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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
EMMETT AND MIRIAM MCCOY FOUNDATION

A Employer identification number
74-2686146

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 1028

Room/suite

B Telephone number (see page 10 of the instructions)
(512) 353-5400

City or town, state, and ZIP code
SAN MARCOS, TX 78667

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 ☐

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)
\$ 4,048,548

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

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 page 11 of the 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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	36	36		
	4 Dividends and interest from securities.	59,035	58,177		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,648,115			
	b Gross sales price for all assets on line 6a 3,548,974				
	7 Capital gain net income (from Part IV, line 2)		1,648,115		
	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)	-725	2		
	12 Total. Add lines 1 through 11	1,706,461	1,706,330		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	2,330	1,165		1,165
	b Accounting fees (attach schedule).	14,217	7,109		7,108
	c Other professional fees (attach schedule)				
	17 Interest	2	2		
	18 Taxes (attach schedule) (see page 14 of the instructions)	33,922	10		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	4,908	2,492		2,416
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	55,379	10,778		10,689
	25 Contributions, gifts, grants paid	211,071			211,071
	26 Total expenses and disbursements. Add lines 24 and 25	266,450	10,778		221,760
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,440,011			
	b Net investment income (if negative, enter -0-)		1,695,552		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

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			
	2	Savings and temporary cash investments	477,619	194,099	194,099
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,391,052	4,079,595	3,800,384
	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)		51,681	54,065
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,868,671	4,325,375	4,048,548	
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 ▶ _____)	3,739	30,410	
	23	Total liabilities (add lines 17 through 22)	3,739	30,410	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	3,108,447	3,102,219	
	29	Retained earnings, accumulated income, endowment, or other funds	-243,515	1,192,746	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,864,932	4,294,965	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,868,671	4,325,375	

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)	12,864,932
2	Enter amount from Part I, line 27a	1,440,011
3	Other increases not included in line 2 (itemize) ▶ _____	
4	Add lines 1, 2, and 3	4,304,943
5	Decreases not included in line 2 (itemize) ▶ _____	9,978
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	4,294,965

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	1,648,115
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	847

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 page 18 of 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	213,804	3,788,379	0 056437
2009	111,324	3,219,341	0 034580
2008	2,088,904	5,525,268	0 378064
2007	1,461,533	7,123,589	0 205168
2006	529,351	7,012,138	0 075491

2	Total of line 1, column (d).	2	0 749740
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 149948
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	4,077,732
5	Multiply line 4 by line 3.	5	611,448
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	16,956
7	Add lines 5 and 6.	7	628,404
8	Enter qualifying distributions from Part XII, line 4.	8	221,760

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	33,911
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	33,911
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	33,911
6		Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,832		
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	5,832
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	28,079
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 0 Refunded		11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
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)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of MIRIAM M MCCOY Telephone no (512) 353-5400 Located at 1350 NORTH IH-35 SAN MARCOS TX ZIP +4 78666			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year 15			
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 				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? 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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
EMMETT F MCCOY PO BOX 1424 SAN MARCOS,TX 78667	PRES/DIR 1 00	0	0	0
MIRIAM M MCCOY PO BOX 1424 SAN MARCOS,TX 78667	VP/TREAS/DIR 2 00	0	0	0
BRENDA M REMME PO BOX 1315 SAN MARCOS,TX 78667	SEC/DIR 1 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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

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

Total number of others receiving over \$50,000 for professional services.	▶
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Part IX-A

1	
2	
3	
4	

Part IX-B

Form **990-PF** (2011)

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,954,054
b	Average of monthly cash balances.	1b	131,710
c	Fair market value of all other assets (see page 24 of the instructions).	1c	54,065
d	Total (add lines 1a, b, and c).	1d	4,139,829
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	4,139,829
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	62,097
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,077,732
6	Minimum investment return. Enter 5% of line 5.	6	203,887

Part XI

Distributable Amount (see page 25 of the 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	203,887
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	33,911
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	33,911
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	169,976
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	169,976
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	169,976

