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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 ,

SAM ROOSTH FOUNDATION
P.O. BOX 8300
TYLER, TX 75711-8300A Employer identification number
75-6023828B Telephone number (see the instructions)
(903) 593-8333G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)
\$ 5,882,970.J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc. received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

13.

13.

N/A

4 Dividends and interest from securities

202,180.

202,180.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

57,962.

b Gross sales price for all assets on line 6a 328,650.

7 Capital gain net income (from Part IV, line 2)

57,962.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

31,905.

31,905.

12 Total. Add lines 1 through 11

292,060.

292,060.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 2

1,750.

1,750.

c Other prof fees (attach sch) SEE ST 3

15,316.

15,316.

17 Interest

18 Taxes (attach schedule)(see instrs) SEE STM 4

6,018.

2,992.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 5

7,893.

7,535.

358.

24 Total operating and administrative expenses. Add lines 13 through 23

30,977.

27,593.

358.

25 Contributions, gifts, grants paid PART XV

241,100.

241,100.

26 Total expenses and disbursements.

272,077.

27,593.

241,458.

Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

19,983.

b Net investment income (if negative, enter -0-)

264,467.

c Adjusted net income (if negative, enter -0-)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		8,175.	6,398.	6,398.
	2	Savings and temporary cash investments		212,735.	248,618.	248,618.
	3	Accounts receivable	1,647.			
		Less: allowance for doubtful accounts		752.	1,647.	1,647.
	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 sch)				
		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)		25,914.		
	b	Investments — corporate stock (attach schedule) STATEMENT 6		1,838,471.	2,025,858.	2,446,270.
	c	Investments — corporate bonds (attach schedule) STATEMENT 7		1,492,045.	1,312,697.	1,434,930.
	LIABILITIES	11	Investments — land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments — mortgage loans		52,262.	21,767.	24,700.
13		Investments — other (attach schedule) STATEMENT 8		1,574,697.	1,613,647.	1,624,691.
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule)				
15		Other assets (describe SEE STATEMENT 9)		26,405.	22,445.	95,716.
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		5,231,456.	5,253,077.	5,882,970.
17		Accounts payable and accrued expenses		-3.		
18		Grants payable				
FUNDS	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		-3.	0.	
	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	25	Unrestricted				
	26	Temporarily restricted				
	26	Permanently restricted				
	26	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X			
NET ASSETS OR FUND BALANCES	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		5,231,459.	5,253,077.	
	30	Total net assets or fund balances (see instructions)		5,231,459.	5,253,077.	
	31	Total liabilities and net assets/fund balances (see instructions)		5,231,456.	5,253,077.	

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	5,231,459.
2	Enter amount from Part I, line 27a	2	19,983.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 10	3	1,635.
4	Add lines 1, 2, and 3	4	5,253,077.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	5,253,077.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 11				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]		2	57,962.
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	19,064.

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 (column (b) divided by column (c))
2010	239,162.	5,513,234.	0.043380
2009	163,130.	5,001,322.	0.032617
2008	282,686.	5,719,606.	0.049424
2007	214,203.	6,050,361.	0.035403
2006	121,600.	5,653,687.	0.021508
2 Total of line 1, column (d)		2	0.182332
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	0.036466
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4	5,824,234.
5 Multiply line 4 by line 3		5	212,387.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	2,645.
7 Add lines 5 and 6		7	215,032.
8 Enter qualifying distributions from Part XII, line 4		8	241,458.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,645.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,645.
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	2,645.
6 Credits/Payments			
a 2011 estimated tax prmts and 2010 overpayment credited to 2011	6a	1,165.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	700.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	1,865.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	31.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	811.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2011)

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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SAM ROOSTH</u> Telephone no <u>(903) 593-8333</u> Located at <u>3310 S. BROADWAY, SUITE 200 TYLER TX</u> ZIP + 4 <u>75701</u>			
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 <u>N/A</u>	<u>15</u>		N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>				

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
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)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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Form 990-PF (2011)

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)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		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

0

Part VII 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		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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Form 990-PF (2011)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	5,586,255.
b Average of monthly cash balances	1b	235,386.
c Fair market value of all other assets (see instructions)	1c	91,287.
d Total (add lines 1a, b, and c)	1d	5,912,928.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	5,912,928.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	88,694.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,824,234.
6 Minimum investment return. Enter 5% of line 5	6	291,212.

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

1 Minimum investment return from Part X, line 6	1	291,212.
2a Tax on investment income for 2011 from Part VI, line 5	2a	2,645.
b Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b.	2c	2,645.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	288,567.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	288,567.
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	288,567.

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	241,458.
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	241,458.
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	2,645.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	238,813.

