program-Related Investments**

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

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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	2,640.
b	Average of monthly cash balances	1b	784,255.
c	Fair market value of all other assets	1c	46,418.
d	**Total** (add lines 1a, b, and c)	1d	833,313.
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	833,313.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,500.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	820,813.
6	**Minimum investment return.** Enter 5% of line 5	6	41,041.

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

1	Minimum investment return from Part X, line 6	1	41,041.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 9,415.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	9,415.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	31,626.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	31,626.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	31,626.

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	1,279,856.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,279,856.
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	9,415.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,270,441.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				31,626.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 1,084,703.				
b From 2007 1,763,467.				
c From 2008 1,600,924.				
d From 2009 1,385,043.				
e From 2010 1,272,670.				
f Total of lines 3a through e	7,106,807.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 1,279,856.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				31,626.
e Remaining amount distributed out of corpus	1,248,230.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,355,037.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	1,084,703.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	7,270,334.			
10 Analysis of line 9:				
a Excess from 2007 1,763,467.				
b Excess from 2008 1,600,924.				
c Excess from 2009 1,385,043.				
d Excess from 2010 1,272,670.				
e Excess from 2011 1,248,230.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

MARY ELIZABETH ELDRIDGE, THE ROSS FOUNDATION, (870) 246-9881
P.O. BOX 335, ARKADELPHIA, AR 71923

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

SEE ATTACHED FORM

c Any submission deadlines:

