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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****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 endingTHE JAMES AND JOAN LINDSEY FAMILY
FOUNDATION
36 HAMMOND DRIVE
SANTA BARBARA, CA 93108**A** Employer identification number
77-0390011**B** Telephone number (see the instructions)
(805) 969-3809**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 ☐**G** Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method. ☒ Cash ☐ Accrual
\$ 5,045,009. ☐ 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 (att sch)	4,370.			
2 <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	7,248.	7,248.	N/A	
4 Dividends and interest from securities	112,704.	112,704.		
5a Gross rents.				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	565,678.			
b Gross sales price for all assets on line 6a	787,045.			
7 Capital gain net income (from Part IV, line 2)		565,678.		
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)				
12 Total. Add lines 1 through 11	690,000.	685,630.		
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages	33,036.			33,036.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest (attach schedule) (see instrs)	47,897.			47,897.
18 Depreciation (attach sch) and depletion				
19 Occupancy				
20 Travel, conferences, and meetings				
21 Printing and publications				
22 Other expenses (attach schedule)				
23 Total operating and administrative expenses. Add lines 13 through 23	54,616.			54,616.
24 Contributions, gifts, grants paid Part XV	1,220,000.			1,220,000.
25 Total expenses and disbursements. Add lines 24 and 25	1,355,549.	0.		1,355,549.
26 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-665,549.			
b Net investment income (if negative, enter -0-)		685,630.		
c Adjusted net income (if negative, enter -0-)				

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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	664,742.	196,316.	196,316.
	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 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)	100,000.	100,000.	100,166.
	b Investments – corporate stock (attach schedule)	1,851,039.	1,653,906.	4,748,527.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,615,781.	1,950,222.	5,045,009.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe <u>See Statement 3</u>)	725.	715.	
	23 Total liabilities (add lines 17 through 22)	725.	715.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>	
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,615,056.	1,949,507.	
	30 Total net assets or fund balances (see instructions)	2,615,056.	1,949,507.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,615,781.	1,950,222.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year– Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,615,056.
2 Enter amount from Part I, line 27a	2	-665,549.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,949,507.
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	1,949,507.

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)
1a SCHEDULE 1		P	Various	Various
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 787,045.		221,367.	565,678.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			565,678.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	565,678.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	565,678.

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	850,137.	4,185,203.	0.203129
2009	592,771.	3,410,830.	0.173791
2008	679,150.	4,503,136.	0.150817
2007	682,772.	3,999,787.	0.170702
2006	774,291.	4,309,527.	0.179670

2 Total of line 1, column (d)	2	0.878109
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	0.175622
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,794,969.
5 Multiply line 4 by line 3	5	842,102.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,856.
7 Add lines 5 and 6	7	848,958.
8 Enter qualifying distributions from Part XII, line 4	8	1,355,549.

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 <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		1	6,856.
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, 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	6,856.
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	6,856.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	24,000.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	24,000.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	17,144.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax.	11	0.	

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)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		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? 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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
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 See Statement 4	X	

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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>THOMAS S. CHAN, CPA</u> Telephone no. <u>(661) 549-9511</u> Located at <u>2510 UNIVERSITY AVENUE BAKERSFIELD CA</u> ZIP + 4 <u>93306</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	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__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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__</u> , <u>20__</u> , <u>20__</u> , <u>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?	<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.)	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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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

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

N/A

Part VII 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
JOAN ANNE LINDSEY 36 HAMMOND DRIVE SANTA BARBARA, CA 93108	President 8.00	0.	0.	0.
JAMES B. LINDSEY, JR. 36 HAMMOND DRIVE SANTA BARBARA, CA 93108	Secretary 4.00	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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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	4,029,488.
b	Average of monthly cash balances	1b	838,501.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,867,989.
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	4,867,989.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	73,020.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,794,969.
6	Minimum investment return Enter 5% of line 5	6	239,748.

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	239,748.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,856.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,856.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	232,892.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	232,892.
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	232,892.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.— total from Part I, column (d), line 26	1a	1,355,549.
b	Program-related investments— total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,355,549.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	6,856.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,348,693.

