



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



INTERNAL REVENUE SERVICE

990-PF

Form
Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2011

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

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

Name of foundation WILLINGHAM FOUNDATION		A Employer identification number 75-6035231
Number and street (or P O box number if mail is not delivered to street address) C/O BANK OF AMERICA, N.A. P.O. BOX 831041		B Telephone number (see instructions) (800) 357-7094
City or town, state, and ZIP code DALLAS, TX 75283-1041		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		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) \$ 2,095,127.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
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.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	48,672.	48,672.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	26,746.			
	b Gross sales price for all assets on line 6a	133,386.			
	7 Capital gain net income (from Part IV, line 2)		26,746.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	4,727.	4,727.		STMT 3
	12 Total. Add lines 1 through 11	80,145.	80,145.		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	350.	NONE	NONE	350.
	b Accounting fees (attach schedule)	1,500.	NONE	NONE	1,500.
	c Other professional fees (attach schedule)	14,422.	14,422.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,525.	768.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,074.	2,074.		
	24 Total operating and administrative expenses. Add lines 13 through 23	19,871.	17,264.	NONE	1,850.
	25 Contributions, gifts, grants paid	185,500.			185,500.
	26 Total expenses and disbursements. Add lines 24 and 25	205,371.	17,264.	NONE	187,350.
	27 Subtract line 26 from line 12.	-125,226.			
	a Excess of revenue over expenses and disbursements		62,881.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA

Form 990-PF (2011)

1E1410 1 000

EH9967 2680 04/11/2012 09:53:24

10

4614

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			81,681.	61,029.	61,029.
	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) ▶ *				7,629.	STMT 9
	Less: allowance for doubtful accounts ▶			26,080.	7,629.	7,629.
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10 a Investments - U.S. and state government obligations (attach schedule)					
	b Investments - corporate stock (attach schedule)			558,045.	561,688.	699,996.
	c Investments - corporate bonds (attach schedule)					
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	40,450.		51,951.	40,450.	59,680.
	12 Investments - mortgage loans					
	13 Investments - other (attach schedule)			1,232,108.	1,168,378.	1,252,113.
14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶						
15 Other assets (describe ▶)			1.	1.	14,680.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			1,949,866.	1,839,175.	2,095,127.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)						
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			1,949,866.	1,839,175.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see instructions)			1,949,866.	1,839,175.		
31 Total liabilities and net assets/fund balances (see instructions)			1,949,866.	1,839,175.		

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	1,949,866.
2 Enter amount from Part I, line 27a	2	-125,226.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	15,786.
4 Add lines 1, 2, and 3	4	1,840,426.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	1,251.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,839,175.

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 PUBLICLY TRADED SECURITIES					
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 122,799.		94,847.	27,952.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			27,952.		
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	26,746.	
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		

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	170,203.	2,156,147.	0.07893849538
2009	151,262.	1,945,263.	0.07775915133
2008	227,910.	2,459,391.	0.09266928276
2007	186,995.	2,896,892.	0.06455021451
2006	144,290.	2,718,535.	0.05307638121
2 Total of line 1, column (d)			2 0.36699352519
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 0.07339870504
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,239,750.
5 Multiply line 4 by line 3			5 164,395.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 629.
7 Add lines 5 and 6			7 165,024.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 187,350.

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)		1	629.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	629.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	629.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	600.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	600.	
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	29.	
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 <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11		

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) ► 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ NONE				
14	The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no. ▶ (214) 559-6476 Located at ▶ 5500 PRESTON RD, SUITE B, DALLAS, TX ZIP + 4 ▶ 75205-2653			
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?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/>	2b	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

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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**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
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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2011)

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

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 NONE	
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 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,159,496.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	114,362.
d	Total (add lines 1a, b, and c)	1d	2,273,858.
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	NONE
3	Subtract line 2 from line 1d	3	2,273,858.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,108.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,239,750.
6	Minimum investment return. Enter 5% of line 5	6	111,988.

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	111,988.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	629.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	629.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	111,359.
4	Recoveries of amounts treated as qualifying distributions	4	15,000.
5	Add lines 3 and 4	5	126,359.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	126,359.