NONE

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

SEE ATTACHED FORM

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				
AMERICAN CANCER SOCIETY 901 N. UNIVERSITY LITTLE ROCK, AR 72207	NONE	PUBLIC CHARITY	RELAY FOR LIFE	1,000.
ARKADELPHIA COMMUNITY FOUNDATION P.O. BOX 38 ARKADELPHIA, AR 71923	NONE	PUBLIC CHARITY	RALLY ON THE RAVINE	1,000.
ARKADELPHIA PUBLIC SCHOOLS 235 NORTH 11TH STREET ARKADELPHIA, AR 71923	NONE	PUBLIC EDUCATIONAL INSTITUTION	CONE FOUNDATION	9,000.
ARKANSAS 4-H FOUNDATION, INC. 1 FOUR H WAY LITTLE ROCK, AR 72223	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	1,500.
ARKANSAS 4-H FOUNDATION, INC. 1 FOUR H WAY LITTLE ROCK, AR 72223	NONE	PUBLIC CHARITY	BISMARCK SIGNS	1,050.
Total SEE CONTINUATION SHEET(S)			▶ 3a	557,488.
b Approved for future payment				
AMERICAN CANCER SOCIETY 901 N. UNIVERSITY LITTLE ROCK, AR 72207	NONE	PUBLIC CHARITY	RELAY FOR LIFE - 2012	1,000.
ARKADELPHIA EDUCATION FOUNDATION 235 N. 11TH ST. ARKADELPHIA, AR 71923	NONE	PENDING	ARKADELPHIA PROMISE - 2012	351,684.
ARKANSAS SINGLE PARENT SCHOLARSHIP FUND 614 E. EMMA, #119 SPRINGDALE, AR 72764	NONE	PUBLIC CHARITY	SCHOLARSHIP FUND - 2012	6,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	425,584.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ARKANSAS FORESTRY ASSOCIATION EDUCATION FOUNDATION 410 S. CROSS STREET, ROOM C LITTLE ROCK, AR 72201	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	32,653.
ARKANSAS FORESTRY ASSOCIATION EDUCATION FOUNDATION 410 S. CROSS STREET, ROOM C LITTLE ROCK, AR 72201	NONE	PUBLIC CHARITY	CHAMPION TREE PROJECT	5,000.
ARKANSAS GAME & FISH FOUNDATION #2 NATURAL RESOURCES DRIVE LITTLE ROCK, AR 72205	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	51,957.
ARKANSAS HUNTERS FEEDING THE HUNGRY 920 W. 2ND STREET, SUITE 103 LITTLE ROCK, AR 72201	NONE	PUBLIC CHARITY	CLARK COUNTY FEEDING THE NEEDY	3,000.
BOY SCOUTS OF AMERICA OUACHITA AREA COUNCIL 102 CHIPPEWA COURT HOT SPRINGS, AR 71901	NONE	PUBLIC CHARITY	FINANCIAL SOFTWARE UPDATE	2,237.
CLARK COUNTY COMMUNITY FOUNDATION P.O. BOX 38 ARKADELPHIA, AR 71923	NONE	PUBLIC CHARITY	OPERATING ENDOWMENT	2,000.
CONFERENCE OF SOUTHWEST FOUNDATIONS 624 N. GOOD-LATIMER EXPY; STE 100 DALLAS, TX 75204	NONE	PUBLIC CHARITY	SPRING COMMITTEE MEETINGS	2,000.
DAWSON EDUCATIONAL COOPERATIVE 711 CLINTON STREET ARKADELPHIA, AR 71923	NONE	PUBLIC GOVERNMENTAL UNIT	MINI-GRANT PROGRAMS	15,000.
EASY K FOUNDATION, INC. 2307 EASY K RD SAGE, AR 72573	NONE	PUBLIC CHARITY	ROBERT C. RHODES MEMORIAL	2,500.
GAINES HOUSE, INC. 1702 GAINES STREET LITTLE ROCK, AR 72206	NONE	PUBLIC CHARITY	SANDRA WILSON CHERRY AWARD	1,000.
Total from continuation sheets				543,938.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GIVE ME A CHANCE EQUINE RESCUE 68 TERRAPIN TRAIL ARKADELPHIA, AR 71923	NONE	PUBLIC CHARITY	EMERGENCY FUNDS	1,000.
GROUP LIVING, INC. 708 MAIN STREET ARKADELPHIA, AR 71923	NONE	PUBLIC CHARITY	RECONSTRUCTION CAMPAIGN/PHASE I	300,000.
HENDERSON STATE UNIVERSITY BOX 7550 HSU ARKADELPHIA, AR 71923	NONE	PUBLIC EDUCATIONAL INSTITUTION	BUSINESS PLAN COMPETITION/COLLEGE PREP ACADEMY	33,000.
HUMANE SOCIETY OF CLARK COUNTY P.O. BOX 435 ARKADELPHIA, AR 71923	NONE	PUBLIC CHARITY	SPAY/NEUTER FUND FOR CATS	2,000.
JUNIOR AUXILIARY OF ARKADELPHIA P.O. BOX 565 ARKADELPHIA, AR 71923	NONE	PUBLIC CHARITY	$250 UNRESTRICTED; $1000 ANGEL TREE	1,250.
NATIONAL FIRE SAFETY COUNCIL P.O. BOX 378 MICHIGAN CENTER, MI 49254	NONE	PUBLIC CHARITY	ARKADELPHIA FIRE DEPT - FIRE PUP SAFETY	200.
OUACHITA SCHOOL DISTRICT 332 SCHOOLHOUSE ROAD DONALDSON, AR 71941	NONE	PUBLIC CHARITY	ELEMENTARY SCHOOL SUPPLIES	500.
PRESBYTERY OF ARKANSAS 9221 N. RODNEY PARHAM ROAD LITTLE ROCK, AR 72227	NONE	RELIGIOUS ORGANIZATION	TONEY MCMILLAN MEMORIAL	10,000.
SOUTHERN BANCORP CAPITAL PARTNERS 605 MAIN STREET, SUITE 202 ARKADELPHIA, AR 71923	NONE	PUBLIC CHARITY	ARKADELPHIA PROMISE ANNOUNCEMENT	3,738.
THE BRANDON BURLSWORTH FOUNDATION, INC. 117 W. CENTRAL AVENUE HARRISON, AR 72601	NONE	PUBLIC CHARITY	EYES OF A CHAMPION	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE NATURE CONSERVANCY 601 N. UNIVERSITY AVENUE LITTLE ROCK, AR 72205	NONE	PUBLIC CHARITY	UNRESTRICTED GRANT	32,653.
UNITED WAY OF CLARK COUNTY P.O. BOX 871 ARKADELPHIA, AR 71923	NONE	PUBLIC CHARITY	2011 CAMPAIGN PLEDGE	16,000.
UNIVERSITY OF ARKANSAS FOUNDATION, INC. 525 W. RESEARCH CENTER BLVD STE 120 FAYETTEVILLE, AR 72701	NONE	PUBLIC CHARITY	LEADAR	300.
UNIVERSITY OF ARKANSAS FOUNDATION 525 W. RESEARCH CENTER BLVD STE 120 FAYETTEVILLE, AR 72701	NONE	PUBLIC CHARITY	CHILDREN'S ADVENTURE GARDEN	20,950.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CLARK COUNTY ARTS & HUMANITIES COUNCIL 1511 N. 10TH ST. ARKADELPHIA, AR 71923	NONE	PUBLIC CHARITY	ETHNIC DIVERSITY - 2012	4,000.
GROUP LIVING, INC. 708 MAIN STREET ARKADELPHIA, AR 71923	NONE	PUBLIC CHARITY	JANE ROSS PLAZA - 2012	5,000.
UNITED WAY OF CLARK COUNTY P.O. BOX 871 ARKADELPHIA, AR 71923	NONE	PUBLIC CHARITY	2012 CAMPAIGN PLEDGE	16,000.
UNIVERSITY OF ARKANSAS FOUNDATION, GARVAN WOODLAND GARDENS 2 UNIVERSITY CENTER, SUITE 507 FAYETTEVILLE, AR 72701	NONE	PUBLIC CHARITY	CHILDREN'S ADVENTURE GARDEN - 2012	20,950.
UNIVERSITY OF ARKANSAS FOUNDATION, GARVAN WOODLAND GARDENS 2 UNIVERSITY CENTER, SUITE 507 FAYETTEVILLE, AR 72701	NONE	PUBLIC CHARITY	CHILDREN'S ADVENTURE GARDEN - 2013	20,950.
Total from continuation sheets				66,900.

