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

OMB No 1545-0052

2011

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation <b>ROSE SILVERTHORNE FOUNDATION</b>		A Employer identification number <b>75-2669407</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>2940 N O'CONNOR RD</b>	Room/suite <b>125</b>	B Telephone number (see instructions) <b>(972) 252-4200</b>
City or town, state and ZIP code <b>IRVING, TX 75062</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/>	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,971,322</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

**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)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	17	17	17	
4 Dividends and interest from securities	66,128	66,128	66,128	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	58,989			
b Gross sales price for all assets on line 6a	1,872,094			
7 Capital gain net income (from Part IV, line 2)		58,989		
8 Net short-term capital gain			1,925	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	125,134	125,134	68,070	
<b>Added Expenses</b>				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	800			800
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	20,859	12,799		8,060
24 Total operating and administrative expenses. Add lines 13 through 23	21,659	12,799		8,860
25 Contributions, gifts, grants paid	79,885			79,885
26 Total expenses and disbursements. Add lines 24 and 25	101,544	12,799		88,745
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	23,590			
b Net investment income (if negative, enter -0-)		112,335		
c Adjusted net income (if negative, enter -0-)			68,070	

For Paperwork Reduction Act Notice, see instructions.

EEA

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
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	6,791	8,606	8,606
	2 Savings and temporary cash investments . . . . .	35,093	431,115	431,115
	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 . . . . .			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) . . . . . STM137	1,262,285	685,129	737,800
	c Investments - corporate bonds (attach schedule) . . . . . STM138	747,391	740,563	793,801
	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 (attach schedule) ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	2,051,560	1,865,413	1,971,322	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here . . . . . <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted . . . . .	2,051,560	1,865,413	
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here . . . . . <input 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 . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	2,051,560	1,865,413	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,051,560	1,865,413	

**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	2,051,560
2 Enter amount from Part I, line 27a. . . . .	2	23,590
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	2,075,150
5 Decreases not included in line 2 (itemize) ▶	5	
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	2,075,150

**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 (yr., mo., day)	(d) Date sold (yr., mo., day)
1a	FIDELITY	P	2010-01-01	2011-07-01
b	FIDELITY	P	2011-01-01	2011-07-01
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 521,138		464,074	57,064
b 1,350,956		1,349,031	1,925
c			
d			
e			

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

(i) FMV 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			57,064
b			1,925
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	58,989
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	1,925

**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			
2009			
2008			
2007			
2006			

2 Total of line 1, column (d) . . . . .	2	
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	
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . . . .	4	
5 Multiply line 4 by line 3 . . . . .	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	6	
7 Add lines 5 and 6 . . . . .	7	0
8 Enter qualifying distributions from Part XII, line 4 . . . . .	8	

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	2,247
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	2,247
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,247
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,500	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7		2,500
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		253
11 Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11		253

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 \$ (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? 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		X
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions)		
<b>TX</b>		
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 ▶ N/A				
14	The books are in care of ▶ WILLIAM DRISCOLL Telephone no ▶ 972-252-4200			
Located at ▶ 2940 N O'CONNOR RD IRVING, TX ZIP+4 ▶ 75062				
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				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 type="checkbox"/> Yes <input checked="" 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"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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? <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 checked="" type="checkbox"/> Yes <input 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	X
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	
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)?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 taxbecause 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**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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
BRIDGET RUSSELL 2940 N O'CONNOR RD IRVING, TX 75062	PRESIDENT 0	0	0	0
MARK RUSSELL 2940 N O'CONNOR RD IRVING, TX 75062	VICE PRESIDENT 0	0	0	0
WILLIAM DRISCOLL 2940 N O'CONNOR RD IRVING, TX 75062	TREASURER 0	0	0	0

**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
NONE		
Total number of others receiving over \$50,000 for professional services . . . . .		▶

**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
<b>1</b> THE FOUNDATION PAID THE TUITION, BOOKS AND BOARD OF 20 COLLEGE STUDENTS.	79,885
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
Total. Add lines 1 through 3 . . . . .	▶



**Part IX** 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	1,987,457
b	Average of monthly cash balances	1b	10,000
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,997,457
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	0
3	Subtract line 2 from line 1d	3	1,997,457
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,962
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,967,495
6	Minimum investment return. Enter 5% of line 5	6	98,375