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	187,350.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	187,350.
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	629.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	186,721.

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				126,359.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years. 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	71,587.			
d From 2009	54,875.			
e From 2010	63,590.			
f Total of lines 3a through e	190,052.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>187,350.</u>				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				126,359.
e Remaining amount distributed out of corpus	60,991.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	251,043.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	251,043.			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	71,587.			
c Excess from 2009	54,875.			
d Excess from 2010	63,590.			
e Excess from 2011	60,991.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE****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)

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 XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.**a** The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 <i>Paid during the year</i> SEE STATEMENT 21				
Total			▶ 3a	185,500.
b <i>Approved for future payment</i>				
Total			▶ 3b	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	898.	898.
ABBOTT LABS	562.	562.
ALLERGAN INC	47.	47.
AMERICAN TOWER CORP	42.	42.
AMGEN INC COM	75.	75.
APACHE CORP	101.	101.
AUTOLIV INC	216.	216.
AVON PRODS INC	417.	417.
CELANESE CORP DEL SER A COM	35.	35.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	1,832.	1,832.
COLUMBIA LARGE CAP INDEX FUND CLASS Z SH	4,811.	4,811.
COLUMBIA TOTAL RETURN BOND FUND CLASS Z	2,005.	2,005.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	521.	521.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	3,427.	3,427.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	218.	218.
COLUMBIA STRATEGIC INCOME FUND CLASS Z S	15,317.	15,317.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	7,974.	7,974.
DISNEY (WALT) COMPANY	86.	86.
DISCOVER FINL SVCS COM	100.	100.
DOVER CORP	160.	160.
EXELON CORP COM	254.	254.
FIFTH THIRD BANCORP COM	154.	154.
FLOWERVE CORP	30.	30.
GANNETT INC	149.	149.
GOLDMAN SACHS GROUP INC	130.	130.
HEWLETT PACKARD CO COM	110.	110.
INTERNATIONAL BUSINESS MACHS	403.	403.
J P MORGAN CHASE & CO COM	352.	352.
JOY GLOBAL INC COM	28.	28.
MCKESSON HBOC INC	104.	104.
MICROSOFT CORP	583.	583.
MURPHY OIL CORP	127.	127.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
NORDSTROM INC	169.	169.
OCCIDENTAL PETROLEUM CORP	361.	361.
OCEANEERING INC COMMON	86.	86.
PNC BK CORP	205.	205.
PACKAGING CORP OF AMERICA	190.	190.
PARKER HANNIFIN CORP	220.	220.
PEPSICO INC	203.	203.
PHILIP MORRIS INTL INC COM	1,106.	1,106.
POTASH CORP SASK INC	15.	15.
PRICE T ROWE GROUP INC COM	335.	335.
PROCTER & GAMBLE CO	720.	720.
PRUDENTIAL FINL INC COM	409.	409.
QEP RES INC COM	24.	24.
QUESTAR CORP COMMON	285.	285.
RIO TINTO PLC SPONSORED ADR	200.	200.
SCHLUMBERGER LTD FOREIGN	126.	126.
SEMPRA ENERGY	285.	285.
STAPLES INC	147.	147.
TJX COS INC NEW	158.	158.
TARGET CORP	204.	204.
TEXAS INSTRS INC	273.	273.
UNITED PARCEL SERVICE CL B	462.	462.
UNITED TECHNOLOGIES CORP	614.	614.
WELLS FARGO COMPANY	267.	267.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	66.	66.
TYCO INTL LTD NEW F COM	274.	274.
	-----	-----
	48,672.	48,672.
	=====	=====
TOTAL		

