



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No. 1545-0052

2011

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

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

Name of foundation
THE BOOTH-BRICKER FUND

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
826 UNION ST., SUITE 300

City or town, state, and ZIP code
NEW ORLEANS, LA 70112

A Employer identification number
72-0818077

B Telephone number (see instructions)
504-581-2430

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 34,423,855 **J Accounting method:** ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	2 Interest on savings and temporary cash investments	4,330	4,330		
	3 Dividends and interest from securities	941,436	941,436		
	4 Gross rents				
	5a Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,483,435			
	b Gross sales price for all assets on line 6a 8,107,734				
	7 Capital gain net income (from Part IV, line 2)		1,483,435		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) Sch. F-1	288,821	288,821		
	12 Total. Add lines 1 through 11	2,718,022	2,718,022		
	13 Compensation of officers, directors, trustees, etc.	23,400	11,013		12,387
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) Sch. F-1	2,106	991		1,115
	b Accounting fees (attach schedule) Sch. F-1	2,500	1,177		1,323
	c Other professional fees (attach schedule) Sch. F-1	56,671	56,671		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Sch. F-3	70,242	27,769		
	19 Depreciation (attach schedule) and depletion	3,352	3,352		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Sch. F-1	163,757	77,071		86,686
	24 Total operating and administrative expenses. Add lines 13 through 23	322,028	178,044		101,511
	25 Contributions, gifts, grants paid	1,438,820			1,438,820
	26 Total expenses and disbursements. Add lines 24 and 25	1,760,848	178,044		1,540,331
	27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements		957,174			
b Net investment income (if negative, enter -0-)			2,539,978		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		3,818	9,079	9,079
	2	Savings and temporary cash investments		721,373	193,028	193,028
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) Sch F-2	27,966,944	29,449,845	33,405,628	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment, basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment: basis Less: accumulated depreciation ▶ Sch F-3	642,247 487,048	158,549	155,199	816,120
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	28,850,684	29,807,151	34,423,855		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	28,850,684	29,807,151		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	Total net assets or fund balances (see instructions)	28,850,684	29,807,151		
31	Total liabilities and net assets/fund balances (see instructions)	28,850,684	29,807,151			

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	28,850,684
2	Enter amount from Part I, line 27a	2	957,174
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	29,807,858
5	Decreases not included in line 2 (itemize) ▶ <u>Nondeductible expenses</u>	5	707
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,807,151

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE SCHEDULE F-4					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,483,435	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,621,150	32,337,548	0.0501
2009	1,718,888	31,785,535	0.0541
2008	1,931,091	35,546,804	0.0543
2007	2,228,334	41,731,517	0.0534
2006	1,784,445	43,071,143	0.0414
2 Total of line 1, column (d)			2 0.2533
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.0507
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 35,654,187
5 Multiply line 4 by line 3			5 1,807,667
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 25,400
7 Add lines 5 and 6			7 1,833,067
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1,540,331

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	50,800
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2.		3	50,800
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	50,800
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011.	6a	54,000	
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	54,000	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	3,200	
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax <input type="checkbox"/> 3,200 Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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		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. See attached	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> LOUISIANA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ NONE				
14	The books are in care of ▶ BOO-KER OIL & GAS CORP Telephone no ▶ 504-581-2430 Located at ▶ 826 UNION ST., SUITE 300, NEW ORLEANS, LA ZIP + 4 ▶ 70112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/>	1b	X
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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/>	2b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/>	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No**5b**

N/A

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? ☐ 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**6b**

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE SCHEDULE F-5				

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

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

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Waters Parkerson & Company LLC 228 St. Charles Ave., Suite 512 New Orleans, LA 70130-2605	Investment manager	53,614
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

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	

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	34,089,963
b	Average of monthly cash balances	1b	1,291,061
c	Fair market value of all other assets (see instructions)	1c	816,120
d	Total (add lines 1a, b, and c)	1d	36,197,144
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	36,197,144
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	542,957
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,654,187
6	Minimum investment return. Enter 5% of line 5	6	1,782,709

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	1,782,709
2a	Tax on investment income for 2011 from Part VI, line 5	2a	50,800
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	50,800
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,731,909
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,731,909
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	1,731,909

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	1,540,331
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,540,331
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,540,331

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				1,731,909
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			1,469,493	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XI, line 4: ► \$ 1,540,331				
a Applied to 2010, but not more than line 2a . . .			1,469,493	
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				70,838
e Remaining amount distributed out of corpus . .	0			
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	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				1,661,071
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008
N/A				
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).)

J.F. Bricker & Estate (\$1,725,203 in 2001, \$58,000 in 1980, \$14,000 in 1985).

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:

Gray S. Parker, 826 Union St., Suite 300, New Orleans, LA 70112, 504-581-2430

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

See Schedule F-6

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 Schedule F-7

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 See Schedule F-8				
Total			▶ 3a	1,438,820
b Approved for future payment See Schedule F-8				
Total			▶ 3b	427,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	4,330	
4	Dividends and interest from securities			14	941,436	
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	1,483,435	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a <u>Royalties</u>			15	280,793	
b	<u>Litigation settlements</u>			18	504	
c	<u>Alligator & nutria proceeds</u>			18	7,248	
d	<u>Lease rental</u>			16	276	
e						
12	Subtotal. Add columns (b), (d), and (e)				2,718,022	
13	Total. Add line 12, columns (b), (d), and (e)				2,718,022	2,718,022

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

[illegible]

<p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p>	<p>Yes</p>	<p>No</p>
<p>1a(1)</p>		<p>X</p>
<p>1a(2)</p>		<p>X</p>
<p>1b(1)</p>		<p>X</p>
<p>1b(2)</p>		<p>X</p>
<p>1b(3)</p>		<p>X</p>
<p>1b(4)</p>		<p>X</p>
<p>1b(5)</p>		<p>X</p>
<p>1b(6)</p>		<p>X</p>
<p>1c</p>		<p>X</p>

[illegible]

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

b If "Yes," complete the following schedule.

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

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

PO0353578

Firm's name ▶

DELOITTE TAX LLP #86-1065772

Firm's address ►

4200 ONE SHELL SQUARE
701 POYDRAS STREET

Firm's EIN ▶

Phone no.

NEW ORLEANS, LA 70139-7704

AMENDMENTS TO AND RESTATEMENT

UNITED STATES OF AMERICA

OF THE ARTICLES OF INCORPORATION

STATE OF LOUISIANA

OF THE BOOTH - BRICKER FUND

PARISH OF ORLEANS

BE IT KNOWN, that on the 6th day of April 2011, the date of the restatement of these Amendments to and Restatement of the Articles of Incorporation:

BEFORE ME, Harry R. Holladay, a Notary Public in and for the Parish of Orleans, State of Louisiana and in the presence of the undersigned competent witnesses, personally came and appeared Gray S. Parker, as a duly authorized officer and in his capacity as President and Chairman of the Board of Trustees of THE BOOTH - BRICKER FUND (the "Corporation"), who being duly sworn deposed and said:

The Booth - Bricker Fund, is a Louisiana non-profit corporation with a date of incorporation on December 16, 1966, organized by act before B. Lloyd Magruder, Notary Public, in and for the Parish of Orleans, on December 12, 1966, and recorded as Mortgage Instrument Number 7893, MOB 2111, Folio 149 with the recorder of Mortgages for the Parish of Orleans, as amended on April 29, 1977, May 17, 1978, August 15, 1984, and August 27, 1987, and The Booth - Bricker Fund does hereby further amend and restate in its entirety the Articles of Incorporation.

The following Amendments to and Restatement of the Articles of Incorporation accurately copies the articles and all amendments without substantive change except as made by any new amendments set forth herein; the articles, as set forth below, revise and restate the articles of the Corporation; the articles as set forth below were adopted by unanimous consent of the members of the Corporation and by unanimous consent of the members of the Board of Trustees; and each amendment has been adopted and effected in conformity with law.

ARTICLE I: NAME

The name and title of this Corporation shall remain "THE BOOTH - BRICKER FUND."

ARTICLE II: ADDRESS, REGISTERED AGENT

As required by La. R.S. 12:203: The location and post office address of its registered office shall be in the City of New Orleans, Louisiana, Orleans Parish, with its principal office located at 826 Union Street, Suite 300, New Orleans, Louisiana 70112; the full name and address of its registered agent is Gray S. Parker, 826 Union Street, Suite 300, New Orleans, Louisiana 70112; the names of the Incorporators were contained in the original Articles of Incorporation dated December 12, 1966; and the federal Taxpayer Identification Number of the Corporation is 72-0818077.

ARTICLE III: DURATION OF EXISTENCE

The Corporation shall continue and exist for the longest period of time allowed by law unless sooner dissolved by a vote of two-thirds of the members of the Corporation.

ARTICLE IV: PURPOSE

The nature of the business of the Corporation and the objects and purposes proposed to be transacted, promoted or carried on by it are to do any and all of the acts hereinafter mentioned in the United States or any of its possessions to the same extent as any natural person might or could do; viz: (1) to be both organized and operated exclusively to conduct and carry on the work of the Corporation, not for profit, but for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding successor

provision, in such manner that no part of its income or property shall inure to the benefit of any donor, trustee, officer, creator or any private persons having a personal or private interest in the activities of the Corporation, or any disqualified person with the meaning of the Code, as a result thereof, and in such a manner that no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office; (2) subject always to the provisions of the preceding subparagraph, to promote, develop and foster religious, charitable, scientific, literary or educational work, to make donations, contributions or loans out of its annual net income or principal or both for the use of any and all corporations, organizations, foundations or institutions of the United States, any state, territory or political subdivision thereof, the District of Columbia and individuals for the aforementioned exempted purposes provided such loans are not made to any creator or such foundation, nor a donor nor a member of the family of an individual who is a creator or donor of such foundation, nor any corporation controlled by such creators or persons, or any other disqualified person within the meaning of the Code.

The Corporation shall not be authorized to accept gifts or contributions or bequests for other than the purposes hereinabove stated.

As the means of accomplishing the foregoing purposes, but without in any way limiting or intending to limit such general purposes by any of the specific powers hereinafter referred to, the Corporation shall have the power:

- (a) to publish and circulate reports, pamphlets, or other matter or material dealing with religious, charitable, scientific, literary and/or educational subjects;
- (b) to make awards, grant scholarships, and create endowments for the purpose of promoting or carrying out any of its objects or purposes;
- (c) to take and hold by gift, bequest, devise or purchase, either absolutely or in trust for any of the foregoing purposes, property of every kind, and to buy, sell, mortgage, lease, exchange, donate, transfer, or convey such property (subject to such limitations as may be prescribed by law) and to invest and reinvest the same, and to apply

the income and principal of such property or any accretions thereto as it may have at its disposal, in furtherance of any or its objects and purposes;

(d) to enter into, make, perform, and carry out contracts of every form or kind, for any corporate purposes, without limitations as to amount, with any person, firm, association or corporation;

(e) to do any and all such acts as are necessary or conducive to the attainment of any of the objects and purposes herein set forth to the same extent and as fully as any natural person might or could do;

(f) to have one or more offices, and to exercise any or all of its corporate powers in the State of Louisiana, and in the various other States of the United States, and in the District of Columbia, and in general to have all powers conferred upon a non-profit corporation under the laws of the State of Louisiana;

(g) to carry out and perform experiments, economic and scientific research, and to do any and all things which may be necessary or advisable in carrying out the general purposes hereinbefore mentioned, including the acquisition and dissemination of knowledge in relation thereto; and

(h) in connection with educational institutions as well as independently thereof to foster and encourage education and learning in science, agriculture, and mechanical arts and to promote the liberal and practical education of the industrial classes in the several pursuits and professions of life.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Code (or any successor provision), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or any successor provision).

ARTICLE V: MEMBERS

The Corporation shall have no capital stock and shall not be conducted for profit, and no part of its property, income or net earnings shall inure to the benefit of any private member or individual as a result of membership to the extent that the same is proscribed by

the Code relating to organizations exempt from income tax under Section 501(c)(3) of the Code (or any successor provision).

The first members of the Corporation were the incorporators thereof; additional members have been and shall continue to be elected by a majority of the members of the Board of Trustees of the Corporation. Election to the office of trustee of the Corporation shall hereafter *ipso facto* operate as election to membership therein, and election to membership shall operate as election to the office of trustee. Members may be removed at any time and from time to time by a vote of two-thirds of the members of the Corporation at a meeting called for that purpose and such removal shall have the effect removing such member from the Board of Trustees.