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				288,567.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			236,087.	
b Total for prior years: 20__, 20__, 20__		0.		
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	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 241,458.				
a Applied to 2010, but not more than line 2a			236,087.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				5,371.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				283,196.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
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				

BAA

Form 990-PF (2011)

N/A

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

b 85% of line 2a.

d Amounts included in line 2c not used directly for active conduct of exempt activities

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 13				
Total			3a	241,100.
<i>b Approved for future payment</i>				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	13.	
4 Dividends and interest from securities			14	202,180.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	57,962.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OIL & GAS ROYALTIES			15	31,905.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				292,060.	
13 Total. Add line 12, columns (b), (d), and (e)				13	292,060.

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

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

[illegible]

SAM ROOSTH FOUNDATION

75-6023828

	2011	2010	DIFF
REVENUE PER BOOKS			
INTEREST ON SAVINGS/TEMP CASH INVEST	13	13	0
DIVIDENDS & INTEREST FROM SECURITIES	202,180	187,804	14,376
NET GAIN (LOSS) - NONINV. ASSETS/DISP	57,962	63,496	-5,534
OTHER INCOME	31,905	28,952	2,953
TOTAL REVENUE	292,060	280,265	11,795
EXPENSES PER BOOKS			
ACCOUNTING FEES	1,750	1,250	500
OTHER PROFESSIONAL FEES	15,316	14,355	961
TAXES	6,018	3,254	2,764
OTHER EXPENSES	7,893	8,448	-555
TOTAL OPERATING/ADMINISTRATIVE EXP	30,977	27,307	3,670
CONTRIBUTIONS, GIFTS, GRANTS PAID	241,100	241,358	-258
TOTAL EXPENSES	272,077	268,665	3,412
EXCESS OF REVENUE OVER EXPENSES	19,983	11,600	8,383
NET INVESTMENT REVENUE			
INTEREST ON SAVINGS/TEMP CASH INVEST	13	13	0
DIVIDENDS & INTEREST FROM SECURITIES	202,180	187,804	14,376
CAPITAL GAIN NET INCOME	57,962	63,496	-5,534
OTHER INCOME	31,905	28,952	2,953
TOTAL REVENUE	292,060	280,265	11,795
NET INVESTMENT EXPENSES			
ACCOUNTING FEES	1,750	1,250	500
OTHER PROFESSIONAL FEES	15,316	14,355	961
TAXES	2,992	1,915	1,077
OTHER EXPENSES	7,535	8,098	-563
TOTAL OPERATING/ADMINISTRATIVE EXP	27,593	25,618	1,975
TOTAL EXPENSES	27,593	25,618	1,975
NET INVESTMENT INCOME	264,467	254,647	9,820
TAX COMPUTATION			
TAX ON NET INVESTMENT INCOME	2,645	2,546	99
TAX ON INVESTMENT INCOME	2,645	2,546	99
PAYMENTS AND CREDITS			
	800	1,339	-539
	365	2,661	-2,296
	700	1,000	-300
TOTAL PAYMENTS AND CREDITS	1,865	5,000	-3,135
	0	2,454	-2,454
	0	2,435	-2,435
	31	19	12
TAX DUE	811	0	811
TAX RATES			
MARGINAL TAX RATE	1.0%	1.0%	0.0%
EFFECTIVE TAX RATE	1.0%	1.0%	0.0%

SAM ROOSTH FOUNDATION

75-6023828

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES			
TOTAL	\$ 31,905.	\$ 31,905.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 1,750.	\$ 1,750.		
TOTAL	\$ 1,750.	\$ 1,750.		\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	\$ 15,316.	\$ 15,316.		
TOTAL	\$ 15,316.	\$ 15,316.		\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	\$ 3,026.			
FOREIGN TAXES PAID	439.	\$ 439.		
O&G PRODUCTION TAXES	900.	900.		
O&G PROPERTY TAXES	1,653.	1,653.		
TOTAL	\$ 6,018.	\$ 2,992.		\$ 0.

SAM ROOSTH FOUNDATION

75-6023828

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT OVERHEAD EXP	\$ 3,584.	\$ 3,226.		\$ 358.
MISCELLANEOUS INVESTMENT EXP	329.	329.		
O&G COST DEPLETION	3,961.	3,961.		
O&G OTHER EXPENSES	19.	19.		
TOTAL	\$ 7,893.	\$ 7,535.		\$ 358.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE STOCK	COST	\$ 2,025,858.	\$ 2,446,270.
	TOTAL	\$ 2,025,858.	\$ 2,446,270.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE BONDS	COST	\$ 1,312,697.	\$ 1,434,930.
	TOTAL	\$ 1,312,697.	\$ 1,434,930.