**Part X** 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	98,375
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,247
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,247
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	96,128
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	96,128
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	96,128

**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	88,745
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	88,745
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	88,745

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				96,128
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			39,017	
b Total for prior years				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 $\blacktriangleright$ \$ 88,745				
a Applied to 2010, but not more than line 2a			39,017	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				49,728
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5.				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				46,400
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

N/A

**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

N/A

**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

William B. Driscoll 2940 N. O'Connor Rd #125, Irving TX 75062 972-252-4200

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

Request a packet of information

**c** Any submission deadlines:

March

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

Educational Grants

**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
<b>a</b> Paid during the year Schedule II				79,885
<b>Total</b> .....			<b>3a</b>	
<b>b</b> Approved for future payment  N/A				
<b>Total</b> .....			<b>3b</b>	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

## Form 990-PF (2011)

Form 990-PF (2011)

# **Federal Supporting Statements**

**2011 PG 01**

Name(s) as shown on return

FEIN

**ROSE SILVERTHORNE FOUNDATION**

**75-2669407**

**FORM 990PF, PART II, LINE 10(A)**

**STATEMENT #136**

## **INVESTMENTS: STATE AND LOCAL GOVERNMENT OBLIGATION SCHEDULE**

<b><u>CATEGORY</u></b>	<b><u>BOOK VALUE (BOY)</u></b>	<b><u>BOOK VALUE (EOY)</u></b>	<b><u>FMV (EOY)</u></b>
SEE ATTACHED LIST			
TOTALS			

**FORM 990PF, PART II, LINE 10(B)**

**PG 01  
STATEMENT #137**

## **INVESTMENTS: CORPORATE STOCK SCHEDULE**

<b><u>CATEGORY</u></b>	<b><u>BOY</u></b>	<b><u>BOOK VALUE</u></b>	<b><u>EOY FMV</u></b>
SEE ATTACHED LIST	1,262,285	685,129	737,800
TOTALS	1,262,285	685,129	737,800

## **FORM 990PF, PART II, LINE 10(C) INVESTMENTS: CORPORATE BOND SCHEDULE**

**PG 01  
STATEMENT #138**

<b><u>CATEGORY</u></b>	<b><u>BOY</u></b>	<b><u>BOOK VALUE</u></b>	<b><u>EOY FMV</u></b>
SEE ATTACHED LIST	747,391	740,563	793,801
TOTALS	747,391	740,563	793,801

# Federal Supporting Statements

2011 PG 01

Your Social Security Number

75-2669407

NAME(S) AS SHOWN ON RETURN  
ROSE SILVERTHORNE FOUNDATION

## FORM 990PF, PART I, LINE 23 - OTHER EXPENSES SCHEDULE

STATEMENT #103

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
ADMINISTRATIVE	7,500	0	0	7,500
MISC OFFICE	560	0	0	560
MONEY MGMT FEES	12,799	12,799	0	0
TOTALS	20,859	12,799	0	8,060

PG 01

STATEMENT #108

## FORM 990PF, PART I, LINE 16(B) - ACCOUNTING FEES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
ACCOUNTING	800	0	0	800
TOTALS	800	0	0	800



Rose/Silverthorne Foundation  
T.I.N. 75-2669407  
Form 990-PF  
Year 2011

Schedule II

Part XV - Supplementary Information  
Line 3 - Grants Paid - All Grants Are Educational

Brian Areenukul  
11329 Newkirk St., Apt. 1030  
Dallas, TX 75229  
No relationship  
\$3,709

Jacob Benavidez  
PO Box 142  
Sanderson, TX 79848  
No relationship  
\$4,000

Joel Colston  
412 Jack Sprott Road  
Livingston, TX 77351  
No relationship  
\$7,014

Neel Gandhi  
1501 Alden Street  
Irving, TX 75061  
No relationship  
\$4,651

Brittany Hearne  
700 S. Story Rd., Apt. 2001  
Irving, TX 75060  
No relationship  
\$0,00