ARTICLE VI: INDEMNIFICATION

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a trustee, member, director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, trustee, member, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Louisiana Non-Profit Corporation Law, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Louisiana Non-Profit Corporation Law, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of

8 defense are not permitted under the Louisiana Non-Profit Corporation Law, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors, board of trustees, or any committee thereof, or special legal counsel, if any) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its board of directors, board of trustees, or any committee thereof, special legal counsel, if any) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right to indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, by-law, board resolution, agreement, or otherwise. The grant of mandatory indemnification to any person pursuant to this article shall extend to proceedings involving the negligence of such persons. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article in relation to any tax asserted against such person under Chapter 42 of the Code. As used herein, the term "proceeding" means any threatened, pending, criminal, administrative, arbitative, or investigative action, any appeal in such action, suit, or proceeding, any inquiry or investigation that could lead to such an action, suit, or proceeding.

ARTICLE VII: BOARD OF TRUSTEES

8 The direction and management of the affairs of the Corporation, and the control and disposition of its property and funds shall be vested in a board of directors, who are designated and are herein referred to as the "Board of Trustees", of not less than three (3) or more than eight (8) in number. Any reference in these articles to the board of directors shall include therein a reference to the Board of Trustees or its members. Whenever a vacancy or

vacancies in said Board of Trustees shall occur from any cause whatever which reduces the number of Trustees to less than eight, the vacancy may be filled by the surviving or continuing trustee or trustees, so that said Board of Trustees shall be self-perpetuating. Whenever a vacancy or vacancies in said Board of Trustees shall occur from any cause whatever which reduces the number of Trustees to less than three, the vacancy shall promptly be filled by the surviving or continuing trustee or trustees, so that said Board of Trustees shall be self-perpetuating. In case of the death, disability or resignation or removal of all Trustees, without having appointed a successor trustee or trustees, new Trustees shall be elected by the personal representative of the last surviving member.

The Board of Trustees in the performance of their duties as managers of the property and funds of the Corporation shall assume such powers, rights, duties, and privileges as if the absolute owner thereof.

The officers, trustees and employees of the Corporation may be entitled to reasonable compensation as determined from time to time by the Board of Trustees, for services actually rendered to or on behalf of the Corporation.

Any Trustee may at any time resign by written resignation filed with the Secretary of the Corporation. Such resignation as Trustee shall also be deemed to be a relinquishment of membership in the Corporation.

ARTICLE VIII: BOARD POWERS

In furtherance, and not in limitation of the powers conferred by statute, the Board of Trustees is expressly authorized:

- (a) to make and alter the by-laws of the Corporation, and to adopt a corporate seal;
- (b) to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;
- (c) to appoint, elect, and discharge such officers and agents, whether members of the Board of Trustees, or otherwise, as the business of the Corporation shall require, and to allow them suitable compensation;

8 (d) from time to time to determine whether and to what extent, and at what times and at what place and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to inspection; and

(e) if the by-laws so provide, to hold their meetings and to have one or more offices within or without the State of Louisiana, and to keep the books of the Corporation, subject to the provisions of the statutes, outside the State of Louisiana at such place or places as may from time to time be designated by the Board of Trustees.

ARTICLE IX: DISSOLUTION

8 Upon the dissolution of the Corporation, the Board of Trustees shall distribute the entire net assets remaining after the payment or satisfaction of any and all liabilities and obligations of the Corporation, exclusively for the purpose of the Corporation to any such other organizations organized and operated exclusively for charitable and benevolent purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or any successor provision), as the Board of Trustees shall determine.

ARTICLE X: AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, so long as any such amendment, alteration or change is consistent with the objects and purposes of the Corporation, and within the restrictions and limitations, imposed upon it, as herein set forth, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation. Amendments hereto shall be made by a vote of two-thirds of the members of the Corporation at a meeting called for that purpose.

ARTICLE XI: SPECIAL TAX PROVISIONS

8 Notwithstanding any other provisions hereof, the Board of Trustees shall cause the income of the corporation for each taxable year to be distributed at such time and in such

8 manner as not to subject the corporation to tax under Section 4942 of the Code; and shall not engage in any acts of self-dealing (as defined in Section 4941 (d) of the Code); nor shall the Board of Trustees make any taxable expenditure (as defined in Section 4945 (d) of the Code); nor shall the Board of Trustees make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code; or retain any excess business holdings (within the meaning of Section 4943 of the Code).

ARTICLE XII: ARTICLE TITLES

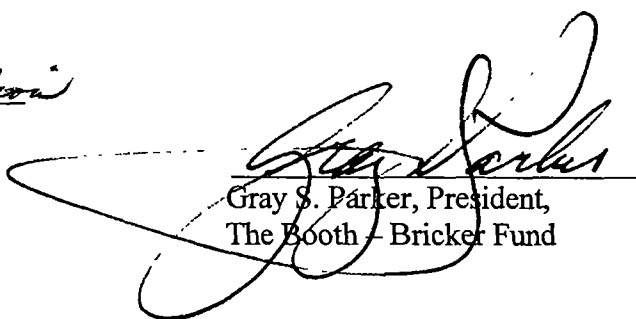
The titles or headings of the Articles are provided for convenience only and will not affect the construction or interpretation of these Articles.

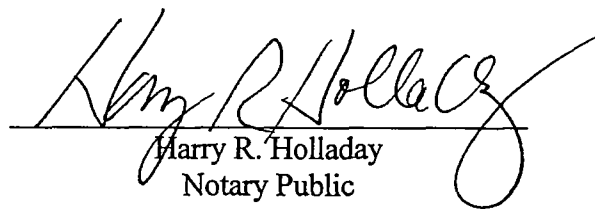
8 THUS DONE AND SIGNED in duplicate original, on the day and date herein first above written, by the duly authorized president of the Corporation above named and in the presence of the two undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:


Evelyn K. Gremillion


Heather A. Riley


Gray S. Parker, President,
The Booth - Bricker Fund


Harry R. Holladay
Notary Public
Louisiana Notary No. 25554

BY - LAWS
OF
THE BOOTH - BRICKER FUND

The Booth - Bricker Fund, is a Louisiana non-profit corporation organized by act before B. Lloyd Magruder, Notary Public, in and for the Parish of Orleans, on December 12, 1966, and recorded as Mortgage Interest Number 7893, MOB 2111, Folio 149 with the recorder of Mortgages for the Parish of Orleans as amended on April 29, 1977, May 17, 1978, August 15, 1984, and August 27, 1987, and February 17, 2011.

The following By-Laws of the Booth - Bricker Fund were adopted by the unanimous consent of the members of the Corporation and by the unanimous consent of the members of the Board of Trustees and are effective upon the date of the filing of the Amendments to and Restatement of the Articles of Incorporation of the Booth-Bricker Fund with the Louisiana Secretary of State.

Section 1. OFFICES

- 1.1 The principal office shall be located at 826 Union Street, Suite 300, New Orleans, Louisiana 70112.
- 1.2 The Corporation may have such offices at such other places as the Board of Trustees may from time to time determine or the business of the corporation may require.

Section 2. MEMBERSHIP MEETINGS

- 2.1 All meetings of the members will be held at the principal office of the corporation or other offices adjacent thereto or at such other place, within or without the State of Louisiana, as may be designated by the Board of Trustees.
- 2.2 An annual meeting of the membership shall be held during the first calendar quarter of each year, for the purpose of elections and for the transaction of such other

business as may properly be brought before the meeting. The specific date and time shall be set each year by the President. If there is an objection to such date by two or more members, then a date shall be determined by the mutual consent of a majority of the members.

2.3 Special meetings of the membership, for any purpose or purposes, may be called by the President or Board of Trustees. At any time, upon the written request of any two trustees or members, the Secretary shall call a special meeting of the membership to be held at the registered office of the corporation at such time as the Secretary may fix, not less than fifteen (15) nor more than sixty (60) days after the receipt of said request. Notice of such meetings shall be given at least ten (10) days and not more than sixty (60) days prior to the day fixed for the meeting.

2.4 When a quorum is present at any meeting, the vote of a majority of the members present in person, or represented by proxy shall decide any questions brought before such a meeting, unless the question is one upon which, by express provision of law or the Articles of Incorporation or these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 3. MEETINGS OF THE BOARD OF TRUSTEES

3.1 The meetings of the Board of Trustees may be held at such place within or outside the State of Louisiana as a majority of the trustees may from time to time appoint.

3.2 The first meeting of each newly elected Board of Trustees shall be held immediately following the annual membership meeting and at the same place as the annual meeting of the membership, and no notice of such first meeting is necessary in order legally to constitute the meeting.

3.3 Regular meetings of the Board may be held on fourteen (14) days notice given to each trustee, either personally, by telephone, facsimile, mail or email, at such time

and place either within or outside the State of Louisiana as shall from time to time be determined.

- 3.4 Special meetings of the Board of Trustees may be called by the President with at least two (2) days notice given to each trustee, either personally, by telephone, facsimile, mail or email. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two trustees and if the President and Secretary fail or refuse, or are unable to call a meeting when requested by any two trustees, then the two trustees may call the meeting on two (2) days written notice given to each trustee.
- 3.5 Physical attendance at meetings is essential to the proper functioning of the Board of Trustees. However, in order to generate a quorum necessary to address time-sensitive business, to enable participation by a trustee whose knowledge of a certain matter is critical, or for any similar reason, attendance at meetings of the Board of Trustees and its committees may be elected by means of electronic voice and/or video communication, provided that all persons participating in the meeting can communicate with each other.

Section 4. OFFICERS

- 4.1 The officers of The Booth-Bricker Fund shall be chosen by the Board of Trustees and shall be a Chairman, a President, a Secretary and a Treasurer. Any two offices may be held by one person. The officers shall be elected annually by the trustees at the first meeting following the annual meeting of the members.
- 4.2 The Board of Trustees may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.
- 4.3 The officers of the corporation shall hold offices at the pleasure of the Board and may be removed at any time by the affirmative vote of a majority of the whole

Board of Trustees. Any officer may resign at any time by giving written notice of such resignation to the Board of Trustees, to the President, or to the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Trustees or such officer, and the acceptance of such resignation shall not be necessary to make it effective. If the office of an officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole Board of Trustees.

4.4 The President shall be the chief executive officer of the corporation; he/she shall preside at all the meetings of the membership, shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the Board of Trustees are carried into effect. The Chairman shall preside at meetings of the Board of Trustees. If a Chairman of the Board of Trustees has not been elected, the President, if a Trustee, shall preside at all meetings of the Board.

4.5 The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Trustees. He/she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Trustees, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

4.6 The Secretary shall attend all sessions of the Board of Trustees and all meetings of the membership and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He/she shall give, or cause to be given, notice of all meetings of the membership and special meetings of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision he/she shall be. He/she shall keep in safe custody the seal of the

corporation, and when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his/her signature or by the signature of the Treasurer.

- 4.7 In the case of the absence of any officer of the Corporation, or for any other reason that the Board of Trustees may deem sufficient, the members may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, provided a majority of the Board concurs therein.

Section 5. BOARD OF TRUSTEES

- 5.1 The Board of Trustees shall be responsible for the control and management of the affairs, property, and interests of the corporation, and may exercise all powers of the corporation, except as are reserved to the members in the Articles of Incorporation.
- 5.2 In addition to the powers and authorities by these By-Laws expressly conferred upon it, the Board of Trustees may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation prohibited.
- 5.3 A trustee may resign at any time by written resignation to the President or to the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt, and the acceptance of such resignation shall not be necessary to make it effective.
- 5.4 Any trustee may be removed for cause at any time by the affirmative vote of a majority of the members of the Corporation at a special meeting called for that purpose, and may be removed for cause by action of the Board of Trustees. A trustee may also be removed without cause at any time by a vote of two-thirds of the members of the Corporation at a meeting called for that purpose.

- 5.5 The trustees shall act promptly to elect or select new trustees in the event that the total number of trustees shall drop below three.
- 5.6 Trustees, as such, shall receive compensation for their services as may be fixed by resolution of the Board of Trustees and shall receive their actual expenses of attendance, if any, for each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any trustee from serving the Corporation in any other capacity and receiving compensation therefore.
- 5.7 No contract or other transaction between this Corporation and any other corporation shall be impaired, affected, or invalidated, nor shall any trustee be liable in any way by reason of the fact that any one or more of the trustees of this Corporation is interested in, or is a director or officer of such other corporation, provided that such facts are disclosed or made known to the Board of Trustees. Any trustee, personally and individually, may be a party to or may be interested in any contract or transaction of this Corporation, and no trustee shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Trustees, and provided that the Board of Trustees shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such trustee) of a majority of a quorum, notwithstanding the presence of any such trustee at the meeting at which such action is taken. Such trustees may be counted in determining the presence of a quorum at such meeting. This section shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law applicable thereto.