Part XII

Qualifying Distributions (see page 25 of the 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	221,760
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	221,760
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	221,760
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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				169,976
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				184,430
b	From 2007.				1,120,376
c	From 2008.				1,813,933
d	From 2009.				
e	From 2010.				30,217
f	Total of lines 3a through e.	3,148,956			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 221,760				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d	Applied to 2011 distributable amount.				169,976
e	Remaining amount distributed out of corpus	51,784			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,200,740			
b	Prior years' undistributed income Subtract line 4b from line 2b.				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	184,430			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	3,016,310			
10	Analysis of line 9				
a	Excess from 2007. . . .				1,120,376
b	Excess from 2008. . . .				1,813,933
c	Excess from 2009. . . .				
d	Excess from 2010. . . .				30,217
e	Excess from 2011. . . .				51,784

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	211,071
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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	36	
4	Dividends and interest from securities. . . .			14	59,035	
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.			15	2	
8	Gain or (loss) from sales of assets other than inventory			18	3,472	1,644,643
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a See Additional Data Table					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		-727		62,545	1,644,643
13	Total. Add line 12, columns (b), (d), and (e).			13		1,706,461

[illegible]

Part XVII

1

(a)

2.

14.

Additional Data

Software ID:
Software Version:
EIN: 74-2686146
Name: EMMETT AND MIRIAM MCCOY FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CIL - TRONOX INC SERIES A	P	2011-04-14	2011-04-14
2000 - GENERAL DYNAMICS CORP	P	2005-04-06	2011-12-22
BOARDWALK	P	2010-01-01	2011-12-31
CIL - ENBRIDGE ENERGY MGMT	P	2011-04-28	2011-04-28
12700 - WILLIAMS COMPANIES	P	2005-04-06	2011-11-22
KKR & CO	P	2011-01-01	2011-12-31
2986 - TRONOX INC SERIES A	P	2004-07-28	2011-02-25
6 - TRONOX INC SERIES B	P	2004-07-28	2011-11-22
KKR & CO	P	2010-01-01	2011-12-31
5467 - TRONOX INC SERIES B	P	2004-07-28	2011-02-25
243 - DPN SELECT INCOME FUND	P	2011-11-21	2011-12-07
WP CAREY & CO	P	2010-01-01	2011-12-31
5250 - AMERICAN FINANCIAL GP NEW	P	2005-04-05	2011-12-01
628 - MFS MULTI MKT INC TRUST	P	2011-11-21	2011-12-07
5471 2295-ENBRIDGE ENERGY MGMT	P	2004-07-28	2011-12-01
64 - NICOR INC (MERGER)	P	2011-11-21	2011-12-15
3000 - EXXON MOBIL CORPORATION	P	2003-06-04	2011-12-01
CIL - AGL RESOURCES	P	2011-12-16	2011-12-16
3050 4921-KINDER MORGAN MGMT LLC	P	2003-06-04	2011-12-01
211 - CPI CORPORATION	P	2011-12-22	2011-12-22
2585 - MOSAIC CO NEW	P	2004-12-26	2011-12-01
2003 - BANK OF AMERICA CORP	P	2004-07-16	2011-11-21
2000 WAL-MART STORES INC	P	2005-04-06	2011-12-01
8300 - CVS CAREMARK CORP	P	1996-12-31	2011-11-21
1000 - BERKSHIRE HATHAWAY	P	2002-08-30	2011-12-01
3823 - PLUM CREEK TIMBER REIT	P	2005-07-11	2011-11-21
1664 - CAPITAL SOURCE INC REIT	P	2004-02-02	2011-12-01
90 - DPL INC (MERGER)	P	2011-11-21	2011-11-28
1266 - CLEAN ENERGY FUELS	P	2011-11-22	2011-12-19
1000 - BP PLC ADR SPONSORED	P	2004-08-03	2011-11-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
669 - VCA ANTECH INC	P	2011-11-22	2011-12-19
2612 - CUMMINS INC	P	2005-04-06	2011-11-22
427 - ZEBRA TECHNOLOGIES CL A	P	2011-11-22	2011-12-19
4000 - GENERAL ELECTRIC	P	2002-07-22	2011-11-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1			1
125,313		108,550	16,763
1			1
30			30
384,914		64,460	320,454
2			2
19		106	-87
246		1,718	-1,472
		33	-33
32		156	-124
2,645		2,594	51
5			5
182,630		107,145	75,485
4,193		4,078	115
170,604		67,901	102,703
1,357			1,357
228,888		112,144	116,744
26		41	-15
212,498		56,692	155,806
439		1,243	-804
131,012		34,344	96,668
11,089		83,629	-72,540
114,991		99,710	15,281
313,318		32,384	280,934
1,134,011		737,075	396,936
137,925		100,483	37,442
9,991		32,250	-22,259
2,700		2,724	-24
14,933		15,274	-341
41,252		57,106	-15,854