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				232,892.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	561,019.			
b From 2007	486,357.			
c From 2008	456,116.			
d From 2009	423,917.			
e From 2010	683,663.			
f Total of lines 3a through e	2,611,072.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,355,549.				
a Applied to 2010, but not more than line 2a			0.	
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				232,892.
e Remaining amount distributed out of corpus	1,122,657.			
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	3,733,729.			
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				0.
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)	561,019.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,172,710.			
10 Analysis of line 9:				
a Excess from 2007	486,357.			
b Excess from 2008	456,116.			
c Excess from 2009	423,917.			
d Excess from 2010	683,663.			
e Excess from 2011	1,122,657.			

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)[illegible]

1 Information Regarding Foundation Managers:

None

None

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

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> See Statement 5				
Total			3a	1,220,000.
<i>b Approved for future payment</i>				
Total			3b	

Form 990-PF (2011)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

2011

Name of the organization **THE JAMES AND JOAN LINDSEY FAMILY
FOUNDATION**

Employer identification number
77-0390011

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (i) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE JAMES AND JOAN LINDSEY FAMILY

77-0390011

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES AND JOAN LINDSEY 36 HAMMOND DRIVE SANTA BARBARA, CA 93108	\$ 998,100.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

77-0390011

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PEPSICO, INC. - 15,000 SHARES	\$ 998,100.	12/29/11
	(TAX BASIS \$4,370)		
	(F M V \$998,100)		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

THE JAMES AND JOAN LINDSEY FAMILY

Employer identification number

77-0390011

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry.For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.)

► \$ N/A

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2011

Federal Statements

Page 1

Client 3000

THE JAMES AND JOAN LINDSEY FAMILY
FOUNDATION

77-0390011

4/25/12

06:15PM

Statement 1
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX.	\$ 44,037.			\$ 44,037.
FOREIGN TAXES	977.			977.
PAYROLL TAXES	2,883.			2,883.
Total	\$ 47,897.	\$ 0.		\$ 47,897.

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	\$ 100.			\$ 100.
FILING FEES	180.			180.
FOREIGN STOCKS ADR FEES	27.			27.
INVESTMENT ADVISORY FEES	53,930.			53,930.
WORKERS COMPENSATION INS.	379.			379.
Total	\$ 54,616.	\$ 0.		\$ 54,616.

Statement 3
Form 990-PF, Part II, Line 22
Other Liabilities

PAYROLL TAXES WITHHELD	\$ 715.
Total	\$ 715.

Statement 4
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor	Address of Substantial Contributor
JAMES AND JOAN LINDSEY	36 HAMMOND DRIVE SANTA BARBARA, CA 93108

2011

Federal Statements

Page 2

Client 3000

THE JAMES AND JOAN LINDSEY FAMILY
FOUNDATION

77-0390011

4/25/12

06:15PM

Statement 5
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
MASTER MEDIA INT'L 330 N 6TH ST., #110 REDLANDS, CA 92374	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	\$ 85,000.
FAMILY RESEARCH COUNCIL 801 G STREET, N W WASHINGTON, DC 20001	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	425,000.
WALLBUILDERS PRESENTATION P O BOX 397 ALED0, TX 76008	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	75,000.
BIOLA UNIVERSITY 13800 BIOLA AVENUE LA MIRADA, CA 90639	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	75,000.
FOCUS ON FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80920	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	100,000.
CALVARY CHAPEL/SANTA BARBARA 1 N CALLE CESAR CHAVEZ, #21 SANTA BARBARA, CA 93103	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	65,000.
HOLLYWOOD PRAYER NETWORK 1763 NORTH GOWER STREET HOLLYWOOD, CA 90028	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	30,000.
ACTOR'S CO-OP 1763 NORTH GOWER STREET HOLLYWOOD, CA 90028	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	15,000.
PACIFIC JUSTICE INSTITUTE 9851 HORN ROAD, #115 SACRAMENTO, CA 95827	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	110,000.
CHRISTIAN FILM & TELEVISION COMMISSION 2510-G LAS POSAS ROAD, SUITE 502 CAMARILLO, CA 93010	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	30,000.
AMERICAN VALUES P O BOX 96192 WASHINGTON, DC 20090	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	200,000.
NATIONAL DAY OF PRAYER P O BOX 64225 COLORADO SPRINGS, CO 80962	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	10,000.

Total \$ 1,220,000.