Section 6. INDEMNIFICATION

- 6.1 The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a trustee, member, director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, trustee, member, officer, partner, venturer, proprietor,

trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Louisiana Non-Profit Corporation Law, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Louisiana Non-Profit Corporation Law, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Louisiana Non-Profit Corporation Law, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors, board of trustees, or any committee thereof, or special legal counsel, if any) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors, Board of Trustees, or any committee thereof, special legal counsel, if any) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right to indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, by-law, board resolution, agreement, or otherwise. The grant of mandatory indemnification to any person pursuant to this article shall extend to proceedings involving the negligence of such persons. The Corporation may

additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article in relation to any tax asserted against such person under Chapter 42 of the Code. As used herein, the term "proceeding" means any threatened, pending, criminal, administrative, arbitral, or investigative action, any appeal in such action, suit, or proceeding, any inquiry or investigation that could lead to such an action, suit, or proceeding.

Section 7. NOTICES

- 7.1 Any written notice required or permitted by law, the Articles of Incorporation or the by-laws to be given to any member or trustee shall be deemed to have been given to such member or trustee when such notice is served upon such member or trustee or one business day after such notice is placed in the United States mail, postage prepaid, addressed to such member or trustee at his/her last known address or by facsimile or email.
- 7.2 Whenever any notice is required to be given by law or the Articles of Incorporation, or the by-laws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 8. COMMITTEES

- 8.1 The President may appoint such committees, as he/she deems necessary, subject to the approval of the Board of Trustees. Whenever the Board of Trustees is not in session, the committees appointed by the President may act subject to ratification at the next meeting of the Board of Trustees, at which time the appointments made by the President may be either approved or disapproved.

Section 9. QUORUM AND VOTING

- 9.1 One-half of the number of current trustees shall constitute a quorum of the Board of Trustees.
- 9.2 Despite the absence of a quorum at any annual or special meeting of the Board of Trustees, by a majority of the votes cast, the Board of Trustees may adjourn the meeting to a new date and time. At any such adjourned meeting at which a quorum is present, any business may be transacted at such meeting to the same extent as it might have been conducted at the originally scheduled meeting had a quorum then been present.

Section 10. AMENDMENTS

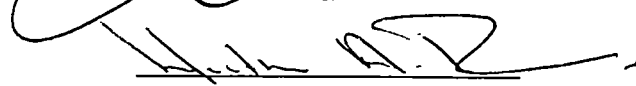
- 10.1 These by-laws may be altered, amended or repealed by the Board of Trustees at any annual or special meeting or by the membership at any annual or special meeting, provided notice of the proposed amendment or repeal be contained in the notice of such meeting.

CERTIFICATE OF ADOPTION OF BY-LAWS

The undersigned hereby certify that they are the Secretary of The Booth - Bricker Fund and the Chairman of the Board of Trustees of The Booth - Bricker Fund and that the foregoing By-Laws of The Booth - Bricker Fund have been duly adopted by the unanimous consent of the members of the Corporation and by the unanimous consent of the Board of Trustees.



Gray S. Parker
Chairman of the Board of Trustees



Heather A. Riley
Secretary

UNANIMOUS CONSENT

We, the undersigned, being all of the members of the Board of Trustees and all of the members of The Booth – Bricker Fund, a Louisiana non-profit corporation, organized by act before B. Lloyd Magruder, Notary Public in and for the Parish of Orleans, on December 12, 1966, and recorded as Mortgage Interest Number 7893, MOB 2111, Folio 149 with the Recorder of Mortgages for the Parish of Orleans, and in order to obviate the necessity of a meeting of the members of said corporation and a meeting of the Board of Trustees of said corporation, do hereby unanimously consent in writing to the adoption of the following resolutions and the actions needed to fulfill their intent:

RESOLVED: This Corporation adopts the Amendments to and Restatement of The Articles of Incorporation of The Booth – Bricker Fund in the form annexed hereto; and

RESOLVED: Gray S. Parker is authorized to execute and record such articles with the Louisiana Secretary of State and to take such additional action, as he deems appropriate in the premises; and

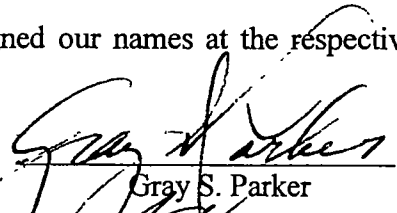
RESOLVED: This Corporation adopts the By – Laws of The Booth – Bricker Fund in the form annexed hereto.

RESOLVED: This unanimous consent may be granted and obtained in multiple counterparts with all separate instruments taken to constitute a single document.

In WITNESS WHEREOF, we have hereunto signed our names at the respective places and on the respective dates set opposite thereof.

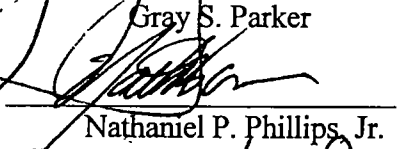
New Orleans, LA

2/23/11
Date


Gray S. Parker

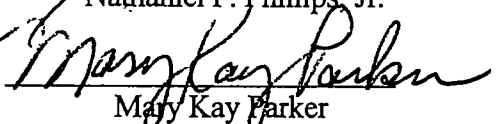
New Orleans, LA

3/21/11
Date


Nathaniel P. Phillips, Jr.

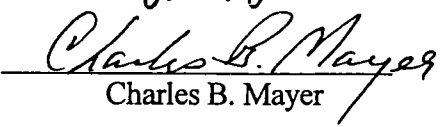
New Orleans, LA

3/9/11
Date


Mary Kay Parker

New Orleans, LA

2/24/11
Date


Charles B. Mayer

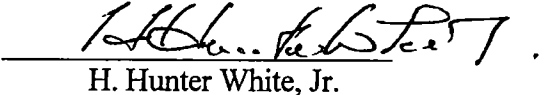
Menlo Park, CA

Date

Henry N. Kuechler, III

New Orleans, LA

2/25/11
Date


H. Hunter White, Jr.

UNANIMOUS CONSENT

We, the undersigned, being all of the members of the Board of Trustees and all of the members of The Booth – Bricker Fund, a Louisiana non-profit corporation, organized by act before B. Lloyd Magruder, Notary Public in and for the Parish of Orleans, on December 12, 1966, and recorded as Mortgage Interest Number 7893, MOB 2111, Folio 149 with the Recorder of Mortgages for the Parish of Orleans, and in order to obviate the necessity of a meeting of the members of said corporation and a meeting of the Board of Trustees of said corporation, do hereby unanimously consent in writing to the adoption of the following resolutions and the actions needed to fulfill their intent:

RESOLVED: This Corporation adopts the Amendments to and Restatement of The Articles of Incorporation of The Booth – Bricker Fund in the form annexed hereto; and

RESOLVED: Gray S. Parker is authorized to execute and record such articles with the Louisiana Secretary of State and to take such additional action, as he deems appropriate in the premises; and

RESOLVED: This Corporation adopts the By – Laws of The Booth – Bricker Fund in the form annexed hereto.

RESOLVED: This unanimous consent may be granted and obtained in multiple counterparts with all separate instruments taken to constitute a single document.

In WITNESS WHEREOF, we have hereunto signed our names at the respective places and on the respective dates set opposite thereof.

New Orleans, LA

2/23/11
Date

Gray S. Parker
Gray S. Parker

New Orleans, LA

Date

Nathaniel P. Phillips, Jr.
Nathaniel P. Phillips, Jr.

New Orleans, LA

Date

Mary Kay Parker
Mary Kay Parker

New Orleans, LA

Date

Charles B. Mayer
Charles B. Mayer

Menlo Park, CA

8 March 11
Date

Henry N. Kuechler, III
Henry N. Kuechler, III

New Orleans, LA

Date

H. Hunter White, Jr.
H. Hunter White, Jr.

The Booth-Bricker Fund
Form 990PF Fed. ID #72-0818077
For the taxable year 12/31/11

Part I	Col. (a)	Col. (b)	Col. (c)	Col. (d)
Other Income				
Royalty income	\$280,793	\$280,793		
Alligator & nutria proceeds	504	504		
Litigation settlements	7,248	7,248		
Hunting Lease Rental	276	276		
	<u>288,821</u>	<u>288,821</u>		
Accounting fees - Deloitte & Touche	2,500	1,177		1,323
Legal Fees				
Chaffe, McCall, Phillips, Toler & Sarpy	2,106	991		1,115
Other professional fees - Waters, Parkers	53,614	53,614		
Other professional fees - Merrill Lynch	3,057	3,057		
	<u>56,671</u>	<u>56,671</u>		
Taxes				
Excise tax	42,473			
Real Estate & royalties	1,502	1,502		
Foreign taxes on dividends	962	962		
Severance tax	25,305	25,305		
	<u>70,242</u>	<u>27,769</u>		
Other expenses				
General & administrative	150,000	70,596		79,404
Office supplies	46	22		24
Other	13,711	6,453		7,258
	<u>163,757</u>	<u>77,071</u>		<u>86,686</u>
SCHEDULE F-1				

The Booth-Bricker Fund
Form 990PF Fed. ID#72-0818077
For the taxable year ended 12/31/11

SHARES	COMPANY	COST	12/31/11 VALUATION
3,000	3M Co.	214,414	245,190
35,000	ABB Ltd. Spon. ADR	641,907	659,050
6,000	Abbott Laboratories	205,725	337,380
6,000	Accenture Ltd. CI A	194,485	319,380
7,000	AFLAC Inc.	182,658	302,820
900	Apple Inc.	97,592	364,500
336,288	Aero Services Internl., Inc.	46,752	1,681
18,500	AT&T Inc.	529,464	559,440
16,000	Bank of America Corp.	264,649	88,960
4,000	BHP Billiton Ltd. ADR	273,609	282,520
7,000	Carnival Corp.	270,758	228,480
4,000	Chevron Corp.	148,305	425,600
26,000	CVS Corp.	564,627	1,060,280
16,000	Darden Restaurants Inc.	748,044	729,280
45,000	Dell Inc.	741,193	658,350
4,000	Devon Energy	257,438	248,000
9,000	Dow Chemical	277,366	258,840
20,000	Eaton Corp.	513,166	870,600
12,000	EMC Corp. Mass	203,769	258,480
6,000	Encana Corp.	58,502	111,180
11,000	Exxon Mobil Corp.	388,781	932,360
6,000	Fluor Corp.	128,873	301,500
5,000	General Electric Co.	220,030	89,550
11,000	Genuine Parts Co.	281,586	673,200
8,000	GlaxoSmithKline PLC	270,009	365,040
10,450	Hancock Holding Co.	676,880	334,087
15,000	Harris Corp.	511,173	540,600
22,000	Hewlett Packard Co.	899,017	566,720
20,000	Home Depot	553,942	840,800
10,000	Home Depot Inc.	243,509	420,400
10,000	Intel Corporation	232,187	242,500
2,000	International Business Machines	168,866	367,760
13,000	Invesco Ltd.	256,989	261,170
	SCHEDULE F-2		

The Booth-Bricker Fund
Form 990PF Fed. ID#72-0818077
For the taxable year ended 12/31/11

SHARES	COMPANY	COST	12/31/11 VALUATION
19,000	Ishares FTSE (China)	703,389	662,530
7,000	J P Morgan Chase & Co.	247,459	232,750
14,000	Johnson & Johnson	703,082	918,120
24,663	Koninklijke Philips	478,399	516,690
10,000	Lockheed Martin Corp.	782,578	809,000
20,000	Marathon Oil Corp.	437,953	585,400
14,000	McCormick Non Vtg.	446,897	705,880
16,000	Medtronic Inc.	580,985	612,000
4,500	Medtronic Inc.	212,224	172,125
29,000	Merck and Co. Inc.	986,667	1,093,300
25,000	Molex Inc.	526,448	494,500
10,000	Oracle Corporation	185,109	256,500
13,000	Paychex, Inc.	493,879	391,430
5,000	Peabody Energy Corp.	251,144	165,550
5,500	Pepsico Inc.	277,497	364,925
50,000	Pfizer Inc.	792,689	1,082,000
5,000	Philip Morris Intl Inc.	122,015	392,400
29,000	Powershares India ETF	628,747	472,700
6,000	Procter & Gamble	316,170	400,260
5,000	Quest Diagnostic Inc.	232,797	290,300
35,000	R R Donnelley Sons	632,999	505,050
16,000	Raytheon Co. Delaware	801,769	774,080
12,000	Royal Dutch Pete	638,079	877,080
14,000	Sanofi Aventis Spon ADR	462,737	511,560
5,000	Schlumberger Ltd.	235,059	341,550
6,000	Sigma Aldrich Corp.	230,935	374,760
10,000	Sysco Corporation	285,810	293,300
8,000	Target Corp.	274,484	409,760
6,000	Thermo Fisher Scientific	225,572	269,820
20,000	U S Bancorp	605,701	541,000
5,000	United Parcel Service	299,085	365,950
5,000	United Technologies Corp.	339,900	365,450
26,000	Veolia Environment ADR	726,729	287,300
6,000	Verizon Communications	229,221	240,720
	SCHEDULE F-2 - CONTINUED		