Tuan lang  
9763 Audelia Rd 2201  
Dallas, Tx 75238  
No relationship  
\$1,125

Isha Kanu  
PO Box 17243  
Nacogdoches, Tx 75962  
No relationship  
\$7,538

Kelly Lomas  
410 Mansfield Street PO 856  
Sanderson, Tx 78256  
No relationship  
\$3,148

Nafekegn Mandafo  
1619 W. Shady Grove Rd.  
Irving, TX 75060  
No relationship  
\$800

Travis Milner  
4628 Dusk Meadow Dr.  
Carrollton, TX 75010  
No relationship  
\$5,939

Brandon Norman  
4307 Lashley Dr.  
Dallas, TX 75232  
No relationship  
\$8,375

Mariano Palacios  
1313 Meadow Creek Drive, Apt. 152  
Irving, TX 75038  
No relationship  
\$2,045

Regino Perla  
1106 Fairdale St.  
Irving, TX 75062  
No relationship  
\$4,874

Lejla Pracic  
4633 Fairmount St.  
Dallas, Tx 75219  
No relationship  
\$3,610

Angelo Ramirez  
905 Turtle Lake Blvd.  
Irving, TX 75060  
No relationship  
\$7,972

David Scott  
4174 Duck Creek Drive, Apt. 104  
Garland, TX 75043  
No relationship  
\$7,401

Melissa Silvas  
12222 Quail Drive, Apt. 2103  
Balch Springs, TX 75180  
No relationship  
\$4,258

Davis Stumberg  
P.O. Box 580  
Sanderson, TX 79848  
No relationship  
\$11,014

The students returned funds to the Foundation during 2011 from the sale of text books and in the form of other financial aid. The net amount spent for educational grants was \$79,885.

## Portfolio Holdings

	<u>Units</u>	<u>Cost Basis</u>	<u>12/31/2011 Market Value</u>	<u>Allocation</u>	<u>Yield</u>	<u>Projected Annual Income</u>
<b>SilverthorneF</b>						
Cash	431,115	431,115	431,115	22.0 %	--	--
CASH		<b>431,115</b>	<b>431,115</b>	<b>22.0 %</b>	--	--
<b>Total Cash</b>						
<b>Total Cash</b>		<b>431,115</b>	<b>431,115</b>	<b>22.0 %</b>	--	--
<b>Fixed Income</b>						
<b>Corp Bond</b>						
CLOROX 5.0%15 BONDS DUE 01/15/15	75,000	74,659	82,773	4.2 %	4.6 %	3,750
DUKE ENERGY CORP SR NT 6.30000% 02/01/2014	70,000	72,345	79,090	4.0 %	5.7 %	4,410
HEWLETT-PACKARD CO NOTE 02.62500% 12/09/2014	70,000	70,403	70,748	3.6 %	2.6 %	1,838
JOHNSON CTLS INC NOTE 5.500% 1/15/16	75,000	75,010	85,827	4.4 %	4.9 %	4,125
PANHANDLE EASTN PIPELINE CO SR NT 6.050% 08/15/13 B/EDTD 02/15/04 CLB	100,000	99,400	109,296	5.6 %	5.7 %	6,050
PITNEY BOWES INC MTN 5.750% 09/15/2017	75,000	74,344	81,750	4.2 %	5.4 %	4,313
SUBURBAN PROPANE PARTNERS L PSR NT 7.375%20	70,000	73,385	74,386	3.8 %	7.1 %	5,163
TARGET CORP NT 5.375% 05/01/2017	70,000	69,832	82,888	4.2 %	4.6 %	3,763
<b>Total Corp Bond</b>		<b>609,376</b>	<b>666,758</b>	<b>34.0 %</b>	<b>5.1 %</b>	<b>33,410</b>
<b>Corp Fund</b>						
BLACKROCK STRATEGICINCOME OPRTNPTS PTF INST	4,981	50,050	47,370	2.4 %	3.8 %	1,793
<b>Total Corp Fund</b>		<b>50,050</b>	<b>47,370</b>	<b>2.4 %</b>	<b>3.8 %</b>	<b>1,793</b>
<b>International Bonds</b>						
POWERSHARES EMERGING MKTS SOVEREIGN DEBT	2,912	81,136	79,672	4.1 %	6.1 %	4,843
<b>Total International Bonds</b>		<b>81,136</b>	<b>79,672</b>	<b>4.1 %</b>	<b>6.1 %</b>	<b>4,843</b>
<b>Total Fixed Income</b>		<b>740,563</b>	<b>793,801</b>	<b>40.4 %</b>	<b>5.1 %</b>	<b>40,046</b>
<b>Equities</b>						
<b>Lrg Cap</b>						
ABBOTT LABORATORIES	249	13,022	14,001	0.7 %	3.4 %	478
AT&T INC COM	637	15,691	19,263	1.0 %	5.7 %	1,096
CBS CORP NEW CL B	480	12,845	13,075	0.7 %	1.5 %	192
CHEVRONTXACO CORP	130	9,644	13,832	0.7 %	3.0 %	421