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
GROSS ROYALTY INCOME	3,057.	3,057.
FARM RENTS	250.	250.
INTEREST - MTG NOTE	1,420.	1,420.
	-----	-----
TOTALS	4,727.	4,727.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - CHARITABLE PURPOS	350.			350.
TOTALS	350.	NONE	NONE	350.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	1,500.			1,500.
TOTALS	1,500.	NONE	NONE	1,500.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT ASSET MGMT FEES (BO	14,422.	14,422.
TOTALS	14,422.	14,422.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	2.	2.
EXCISE TAX - PRIOR YEAR	157.	
FEDERAL EXCISE ESTIMATES	600.	
FOREIGN TAXES ON QUALIFIED FOR	533.	533.
FOREIGN TAXES ON NONQUALIFIED	233.	233.
	-----	-----
TOTALS	1,525.	768.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BANK OF AMERICA, N.A. -		
MTG NOTE ADMIN	554.	554.
O&G EXPENSE:		
PRODUCTION TAX	141.	141.
LEASE OPERATING	12.	12.
AD VALOREM TAX	346.	346.
REAL ESTATE EXPENSE:		
TAXES	25.	25.
INSURANCE	246.	246.
OTHER EXPENSE	750.	750.
TOTALS	----- 2,074. =====	----- 2,074. =====

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE
=====

BORROWER:

RALPH & GLENNA JACKSON

RELATIONSHIP TO INSIDER:

NONE

ORIGINAL AMOUNT: 197,975.

INTEREST RATE: 8.000000

DATE OF NOTE: 04/03/1992

MATURITY DATE: 04/03/2011

BEGINNING BALANCE DUE 26,080.

ENDING BALANCE DUE 7,629.

ENDING FAIR MARKET VALUE 7,629.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 26,080.
=====TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 7,629.
=====TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 7,629.
=====

FORM 990PF; PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

MUTUAL FUND ADJUSTMENT- 2010
GRANT RECOVERY - 2010

786.

15,000.

TOTAL

15,786.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

MUTUAL FUND ADJUSTMENT- 2011

1,251.

TOTAL

1,251.
=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

C. HAROLD WILLINGHAM

ADDRESS:

6739 E CALLE CADENA

TUCSON, AZ 85715

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JOHN G. PAYNE

ADDRESS:

3650 OLD BULLARD RD #100

TYLER, TX 75701

TITLE:

SECRETARY & TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

LARRY WILLINGHAM

ADDRESS:

3150 E BEAR CANYON RD

TUSCON, AZ 85749

TITLE:

VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

NANCY WILLINGHAM

ADDRESS:

6739 E CALLE CADENA

TUCSON, AZ 85715

TITLE:

VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

SARA WILLINGHAM BOWYER

ADDRESS:

7518 OLD OAK DR

LITTLE ROCK, AR 72223

TITLE:

VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:

TRIP BURNAM - BANK OF AMERICA, N.A.

ADDRESS:

5500 PRESTON RD, SUITE B

DALLAS, TX 75205-2653

RECIPIENT'S PHONE NUMBER: 214-559-6476

FORM, INFORMATION AND MATERIALS:

SUBMIT IN WRITING AND INCLUDE INFORMATION AS TO THE USE OF THE FUNDS

SUBMISSION DEADLINES:

MAY 31

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SUPPORT AND PROMOTE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY AND
EDUCATIONAL UNDERTAKINGS, PRINCIPALLY IN SMITH COUNTY, AND EXCLUSIVELY
IN THE STATE OF TEXAS, TO FILL THE NEED WHICH EXISTS IN SUCH FIELDS

RESTRICTIONS OR LIMITATIONS ON AWARDS:

AND IS NOT ADEQUATELY PROVIDED FOR BY OTHER REGULAR MEANS.

=====

RECIPIENT NAME:

UNIVERSITY OF ARIZONA FOUNDATION

ADDRESS:

1111 N CHERRY AVE

TUCSON, AZ 85721

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT SARVER HEART CENTER

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

TYLER FAITH BASED HEALTH CLINIC

dba BETHESDA HEALTH CLINIC

ADDRESS:

409 W FERGUSON

TYLER, TX 75702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT BETHESDA HEALTH CLINIC

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

DALLAS THEOLOGICAL SEMINARY

FOUNDATION

ADDRESS:

3909 SWISS AVE

DALLAS, TX 75704

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MAY-JUNE CHALLENGE GIFT PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

FOURTH PARTNER FOUNDATION

ADDRESS:

601 SHELLEY DR, SUITE 201

TYLER, TX 75701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

LITERACY COUNCIL OF

TYLER, INC.