SHARES	COMPANY	COST	12/31/11 VALUATION
4,000	Visa Inc.	288,636	406,120
25,000	Vodafone Grop PLC ADR	708,284	700,750
20,000	Walgreen Co.	669,122	661,200
16,000	Waste Management Inc.	436,584	523,360
18,000	Weingarten Rlty Invs Sbi Reit	686,747	392,760
100	West Cote Blanche	1	0
		29,449,845	33,405,628
	SCHEDULE F-2 - CONTINUED		

The Booth-Bricker Fund
Form 990PF Fed. ID #72-0818077
For the taxable year 12/31/11

[illegible]

Booth-Bricker Fund
Form 990 PF Fed. ID #72-0818077
For the taxable year ended 12/31/11

Part IV

description of securities	purchase date	sale date	shares	cost	sales price	proceeds	commissions	proceeds less comm.	gain(loss) bef. comm.	net gain(loss)	term
Waters, Parkerson											
Cisco Systems Inc.	16-Sep-10	16-May-11	10,000	217,058.95	16.72	167,186.00	12.16	167,173.84	(49,872.95)	(49,885.11)	Short
Accenture PLC	10-Jan-08	08-Nov-11	1,000	33,425.16	58.09	58,093.00	10.07	58,082.93	24,667.84	24,657.77	Long
Chevron Corporation	14-Feb-00	08-Nov-11	500	18,538.11	107.04	53,520.50	9.98	53,510.52	34,982.39	34,972.41	Long
Paychex Inc	06-Mar-07	08-Nov-11	900	35,806.68	29.31	26,375.32	9.47	26,365.85	(9,431.36)	(9,440.83)	Long
Philip Morris Intl. Inc.	24-Mar-09	08-Nov-11	1,000	38,783.58	70.35	70,352.00	10.30	70,341.70	31,568.42	31,558.12	Long
Accenture PLC	10-Jan-08	30-Nov-11	1,000	33,413.98	57.67	57,671.10	10.06	57,661.04	24,257.12	24,247.06	Long
Apple Inc	24-Mar-09	30-Nov-11	100	10,843.69	380.67	38,066.90	9.68	38,057.22	27,223.21	27,213.53	Long
Chevron Corporation	14-Feb-00	30-Nov-11	500	18,538.11	102.09	51,045.60	9.94	51,035.66	32,507.49	32,497.55	Long
Paychex Inc.	06-Mar-07	30-Nov-11	2,000	79,570.40	28.98	57,964.00	10.06	57,953.94	(21,606.40)	(21,616.46)	Long
				485,978.66		580,274.42	91.72	580,182.70	94,295.76	94,204.04	
TOTAL LONG-TERM GAINS				268,919.71		413,088.42	79.56	413,008.86	144,168.71	144,089.15	
TOTAL SHORT-TERM GAINS				217,058.95		167,186.00	12.16	167,173.84	(49,872.95)	(49,885.11)	
				485,978.66		580,274.42	91.72	580,182.70	94,295.76	94,204.04	

Merrill Lynch - NWQ											
Motorola Mobility	06-Dec-06	07-Jan-11	423	31,368.49	33.06	13,982.65	0.24	13,982.41	(17,385.84)	(17,386.08)	Long
Motorola Mobility	06-Dec-06	10-Jan-11	9	667.41	32.80	295.17	0.01	295.16	(372.24)	(372.25)	Long
Motorola Mobility	09-Mar-07	10-Jan-11	82	5,121.18	32.80	2,689.36	0.05	2,689.31	(2,431.82)	(2,431.87)	Long
Motorola Mobility	13-May-07	10-Jan-11	43	2,612.48	32.80	1,410.28	0.02	1,410.26	(1,202.20)	(1,202.22)	Long
Motorola Mobility	10-Jan-08	10-Jan-11	189	9,392.38	32.80	6,198.65	0.10	6,198.55	(3,193.73)	(3,193.83)	Long
Barrick Gold	06-Dec-06	13-Jan-11	73	2,243.38	48.25	3,522.35	0.06	3,522.29	1,278.97	1,278.91	Long
Barrick Gold	29-Apr-08	13-Jan-11	307	11,535.06	48.25	14,813.18	0.25	14,812.93	3,278.12	3,277.87	Long
Barrick Gold	17-Sep-08	13-Jan-11	336	12,929.95	48.25	16,212.47	0.27	16,212.20	3,282.52	3,282.25	Long
Barrick Gold	28-Jul-09	13-Jan-11	625	20,873.06	48.25	30,157.13	0.52	30,156.61	9,284.07	9,283.55	Long
Barrick Gold	17-Dec-09	13-Jan-11	395	10,934.03	48.25	19,059.30	0.32	19,058.98	8,125.27	8,124.95	Long
Alcatel Lucent	14-Mar-07	13-Jan-11	3,151	37,321.39	3.24	10,219.95	0.17	10,219.78	(27,101.44)	(27,101.61)	Long
Alcatel Lucent	20-Jul-07	13-Jan-11	2,946	40,407.63	3.24	9,555.06	0.16	9,554.90	(30,852.57)	(30,852.73)	Long
Alcatel Lucent	13-Sep-07	13-Jan-11	1,118	10,251.39	3.24	3,626.12	0.06	3,626.06	(6,625.27)	(6,625.33)	Long
Alcatel Lucent	25-Sep-07	13-Jan-11	1,714	15,458.39	3.24	5,559.19	0.09	5,559.10	(9,899.20)	(9,899.29)	Long
Alcatel Lucent	18-Mar-08	13-Jan-11	10,270	52,796.02	3.24	33,309.71	0.57	33,309.14	(19,486.31)	(19,486.88)	Long
Alcatel Lucent	17-Feb-10	13-Jan-11	3,973	11,152.21	3.24	12,886.03	0.22	12,885.81	1,733.82	1,733.60	Short
Amgen Inc.	11-Jul-07	13-Jan-11	160	8,757.71	56.37	9,018.86	0.15	9,018.71	261.15	261.00	Long
Amgen Inc.	10-Jul-07	13-Jan-11	81	4,412.14	56.37	4,565.80	0.08	4,565.72	153.66	153.58	Long
Amgen Inc.	20-Jul-07	13-Jan-11	373	20,827.80	56.37	21,025.23	0.36	21,024.87	197.43	197.07	Long
Amgen Inc.	16-Nov-07	13-Jan-11	467	25,540.37	56.37	26,323.81	0.45	26,323.36	783.44	782.99	Long
Amgen Inc.	15-Apr-09	13-Jan-11	132	6,290.01	56.37	7,440.56	0.13	7,440.43	1,150.55	1,150.42	Long

Booth-Bricker Fund
Form 990 PF Fed. ID #72-0818077
For the taxable year ended 12/31/11

Part IV

description of securities	purchase date	sale date	shares	cost	sales price	proceeds	commissions	proceeds less comm.	gain(loss) bef. comm.	net gain(loss)	term
Amgen Inc.	23-Sep-09	13-Jan-11	105	6,349.20	56.37	5,918.63	0.10	5,918.53	(430.57)	(430.67)	Long
Amgen Inc.	24-Sep-09	13-Jan-11	94	5,685.27	56.37	5,298.58	0.09	5,298.49	(386.69)	(386.78)	Long
Amgen Inc.	11-May-10	13-Jan-11	538	30,389.79	56.37	30,325.94	0.50	30,325.44	(63.85)	(64.35)	Short
Amgen Inc.	24-May-10	13-Jan-11	180	9,527.18	56.37	10,146.22	0.17	10,146.05	619.04	618.87	Short
Aon Corp.	06-Dec-06	13-Jan-11	1,153	42,592.50	43.73	50,423.23	0.85	50,422.38	7,830.73	7,829.88	Long
Aon Corp.	11-Dec-09	13-Jan-11	552	20,835.13	43.73	24,140.17	0.41	24,139.76	3,305.04	3,304.63	Long
Apache Corp.	06-Dec-06	13-Jan-11	428	29,814.48	125.49	53,708.14	0.91	53,707.23	23,893.66	23,892.75	Long
Apache Corp.	27-Dec-06	13-Jan-11	405	26,811.00	125.49	50,821.95	0.86	50,821.09	24,010.95	24,010.09	Long
Apache Corp.	26-Apr-07	13-Jan-11	118	8,791.68	125.49	14,807.38	0.25	14,807.13	6,015.70	6,015.45	Long
Anglogold Ashanti Ltd.	17-Mar-08	13-Jan-11	475	16,173.08	44.98	21,367.59	0.36	21,367.23	5,194.51	5,194.15	Long
Anglogold Ashanti Ltd.	04-Jun-08	13-Jan-11	701	17,254.83	44.98	31,534.06	0.53	31,533.53	14,279.23	14,278.70	Long
Anglogold Ashanti Ltd.	21-Jan-10	13-Jan-11	238	9,290.04	44.98	10,706.29	0.18	10,706.11	1,416.25	1,416.07	Short
Alumina Ltd.	08-Dec-06	13-Jan-11	519	10,100.28	9.76	5,065.65	0.09	5,065.56	(5,034.63)	(5,034.72)	Long
Alumina Ltd.	13-Nov-07	13-Jan-11	530	12,473.41	9.76	5,173.01	0.09	5,172.92	(7,300.40)	(7,300.49)	Long
Alumina Ltd.	18-May-10	13-Jan-11	4,791	27,110.83	9.76	46,762.08	0.78	46,761.30	19,651.25	19,650.47	Short
Astrazeneca PLC	26-Feb-10	13-Jan-11	1,978	86,587.15	47.51	93,977.94	1.59	93,976.35	7,390.79	7,389.20	Short
Citigroup Inc.	17-Dec-09	13-Jan-11	10,269	32,955.26	5.05	51,860.51	0.88	51,859.63	18,905.25	18,904.37	Long
Citigroup Inc.	18-Dec-09	13-Jan-11	2,269	7,375.16	5.05	11,458.90	0.19	11,458.71	4,083.74	4,083.55	Long
Citigroup Inc.	10-May-10	13-Jan-11	2,200	9,196.00	5.05	11,110.44	0.19	11,110.25	1,914.44	1,914.25	Short
CA Inc.	06-Dec-06	13-Jan-11	4,261	96,290.92	24.96	106,358.40	1.80	106,356.60	10,067.48	10,065.68	Long
CA Inc.	16-Nov-07	13-Jan-11	370	9,416.06	24.96	9,235.53	0.16	9,235.37	(180.53)	(180.69)	Long
CA Inc.	18-Mar-09	13-Jan-11	623	10,214.27	24.96	15,550.64	0.26	15,550.38	5,336.37	5,336.11	Long
CA Inc.	19-May-10	13-Jan-11	1,287	26,124.56	24.96	32,124.68	0.54	32,124.14	6,000.12	5,999.58	Short
Conocophillips	06-Nov-09	13-Jan-11	54	2,800.39	67.16	3,626.64	0.06	3,626.58	826.25	826.19	Long
Conocophillips	16-Nov-09	13-Jan-11	382	20,656.54	67.16	25,655.12	0.43	25,654.69	4,998.58	4,998.15	Long
Carrefour SA Shs.	12-Oct-09	13-Jan-11	3,220	29,101.39	8.82	28,407.48	0.48	28,407.00	(693.91)	(694.39)	Long
Carrefour SA Shs.	12-Oct-09	13-Jan-11	215	1,950.48	8.82	1,896.77	0.03	1,896.74	(53.71)	(53.74)	Long
Carrefour SA Shs.	13-Oct-09	13-Jan-11	1,243	11,253.50	8.82	10,965.99	0.19	10,965.80	(287.51)	(287.70)	Long
Carrefour SA Shs.	21-Oct-09	13-Jan-11	2,375	21,972.55	8.82	20,952.73	0.35	20,952.38	(1,019.82)	(1,020.17)	Long
Carrefour SA Shs.	28-Oct-09	13-Jan-11	2,391	21,023.11	8.82	21,093.88	0.36	21,093.52	70.77	70.41	Long
Carrefour SA Shs.	03-Dec-10	13-Jan-11	1,480	13,112.36	8.82	13,056.86	0.22	13,056.64	(55.50)	(55.72)	Short
CVS Caremark	13-Jul-09	13-Jan-11	702	21,663.57	34.81	24,433.67	0.41	24,433.26	2,770.10	2,769.69	Long
CVS Caremark	05-Nov-09	13-Jan-11	315	8,988.24	34.81	10,963.83	0.19	10,963.64	1,975.59	1,975.40	Long
Dai Nippon Prtg	19-Dec-06	13-Jan-11	5,100	74,124.68	14.00	71,400.00	1.21	71,398.79	(2,724.68)	(2,725.89)	Long
Electrobas Centrais ADR	14-Dec-06	13-Jan-11	176	2,103.48	13.97	2,458.86	0.04	2,458.82	355.38	355.34	Long
Electrobas Centrais ADR	07-Jan-08	13-Jan-11	1,109	12,575.51	13.97	15,493.62	0.26	15,493.36	2,918.11	2,917.85	Long
Electrbs Cntrais ADR	14-Dec-06	13-Jan-11	1,156	12,823.27	16.88	19,517.21	0.33	19,516.88	6,693.94	6,693.61	Long