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,997		12,638	359
231,865		46,041	185,824
15,181		15,065	116
60,394		105,275	-44,881


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1
			16,763
			1
			30
			320,454
			2
			-87
			-1,472
			-33
			-124
			51
			5
			75,485
			115
			102,703
			1,357
			116,744
			-15
			155,806
			-804
			96,668
			-72,540
			15,281
			280,934
			396,936
			37,442
			-22,259
			-24
			-341
			-15,854

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			359
			185,824
			116
			-44,881

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UTMB STARK DIABETIC CTR301 UNIVERSITY BOULEVARD GALVESTON,TX 77555	NONE	PUBLIC	GENERAL FUND	100,000
ASPCA424 E 92ND ST NEW YORK,NY 10128	NONE	PUBLIC	GENERAL FUND	40
HUMANE SOCIETY OF THE US2100 L ST NW WASHINGTON,DC 20037	NONE	PUBLIC	GENERAL FUND	50
SPECIAL OLYMPICS TEXAS INC 7715 CHEVY CHASE DR 120 AUSTIN,TX 78752	NONE	PUBLIC	GENERAL FUND	100
AMERICAN LUNG ASSOCIATION 1301 PENNSYLVANIA AVE NW SUITE 800 WASHINGTON,DC 20004	NONE	PUBLIC	GENERAL FUND	40
EASTER SEALS233 SOUTH WACKER DRIVE SUITE 2400 CHICAGO,IL 60606	NONE	PUBLIC	GENERAL FUND	40
CLASSICALLY AUSTIN 8953001 N LAMAR BLVD SUITE 100 AUSTIN,TX 78705	NONE	PUBLIC	GENERAL FUND	100
PRICE SENIORS CENTER222 W SAN ANTONIO ST SAN MARCOS,TX 78666	NONE	PUBLIC	GENERAL FUND	90,151
WESTAR INSTITUTE900 STATE STREET SALEM,OR 97301	NONE	PUBLIC	GENERAL FUND	50
KLRU TVPO BOX 7158 AUSTIN,TX 78713	NONE	PUBLIC	GENERAL FUND	300
MOBILE LOAVES AND FISHES903 S CAPITAL OF TX HWY AUSTIN,TX 78746	NONE	PUBLIC	GENERAL FUND	100
THE HIRITAGE FOUNDATION214 MASSACHUSETTS AVE NE WASHINGTON,DC 20002	NONE	PUBLIC	GENERAL FUND	1,000
DENNIS P MCCOY EMPLOYEE CRISIS FUNDPO BOX 1682 SAN MARCOS,TX 786671682	NONE	PUBLIC	GENERAL FUND	1,000
SMITHSONIAN INSTITUTEPO BOX 37012 MRC 712 WASHINGTON,DC 200137012	NONE	PUBLIC	GENERAL FUND	1,000
SETON HAYS FOUNDATION6001 KYLE PARKWAY KYLE,TX 78640	NONE	PUBLIC	GENERAL FUND	7,500
CITY OF SAN MARCOS630 E HOPKINS SAN MARCOS,TX 78666	NONE	PUBLIC	GENERAL FUND	3,600
MUSEUM OF THE BIG BENDPO BOX C-210 ALPINE,TX 79832	NONE	PUBLIC	GENERAL FUND	1,000
HAYS-CALDWELL WOMEN'S CENTER PO BOX 234 SAN MARCOS,TX 786670234	NONE	PUBLIC	GENERAL FUND	5,000
Total  3a				211,071