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					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,515.	
4 Dividends and interest from securities			14	118.	
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			16	60,406.	
7 Other investment income			14	184.	
8 Gain or (loss) from sales of assets other than inventory			18	1,496,613.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a LICENSE FEES			14	65,372.	
b MISCELLANEOUS			14	5.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,625,213.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,625,213.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 14 MAY 2012 Title: CHAIRMAN

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
PHILLIP W. COX	Phillip W Cox	5/11/12		P00507607

Firm's name ▶ JPMS COX, PLLC — Firm's EIN ▶ 20-1776739

Firm's address ▶ 11300 CANTRELL ROAD, SUITE 301
LITTLE ROCK, AR 72212 — Phone no. 501-227-5800

123622
12-02-11

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	TIMBERLAND - 40 ACRES	P		06/22/11
b	TIMBERLAND - 40 ACRES	P		07/14/11
c	TIMBERLAND - 40 ACRES	P		09/07/11
d	TIMBERLAND - 7.5 ACRES	P		09/16/11
e	TIMBERLAND - 38 ACRES	P		09/29/11
f	TIMBERLAND - 24.7 ACRES	P		10/03/11
g	TIMBERLAND - 40 ACRES	P		10/03/11
h	TIMBER SALES	P		
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	98,262.		30,600.	67,662.
b	53,000.		27,048.	25,952.
c	80,339.		13,355.	66,984.
d	18,000.		1,746.	16,254.
e	82,000.		31,579.	50,421.
f	74,150.		39,075.	35,075.
g	80,044.		13,575.	66,469.
h	2,402,447.		1,234,651.	1,167,796.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				67,662.
b				25,952.
c				66,984.
d				16,254.
e				50,421.
f				35,075.
g				66,469.
h				1,167,796.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	1,496,613.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
BANK OF AMERICA	1.
SUMMIT BANK	2,514.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,515.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CENTERPOINT ENERGY	118.	0.	118.
TOTAL TO FM 990-PF, PART I, LN 4	118.	0.	118.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
CABIN SITE LEASES	1	7,200.
GAME & FISH COMMISSION LEASE	2	53,206.
TOTAL TO FORM 990-PF, PART I, LINE 5A		60,406.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OIL ROYALTY - LION OIL	184.	184.	
LICENSE FEES	65,372.	0.	
MISCELLANEOUS	5.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	65,561.	184.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	1,607.	0.		1,607.
TO FM 990-PF, PG 1, LN 16A	1,607.	0.		1,607.