Booth-Bricker Fund
Form 990 PF Fed. ID #72-0818077
For the taxable year ended 12/31/11

Part IV

description of securities	purchase date	sale date	shares	cost	sales price	proceeds	commissions	proceeds less comm.	gain(loss) bef. comm.	net gain(loss)	term
Electbrs Cntrals ADR	07-Jan-08	13-Jan-11	1,129	12,290.38	16.88	19,061.36	0.32	19,061.04	6,770.98	6,770.66	Long
Finmeccanica	03-Aug-10	13-Jan-11	7,612	43,143.29	5.87	44,682.44	0.76	44,681.68	1,539.15	1,538.39	Short
Finmeccanica	28-Sep-10	13-Jan-11	4,166	24,003.66	5.87	24,454.42	0.41	24,454.01	450.76	450.35	Short
Fujifilm Hldgs	06-Dec-06	13-Jan-11	1,506	61,990.56	36.73	55,315.38	0.94	55,314.44	(6,675.18)	(6,676.12)	Long
Fujifilm Hldgs	02-Dec-09	13-Jan-11	534	14,781.07	36.73	19,613.82	0.33	19,613.49	4,832.75	4,832.42	Long
Gold Fields Sp ADR	01-Feb-07	13-Jan-11	775	12,911.97	17.03	13,198.79	0.22	13,198.57	286.82	286.60	Long
Gold Fields Sp ADR	02-Mar-07	13-Jan-11	715	12,097.51	17.03	12,176.95	0.21	12,176.74	79.44	79.23	Long
Gold Fields Sp ADR	17-May-07	13-Jan-11	891	15,172.30	17.03	15,174.35	0.26	15,174.09	2.05	1.79	Long
Gold Fields Sp ADR	07-Nov-07	13-Jan-11	672	12,225.56	17.03	11,444.63	0.19	11,444.44	(780.93)	(781.12)	Long
Gold Fields Sp ADR	05-Feb-08	13-Jan-11	1,629	22,127.20	17.03	27,743.01	0.46	27,742.55	5,615.81	5,615.35	Long
General Motors Co.	22-Nov-10	13-Jan-11	1,027	35,027.99	38.49	39,533.54	0.67	39,532.87	4,505.55	4,504.88	Short
Genworth Financial Inc.	01-Nov-10	13-Jan-11	1,364	15,747.11	14.25	19,440.68	0.33	19,440.35	3,693.57	3,693.24	Short
Genworth Financial Inc.	07-Dec-10	13-Jan-11	369	4,671.91	14.25	5,259.25	0.09	5,259.16	587.34	587.25	Short
Genworth Financial Inc.	08-Dec-10	13-Jan-11	678	8,671.01	14.25	9,663.33	0.16	9,663.17	992.32	992.16	Short
Genworth Financial Inc.	08-Jan-10	13-Jan-11	947	22,472.88	14.25	13,497.31	0.23	13,497.08	(8,975.57)	(8,975.80)	Long
Genworth Financial Inc.	06-Dec-06	13-Jan-11	1,324	43,586.08	14.25	18,870.57	0.32	18,870.25	(24,715.51)	(24,715.83)	Long
Goldman Sachs Group	20-Jul-10	13-Jan-11	45	6,445.40	171.49	7,717.12	0.13	7,716.99	1,271.72	1,271.59	Short
Goldman Sachs Group	24-Aug-10	13-Jan-11	102	14,753.72	171.49	17,492.15	0.30	17,491.85	2,738.43	2,738.13	Short
Halliburton Company	12-Nov-08	13-Jan-11	598	10,518.46	39.21	23,449.79	0.40	23,449.39	12,931.33	12,930.93	Long
Hess Corp.	18-Apr-07	13-Jan-11	435	24,535.48	79.71	34,672.07	0.58	34,671.49	10,136.59	10,136.01	Long
Hess Corp.	19-Apr-07	13-Jan-11	36	2,020.45	79.71	2,869.41	0.05	2,869.36	848.96	848.91	Long
Hess Corp.	28-Aug-07	13-Jan-11	415	24,061.91	79.71	33,077.95	0.56	33,077.39	9,016.04	9,015.48	Long
Hartford Financial Svcs.	06-Dec-06	13-Jan-11	878	75,946.30	28.23	24,788.31	0.42	24,787.89	(51,157.99)	(51,158.41)	Long
Hartford Financial Svcs	25-Jul-07	13-Jan-11	258	24,857.78	28.23	7,284.04	0.12	7,283.92	(17,573.74)	(17,573.86)	Long
Hartford Financial Svcs.	22-Jul-09	13-Jan-11	724	16,886.72	28.23	20,440.47	0.35	20,440.12	3,553.75	3,553.40	Long
Ingersoll-Rand Plc	06-Dec-06	13-Jan-11	1,308	51,875.28	47.01	61,493.92	1.04	61,492.88	9,618.64	9,617.60	Long
JPMorgan Chase & Co.	04-Nov-04	13-Jan-11	1,013	39,851.42	44.52	45,100.79	0.76	45,100.03	5,249.37	5,248.61	Long
JPMorgan Chase & Co.	11-May-10	13-Jan-11	450	18,880.97	44.52	20,034.90	0.34	20,034.56	1,153.93	1,153.59	Short
Korea Electric Power SPN	06-Dec-06	13-Jan-11	2,340	51,241.55	12.68	29,674.94	0.50	29,674.44	(21,566.61)	(21,567.11)	Long
Korea Electric Power SPN	14-Aug-09	13-Jan-11	3,130	40,531.31	12.68	39,693.41	0.67	39,692.74	(837.90)	(838.57)	Long
Kinross Gold	13-Feb-10	13-Jan-11	3,785	65,711.76	17.49	66,211.01	1.12	66,209.89	499.25	498.13	Short
Kimberly Clark	06-Dec-06	13-Jan-11	391	26,192.35	63.49	24,824.63	0.42	24,824.21	(1,367.72)	(1,368.14)	Long
Kimberly Clark	18-Mar-09	13-Jan-11	287	13,331.52	63.49	18,221.66	0.31	18,221.35	4,890.14	4,889.83	Long
Kroger Co.	29-Sep-09	13-Jan-11	670	13,665.39	21.57	14,449.09	0.24	14,448.85	783.70	783.46	Long
Kroger Co.	30-Sep-09	13-Jan-11	280	5,753.75	21.57	6,038.42	0.10	6,038.32	284.67	284.57	Long
Kroger Co.	08-Dec-09	13-Jan-11	245	4,894.44	21.57	5,283.62	0.09	5,283.53	389.18	389.09	Long
Kroger Co	09-Mar-10	13-Jan-11	788	17,718.73	21.57	16,993.85	0.29	16,993.56	(724.88)	(725.17)	Short

Booth-Bricker Fund
Form 990 PF Fed. ID #72-0818077
For the taxable year ended 12/31/11

Part IV

description of securities	purchase date	sale date	shares	cost	sales price	proceeds	commissions	proceeds less comm.	gain(loss) bef. comm.	net gain(loss)	term
Loews Corp.	02-Oct-07	13-Jan-11	111	5,426.00	40.21	4,463.53	0.08	4,463.45	(962.47)	(962.55)	Long
Loews Corp.	03-Oct-07	13-Jan-11	77	3,767.63	40.21	3,096.32	0.05	3,096.27	(671.31)	(671.36)	Long
Loews Corp.	09-Nov-07	13-Jan-11	357	16,381.44	40.21	14,355.68	0.24	14,355.44	(2,025.76)	(2,026.00)	Long
Loews Corp.	06-Oct-08	13-Jan-11	800	29,028.40	40.21	32,169.61	0.55	32,169.06	3,141.21	3,140.66	Long
Loews Corp.	20-Mar-09	13-Jan-11	695	15,833.77	40.21	27,947.34	0.47	27,946.87	12,113.57	12,113.10	Long
Lockhead Martin Corp.	06-Dec-06	13-Jan-11	550	51,007.00	73.90	40,647.04	0.69	40,646.35	(10,359.96)	(10,360.65)	Long
Lockhead Martin Corp.	18-Mar-09	13-Jan-11	135	8,851.48	73.90	9,977.00	0.17	9,976.83	1,125.52	1,125.35	Long
Lockhead Martin Corp.	31-Aug-09	13-Jan-11	60	4,483.24	73.90	4,434.22	0.07	4,434.15	(49.02)	(49.09)	Long
Lockhead Martin Corp.	01-Sep-09	13-Jan-11	57	4,309.29	73.90	4,212.51	0.07	4,212.44	(96.78)	(96.85)	Long
Mettlife Inc. Com	10-Oct-08	13-Jan-11	1,146	31,354.10	45.63	52,294.28	0.89	52,293.39	20,940.18	20,939.29	Long
Mettlife Inc. Com	09-Dec-09	13-Jan-11	260	9,290.50	45.63	11,864.32	0.20	11,864.12	2,573.82	2,573.62	Long
Mettlife Inc. Com	10-Dec-09	13-Jan-11	377	13,503.65	45.63	17,203.26	0.29	17,202.97	3,699.61	3,699.32	Long
Mettlife Inc. Com	06-Dec-10	13-Jan-11	262	10,679.62	45.63	11,955.58	0.20	11,955.38	1,275.96	1,275.76	Short
Magna Intl Inc.	19-Jun-08	13-Jan-11	480	16,449.43	58.76	28,205.95	0.48	28,205.47	11,756.52	11,756.04	Long
Merck and Co.	27-Feb-09	13-Jan-11	130	3,252.43	34.66	4,505.25	0.08	4,505.17	1,252.82	1,252.74	Long
Merck and Co.	29-Oct-09	13-Jan-11	436	13,662.23	34.66	15,109.93	0.25	15,109.68	1,447.70	1,447.45	Long
Merck and Co.	11-May-10	13-Jan-11	363	12,262.03	34.66	12,580.06	0.21	12,579.85	318.03	317.82	Short
MS&AD Ins. Group Hldgs.	12-Nov-07	13-Jan-11	1,380	24,669.20	12.45	17,181.00	0.29	17,180.71	(7,488.20)	(7,488.49)	Long
MS&AD Ins. Group Hldgs.	28-Nov-07	13-Jan-11	1,452	26,351.74	12.45	18,077.40	0.31	18,077.09	(8,274.34)	(8,274.65)	Long
MS&AD Ins. Group Hldgs.	27-Aug-09	13-Jan-11	928	12,773.08	12.45	11,553.60	0.19	11,553.41	(1,219.48)	(1,219.67)	Long
Microsoft Corp.	06-Dec-06	13-Jan-11	793	22,941.49	28.17	22,339.04	0.38	22,338.66	(602.45)	(602.83)	Long
Microsoft Corp	18-Mar-09	13-Jan-11	488	8,144.67	28.17	13,747.11	0.23	13,746.88	5,602.44	5,602.21	Long
Noble Energy	06-Dec-06	13-Jan-11	316	16,909.09	83.86	26,500.59	0.45	26,500.14	9,591.50	9,591.05	Long
Noble Energy	15-Sep-08	13-Jan-11	127	7,339.01	83.86	10,650.55	0.18	10,650.37	3,311.54	3,311.36	Long
Noble Energy	19-Mar-09	13-Jan-11	171	8,564.69	83.86	14,340.50	0.24	14,340.26	5,775.81	5,775.57	Long
Newcrest Mng Ltd	08-Dec-06	13-Jan-11	1,180	21,584.38	38.72	45,690.42	0.77	45,689.65	24,106.04	24,105.27	Long
Newcrest Mng Ltd	13-Aug-08	13-Jan-11	640	13,303.62	38.72	24,781.25	0.42	24,780.83	11,477.63	11,477.21	Long
Nokia Corp Spon ADR	20-Jul-09	13-Jan-11	2,936	38,495.95	10.91	32,035.88	0.54	32,035.34	(6,460.07)	(6,460.61)	Long
Nokia Corp Spon ADR	18-Nov-09	13-Jan-11	1,801	25,071.72	10.91	19,651.43	0.33	19,651.10	(5,420.29)	(5,420.62)	Long
Nokia Corp Spon ADR	30-Apr-10	13-Jan-11	924	11,263.65	10.91	10,082.13	0.17	10,081.96	(1,181.52)	(1,181.69)	Short
NRG Energy Inc.	07-Mar-08	13-Jan-11	310	13,092.73	20.24	6,275.55	0.11	6,275.44	(6,817.18)	(6,817.29)	Long
NRG Energy Inc.	07-Mar-08	13-Jan-11	210	8,869.27	20.24	4,251.18	0.07	4,251.11	(4,618.09)	(4,618.16)	Long
NRG Energy Inc.	10-Mar-08	13-Jan-11	353	14,806.76	20.24	7,146.02	0.12	7,145.90	(7,660.74)	(7,660.86)	Long
NRG Energy Inc	12-May-08	13-Jan-11	165	6,994.76	20.24	3,340.21	0.06	3,340.15	(3,654.55)	(3,654.61)	Long
NRG Energy Inc.	13-May-08	13-Jan-11	172	7,403.57	20.24	3,481.92	0.06	3,481.86	(3,921.65)	(3,921.71)	Long
NRG Energy Inc.	23-Mar-10	13-Jan-11	360	7,759.26	20.24	7,287.73	0.12	7,287.61	(471.53)	(471.65)	Short
Nintendo Ltd.	26-Aug-09	13-Jan-11	1,286	41,773.78	36.15	46,488.90	0.79	46,488.11	4,715.12	4,714.33	Long