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a ALLIANCE RESOURCE PARTNERS	211110	-4			
b BOARDWALK PIPELINE PARTNERS	211110	-19			
c BUCKEYE PARTNERS LP	900003	-16			
d CEDAR FAIR LP	900003	-164			
e EL PASO PIPELINE PARTNERS L	900003	-36			
f ENERGY TRANSFER PARTNERS LP	900003	-134			
g INERGY LP	900003	-23			
h LINN ENERGY LLC	900003	-55			
i MAGELLAN MIDSTREAM PARTNERS	900003	-20			
j PLAINS ALL AMERICAN PIPELIN	900003	-11			
k STONEMOR PARTNERS LP	900003	1			
l SUBURBAN PROPANE PARTNERS L	900003	-178			
m WILLIAMS PARTNERS LP	900003	-68			

TY 2011 Accounting Fees Schedule

Name: EMMETT AND MIRIAM MCCOY FOUNDATION

EIN: 74-2686146

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	14,217	7,109		7,108

TY 2011 Compensation Explanation**Name:** EMMETT AND MIRIAM MCCOY FOUNDATION**EIN:** 74-2686146

Person Name	Explanation
EMMETT F MCCOY	
MIRIAM M MCCOY	
BRENDA M REMME	

**TY 2011 Investments Corporate
Stock Schedule**

Name: EMMETT AND MIRIAM MCCOY FOUNDATION
EIN: 74-2686146

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED STATEMENT	4,079,595	3,800,384

TY 2011 Investments - Other Schedule

Name: EMMETT AND MIRIAM MCCOY FOUNDATION

EIN: 74-2686146

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SEE ATTACHED STATEMENT		51,681	54,065

TY 2011 Legal Fees Schedule

Name: EMMETT AND MIRIAM MCCOY FOUNDATION

EIN: 74-2686146

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,330			

TY 2011 Other Decreases Schedule

Name: EMMETT AND MIRIAM MCCOY FOUNDATION

EIN: 74-2686146

Description	Amount
PRIOR PERIOD ADJUSTMENT TO BASIS OF STOCK	9,978

TY 2011 Other Expenses Schedule

Name: EMMETT AND MIRIAM MCCOY FOUNDATION

EIN: 74-2686146

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK CHARGES	18	18		
MANAGEMENT FEES	4,833	2,417		2,416
MISCELLANEOUS	57	57		

TY 2011 Other Income Schedule**Name:** EMMETT AND MIRIAM MCCOY FOUNDATION**EIN:** 74-2686146

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
STONEMOR PARTNERS	1	1	
WP CAREY & CO	1	1	
ALLIANCE RESOURCE PARTNERS	-4		
BOARDWALK PIPELINE PARTNERS	-19		
BUCKEYE PARTNERS LP	-16		
CEDAR FAIR LP	-164		
EL PASO PIPELINE PARTNERS LP	-36		
ENERGY TRANSFER PARTNERS LP	-134		
INERGY LP	-23		
LINN ENERGY LLC	-55		
MAGELLAN MIDSTREAM PARTNERS L	-20		
PLAINS ALL AMERICAN PIPELINE	-11		
STONEMOR PARTNERS LP	1		
SUBURBAN PROPANE PARTNERS LP	-178		
WILLIAMS PARTNERS LP	-68		

TY 2011 Other Liabilities Schedule

Name: EMMETT AND MIRIAM MCCOY FOUNDATION

EIN: 74-2686146

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED EXCISE TAX	3,739	28,080
DUE TO MIRIAM MCCOY		2,330

TY 2011 Taxes Schedule**Name:** EMMETT AND MIRIAM MCCOY FOUNDATION**EIN:** 74-2686146