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	23,000.	0.		23,000.
TO FORM 990-PF, PG 1, LN 16B	23,000.	0.		23,000.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY	139,123.	139,123.		0.
PAYROLL	35,394.	35,394.		0.
STATE	581.	581.		0.
FEDERAL	9,717.	0.		0.
TO FORM 990-PF, PG 1, LN 18	184,815.	175,098.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TIMBERLAND/WILDLIFE MAINTENANCE	33,839.	0.		33,839.
VEHICLE FUEL & EXPENSES	25,835.	0.		25,835.
COMPUTER SERVICE	12,000.	12,000.		0.
OFFICE MAINTENANCE & SUPPLIES	12,058.	12,058.		0.
DUES & SUBSCRIPTIONS	4,139.	4,139.		0.
RESOURCE MANAGEMENT	5,904.	0.		5,904.
INSURANCE EXPENSE	35,612.	35,612.		0.
CONTRACTED SERVICES	11,485.	11,485.		0.
BOND ISSUE COST	7,752.	7,752.		0.
5TH STREET PROPERTY REPAIRS	9,193.	9,193.		0.
MISCELLANEOUS EXPENSES	389.	389.		0.
AMORTIZATION TSI	78,838.	0.		78,838.
TO FORM 990-PF, PG 1, LN 23	237,044.	92,628.		144,416.

FORM 990-PF — OTHER INCREASES IN NET ASSETS OR FUND BALANCES — STATEMENT 9

DESCRIPTION	AMOUNT
ACCRUAL TO CASH DIFFERENCE - ACCRUED GRANT LIABILITY PAID IN 2011	303,766.
TOTAL TO FORM 990-PF, PART III, LINE 3	303,766.

FORM 990-PF — CORPORATE STOCK — STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CENTERPOINT ENERGY, INC. - 149 SHARES	1,070.	2,993.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,070.	2,993.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS & PREPAYMENTS	4,490.	8,104.	8,104.
TIMBER STAND IMPROVEMENT - NET	501,336.	554,288.	554,288.
TO FORM 990-PF, PART II, LINE 15	505,826.	562,392.	562,392.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL ESTATE TAX	606,898.	459,297.
LINE OF CREDIT	36,585.	32,220.
TOTAL TO FORM 990-PF, PART II, LINE 22	643,483.	491,517.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROSS WHIPPLE P.O. BOX 335 ARKADELPHIA, AR 71923	CHAIRMAN AND TRUSTEE 7.00	31,661.	0.	0.
ROBERT RHODES P.O. BOX 335 ARKADELPHIA, AR 71923	TRUSTEE 2.00	2,012.	0.	0.
PEGGY CLARK P.O. BOX 335 ARKADELPHIA, AR 71923	TRUSTEE 2.00	6,036.	0.	0.
MARY WHIPPLE P.O. BOX 335 ARKADELPHIA, AR 71923	TRUSTEE 2.00	6,036.	0.	0.
MARY ELIZABETH ELDRIDGE P.O. BOX 335 ARKADELPHIA, AR 71923	TRUSTEE 15.00	36,175.	1,025.	0.
MARK KARNES P.O. BOX 335 ARKADELPHIA, AR 71923	TRUSTEE 40.00	97,278.	2,967.	0.
CLARK TENNYSON P.O. BOX 335 ARKADELPHIA, AR 71923	TRUSTEE 2.00	2,012.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		181,210.	3,992.	0.

THE ROSS FOUNDATION
EIN: 71-6060574

FORM 990-PF
PART IX-A
SUPPLEMENTAL ATTACHMENT

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

LINE 1: Conservation Forestry Management 2011

The Ross Foundation continued its conservation forestry management program in 2011 by incorporating diverse management techniques which included natural stand management, plantation stand management, hardwood management systems, and unique plant and habitat area management. Conservation forestry objectives are centered on the incorporation of these various management components resulting in stand diversity, plant diversity, and habitat diversity throughout all lands owned and managed by The Ross Foundation as charitable assets.

To accomplish its mission, The Ross Foundation employs a full time staff of professional foresters, biologists, and technicians to design, implement, and monitor a comprehensive conservation forestry management program.

In 2011, The Ross Foundation incurred $354,178 in expenses related to salaries and benefits for professional staff directly related to the continuation of its conservation forestry program. Additionally, expenses totaling $205,081 were incurred for outside contractor services and supplies and operating expenses to accomplish prescribed management treatments for wildlife habitat improvement, stand reforestation and management.

LINE 2: Public Recreation 2011

The Ross Foundation's land is available to the public for recreational opportunities. During 2011, recreational users enjoyed various pursuits including hunting, fishing, day hiking, camping, motor bike riding, all terrain vehicle riding, horseback riding, picnicking, mountain bike riding, swimming, backpacking, bird watching, nature study, and walking for aerobic activity. During 2011, The Ross Foundation spent $1,906 on material and contracted services and $30,656 in salary and benefits for allocated staff time related to public recreation administration and management activities on The Ross Foundation's property.