ADDRESS:

P.O. BOX 6662

TYLER, TX 75711

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

EAST TEXAS MEDICAL CENTER

FOUNDATION

ADDRESS:

P.O. BOX 6400

TYLER, TX 75711

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT NATIONAL DOCTOR'S DAY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

MAKE-A-WISH FOUNDATION OF
NORTH TEXAS

ADDRESS:

215 WINCHESTER DR, SUITE 109
TYLER, TX 75701

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT ENRICHMENT OF CHILDREN'S LIVES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ROCKIN' C RANCH

ADDRESS:

5300 CR 325
LINDALE, TX 75771

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

BAYLOR COLLEGE OF MEDICINE

ADDRESS:

ONE BAYLOR PLAZA, MS: BCM 160
HOUSTON, TX 77030

RELATIONSHIP:

ONE

PURPOSE OF GRANT:

SUPPORT STUDENT SCHOLARSHIP FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

YOUNG LIFE OF ARKANSAS

ADDRESS:

4518 OLD OAK DR

LITTLE ROCK, AR 72223

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

EMILY ANN THEATRE, INC.

ADDRESS:

P. O. BOX 801

WIMBERLY, TX 78676

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

LITTLE ROCK CHRISTIAN

ACADEMY FOUNDATION

ADDRESS:

P. O. BOX 17450

LITTLE ROCK, AR 72222-7450

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT FAC COUNCIL SPRING CONCERT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

GRACE CHURCH

ADDRESS:

12900 CANTRELL RD

LITTLE ROCK, AR 72223

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT 2011 MISSION TRIP TO BRAZIL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT- CHURCH

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

YMCA OF TYLER

ADDRESS:

225 S VINE AVE

TYLER, TX 75102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C) (3)

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

CAL FARLEY'S BOYS RANCH

ADDRESS:

600 W 11TH ST

AMARILLO, TX 79101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C) (3)

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

TUCSON MEDICAL CENTER FOUNDATION

ADDRESS:

5301 E GRANT RD

TUCSON, AZ 85712

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PEDIATRIC WING COURTYARD

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

MOTHERS AGAINST DRUNK DRIVING

EAST TEXAS REGION

ADDRESS:

215 WINCHESTER, SUITE 100

TYLER, TX 75701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

VETS4VETS

ADDRESS:

4192 E BOULDER SPRINGS WAY

TUCSON, AZ 85712

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
INTERLINK MINISTRIES, INC.
ADDRESS:
P.O. BOX 460
APPLE CREEK, OH 44606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MINISTRY SUPPORT FOR DANIEL & JILL PERKINS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 20,000.

TOTAL GRANTS PAID: 185,500.
=====

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses****► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust

WILLINGHAM FOUNDATION

Employer identification number

75-6035231

Note: Form 5227 filers need to complete *only* Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 877.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►					5 877.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					9,254.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 16,615.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►					12 25,869.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		877.
14	Net long-term gain or (loss):			
a	Total for year	14a		25,869.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		26,746.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a	The loss on line 15, column (3) or		
b	\$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23.	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

WILLINGHAM FOUNDATION

Employer identification number

75-6035231

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	877.00
---	--------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