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	33,912			
FOREIGN TAX PAID	9	9		
PLAINS ALL AMERICAN PIPELINE	1	1		

FORM 990-PF, PAGE 2, PART II LINE 10b -
INVESTMENTS IN CORPORATE STOCK

NAME OF SECURITY	SHARES	COST BASIS	MARKET VALUE
Charles Schwab Account #0733			
Ridgeworth US Gov Sec Ultra Short BD I	19.024 048	192.158 720	192.142 88
Thornburg Ltd Term Muni FD CL I	26.451 993	379.858 100	383.818 42
Driehaus Intl Small Cap Growth	24.122 156	201.185 850	205.279 55
Hancock Horizon Divers Intl Trust	23.465 655	405.539 660	414.872 78
Rems Real Estate Income 50 50 Fund	33.501 508	380.572 610	397.327 88
Vanguard 500 Index Fd Signal Shrs	4.007 872	365.274 870	383.352 96
Wasatch Large Cap Value Fd	28.913 447	365.622 600	380.790 10
Total		2.290.212 41	2.357.584 57
Charles Schwab Account #3846			
Abovenet Inc	121 00	7.843 58	7.866 21
ACI Worldwide Inc	511 00	15.138 80	14.635 04
Actuant Corp CL A New	603 00	12.616 30	13.682 07
Align Technology Inc	658 00	15.026 17	15.611 05
Ansys Inc	261 00	15.127 71	14.950 08
Arch Coal Inc	1.042 00	15.169 01	15.119 42
Big Lots Inc	391 00	15.162 55	14.764 16
Buffalo Wild Wings Inc	243 00	15.134 73	16.404 93
Carbo Ceramics Inc	126 00	17.470 20	15.539 58
Compass Minerals Intl	209 00	15.166 05	14.389 65
Cyberonics Inc	479 00	14.582 96	16.046 50
Darling Intl Inc	840 00	11.409 51	11.163 60
Ebis Inc	643 00	12.565 96	14.210 30
Endo Pharm Holdings Inc	387 00	12.620 03	13.363 11
Equifax Inc	364 00	12.590 25	14.101 36
ESCO Technologies Inc	476 00	12.589 63	13.699 28
Evercore Partners Inc A	503 00	12.615 14	13.389 86
Fresh Market Inc	252 00	9.806 34	10.054 80
General Cable CP DE New	617 00	15.181 53	15.431 17
Global Payments Inc	354 00	15.123 97	16.772 52
HMS Holding Corp	436 00	12.576 21	13.943 28
IDEXX Labs Inc	177 00	12.762 70	13.621 92
Kraton Performance Poly	670 00	12.657 19	13.601 00
Madden Steven Ltd	460 00	15.015 33	15.870 00
Neustar Inc Class A	386 00	12.757 10	13.189 62
Parametric Tech Corp New	768 00	15.160 05	14.023 68
Pier One Imports Inc	1.177 00	15.107 51	16.395 61
Portfolio Recovery Assoc	221 00	15.102 25	14.921 92
RLI Corp	222 00	15.951 52	16.174 92
Snap On Inc	251 00	12.609 65	12.705 62
Solera Holdings LLC	317 00	15.112 53	14.119 18
Steel Dynamics inc	1.038 00	12.711 99	13.649 70
SXC Health Solutions CPF	234 00	12.939 33	13.216 32
Teledyne Technologies	288 00	15.105 33	15.796 80
Trimble Navigation Ltd	312 00	12.650 57	13.540 80
Vera Bradley Inc	411 00	14.906 36	13.254 75
Whiting Petroleum Corp	353 00	15.737 92	16.481 57
Tronox Inc Ser A 18 WTS	5 00	1.769 04	315 00
Total		513.573 00	526.016 38
Charles Schwab Account #4211			
AGL Resources Inc	143 00	7.036 33	6.043 18
Arcastle Ltd	102 00	1.136 97	1.297 44
Alexander & Baldwin Inc	96 00	3.389 11	3.918 72
Allele Inc	77 00	2.961 13	3.232 46
Alliant Energy Corp	77 00	3.152 09	3.396 47
Ameren Corporation	64 00	2.038 39	2.120 32
Apollo Investment Corp	192 00	1.364 09	1.236 48
Astoria Financial Corp	442 00	3.107 03	3.752 58
Atmos Energy Corp	115 00	3.886 54	3.835 25
Avista Corporation	128 00	3.091 13	3.296 00
Avon Products Inc	122 00	2.043 67	2.131 34
BCG Partners Class A	448 00	2.664 69	2.661 12
Bank of Hawaii Corp	58 00	2.356 21	2.580 42
Black Hills Corp	90 00	2.796 25	3.022 20