THE ROSS FOUNDATION
EIN: 71-6060574
FORM 990-PF
PART IX-A

LINE 3: South Central Arkansas Log A Load For Kids

In 2011, The Ross Foundation donated one load of pine logs to be auctioned at the annual South Central Arkansas Log A Load For Kids event which is held as a fundraising effort for the benefit of Arkansas Children's Hospital. The fair market value of the load of logs was $840.

71-6060574
The Ross Foundation
Fixed Assets and Depreciation
12/31/11

								Depreciation			
Date Acquired	Description	Beginning 1/1/2011	Additions 2011	Deletions 2011	Ending 12/31/11	Method/ Convention	Recovery Period	Beginning 1/1/2011	2011 Depreciation	Retire / Delete	Accumulated Depreciation Ending 12/31/11
1999	Dozer trailer	$4,200 00			$4,200 00	200DB HY	5 YR	$4,200 00	-		$4,200 00
1999	Color Scanner	$670 00			$670 00	200DB HY	5 YR	$670 00	-		$670 00
2000	Dozer	$100 00			$100 00	200DB HY	5 YR	$100 00	-		$100 00
2001	Mack dump truck	$15,000 00			$15,000 00	200DB HY	5 YR	$15,000 00	-		$15,000 00
2002	Elton Buck-Backhoe	$24,000 00			$24,000 00	200DB HY	5 YR	$24,000 00	-		$24,000 00
2002	LaHarpes Furniture	$37,996 00			$37,996 00	200DB HY	7 YR	$37,996 00	-		$37,996 00
2002	Southeast Building Concepts (carpet)	$3,819 00			$3,819 00	200DB HY	7 YR	$3,819 00	-		$3,819 00
2002	Lamco-Phone System	$9,939 00			$9,939 00	200DB HY	5 YR	$9,939 00	-		$9,939 00
2002	Creative Windows (blinds)	$2,448 00			$2,448 00	200DB HY	7 YR	$2,448 00	-		$2,448 00
2002	Laurels	$25,372 00			$25,372 00	200DB HY	7 YR	$25,372 00	-		$25,372 00
2002	Roy Bledsoe (display lights)	$57 00			$57 00	200DB HY	7 YR	$57 00	-		$57 00
06/24/02	Caddo Trading Post (Pottery)	$950 00			$950 00	200DB HY	7 YR	$950 00	-		$950 00
10/01/02	Daleville Shop Bldg	$6,894 00			$6,894 00	S/L MM	39 YR	$1,453 00	$177 00		$1,630 00
02/01/02	Office Bldg - 5th & Clinton	$852,493 00			$852,493 00	S/L MM	39 YR	$194,023 00	$21,859 00		$215,882 00
06/01/05	1992 Chevy Truck	$5,100 00			$5,100 00	200DB HY	3 YR	$5,100 00	-		$5,100 00
06/01/05	Fuel Tank	$301 00			$301 00	200DB HY	3 YR	$301 00	-		$301 00
06/30/03	Pictures/Fire Extinguishers	$371 00			$371 00	200DB HY	3 YR	$371 00	-		$371 00
06/30/03	Bldg - Improvements	$24,217 00			$24,217 00	S/L MM	39 YR	$4,839 00	$621 00		$5,460 00
10/10/03	Copier (digital)	$8,138 00			$8,138 00	200DB HY	5 YR	$8,138 00	-		$8,138 00
06/30/03	Daleville Shop Bldg	$868 00			$868 00	S/L MM	39 YR	$179 00	$22 00		$201 00
06/30/07	Storage Cabinet	$139 00			$139 00	200DB HY	7 YR	$105 00	$12 00		$117 00
2003	John Deere Dozer	$47,200 00			$47,200 00	200DB HY	5 YR	$47,200 00	-		$47,200 00
2004	Office Shredder	$251 00			$251 00	200DB HY	5 YR	$251 00	-		$251 00
2004	Bldg - Improvements	$1,723 00			$1,723 00	S/L MM	39 YR	$281 00	$44 00		$325 00
01/01/05	Desk, Chair, Credenza, Table	$3,999 00			$3,999 00	200DB HY	5 YR	$3,999 00	-		$3,999 00
01/27/05	Phone	$318 00			$318 00	200DB HY	5 YR	$318 00	-		$318 00
02/17/09	Fax	$108 00			$108 00	200DB HY	5 YR	$57 00	$21 00		$78 00
09/23/11	New Roof (Office Bldg)		$ 15,899 00		$ 15,899 00	S/L MM	39 YR		$ 119 00		$119 00
	Total	$1,076,671 00	$ 15,899 00		$1,092,570 00			$391,166 00	$22,875 00		$414,041 00