	Units	Cost Basis	12/31/2011 Market Value	Allocation	Yield	Projected Annual Income
GENERAL ELECTRIC CO	702	11,378	12,573	0.6 %	3.4 %	421
HEINZ H J CO	242	11,139	13,078	0.7 %	3.6 %	465
HOME DEPOT	385	12,884	16,185	0.8 %	2.8 %	447
JOHNSON & JOHNSON	290	17,678	19,018	1.0 %	3.5 %	661
JP MORGAN CHASE & CO	310	12,263	10,308	0.5 %	3.0 %	310
KELLOGG COMPANY	349	18,970	17,649	0.9 %	3.4 %	600
MCDONALDS CORP	245	16,745	24,581	1.3 %	2.8 %	686
PAYCHEX INC	432	12,658	13,008	0.7 %	4.3 %	553
PEPSICO INC	187	12,134	12,504	0.6 %	3.1 %	385
PNC FINL SVCS GROUP	217	12,493	12,514	0.6 %	2.4 %	304
PROCTER & GAMBLE CO	172	10,671	11,474	0.6 %	3.1 %	361
SOUTHERN CO	326	10,917	15,091	0.8 %	4.1 %	616
UNITED PARCEL SERVICE INC	188	11,709	13,760	0.7 %	2.8 %	391
US BANCORP	530	12,761	14,337	0.7 %	1.8 %	265
VERIZON COMMUNICATIONS	362	9,416	14,523	0.7 %	5.0 %	724
WELLS FARGO & CO	479	14,394	13,201	0.7 %	1.7 %	230
<b>Total Lrg Cap</b>		<b>259,413</b>	<b>293,974</b>	<b>15.0 %</b>	<b>3.3 %</b>	<b>9,606</b>
<b>Mid Cap</b>						
GALLAGHER ARTHUR J & CO	456	11,207	15,249	0.8 %	3.9 %	602
HUBBELL INC CL B FRMLY HUBBELL HARVEY	200	8,535	13,372	0.7 %	2.3 %	304
ITC HLDGS CORP	179	8,910	13,583	0.7 %	1.9 %	252
MICROCHIP TECHNOLOGY INC	328	8,592	12,015	0.6 %	3.8 %	457
NATIONAL FUEL GAS CO	192	12,981	10,671	0.5 %	2.6 %	273
PACKAGING CORP AMER	453	9,705	11,434	0.6 %	3.2 %	362
PITNEY BOWES INC	538	13,323	9,975	0.5 %	8.0 %	796
SONOCO PRODS CO	382	11,690	12,591	0.6 %	3.5 %	443
TUPPERWARE CORP	210	8,666	11,817	0.6 %	2.1 %	252
<b>Total Mid Cap</b>		<b>93,608</b>	<b>110,705</b>	<b>5.6 %</b>	<b>3.4 %</b>	<b>3,741</b>
<b>Sml Cap</b>						
ENNIS INC FORMERLY ENNIS BUSINESS FORMS	743	12,321	9,904	0.5 %	4.7 %	461
WORTHINGTON INDS INC	610	12,923	9,992	0.5 %	2.9 %	293
<b>Total Sml Cap</b>		<b>25,244</b>	<b>19,896</b>	<b>1.0 %</b>	<b>3.8 %</b>	<b>753</b>
<b>Intl - Dev</b>						
DJAGEO PLC	156	9,533	13,638	0.7 %	3.6 %	495
GLAXOSMITHKLINE PLC ADR	308	10,236	14,054	0.7 %	4.6 %	642
NOVARTIS AG ADR	913	55,376	52,196	2.7 %	4.1 %	2,158