FORM 990-PF, PAGE 2, PART II LINE 10b -
INVESTMENTS IN CORPORATE STOCK

NAME OF SECURITY	SHARES	COST BASIS	MARKET VALUE
Block H & R Inc	231 00	3,478 11	3,772 23
CDI Corp	231 00	2,784 42	3,190 11
CH Energy Group Inc	51 00	2,751 22	2,977 38
CMS Energy Corp	186 00	3,795 54	4,106 88
Cablevision Sys NY GP A	199 00	2,894 25	2,829 78
Centerpoint Energy Inc	237 00	4,490 15	4,761 33
Cincinnati Financial CP	109 00	3,044 38	3,320 14
Cinemark Holdings Inc	256 00	4,939 36	4,733 44
Conagra Foods Inc	154 00	3,721 58	4,065 60
Cons Communication Hldgs	256 00	4,728 05	4,876 85
Consolidated derson Inc	64 00	3,669 75	3,969 92
DTE Energy Company	64 00	3,235 19	3,484 80
Darden Restaurants Inc	76 00	3,291 39	3,464 08
De Luxe Corp	109 00	2,317 24	2,480 84
Diamond Offsh Drilling	26 00	1,594 17	1,436 76
Donnelly R R & Sons Co	141 00	2,026 38	2,034 63
Empire Distriet Elec Co	141 00	2,851 37	2,973 69
Enseo PLC ADR	64 00	3,135 99	3,002 88
Entergy Corp New	38 00	2,587 25	2,775 90
Federated Invs PA CL B	135 00	2,182 18	2,045 25
First Niagra Finl New	205 00	1,720 29	1,769 15
Firstenergy Corp	51 00	2,224 90	2,259 30
Firstmerit Corp	224 00	3,079 54	3,389 12
Foot Locker Inc	214 00	4,710 32	5,101 76
Gallagher Arthur J & Co	90 00	2,690 95	3,009 60
Garmin Ltd New	83 00	2,885 73	3,304 23
GATX Corp	77 00	2,980 38	3,361 82
Genuine Parts Co	58 00	3,209 97	3,549 60
Gladstone Capital Corp	173 00	1,307 83	1,319 99
Great Plains Energy Inc	115 00	2,353 69	2,504 70
Harsco Corp	146 00	2,890 84	3,004 68
Hawaiian Electric Industries	141 00	3,538 04	3,733 68
Healthcare Svc Group Inc	218 00	3,773 37	3,856 42
Hemz H J Co	64 00	3,240 31	3,458 56
Hillenbrand Inc	154 00	3,205 84	3,437 28
Hudson City Bancorp Inc	199 00	1,059 27	1,243 75
Ingles Markets Inc CL A	160 00	2,397 75	2,409 60
Integrus Energy Group	64 00	3,199 35	3,467 52
International Paper Company	122 00	3,316 25	3,611 20
Intersil Corp CL A	250 00	2,628 45	2,610 00
Kemper Corporation	58 00	1,512 31	1,694 18
Laclede Gas Co New	77 00	3,075 86	3,116 19
Leggett & Platt Inc	173 00	3,640 05	3,985 92
Lorillard Inc	26 00	2,817 21	2,964 00
Lumos Networks Corp	77 00	1,163 18	1,181 18
M & T Bank Corp	51 00	3,586 60	3,893 34
Mattel Incorporated	160 00	4,416 79	4,441 60
Mercury General Corp	58 00	2,410 73	2,645 96
Meredith Corp	109 00	2,993 26	3,558 85
MGE Energy Inc	64 00	2,741 75	2,993 28
Microchip Technology Inc	96 00	3,263 35	3,516 48
Mine Safety Appliance Co	115 00	3,750 13	3,808 80
National Bank of Canada	51 00	3,287 23	3,624 57
National Presto Inds Inc	32 00	2,937 59	2,995 20
New York Cmnty Bancorp	179 00	2,097 70	2,214 23
Nisource Inc Holdings	147 00	3,163 42	3,500 07
Northeast Utilities	122 00	4,117 79	4,400 54
Northwest Natural Gas	64 00	2,946 55	3,067 52
Nstar	64 00	2,837 11	3,005 44
Ntelos Holdings CP	77 00	1,538 94	1,569 26
Nucor Corp	83 00	3,089 91	3,284 31
Nutri System Inc	179 00	2,025 56	2,314 47
NYSE Euronext	83 00	2,238 33	2,166 30
Old Republic Intl Corp	186 00	1,385 16	1,724 22
Olin Corp	154 00	2,876 28	3,026 10
Otter Tail Corporation	102 00	2,073 84	2,246 04
PDL Biopharma Inc	320 00	1,912 31	1,984 00