The Ross Foundation   P.O. Box 335   Arkadelphia, Arkansas   71923

Information for Grant Applicants and Guidelines for Submitting Proposal

History

The Ross Foundation began operation in early 1967. It was founded by Esther Ross and her daughter, Jane Ross. Its initial endowment came from the estate of Esther's father and Jane's grandfather, J.G. Clark. From the original core lands used to endow the Ross Foundation, the Foundation has grown to approximately 63,000 acres of land, primarily situated in Clark County and Hot Spring County, Arkansas. These lands are held for conservation and charitable purposes. Through the use of good forest management practices, revenue is produced and used to fund the Foundation's philanthropic program. Jane Ross, Robert C. Rhodes and H.W. "Bill" McMillan served as the Foundation's first trustees. The current trustees are: Ross M. Whipple, Chairman; Robert C. Rhodes, Secretary; Peggy Clark; and Mary Whipple.

General Purpose

The Ross Foundation seeks proposals for innovative programs and projects from organizations which can demonstrate tax exempt status under Section 501 (c) (3) or public charity status under Sections 509 (a)(1) or (2) of the Internal Revenue Code. From the Ross Foundation's beginning, it has primarily concentrated its grants in the following areas: education, arts and cultural enrichment, community beautification and improvement, historical preservation, mental health and the developmentally disabled, and forestry research and conservation management. The major focus of the Foundation's philanthropic program has historically been restricted to projects that are located in the Clark County, Arkansas area. Funding is not provided for political lobbying, political advocacy or legislative activities, or grants to individuals. Funding is generally not provided for operating expenses of established agencies, grants to foreign organizations, grants for foreign expenditure, or debt reduction drives.

Application Procedure

Thank you for your interest in strengthening our community. If you believe that your project or organization meets our guidelines, we invite you to apply for a grant. The application process consists of two steps. The first step is the preparation of a pre-proposal, which *may be made at any time during the year*. The pre-proposal is reviewed to determine if the proposal is within the area of interest of the Ross Foundation. Pre-proposals consist of information provided on a one-page form that is attached to these guidelines. The pre-proposal form requests general information about the organization applying and a brief description of the proposed project. A preliminary budget and letter communicating the pre-proposal should be attached and signed by an official who has the authority to sign contracts for that organization. Pre-proposals are accepted at any time, and the trustees will review the pre-proposals that they have received to date at each monthly board meeting. Normally they will be reviewed by staff and acknowledged within one month, with final approval made by the trustees.
If the project described in the pre-proposal is consistent with the interests of the Ross Foundation Board of Trustees, the applicant will be asked to prepare a full proposal. The trustees of the Ross Foundation consider full proposals and approve grants three times a year.

Full Proposals Received by:	Will be Reviewed by:	Funds for Approved Projects Will be Available by:
September 1	November 30	January 1 of the next year
January 1	March 31	May 1
May 1	July 31	September 1

You will be notified of the Board's decision on your full proposal within two weeks following the board meeting at which the proposal is considered. In addition to the submission of a grant application, we may also request additional information or a site visit during the application process.

Full Proposal

If you are asked to submit a full proposal to the Ross Foundation, please comply with the following guidelines. By submitting an application to the Ross Foundation it is understood that the party responsible for submission of a grant application has obtained the necessary approval to submit the application from the applying agency's board of directors. One application should be submitted, unbound, and include the following information:

1. Applicant Information shall include:
   - Brief description of the nature and history of the applying organization (This description should state the year that the organization was formed, explain the primary purpose of the organization and state its general area of operation.)
   - Brief description of the applying organization's current programs, activities and accomplishments
   - Financial Information. The Ross Foundation needs to understand the financial structure of the applying organization. As such, please provide pertinent financial information, and we may request additional information at a later date.
   - List of current board members

2. A copy of an IRS letter verifying the applying organization's Section 501 (c)(3) status or public charity status under Sections 509(a)(1) or (2) of the Internal Revenue Code, if applicable, and an affirmation letter signed by a responsible officer, director, trustee or chief executive of the organization that the IRS determination letter has not been revoked and that the present operation of the organization and its current sources of support are not inconsistent with the organization's continuing classification stated in the determination letter.