Booth-Bricker Fund
Form 990 PF Fed. ID #72-0818077
For the taxable year ended 12/31/11

Part IV

description of securities	purchase date	sale date	shares	cost	sales price	proceeds	commissions	proceeds less comm.	gain(loss) bef. comm.	net gain(loss)	term
Nippon Telg & Tel Spdn	06-Dec-06	13-Jan-11	717	18,383.88	22.47	16,111.42	0.27	16,111.15	(2,272.46)	(2,272.73)	Long
Nippon Telg & Tel Spdn	15-May-07	13-Jan-11	444	10,782.45	22.47	9,976.95	0.17	9,976.78	(805.50)	(805.67)	Long
Nippon Telg & Tel Spdn	14-Jun-07	13-Jan-11	1,348	30,217.17	22.47	30,290.36	0.51	30,289.85	73.19	72.68	Long
Nippon Telg & Tel Spdn	13-Apr-09	13-Jan-11	830	15,656.79	22.47	18,650.60	0.31	18,650.29	2,993.81	2,993.50	Long
Nippon Telg & Tel Spdn	15-Dec-10	13-Jan-11	864	19,709.57	22.47	19,414.60	0.33	19,414.27	(294.97)	(295.30)	Short
Nippon Telg & Tel Spdn	16-Dec-10	13-Jan-11	18	405.45	22.47	404.47	0.01	404.46	(0.98)	(0.99)	Short
OAO Gazprom Spon ADR	18-Oct-10	13-Jan-11	2,211	47,003.87	26.22	57,980.82	0.98	57,979.84	10,976.95	10,975.97	Short
Occidental Pete Corp.	29-Mar-10	13-Jan-11	105	8,815.88	96.84	10,168.59	0.17	10,168.42	1,352.71	1,352.54	Short
Occidental Pete Corp.	29-Mar-10	13-Jan-11	185	15,090.99	96.84	17,916.08	0.30	17,915.78	2,825.09	2,824.79	Short
Occidental Pete Corp.	30-Mar-10	13-Jan-11	130	10,945.04	96.84	12,589.68	0.21	12,589.47	1,644.64	1,644.43	Short
Occidental Pete Corp.	31-Mar-10	13-Jan-11	117	9,895.31	96.84	11,330.71	0.19	11,330.52	1,435.40	1,435.21	Short
Pitney Bowes Inc.	16-Nov-07	13-Jan-11	277	10,515.78	23.98	6,641.08	0.11	6,640.97	(3,874.70)	(3,874.81)	Long
Pitney Bowes Inc.	14-Dec-07	13-Jan-11	495	18,407.47	23.98	11,867.61	0.20	11,867.41	(6,539.86)	(6,540.06)	Long
Pitney Bowes Inc.	18-Dec-07	13-Jan-11	217	8,126.19	23.98	5,202.58	0.09	5,202.49	(2,923.61)	(2,923.70)	Long
Pitney Bowes Inc.	04-Aug-09	13-Jan-11	365	7,617.33	23.98	8,750.88	0.15	8,750.73	1,133.55	1,133.40	Long
Pitney Bowes Inc.	17-Aug-09	13-Jan-11	427	9,112.14	23.98	10,237.33	0.17	10,237.16	1,125.19	1,125.02	Long
Panasonic Corp.	16-Aug-07	13-Jan-11	2,149	37,194.25	14.20	30,519.24	0.51	30,518.73	(6,675.01)	(6,675.52)	Long
Panasonic Corp.	27-Sep-10	13-Jan-11	1,205	16,592.49	14.20	17,112.93	0.29	17,112.64	520.44	520.15	Short
Pfizer Inc.	30-Mar-10	13-Jan-11	1,974	33,982.80	18.16	35,843.90	0.60	35,843.30	1,861.10	1,860.50	Short
Pfizer Inc.	14-Apr-10	13-Jan-11	1,423	24,198.97	18.16	25,838.83	0.44	25,838.39	1,639.86	1,639.42	Short
Pfizer Inc.	26-Apr-10	13-Jan-11	739	12,494.27	18.16	13,418.76	0.23	13,418.53	924.49	924.26	Short
Pfizer Inc.	28-Dec-10	13-Jan-11	2,336	41,184.15	18.16	42,417.09	0.72	42,416.37	1,232.94	1,232.22	Short
Philip Morris Inc.	06-Dec-06	13-Jan-11	624	27,799.38	56.34	35,157.72	0.59	35,157.13	7,358.34	7,357.75	Long
Philip Morris Inc.	18-Mar-09	13-Jan-11	187	7,125.52	56.34	10,536.05	0.18	10,535.87	3,410.53	3,410.35	Long
Royal Dutch Shell Plc	06-Dec-06	13-Jan-11	1,051	75,777.10	67.50	70,938.61	1.19	70,937.42	(4,838.49)	(4,839.68)	Long
Royal Dutch Shell Plc	02-Feb-10	13-Jan-11	128	7,051.17	67.50	8,639.53	0.15	8,639.38	1,588.36	1,588.21	Short
Raytheon Co	06-Dec-06	13-Jan-11	308	16,250.08	49.59	15,274.15	0.26	15,273.89	(975.93)	(976.19)	Long
Raytheon Co.	18-Mar-09	13-Jan-11	299	10,619.52	49.59	14,827.83	0.25	14,827.58	4,208.31	4,208.06	Long
Societe General Spn ADR	05-Feb-09	13-Jan-11	1,370	9,619.49	11.97	16,397.67	0.28	16,397.39	6,778.18	6,777.90	Long
Societe General Spn ADR	17-May-10	13-Jan-11	2,355	20,813.96	11.97	28,187.23	0.47	28,186.76	7,373.27	7,372.80	Short
Swisscom Co. Ltd	08-Dec-06	13-Jan-11	1,423	52,993.37	42.58	60,591.34	1.02	60,590.32	7,597.97	7,596.95	Long
Sekisui Hse Ld Spn Adr	05-Sep-07	13-Jan-11	2,965	36,182.49	10.37	30,747.05	0.52	30,746.53	(5,435.44)	(5,435.96)	Long
Sekisui Hse Ld Spn Adr	11-Sep-07	13-Jan-11	1,452	17,455.07	10.37	15,057.24	0.25	15,056.99	(2,397.83)	(2,398.08)	Long
Sekisui Hse Ld Spn Adr	14-Aug-09	13-Jan-11	3,114	30,084.35	10.37	32,292.18	0.55	32,291.63	2,207.83	2,207.28	Long
Sk Telecom	13-Feb-08	13-Jan-11	1,100	24,817.65	17.72	19,493.76	0.32	19,493.44	(5,323.89)	(5,324.21)	Long
Sk Telecom	24-Apr-08	13-Jan-11	622	13,747.44	17.72	11,022.84	0.19	11,022.65	(2,724.60)	(2,724.79)	Long
Sk Telecom	10-Jun-08	13-Jan-11	692	14,672.06	17.72	12,263.35	0.21	12,263.14	(2,408.71)	(2,408.92)	Long

Booth-Bricker Fund
Form 990 PF Fed. ID #72-0818077
For the taxable year ended 12/31/11

Part IV

description of securities	purchase date	sale date	shares	cost	sales price	proceeds	commissions	proceeds less comm.	gain(loss) bef. comm.	net gain(loss)	term
Sk Telecom	18-Mar-09	13-Jan-11	644	9,544.34	17.72	11,412.71	0.19	11,412.52	1,868.37	1,868.18	Long
Sk Telecom	19-Aug-09	13-Jan-11	764	11,992.58	17.72	13,539.30	0.23	13,539.07	1,546.72	1,546.49	Long
Sanofi Aventis Spons ADR	18-Jan-08	13-Jan-11	737	32,939.54	34.34	25,310.13	0.43	25,309.70	(7,629.41)	(7,629.84)	Long
Sanofi Aventis Spons ADR	18-Apr-08	13-Jan-11	640	24,588.54	34.34	21,978.94	0.37	21,978.57	(2,609.60)	(2,609.97)	Long
Sanofi Aventis Spons ADR	14-Apr-08	13-Jan-11	304	11,590.94	34.34	10,440.00	0.18	10,439.82	(1,150.94)	(1,151.12)	Long
Sanofi Aventis Spons ADR	01-Jul-09	13-Jan-11	488	14,676.40	34.34	16,758.94	0.28	16,758.66	2,082.54	2,082.26	Long
Shiseido Ltd.	08-Dec-06	13-Jan-11	1,923	40,370.12	21.50	41,344.50	0.70	41,343.80	974.38	973.68	Long
Shiseido Ltd.	21-May-09	13-Jan-11	606	10,481.86	21.50	13,029.00	0.22	13,028.78	2,547.14	2,546.92	Long
Suncor Energy	20-May-10	13-Jan-11	2,225	63,520.64	38.74	86,196.50	1.46	86,195.04	22,675.86	22,674.40	Short
Seven and I Holdings Co.	13-Apr-09	13-Jan-11	745	31,871.62	53.02	39,499.90	0.67	39,499.23	7,628.28	7,627.61	Long
Seven and I Holdings Co.	04-Jun-09	13-Jan-11	435	20,614.69	53.02	23,063.70	0.39	23,063.31	2,449.01	2,448.62	Long
Telecom Italia Spa ADR	08-Dec-06	13-Jan-11	3,450	88,620.84	11.16	38,514.77	0.65	38,514.12	(50,106.07)	(50,106.72)	Long
Telecom Italia Spa ADR	20-Mar-07	13-Jan-11	687	16,810.27	11.16	7,669.46	0.13	7,669.33	(9,140.81)	(9,140.94)	Long
Telecom Italia Spa ADR	03-Jan-11	13-Jan-11	2,232	24,740.38	11.16	24,917.38	0.42	24,916.96	177.00	176.58	Short
Toyota Motor Corp ADR	09-Sep-10	13-Jan-11	471	33,029.39	85.50	40,269.74	0.68	40,269.06	7,240.35	7,239.67	Short
Toyota Motor Corp ADR	13-Sep-10	13-Jan-11	154	10,907.62	85.50	13,166.75	0.22	13,166.53	2,259.13	2,258.91	Short
Toyota Motor Corp ADR	21-Oct-10	13-Jan-11	140	10,021.48	85.50	11,969.79	0.20	11,969.59	1,948.31	1,948.11	Short
Toyota Motor Corp ADR	22-Oct-10	13-Jan-11	213	15,336.85	85.50	18,211.16	0.31	18,210.85	2,874.31	2,874.00	Short
Time Warner Inc.	14-Oct-10	13-Jan-11	1,131	35,413.19	33.70	38,116.96	0.64	38,116.32	2,703.77	2,703.13	Short
Time Warner Inc	22-Dec-10	13-Jan-11	291	9,324.57	33.70	9,807.28	0.17	9,807.11	482.71	482.54	Short
Unum Group	04-Jun-10	13-Jan-11	860	19,259.61	25.01	21,504.98	0.36	21,504.62	2,245.37	2,245.01	Short
Unum Group	07-Jun-10	13-Jan-11	517	11,452.27	25.01	12,928.00	0.22	12,927.78	1,475.73	1,475.51	Short
Unum Group	27-Sep-10	13-Jan-11	550	12,216.11	25.01	13,753.19	0.23	13,752.96	1,537.08	1,536.85	Short
Unum Group	30-Sep-10	13-Jan-11	608	13,582.90	25.01	15,203.53	0.26	15,203.27	1,620.63	1,620.37	Short
Union Pacific Corp.	06-Dec-06	13-Jan-11	627	29,467.67	99.11	62,140.15	1.05	62,139.10	32,672.48	32,671.43	Long
Viacom Inc. New	06-Dec-06	13-Jan-11	2,653	101,211.95	41.13	109,113.91	1.84	109,112.07	7,901.96	7,900.12	Long
Vodafone Group PLC	06-Dec-06	13-Jan-11	1,460	39,156.71	27.42	40,036.26	0.67	40,035.59	879.55	878.88	Long
Vodafone Group PLC	22-Jul-08	13-Jan-11	338	8,747.86	27.42	9,268.67	0.16	9,268.51	520.81	520.65	Long
Vodafone Group PLC	17-Sep-08	13-Jan-11	537	11,761.86	27.42	14,725.67	0.25	14,725.42	2,963.81	2,963.56	Long
Wacoal Holdings Corp. ADR	08-Dec-06	13-Jan-11	762	52,995.80	69.49	52,951.38	0.89	52,950.49	(44.42)	(45.31)	Long
Wells Fargo & Co.	06-Dec-06	13-Jan-11	1,160	41,238.00	31.86	36,959.69	0.63	36,959.06	(4,278.31)	(4,278.94)	Long
Wells Fargo & Co.	18-Mar-09	13-Jan-11	707	10,788.82	31.86	22,526.29	0.38	22,525.91	11,737.47	11,737.09	Long
Newmont Mining Corp.	09-Apr-07	13-Jan-11	703	30,670.82	57.06	40,116.13	0.68	40,115.45	9,445.31	9,444.63	Long
Motorola Mobility	10-Jan-08	13-Jan-11	114	5,665.24	33.05	3,767.70	0.06	3,767.64	(1,897.54)	(1,897.60)	Long
Motorola Mobility	10-Feb-09	13-Jan-11	695	9,295.86	33.05	22,969.75	0.39	22,969.36	13,673.89	13,673.50	Long
Motorola Mobility	01-Feb-10	13-Jan-11	165	3,538.24	33.05	5,453.25	0.09	5,453.16	1,915.01	1,914.92	Short
Motorola Solutions Inc.	06-Dec-06	13-Jan-11	494	43,942.32	37.98	18,762.12	0.32	18,761.80	(25,180.20)	(25,180.52)	Long