FORM 990-PF, PAGE 2, PART II LINE 10b -
INVESTMENTS IN CORPORATE STOCK

NAME OF SECURITY	SHARES	COST BASIS	MARKET VALUE
PPG Industries Inc	45 00	3,673 30	3,757 05
Park National Corp	51 00	2,906 77	3,318 06
Paychex Inc	102 00	2,846 39	3,071 22
Pengrowth Energy Corp	173 00	1,696 26	1,821 69
Pepco Holdings Inc	128 00	2,449 65	2,598 40
Piedmont Natural Gas	96 00	2,962 87	3,262 08
Pinnacle West Capital	77 00	3,527 08	3,709 86
Pitney Bowes Inc	77 00	1,381 01	1,427 58
Portland General Elec	115 00	2,763 09	2,908 35
Potlatch Corporation	90 00	2,757 55	2,799 90
PPL Corporation	77 00	2,248 11	2,265 34
Progress Energy Inc	64 00	3,326 07	3,585 28
Provident Energy Ltd	307 00	2,765 50	2,974 83
Provident Financial Svcs	218 00	2,674 44	2,919 02
Radioshack Corp	247 00	2,871 43	2,398 37
Regal Entertainment Grp	231 00	3,228 86	2,758 14
RPM International	147 00	3,226 34	3,608 85
Seana Corporation	77 00	3,212 15	3,469 62
Seagate Technology	135 00	2,152 48	2,214 00
Shaw Commun Inc	147 00	3,016 28	2,920 89
Sinclair Broadcast Grp A	327 00	3,002 96	3,704 91
Sonoco Products	90 00	2,760 25	2,966 40
Southwest Gas Corp	102 00	3,894 84	4,333 98
Stmicroelectronics	365 00	2,315 39	2,164 45
Strayer Education	30 00	2,900 95	2,915 70
Superior Industries	179 00	2,734 40	2,960 66
Supervalu Inc	397 00	3,120 64	3,223 64
Teco Energy Inc	218 00	3,906 35	4,172 52
Teekay Corp	135 00	3,746 97	3,608 55
Telecom CP NZ Spon Adrf	154 00	1,155 90	1,230 46
Telus Corp Nonvtg F	83 00	4,007 89	4,444 65
Transalta Corp	122 00	2,430 41	2,515 64
UIL Holdings Co	102 00	3,366 69	3,607 74
Unisource Energy Corp	90 00	3,225 55	3,322 80
United Online Inc	256 00	1,319 31	1,392 64
Universal Corp V A	58 00	2,598 07	2,665 68
US Ecology Inc	192 00	3,256 05	3,605 76
Veetren Corp	115 00	3,173 64	3,476 45
Westar Energy Inc	154 00	4,119 06	4,432 12
WGL Holdings Inc	77 00	3,182 12	3,404 94
Whirlpool Corp	64 00	3,212 79	3,036 80
Windstream Corporation	391 00	4,477 30	4,590 34
World Wrestling Entmt	231 00	2,203 22	2,152 92
Excel Energy Inc	167 00	4,273 80	4,615 83
Annaly Capital Mgmt	263 00	4,198 28	4,197 48
Duke Realty Corp	295 00	3,229 88	3,554 75
HCP Inc	115 00	4,223 47	4,764 45
Healthcare Realty Trust	83 00	1,390 07	1,542 97
Hospitality PPTYS Trust	122 00	2,506 17	2,803 56
Ishares Russell Midcap	240 00	10,025 59	10,416 00
Ishares TR Russell 2000	158 00	9,964 21	10,371 12
Kimco Realty Corp	83 00	1,277 19	1,347 92
Liberty Property Trust REIT	64 00	1,910 39	1,976 32
Mack Cali Realty Corp	64 00	1,608 31	1,708 16
Penn Real Est Inv Tr SBI REIT	77 00	691 17	803 88
Penn Virginia Res Ptnrs	128 00	3,003 64	3,267 84
Plum Creek Timber Co	77 00	1,972 26	2,815 12
Prologis Inc	51 00	1,341 58	1,458 09
Ravonier Inc	83 00	3,275 83	3,704 29
Realty Income Corp	115 00	3,791 19	4,020 40
Ventas Inc REIT	77 00	3,905 15	4,245 01
Wash Real Est Inv Tr SBI REIT	102 00	2,756 42	2,789 70
Weingarten Rltv Invs SBI REIT	77 00	1,572 05	1,680 14
Total		427,566 64	451,951 79