(over)

3. Proposal Details shall include:
   - Statement of need / problem to be addressed (This statement should describe the specific need that has been identified.)
   - Narrative describing how the project will be conducted (It is understood that the size and nature of this narrative will vary depending on the characteristics of each project. The purpose of this section is to present any programmatic and organizational aspects of the project.)
   - Description of project goals and the programs /activities planned to accomplish these goals
   - Timeline for the project, if appropriate
   - List of other organizations, if any, cooperating in the implementation or funding of the project
   - List of names of key staff / volunteers responsible for project implementation
   - List of other individuals, corporations and foundations to whom you have submitted a grant application for this project, and any results (or projected results) from these other sources
   - Long term sources / strategies for funding of project at the end of the grant period, if appropriate
   - Expected impact, such as how the persons served will benefit, how your organization will benefit, and how the community as a whole will benefit

4. A statement regarding how the organization will evaluate the success of this project and how and when it will be measured.

5. Project Budget (depending on the nature of the project, the budget should contain all or part of the following items):
   - Salaries, wages, fringe benefits, consultants
   - Travel expenses, including per diem
   - Expendable materials and supplies
   - Equipment
   - Cost to conduct evaluation of project
   - Existing organization funds which can be contributed to this project
   - Other

If the project involves the use of funds from other sources, the source should be identified, and please indicate what percentage of the total funds needed to carry out the project is being requested of the Ross Foundation. The following format would be useful in presenting this information:

EXAMPLE

Item	Funds Requested from Ross Foundation	Funds furnished by other sources	Total Cost
Salaries	$------	$------	$------
Travel	------	------	------
Supplies	------	------	------
Equipment	------	------	------
Other Costs	------	------	------
TOTAL	$------	$------	$------

A description of major equipment should be attached to the budget sheet.
No changes in the use of approved grant funds or in the direction of the project or program may be made without the Ross Foundation's prior written approval.

Monitoring Grants, Payment and Grant Evaluation

The purpose of monitoring is to help the grantee succeed, to help the foundation evaluate the success of the grant and to receive input from the grantee on the project and other projects which might evolve from it. Once grants are approved, the Ross Foundation staff may monitor grants by telephone, correspondence and/or site visits.
Grants may be paid in full or in installments based upon the Acceptance Agreement set up by the Ross Foundation and grantee.
Grantees will be asked to make final reports that comply with the Ross Foundation's reporting guidelines and may be asked to make interim reports if funding is disbursed in installments. Once a project is concluded, grantees are required to evaluate the project in light of its original goals, numbers of people served, outcomes and social impact. We expect grantees to be honest about failures as well as about success. Reporting requirements will be set forth in the Acceptance Agreement set up between the Ross Foundation and grantee.

For additional information or questions, please contact:
Mary Elizabeth Eldridge, Director of Programs, P.O. Box 335, Arkadelphia, AR 71923; phone 870.246.9881; fax 870.246.9674; email meeldridge@rossfoundation.us.

PRE-PROPOSAL INFORMATION

NAME OF ORGANIZATION: ______________________

PROJECT TITLE: ______________________

DATE: ______________________

DATE ORGANIZATION ESTABLISHED: ______________________

CONTACT PERSON: ______________________

CONTRACTING AGENT: ______________________
(If different from Contact Person)

ADDRESS: ______________________

CITY, STATE, & ZIP: ______________________

PHONE NUMBER: ______________________

FAX NUMBER: ______________________

EMAIL ADDRESS: ______________________

AMOUNT OF REQUEST: ______________________

(Please also attach a preliminary budget for this project)

TIME FRAME OF PROJECT: ______________________

BRIEF SUMMARY OF PROJECT: (Summary must be limited to the space provided)

Full Proposal Checklist

This list is intended to serve as a way for you to insure that you are providing a complete proposal to the Ross Foundation. This checklist is derived from the information outlined in the Full Proposal Section of the Ross Foundation's Grant Guidelines.

______ Applicant Information (nature and history of your organization, current programs, current board members)

______ Financial Information about your organization

______ Copy of IRS determination letter (or explanation if your agency does not have one)

______ Letter signed by responsible officer of your organization verifying IRS determination letter

______ Proposal Details (specific need addressed, how project will be conducted, project goals, timeline, other organizations involved, key staff, other organizations you are seeking funding from for this project, sustainability plan, expected impact)

______ Plan for evaluating project

______ Project Budget