WILLINGHAM FOUNDATION

75-6035231

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 5. CELANESE CORP DEL SER A	09/25/2009	01/04/2011	212.00	122.00	90.00
66. CHEVRONTExACO CORP COM	10/05/2009	01/04/2011	6,032.00	4,581.00	1,451.00
23. CISCO SYS INC	10/15/2009	01/04/2011	470.00	556.00	-86.00
246. CISCO SYS INC	09/25/2009	01/04/2011	5,027.00	5,587.00	-560.00
82. CISCO SYS INC	09/03/2009	01/04/2011	1,676.00	1,771.00	-95.00
5. MICROSOFT CORP	07/30/1999	01/14/2011	140.00	221.00	-81.00
32. NAVISTAR INTL CORP NEW	08/06/2009	01/14/2011	2,018.00	1,407.00	611.00
76. NAVISTAR INTL CORP NEW	07/31/2009	01/14/2011	4,792.00	3,006.00	1,786.00
73. NORDSTROM INC	09/25/2009	01/14/2011	3,062.00	2,210.00	852.00
41. NORDSTROM INC	05/19/2009	01/14/2011	1,720.00	953.00	767.00
36. NORDSTROM INC	05/01/2009	01/14/2011	1,510.00	813.00	697.00
184. NABORS INDUSTRIES INC	06/19/2009	01/14/2011	4,096.00	2,904.00	1,192.00
33.333 LOT 13 BLOCK 3 WILL ESTATES TYLER SMITH CO TX		03/02/2011	1,333.00	11,793.00	-10,460.00
2154.76 COLUMBIA LARGE CAP CLASS Z SHARES	12/29/2003	06/27/2011	53,589.00	46,069.00	7,520.00
848.843 COLUMBIA LARGE CAP CLASS Z SHARES	02/27/1997	06/27/2011	21,111.00	14,201.00	6,910.00
213.124 COLUMBIA LARGE CAP CLASS Z SHARES	01/29/1997	06/27/2011	5,300.00	3,459.00	1,841.00
25. AMGEN INC COM	12/02/2010	12/07/2011	1,500.00	1,348.00	152.00
93. AMGEN INC COM	05/28/1997	12/07/2011	5,580.00	1,552.00	4,028.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 16,615.00

Schedule D-1 (Form 1041) 2011

WILLINGHAM FOUNDATION
75-6035231
Balance Sheet
12/31/2011

Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	522.000	12,916.38	15,785.28
002824100	ABBOTT LABS	298.000	15,453.35	16,756.54
00971T101	AKAMAI TECHNOLOGIES INC	150.000	6,394.12	4,842.00
018490102	ALLERGAN INC	235.000	15,366.72	20,618.90
02076X102	ALPHA NAT RES INC	165.000	6,651.52	3,370.95
023135106	AMAZON COM INC	80.000	9,925.99	13,848.00
029912201	AMERICAN TOWER CORP	120.000	5,150.44	7,201.20
031162100	AMGEN INC	16.000	267.00	1,027.36
037411105	APACHE CORP	168.000	9,151.19	15,217.44
037833100	APPLE INC	85.000	17,280.41	34,425.00
052800109	AUTOLIV INC	125.000	9,790.63	6,686.25
054303102	AVON PRODS INC	453.000	9,723.18	7,913.91
150870103	CELANESE CORP DEL	158.000	3,847.07	6,994.66
151020104	CELGENE CORP	50.000	2,854.05	3,380.00
19765H321	COLUMBIA LARGE CAP INDEX FUND	9,360.638	146,541.00	227,276.29
19763T889	COLUMBIA INCOME OPPORTUNITIES	3,674.245	38,813.27	34,280.71
19765N468	COLUMBIA INTERMEDIATE BOND FUND	26,798.557	235,922.47	248,690.61
19765H586	COLUMBIA INTERNATIONAL VALUE	5,444.437	95,440.97	65,823.24
19765H636	COLUMBIA MARSICO INTERNATIONAL	8,623.634	88,047.31	87,012.47
19765J723	COLUMBIA SMALL CAP GROWTH FUND	5,964.132	92,899.27	68,408.59
19765L694	COLUMBIA STRATEGIC INCOME FUND	44,545.694	273,201.29	265,492.34
19765P232	COLUMBIA MID CAP GROWTH FUND	10,345.868	197,512.87	255,129.10
254687106	DISNEY WALT CO	215.000	5,434.16	8,062.50
254709108	DISCOVER FINL SVCS	500.000	7,196.44	12,000.00
260003108	DOVER CORP	136.000	6,534.81	7,894.80
268648102	EMC CORP	658.000	7,331.54	14,173.32
30161N101	EXELON CORP	121.000	5,548.55	5,247.77
303726103	FAIRCHILD SEMICONDUCTOR INTL	140.000	2,204.30	1,685.60
316773100	FIFTH THIRD BANCORP	735.000	9,318.54	9,349.20
34354P105	FLOWSERVE CORP	24.000	1,770.50	2,383.68
345370860	FORD MTR CO DEL	185.000	3,459.88	1,990.60
364730101	GANNETT INC	745.000	11,454.91	9,960.65
38141G104	GOLDMAN SACHS GROUP INC	93.000	8,424.64	8,409.99
38259P508	GOOGLE INC	20.000	11,836.62	12,918.00
428236103	HEWLETT PACKARD CO	344.000	10,629.35	8,861.44
45865V100	INTERCONTINENTAL EXCHANGE INC	60.000	6,768.44	7,233.00
459200101	INTERNATIONAL BUSINESS MACHS	139.000	11,644.63	25,559.32
46625H100	J P MORGAN CHASE & CO	440.000	13,089.57	14,630.00
481165108	JOY GLOBAL INC	40.000	3,626.88	2,998.80
50540R409	LABORATORY CORP AMER HLDGS	59.000	3,477.31	5,072.23
58155Q103	MCKESSON CORP	137.000	6,976.16	10,673.67
58405U102	MEDCO HLTH SOLUTIONS INC	131.000	7,652.59	7,322.90
594918104	MICROSOFT CORP	857.000	26,082.34	22,247.72
626717102	MURPHY OIL CORP	115.000	8,251.36	6,410.10
628530107	MYLAN INC	555.000	8,472.65	11,910.30
655664100	NORDSTROM INC	184.000	4,154.34	9,146.64
674599105	OCCIDENTAL PETE CORP DEL	205.000	11,315.37	19,208.50
675232102	OCEANEERING INTL INC	190.000	6,953.29	8,764.70
693475105	PNC FINL SVCS GROUP INC	178.000	5,575.07	10,265.26
695156109	PACKAGING CORP AMER	253.000	3,948.85	6,385.72