Date Range: 12/31/2010 - 12/31/2011

Rose Silverthorne Foundation

	<u>Units</u>	<u>Cost Basis</u>	<u>12/31/2011 Market Value</u>	<u>Allocation</u>	<u>Yield</u>	<u>Projected Annual Income</u>
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS	191	9,539	14,518	0.7 %	4.4 %	642
UNILEVER N V NY SHS NEWF N Y REGISTRY SHARES	405	11,020	13,920	0.7 %	3.6 %	497
VODAFONE GROUP NEW ADR F SPONSORED ADR	1,494	42,018	41,877	2.1 %	7.0 %	2,949
<b>Total Intd - Dev</b>		<b>137,722</b>	<b>150,202</b>	<b>7.7 %</b>	<b>4.9 %</b>	<b>7,382</b>
<b>Intd - Emrg</b>	509	20,273	19,311	1.0 %	2.1 %	412
ISHARES MSCI EMERGING MARKETS INDEX		<b>20,273</b>	<b>19,311</b>	<b>1.0 %</b>	<b>2.1 %</b>	<b>412</b>
<b>Total Intd - Emrg</b>						
<b>Total Equities</b>		<b>536,260</b>	<b>594,089</b>	<b>30.3 %</b>	<b>3.7 %</b>	<b>21,895</b>
<b>Alternative Assets</b>						
<b>Commodities</b>	2,156	31,720	32,836	1.7 %	--	--
ISHARES GOLD TRUST ETF		<b>31,720</b>	<b>32,836</b>	<b>1.7 %</b>	--	--
<b>Total Commodities</b>						
<b>Levered Short</b>	3,788	75,766	68,449	3.5 %	--	--
PROSHARES TR ULTRASHORT LEHMAN BROS 20 YR PROSHARES		<b>75,766</b>	<b>68,449</b>	<b>3.5 %</b>	--	--
<b>Total Levered Short</b>						
<b>RE Income</b>	228	13,508	12,953	0.7 %	3.8 %	497
ISHARES TRUST DOW JONES US REAL ESTATE INDEX FUND		<b>13,508</b>	<b>12,953</b>	<b>0.7 %</b>	<b>3.8 %</b>	<b>497</b>
<b>Total RE Income</b>						
<b>Alt - Liquid</b>	1,064	27,876	29,473	1.5 %	5.1 %	1,490
BROOKFIELD INFRASTRUCTURE PARTNERS LPISIN #BMG162521014 SEDOL #B2NHY98		<b>27,876</b>	<b>29,473</b>	<b>1.5 %</b>	<b>5.1 %</b>	<b>1,490</b>
<b>Total Alt - Liquid</b>						
<b>Total Alternative Assets</b>		<b>148,869</b>	<b>143,711</b>	<b>7.3 %</b>	<b>1.4 %</b>	<b>1,987</b>
<b>Total SilverthorneF</b>		<b>1,856,806</b>	<b>1,962,714</b>	<b>100.0 %</b>	<b>3.3 %</b>	<b>63,927</b>

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions <b>ROSE SILVERTHORNE FOUNDATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>75-2669407</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>2940 N O'CONNOR RD</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>IRVING, TX 75062</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 4 ☐ 5 ☐ 6 ☐ 7 ☐ 8 ☐ 9

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

• The books are in the care of **WILLIAM DRISCOLL 2940 N O'CONNOR RD, TX 75062**

Telephone No **972-252-4200**

FAX No

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **11-15, 2012**

5 For calendar year **2011**, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_ and ending \_\_\_\_\_, 20\_\_\_\_

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

**TAXPAYER HAS NOT RECEIVED ALL THE INFORMATION NEEDED TO FILE**

**A COMPLETE AND CORRECT RETURN AT THIS TIME.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	0
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature

**Wm. B. Driscoll**

Title

**Treasurer**

Date

**8/10/12**

EEA

Form 8868 (Rev. 1-2012)