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
FOREIGN BONDS	COST	\$ 52,262.	\$ 67,594.
TOTAL OTHER INVESTMENTS		\$ 52,262.	\$ 67,594.
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
ISRAEL BONDS	COST	215,000.	215,000.
MUTUAL FUNDS	COST	1,346,385.	1,342,097.
TOTAL OTHER PUBLICLY TRADED SECURITIES		\$ 1,561,385.	\$ 1,557,097.
TOTAL		\$ 1,613,647.	\$ 1,624,691.

SAM ROOSTH FOUNDATION

75-6023828

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
NET OIL & GAS ROYALTY INTERESTS	\$ 22,445.	\$ 95,716.
TOTAL	\$ 22,445.	\$ 95,716.

STATEMENT 10
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

ADJUSTMENT - IRS NOTICE	\$ 1,635.
TOTAL	\$ 1,635.

STATEMENT 11
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	87.675 SHS FRONTIER COMMUNICATIONS	PURCHASED	VARIOUS	11/04/2011
2	100,000 SHS BANK OF NEW YORK CO INC	PURCHASED	7/23/2004	7/15/2011
3	50,000 SHS CATERPILLAR FIN SERV CRP	PURCHASED	2/22/2008	2/15/2011
4	8,764.623 SHS COLUMBIA MARSICO 21ST CENTURY FD	PURCHASED	1/30/2009	11/04/2011
5	884.018 SHS FRONTIER COMMUNICATIONS	PURCHASED	VARIOUS	11/04/2011
6	SPDR GOLD TRUST RTN OF PRIN	PURCHASED	VARIOUS	12/09/2011
7	30,000 SHS GENERAL ELEC CAP CORP	PURCHASED	3/19/2008	11/09/2011
8	BTC EQUITY INDEX FUND	PURCHASED	VARIOUS	VARIOUS
9	BTC EXT EQUITY MARKET INDEX FUND	PURCHASED	VARIOUS	VARIOUS
10	BTC EAFE EQUITY INDEX FUND	PURCHASED	VARIOUS	VARIOUS
11	BTC EAFE SMALL CAP INDES FUND	PURCHASED	VARIOUS	VARIOUS
12	BTC EMERGING MARKETS INDEX FUND	PURCHASED	VARIOUS	VARIOUS
13	BTC EMERGING MARKETS SMALL CAP INDEX	PURCHASED	VARIOUS	VARIOUS
14	BTC 1-3 YEAR TREASURY BOND INDEX FUND	PURCHASED	VARIOUS	VARIOUS
15	BTC US DEBT INDEX FUND	PURCHASED	VARIOUS	VARIOUS
16	BTC ALPHA CREDIT HIGH YIELD BOND FUND	PURCHASED	VARIOUS	VARIOUS
17	BTC US REAL ESTATE SECURITIES INDEX FUND	PURCHASED	VARIOUS	VARIOUS
18	PUBLIC ABSOLUTE RTNS STRATEGY FUND	PURCHASED	VARIOUS	VARIOUS
19	POWERSHRS DB K-1 1256 CONTRACTS	PURCHASED	VARIOUS	VARIOUS
20	GNMA II PASS THRU POOL	PURCHASED	VARIOUS	VARIOUS
21	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	481.		667.	-186.				\$ -186.
2	100,000.		100,000.	0.				0.
3	50,000.		50,000.	0.				0.
4	110,347.		71,000.	39,347.				39,347.
5	4,852.		6,412.	-1,560.				-1,560.
6	329.		0.	329.				329.
7	30,000.		29,925.	75.				75.

SAM ROOSTH FOUNDATION

75-6023828

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
8	4,424.		0.	4,424.				\$ 4,424.
9	13,496.		0.	13,496.				13,496.
10	0.		560.	-560.				-560.
11	326.		0.	326.				326.
12	2,482.		0.	2,482.				2,482.
13	0.		508.	-508.				-508.
14	252.		0.	252.				252.
15	110.		0.	110.				110.
16	424.		0.	424.				424.
17	6,137.		0.	6,137.				6,137.
18	0.		6,292.	-6,292.				-6,292.
19	0.		1,370.	-1,370.				-1,370.
20	3,954.		3,954.	0.				0.
21								1,036.
TOTAL								\$ 57,962.