Part IV

description of securities	purchase date	sale date	shares	cost	sales price	proceeds	commissions	proceeds less comm.	gain(loss) bef. comm.	net gain(loss)	term
Motorola Solutions Inc.	09-Mar-07	13-Jan-11	93	6,864.82	37.98	3,532.14	0.06	3,532.08	(3,332.68)	(3,332.74)	Long
Motorola Solutions Inc.	15-May-07	13-Jan-11	49	3,570.92	37.98	1,861.02	0.03	1,860.99	(1,709.90)	(1,709.93)	Long
Motorola Solutions Inc.	10-Jan-08	13-Jan-11	347	20,640.54	37.98	13,179.06	0.22	13,178.84	(7,461.48)	(7,461.70)	Long
Motorola Solutions Inc.	10-Feb-09	13-Jan-11	795	12,714.09	37.98	30,194.10	0.51	30,193.59	17,480.01	17,479.50	Long
Motorola Solutions Inc.	01-Feb-10	13-Jan-11	188	4,782.69	37.98	7,140.24	0.12	7,140.12	2,357.55	2,357.43	Short
Motorola Solutions Inc.	07-Jan-11	07-Jan-11				16.59		16.59	16.59	16.59	Short
Motorola Mobility	07-Jan-11	07-Jan-11				21.86		21.86	21.86	21.86	Short
				4,425,951.31		4,585,988.80	77.48	4,585,911.32	160,037.49	159,960.01	
TOTAL LONG-TERM GAINS				3,371,411.22		3,391,602.16	57.32	3,391,544.84	20,190.94	20,133.62	
TOTAL SHORT-TERM GAINS				1,054,540.09		1,194,386.64	20.16	1,194,366.48	139,846.55	139,826.39	
				4,425,951.31		4,585,988.80	77.48	4,585,911.32	160,037.49	159,960.01	

Merrill Lynch											
Harley Davidson Inc.	30-Nov-06	01-Feb-11	12,000	486,375.75	40.32	483,845.39	3,416.29	480,429.10	(2,530.36)	(5,946.65)	Long
Harley Davidson Inc.	07-Apr-09	01-Feb-11	6,000	98,165.67	40.32	241,922.70	1,708.14	240,214.56	143,757.03	142,048.89	Long
Caterpillar Inc.	26-Mar-09	15-Mar-11	3,000	90,530.77	99.71	299,120.10	2,663.30	296,456.80	208,589.33	205,926.03	Long
Caterpillar Inc.	26-Mar-09	23-Mar-11	7,000	211,238.47	107.47	752,304.70	6,161.53	746,143.17	541,066.23	534,904.70	Long
Marathon Petroleum Corp.	29-Apr-09	13-Jul-11	7,500	186,853.92	39.56	296,712.30	2,938.53	293,773.77	109,858.38	106,919.85	Long
Conagra Foods Inc.	03-Apr-06	18-Oct-11	23,000	502,506.72	25.65	590,041.32	4,715.57	585,325.75	87,534.60	82,819.03	Long
Conagra Foods Inc.	07-Apr-09	18-Oct-11	6,000	104,538.05	25.65	153,923.82	1,230.15	152,693.67	49,385.77	48,155.62	Long
						0.00		0.00	0.00	0.00	Short
				1,680,209.35		2,817,870.33	22,833.51	2,795,036.82	1,137,660.98	1,114,827.47	
TOTAL LONG-TERM GAINS				1,680,209.35		2,817,870.33	22,833.51	2,795,036.82	1,137,660.98	1,114,827.47	
TOTAL SHORT-TERM GAINS				0.00		0.00	0.00	0.00	0.00	0.00	
				1,680,209.35		2,817,870.33	22,833.51	2,795,036.82	1,137,660.98	1,114,827.47	

STOCKS HELD DIRECTLY											
Lake Charles Naval Stores	10-May-98	14-Jan-11	24	9,156.52	5,150	123,600.00		123,600.00	114,443.48	114,443.48	Long
						0.00		0.00	0.00	0.00	
Total long-term				9,156.52	5,150.00	123,600.00	-	123,600.00	114,443.48	114,443.48	
TOTAL LONG-TERM GAINS				5,329,696.80		6,746,160.91	22,970.39	6,723,190.52	1,416,464.11	1,393,493.72	
TOTAL SHORT-TERM GAINS				1,271,599.04		1,361,572.64	32.32	1,361,540.32	89,973.60	89,941.28	
				6,601,295.84		8,107,733.55	23,002.71	8,084,730.84	1,506,437.71	1,483,435.00	

	(b) Title & aver. hrs. per wk.	(c) Compensation	(d) Contributions to empl. plans	(e) Expense accts., other
Part VIII, Part 1				
(a) Name and address				
Gray S. Parker	DIRECTOR			
826 Union St., Suite 300	PRES./	3,900	NONE	NONE
New Orleans, LA 70112	CHAIRMAN			
	1HR.			
H. Hunter White, Jr.	DIRECTOR	2,700	NONE	NONE
Same	1HR.			
Nathaniel P. Phillips, Jr.	DIRECTOR	5,700	NONE	NONE
Same	1HR.			
Mary Kay Parker	DIRECTOR	3,900	NONE	NONE
Same	1HR.			
Henry N. Kuechler, III	DIRECTOR	3,300	NONE	NONE
Same	1HR.			
Charles Mayer	DIRECTOR	3,900	NONE	NONE
Same	1HR.			
SCHEDULE F-5	TOTAL	\$23,400		

THE BOOTH-BRICKER FUND

FORM 990PF FED. ID #72-0818077

For the taxable year 12/31/11

Part XV Line 2(b)

Written, providing complete information on the applicant, including its name, address, IRS determination letter, history, purpose, current operations, financial statements and budgets and governing board, as well as the specific purpose to which the requested funds would be directed.

SCHEDULE F-6

THE BOOTH-BRICKER FUND
FORM 990 PF FED. ID # 72-0818077
For taxable year 12/31/11

Part XV Line 2(d)

Article IV, paragraph 1 of the Articles of Incorporation of the Booth-Bricker Fund, as amended, reads as follows:

The nature of the business of the Corporation and the objects and purposes proposed to be transacted, promoted or carried on by it are to do any and all of the acts hereinafter mentioned in the United States or any of its possessions to the same extent as any natural person might or could do; viz: (1) to be both organized and operated exclusively to conduct and carry on the work of the Corporation, not for profit, but for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding successor provision, in such manner that no part of its income or property shall inure to the benefit of any donor, trustee, officer, creator or any private persons having a personal or private interest in the activities of the Corporation, or any disqualified person with the meaning of the Code, as a result thereof, and in such a manner that no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office; (2) subject always to the provisions of the preceding subparagraph, to promote, develop and foster religious, charitable, scientific, literary or educational work, to make donations, contributions or loans out of its annual net income or principal or both for the use of any and all corporations, organizations, foundations or institutions of the United States, any state, territory or political subdivision thereof, the District of Columbia and individuals for the aforementioned exempted purposes provided such loans are not made to any creator or such foundation, nor a donor nor a member of the family of an individual who is a creator or donor of such foundation, nor any corporation controlled by such creators or persons, or any other disqualified person within the meaning of the Code.

As matters of board policy:

1. Contributions are made mainly in support of activities in New Orleans and to a lesser extent, elsewhere in Louisiana. It does not make contributions to individuals.
2. Currently, the Fund's program of charitable distributions focuses exclusively on taking advantage of the historic opportunity to reform public education in New Orleans.
3. Recipients must be a U.S. governmental agency or a public charity as described under Section 501(c)(3) of the Internal Revenue Code and be classified under Sections 509(a)(1) or (2). Due to expenditure responsibility requirements, gifts will not be made to "fiscal sponsors", private foundations or supporting organizations (i.e. a Section 501(c)(3) organization with further designation under Section 509(a)(3)). However, gifts can be given directly to the supported organization.