WILLINGHAM FOUNDATION
75-6035231
Balance Sheet
12/31/2011

Cusip	Asset	Units	Basis	Market Value
701094104	PARKER HANNIFIN CORP	154.000	7,300 32	11,742 50
713448108	PEPSICO INC	102.000	6,006 82	6,767.70
718172109	PHILIP MORRIS INTL INC	411 000	14,752 73	32,255 28
73755L107	POTASH CORP SASK INC	60.000	3,450 80	2,476 80
74144T108	PRICE T ROWE GROUP INC	270 000	14,226 48	15,376.50
742718109	PROCTER & GAMBLE CO	350 000	21,802 83	23,348 50
744320102	PRUDENTIAL FINL INC	282 000	15,036 46	14,133 84
74733V100	QEP RES INC	295 000	9,296 72	8,643.50
748356102	QUESTAR CORP	460 000	7,237 55	9,135.60
767204100	RIO TINTO PLC	171.000	8,637 38	8,365 32
806857108	SCHLUMBERGER LTD	140 000	9,041 38	9,563 40
816851109	SEMPRA ENERGY	156 000	7,669.85	8,580 00
855030102	STAPLES INC	407.000	8,170 79	5,653.23
872540109	TJX COS INC NEW	220 000	9,160 18	14,201 00
87612E106	TARGET CORP	185.000	9,579 47	9,475 70
882508104	TEXAS INSTRS INC	488.000	7,606.51	14,205 68
883556102	THERMO FISHER SCIENTIFIC CORP	192.000	7,576.47	8,634 24
911312106	UNITED PARCEL SVC INC	222.000	13,950.78	16,248 18
913017109	UNITED TECHNOLOGIES CORP	329 000	13,429.80	24,046 61
949746101	WELLS FARGO & CO	556 000	14,586 22	15,323 36
H89128104	TYCO INTL LTD	278 000	9,263 69	12,985.38
990107583	TWO TRACTS OF VACANT LAND	33 330	1,666 66	2,166 45
990107617	SMITH CO , TX LOT 8, BLK 1082	33 333	8,633 34	27,363 06
990118200	CHEROKEE CO., TX 15.075 ACRES	100.000	30,150 00	30,150 00
990304180	MTG NOTE - RALPH & GLENNA JACKSON 8.00% 04/03/11	100.000	7,628 50	7,628.50
903048824	OIL GAS OR OTHER MINERALS	1 000	1 00	14,680 00
	Cash/Cash Equivalent	61,029 030	61,029.03	61,029 03
	Totals.		<u>1,839,175 35</u>	<u>2,095,126 61</u>