STATEMENT 12
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
WILEY ROOSTH 1025 HOSPITAL DRIVE TYLER, TX 75701	PRES/DIRECTOR 0	\$ 0.	\$ 0.	\$ 0.
HYMAN P. ROOSTH 7014 ADCOTE DR CORPUS CHRISTI, TX 78413	VP/DIRECTOR 0	0.	0.	0.
STEVEN C. ROOSTH 3310 S. BROADWAY, STE 200 TYLER, TX 75701	VP/DIRECTOR 0	0.	0.	0.
SAM ROOSTH 3310 S. BROADWAY, STE 200 TYLER, TX 75701	SEC/TREAS/DIREC 0	0.	0.	0.
CELIA SCHOENBRUN 13322 PEYTON DALLAS, TX 75240	DIRECTOR 0	0.	0.	0.
MARLEEN SWERDLOW 1870 KAREN LANE BEAUMONT, TX 77706	DIRECTOR 0	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

SAM ROOSTH FOUNDATION

75-6023828

STATEMENT 13
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AMERICAN ASSN FOR BIKUR CHOLIM HOSPITAL 156 FIFTH AVE, ROOM 811 NEW YORK, NY 10010	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	\$ 10,000.
CONGREGATION AHAVATH ACHIM 3501 DONNYBROOK TYLER, TX 75701	UNRELATED	CHURCH	RELIGIOUS	15,000.
EAST TEXAS CRISIS CENTER 3027 SSE LOOP 323 TYLER, TX 75701	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	5,000.
E TX AREA COUNCIL, BOY SCOUTS 1331 E FIFTH ST TYLER, TX 75701	UNRELATED	PUBLIC	EDUCATIONAL	50,000.
REGIONAL EAST TX FOOD BANK PO BOX 6974 TYLER, TX 75711	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	15,000.
SEVEN ACRES JEWISH SENIOR CARE 6200 N. BREASWOOD HOUSTON, TX 77074	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	20,000.
TYLER MUSEUM OF ART 1300 S. MAHON TYLER, TX 75701	UNRELATED	PUBLIC	COMMUNITY ENRICHMENT	5,000.
DALLAS HOLOCAUST MUSEUM 211 N RECORD STREET STE 100 DALLAS, TX 75202	UNRELATED	PUBLIC	ADMINISTRATIVE SUBSIDY AND TEACHER TRAINING	15,100.
UNIVERSITY OF TEXAS MEDICAL BRANCH 301 UNIVERSITY BOULEVARD GALVESTON, TX 77555	UNRELATED	STATE	EDUCATIONAL	25,000.
TO SAVE A LIFE 16405 EQUESTRIAN LANE ROCKVILLE, MD 20855	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	5,000.
JEWISH FAMILY SERVICES OF GREATER DALLAS 5402 ARAPAHO ROAD DALLAS, TX 75248	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	10,000.

SAM ROOSTH FOUNDATION

75-6023828

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
AID TO VICTIMS OF DOMESTIC ABUSE 1001 TEXAS AVENUE, STE 600 HOUSTON, TX 77002	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	\$ 5,000.
PATH 402 W FRONT STREET TYLER, TX 75702	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	10,000.
ST. PAULS CHILDREN'S FOUNDATION 1358 E RICHARDS TYLER, TX 75702	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	15,000.
TEXAS HILLEL FOUNDATION 2105 SAN ANTONIO STREET AUSTIN, TX 78705	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	10,000.
HILLELS OF GEORGIA 735 GATEWOOD ROAD NE ATLANTA, GA 30329	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	10,000.
BIRTHRIGHT ISRAEL FOUNDATION 33 EAST 33RD STREET, 7TH FLOOR NEW YORK, NY 10016	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	5,000.
CONGREGATION TIFERET ISRAEL 10909 HILLCREST ROAD DALLAS, TX 75230	UNRELATED	CHURCH	RELIGIOUS	1,000.
JEWISH FAMILY SERVICES OF HOUSTON 4131 BRAESWOOD BLVD HOUSTON, TX 77025	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	10,000.
TOTAL				\$ <u>241,100.</u>

SAM ROOSTH FOUNDATION

75-6023828

ADJUSTED NET INCOME REVENUE

TOTAL REVENUE	0	0	0
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ADJUSTED NET INCOME EXPENSES

TOTAL OPERATING/ADMINISTRATIVE EXP	0	0	0
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TOTAL EXPENSES	0	0	0
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ADJUSTED NET INCOME	0	0	0
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CHARITABLE PURPOSES DISBURSEMENTS

OTHER EXPENSES	358	350	8
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TOTAL OPERATING/ADMINISTRATIVE EXP	358	350	8
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CONTRIBUTIONS, GIFTS, GRANTS PAID	241,100	241,358	-258
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TOTAL EXPENSES AND DISBURSEMENTS	241,458	241,708	-250
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NET ASSETS OR FUND BALANCES

NET ASSETS/FUND BAL. AT BEG. OF YEAR	5,231,459	5,219,859	11,600
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EXCESS OF REVENUE OVER EXPENSES	19,983	11,600	8,383
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OTHER INCREASES	1,635	0	1,635
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NET ASSETS/FUND BAL. AT END OF YEAR	5,253,077	5,231,459	21,618
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