Charles Schwab Account #6872

FORM 990-PF, PAGE 2, PART II LINE 10b -
INVESTMENTS IN CORPORATE STOCK

NAME OF SECURITY	SHARES	COST BASIS	MARKET VALUE
Abbott Laboratories	176 00	9,285 56	9,896 48
Ace Limited	201 00	13,289 52	14,094 12
Alpha Natural Resources	244 00	5,015 34	4,984 92
Apple Inc	41 00	15,276 53	16,605 00
Celgene Corp	103 00	6,307 30	6,962 80
Church & Dwight Co Inc	278 00	11,969 07	12,721 28
Coach Inc	209 00	12,466 73	12,757 36
Constellation Brand Cl A	371 00	6,860 95	7,668 57
Cummins Inc	188 00	3,313 82	16,547 76
Direct TV	332 00	15,403 46	14,196 32
Dollar Tree	267 00	20,598 92	22,190 37
Express Scripts	273 00	11,542 93	12,200 37
Gilead Sciences	156 00	5,971 11	6,385 08
Google Inc	20 00	11,608 55	12,918 00
Harris Corporation	179 00	6,199 49	6,451 16
Hess Corporation	182 00	10,685 80	10,337 60
Intel Corp	297 00	6,919 84	7,202 25
KLA Tencor Corp	211 00	9,212 56	10,180 75
Mastercard Inc	44 00	15,656 67	16,404 08
Metropcs Communications	920 00	7,238 31	7,985 60
Microsoft Corp	285 00	7,068 12	7,398 60
Oracle Corporation	501 00	14,747 87	12,850 65
Precision Castparts Corp	109 00	16,970 22	17,962 11
Procter & Gamble	175 00	10,822 03	11,674 25
Raytheon Company	212 00	9,128 77	10,256 56
Schlumberger Ltd	116 00	8,024 32	7,923 96
Southwestern Energy	200 00	7,446 55	6,388 00
Texas Instruments	318 00	9,138 09	9,256 98
Thermo Fisher Scientific	240 00	10,815 19	10,792 80
Verifone Systems Inc	270 00	11,819 86	9,590 40
Xilinx Inc	343 00	10,590 16	10,996 58
Total		321,393 64	343,780 76
Louisiana Pacific Corp	15,000 00	526,849 20	121,050 00
Summary			
Total Charles Schwab Account #0733		2,290,212 41	2,357,584 57
Total Charles Schwab Account #3846		513,573 00	526,016 38
Total Charles Schwab Account #4211		427,566 64	451,951 79
Total Charles Schwab Account #6872		321,393 64	343,780 76
Total Louisiana Pacific Corp		526,849 20	121,050 00
TOTAL for 12.31.11		4,079,594.89	3,800,383.50

FORM 990-PF, PAGE 2, PART II LINE 13 -
INVESTMENTS - OTHER

NAME OF INVESTMENT	SHARES	COST BASIS	MARKET VALUE
Charles Schwab Account #4211			
Alliance Res Partners LP	64 00	4,475 99	4,837 12
Boardwalk Pipeline Ptnrs	83 00	2,208 71	2,296 61
Buckeye Partners LP	64 00	3,999 99	4,094 72
Cedar Fair LP	131 00	2,635 25	2,816 50
El Paso Pipeline Ptnr LP	122 00	3,914 28	4,223 64
Energy Transfer Partners	64 00	2,667 27	2,934 40
Inergy LP	102 00	2,378 67	2,490 84
KKR & Co LP	218 00	2,672 33	2,796 94
Linn Energy	102 00	3,609 83	3,866 82
Magellan Midstream Ptnrs	64 00	4,111 19	4,408 32
Plains All American Pipeline	51 00	3,237 49	3,745 95
Stonemore Partners	167 00	4,806 85	3,916 15
Suburban Propane	70 00	3,133 55	3,332 70
W P Carey & Co LLC	90 00	3,551 65	3,684 60
Williams Partners LP	77 00	4,278 36	4,619 23
Total		51,681.41	54,064.54