THE BOOTH-BRICKER FUND
ID NO. 72-0818077
CONTRIBUTIONS FOR THE YEAR ENDED 12-31-11
SCHEDULE F-8

PART XV 3(a)

EDUCATION

Advocacy for Arts and Technology In New Orleans Crocker Arts and Technology School Ms. A. Charmaine Robertson, Principal 1111 Milan St. New Orleans, LA 70115	Support their expanding art program	\$10,000
Akili Academy Mr. Dean Gallagher, Executive Director 1700 Pratt Dr New Orleans, LA 70122	Hire two teachers with the title of Intervention Teacher	\$50,000
Coast Episcopal School 5065 Espy Ave. Long Beach, MS 39560	Matching trustee's gift	\$650
College of The Holy Cross Michael C. McFarland, S.J., President One College Street Worcester, MA 01610-2395	Matching trustee's gift	\$10,000
Crescent City Schools Ms. Kate Mehok, Chief Executive Officer 2013 General Mayer New Orleans, LA 70114	School building restoration	\$50,000
First Line Schools Mr. Jay Altman, Chief Executive Officer 3649 Laurel Street New Orleans, LA 70115	Support their Blended Learning Project	\$125,000
Iota Foundation Mr. Stephen S. Harper, Chairman P. O. Box 635 Orinda, CA 94563	Matching trustee's gift	\$20,000

THE BOOTH-BRICKER FUND
ID NO. 72-0818077
CONTRIBUTIONS FOR THE YEAR ENDED 12-31-11
SCHEDULE F-8

La Assoc of Public Charter Schools Ms. Caroline Roemer Shirley Executive Director 5500 Prytania Street, Box 126 New Orleans, Louisiana 70115	Support for emotionally disturbed and behavior disordered students in New Orleans Charter Schools	\$95,000
La. Department of Education Mr. John C. White, Superintendent 1641 Poland Ave. New Orleans, LA 70117	Support the Recovery School District's Centralized Enrollment initiative	\$100,000
Louise S. McGehee School Ms. Eileen F. Powers, Headmistress 2343 Prytania Street New Orleans, LA 70130	Matching trustee's gift	\$1,500
Mount Carmel Academy Sister Camille Anne Campbell, O.Carm. 7027 Milne Boulevard New Orleans, LA 70124	Matching trustee's gift	\$2,000
New Orleans Center for Creative Arts Ms. Sally Perry, Executive Director 2800 Chartres Street New Orleans, Louisiana 70177	Matching trustee's gift	\$200
New Orleans Charter Schools Foundation McDonogh City Park Academy 2733 Esplanade Ave. New Orleans, LA 70119	Matching trustee's gift	\$10,000
New Orleans Math & Science High School Ms. Mary Zervigon 5625 Loyola Ave. New Orleans, LA 70115	Support for the school	\$25,000
New Orleans Outreach Ms. Claudia Barker 757 St. Charles Avenue, Ste 203 New Orleans, LA 70130	Funding to expand their Data Driven Tutoring Program	\$100,000

THE BOOTH-BRICKER FUND
ID NO. 72-0818077
CONTRIBUTIONS FOR THE YEAR ENDED 12-31-11
SCHEDULE F-8

New Schools for New Orleans Ms. Sarah Usdin 200 Broadway St., Suite 108 New Orleans, LA 70118	Operating expenses for newly chartered schools and improvements	\$200,000
Portsmouth Abbey School Mr. Polly Carter 285 Cory's Lane Portsmouth, RI 02871	Matching trustee's gift	\$10,000
Episcopal High School Mr. F. Robertson Hershey, Headmaster 1200 North Quaker Lane Alexandria, VA 22302	Matching trustee's gift	\$2,000
St. Angela Merici School Msgr. Kenneth Hedrick 901 Beverly Garden Dr. Metairie, LA 70002	Matching trustee's gift to support fair	\$200
St. Anthony of Padua School Sr. Ruth Angelette, O.P. 4601 Cleveland Avenue New Orleans, Louisiana 70119	Matching trustee's gift	\$800
St. Dominic School Ms. Adrienne LeBlanc, Principal 775 Harrison Ave. New Orleans, LA 70124	Matching trustee's gift	\$250
Stand for Children Leadership Center Ms. Megan Irwin 516 SE Morrison St., Suite 410 Portland, OR 97214	Support the launch of Stand's New Orleans Chapter	\$100,000
Stanford University, California Hoover Institution Stanford, CA 94305-6010	Matching trustee's gift	\$35,000
Teach for America – Greater NO Ms. Kira Orange-Jones 313 Carondelet St. New Orleans, LA 70130	250 new members over 3 years and Matching trustee's gifts	\$340,000

THE BOOTH-BRICKER FUND
ID NO. 72-0818077
CONTRIBUTIONS FOR THE YEAR ENDED 12-31-11
SCHEDULE F-8

Trinity Episcopal School Reverend Michael Kuhn 1315 Jackson Avenue New Orleans, LA 70130-5199	Matching trustee's gift	\$5,350
Tulane Institute on Water Resources Law and Policy Mr. Mark Davis Sr. Research Fellow & Director 6329Freret St., Ste 359C New Orleans, LA 70118	Matching trustee's gift	\$3,000
University of Arkansas Foundation Myeloma Institute for Research and Therapy 4301 West Markham St. Little Rock, AR 72205	Matching trustee's gift	\$400
University of New Orleans Dr. Phillip J. Harmelink, Chairman Department of Accounting 478 Kirschman Hall 2000 Lakeshore Drive New Orleans, Louisiana 70148	Matching trustee's gift	\$100
University of Virginia Alumni Club P. O. Box 400122 Charlottesville, VA 22904-4122	Matching trustee's gift	\$4,000
Washington & Lee University Office of University Development Washington & Lee University Lexington, Virginia 24450-0303	Matching trustee's gift	\$1,000
Woodberry Forest School Amci Fund P. O. Box 402 Woodberry Forest, VA 22989-0402	Matching trustee's gift	\$10,000

THE BOOTH-BRICKER FUND
ID NO. 72-0818077
CONTRIBUTIONS FOR THE YEAR ENDED 12-31-11
SCHEDULE F-8

RELIGIOUS

Archdiocese of New Orleans Most Rev. Gregory M. Aymond 1000 Howard Ave., Suite 1000 New Orleans, LA 70113	Matching trustee's gift	\$100
Catholic Relief Services P. O. Box 17090 Baltimore, MD 21203-7090	Matching trustee's gift	\$100
EWTN 5817 Old Leeds Rd. Irondale, Alabama 35210	Matching trustee's gift	\$400
National Shrine of Blessed Francis Xavier Seelos 2030 Constance St. New Orleans, LA 70130	Matching trustee's gift	\$100
Notre Dame Seminary Rev. Joseph Krafft 2901 S. Carrollton Ave. New Orleans, LA 70118-4391	Matching trustee's gift	\$100
St. Alphonsus Parish Richard Thibodeau, C.Ss.R., Pastor 2030 Constance Street New Orleans, LA 70130	Matching trustee's gift	\$ 7,500
St. Angela Merici Church Msgr. Kenneth Hedrick 901 Beverly Garden Dr. Metairie, LA 70122	Matching trustee's gift	\$1,785
St. Anthony of Padua Church Fr. John Restripo 4640 Canal St. New Orleans, LA 70119-5892	Matching trustee's gift	\$200
St. Patrick's Church Rev. Stanley Klores S.T.D. 724 Camp St. New Orleans, Louisiana 70130	Matching trustee's gift	\$1,000

THE BOOTH-BRICKER FUND
ID NO. 72-0818077
CONTRIBUTIONS FOR THE YEAR ENDED 12-31-11
SCHEDULE F-8

Southern Dominican Foundation 1421 N. Causeway Blvd., Ste. 200 Metairie, LA 70001-4144	Matching trustee's gift	\$9,870
---	-------------------------	---------

YOUTH DEVELOPMENT

KIDsmArt Mr. Campbell Hutchinson 1920 Clio Street New Orleans, LA 70113	Expansion of their programs	\$20,000
---	-----------------------------	----------

Raintree Services, Inc. Ms. Laura A. Jensen 1233 Eighth Street New Orleans, LA 70115	Support their after school program Matching trustee's gift	\$10,500
--	--	----------

YMCA of Greater N.O. Mr. David W. Ozmore, President 1215 Poydras Street, Suite 371 New Orleans, Louisiana 70130	Matching trustee's gift	\$1,500
---	-------------------------	---------

CIVIC

Association of Small Foundations Membership Office 33 Wild Berry Lane Underhill, VT 05489-0117	Support the organization	\$750
--	--------------------------	-------

Friends of City Park Mr. Rodney Thoulion, Executive Director 1 Palm Drive New Orleans, LA 70124-4608	Matching trustee's gift	\$1,000
--	-------------------------	---------

Gulf Restoration Network 338 Baronne St., Suite 200 New Orleans, LA 70176	Matching trustee's gift	\$50
--	-------------------------	------

Hanover Review P. O. Box 343 Hanover, NH 03755	Matching trustee's gift	\$250
---	-------------------------	-------

THE BOOTH-BRICKER FUND
ID NO. 72-0818077
CONTRIBUTIONS FOR THE YEAR ENDED 12-31-11
SCHEDULE F-8

Los Islenos Heritage Ms. Dorothy L. Bengé President 206 Decatur St. New Orleans, LA 70130	Matching trustee's gift	\$200
Louisiana Philharmonic Orchestra Mrs. Babs Mollere 1010 Common St., Suite 2120 New Orleans, LA 70112	Matching trustee's gift	\$8,000
Louisiana SPCA 1700 Mardi Gras Blvd. New Orleans, LA 70114	Matching trustee's gift	\$2,050
New Orleans Museum of Art Post Office Box 19123 New Orleans, LA 70179-0123	Centennial Odyssey Ball Matching trustee's gift	\$16,300
New Orleans Opera Association 1010 Common St., Ste.1820 New Orleans, LA 7011	Matching trustee's gift	\$1,000
Parkway Partners Ms. Jean Fahr, Executive Director 1137 Baronne St. New Orleans, LA 70113	Sow and Grow program	\$15,000
Planned Parenthood Gulf Coast, Inc. Ms. Kate Magsamen 4018 Magazine St. New Orleans, LA 70115	Matching trustee's gift	\$8,000
Pro Bono Publico Foundation Mr. Christian Brown, Chairman Post Office Box 531024 New Orleans, Louisiana 70153	Matching trustee's gift	\$1,000
Second Harvesters Food Bank of Greater New Orleans & Acadiana P. O. Box 61045 New Orleans, LA 70161-1045	Matching trustee's gift	\$110

THE BOOTH-BRICKER FUND
ID NO. 72-0818077
CONTRIBUTIONS FOR THE YEAR ENDED 12-31-11
SCHEDULE F-8

Tour de Lis, Inc. Mrs. Carol Asher, President 25 Gull St. New Orleans, LA 70124	Marching trustee's gift	\$1,000
United Way of Greater N.O. Mr. Gary Ostroske 2515 Canal St. New Orleans, LA 70119	Matching trustee's gift	\$2,365
Veterans Helping Today's Returning Heroes Post Office Box 540723 Greenacre, Florida 33454	Matching trustee's gift	\$100
WRBH Reading Radio Mrs. Natalia Gomez 3606 Magazine St. New Orleans, LA 70115	Matching trustee's gift	\$500
WWNO University of New Orleans Mr. Paul Masson, General Manager Lakefront New Orleans, LA 70148	Matching trustee's gift	\$1,000
WYES TV-12 Mr. Randall Feldman P. O. Box 54075 New Orleans, Louisiana 70154-4075	Matching trustee's gift	\$1,200
<u>RESTORATION/HISTORIC PRESERVATION</u>		
Felicity St. Redevelopment Project Ms. Louise B. Martin 1136 Baronne St. New Orleans, LA 70113	Matching trustee's gift	\$500
Preservation Resource Center of New Orleans Mrs. Patricia H. Gay 923 Tchoupitoulas St. New Orleans, LA 70130	Matching trustee's gift	\$250

THE BOOTH-BRICKER FUND
ID NO. 72-0818077
CONTRIBUTIONS FOR THE YEAR ENDED 12-31-11
SCHEDULE F-8

Vieux Carre Property Owners 816 N. Rampart Street New Orleans, LA 70116	Matching trustee's gift	\$200
--	-------------------------	-------

HOSPITALS/MEDICAL RESEARCH

LSU Health Science Center Department of Psychiatry Dr. Howard J. Osofsky, M.D., Ph.D 1542 Tulane Avenue New Orleans, Louisiana 70112	Fundraiser Matching trustee's gift	\$11,600
--	---------------------------------------	----------

NO/AIDS Task Force Mr. Noel Twilbeck, Jr. 2601 Tulane Ave., #500 New Orleans, LA 70119	Matching trustee's gift	\$500
--	-------------------------	-------

Operation Smile 6435 Tidewater Dr. Norfolk, VA 23509	Matching trustee's gift	\$590
---	-------------------------	-------

St. Jude's Children's Hospital Ms. Marlo Thomas 501 St. Jude Place Memphis, TN 38105	Matching trustee's gift	\$700
--	-------------------------	-------

TOTAL		<u>\$1,438,820</u>
--------------	--	---------------------------

Note: All of the above listed charities are public charities.

THE BOOTH-BRICKER FUND
ID NO. 72-0818077
CONTRIBUTIONS FOR THE YEAR ENDED 12-31-11
SCHEDULE F-8

PART XV 3(b)

APPROVED FOR FUTURE PAYMENT

EDUCATION

First Line Schools Mr. Jay Altman, Director of Schools 2319 Valance Street New Orleans, LA 70115	Recruiting and hiring a Director of Talent Management	\$50,000
La Assoc of Public Charter Schools Ms. Caroline Roemer Shirley Executive Director 5500 Prytania Street, Box 126 New Orleans, Louisiana 70115	Support for emotionally disturbed and behavior disordered students in New Orleans Charter Schools	\$77,000
Teach for America Ms. Kira Orange-Jones 313 Carondelet St. New Orleans, LA 70130	250 new members over 3 years and Matching trustee's gifts	\$300,000
TOTAL		<u>\$427,000</u>

Note: All of the above listed charities are public charities.