JAMES AND JOAN LINDSEY FAMILY FOUNDATION
 SUPPLEMENT TO FORM 990-PF, PART I, LINE 6
 NET GAIN FROM NON-INVENTORY SALES
 FOR YEAR ENDED DECEMBER 31, 2011

FID # 77-0390011

SCHEDULE 1

DATE ACQ	INVESTMENT DESCRIPTION	# OF SHARES	DATE SOLD	SELLING PRICE	COST	GAIN (LOSS)
<u>DEUTSCHE BANK - A/C # 4172</u>						
10/02/09	ALCOA INC	84	01/21/11	1,286.46	1,082.62	203.84
10/09/09	ALCOA INC	29	01/21/11	444.14	410.64	33.50
10/12/09	ALCOA INC	9	01/21/11	137.84	129.76	8.08
10/13/09	ALCOA INC	14	01/21/11	214.41	199.06	15.35
10/15/09	ALCOA INC	14	01/21/11	214.41	199.62	14.79
10/16/09	ALCOA INC	11	01/21/11	168.47	154.86	13.61
10/22/09	ALCOA INC	15	01/21/11	229.73	210.12	19.61
10/23/09	ALCOA INC	18	01/21/11	275.67	247.11	28.56
10/26/09	ALCOA INC	22	01/21/11	336.93	291.46	45.47
10/29/09	ALCOA INC	32	01/21/11	490.08	412.11	77.97
11/20/09	ALCOA INC	22	01/21/11	336.93	285.74	51.19
12/04/09	ALCOA INC	10	01/21/11	153.15	130.18	22.97
12/09/09	ALCOA INC	16	01/21/11	245.04	208.13	36.91
12/31/09	ALCOA INC	17	01/21/11	260.36	277.07	(16.71)
01/25/10	ALCOA INC	1,587	01/21/11	24,304.94	21,297.54	3,007.40
05/07/10	ALCOA INC	3,600	01/21/11	55,134.07	43,812.00	11,322.07
01/01/83	PEPSICO	2,000	01/21/11	132,317.46	582.60	131,734.86
01/01/83	PEPSICO	6,000	01/21/11	396,952.39	1,747.95	395,204.44
11/19/08	UNITED STATES STEEL	8	01/21/11	433.27	241.02	192.25
11/28/08	UNITED STATES STEEL	4	01/21/11	216.64	108.63	108.01
12/01/08	UNITED STATES STEEL	12	01/21/11	649.91	326.14	323.77
12/05/08	UNITED STATES STEEL	6	01/21/11	324.95	164.99	159.96
01/15/09	UNITED STATES STEEL	8	01/21/11	433.27	257.42	175.85
02/12/09	UNITED STATES STEEL	2	01/21/11	108.32	61.30	47.02
02/24/09	UNITED STATES STEEL	6	01/21/11	324.95	125.39	199.56
02/25/09	UNITED STATES STEEL	7	01/21/11	379.11	148.82	230.29
03/24/09	UNITED STATES STEEL	3	01/21/11	162.48	71.61	90.87
03/30/09	UNITED STATES STEEL	8	01/21/11	433.27	169.98	263.29
04/30/09	UNITED STATES STEEL	5	01/21/11	270.79	132.44	138.35
05/05/09	UNITED STATES STEEL	12	01/21/11	649.91	363.22	286.69
05/13/09	UNITED STATES STEEL	8	01/21/11	433.27	220.06	213.21
06/23/09	UNITED STATES STEEL	11	01/21/11	595.75	394.28	201.47
07/09/09	UNITED STATES STEEL	4	01/21/11	216.64	127.36	89.28
11/02/09	UNITED STATES STEEL	6	01/21/11	324.95	200.04	124.91
03/24/10	UNITED STATES STEEL	890	01/21/11	48,201.48	56,648.41	(8,446.93)
10/01/10	BP PLC JAN 50 CALL	10	01/22/11	419.99	0.00	419.99
12/10/10	PEPSICO JAN 67.5 CALL	100	01/22/11	2,799.95	0.00	2,799.95
12/10/10	U S STEEL JAN 57.50 CALL	30	01/22/11	4,349.92	0.00	4,349.92
05/04/11	DISNEY WALT JUN 43 CALL	9	06/18/11	962.98	0.00	962.98
05/04/11	KRAFT FOODS JUN 35 CALL	10	06/18/11	299.99	0.00	299.99
05/04/11	WALMART JUN 55 CALL	5	06/18/11	609.98	0.00	609.98
05/04/11	INTEL JUL 25 CALL	13	07/16/11	506.99	0.00	506.99
06/20/11	PEPSICO JUL 72 50 CALL	100	07/16/11	799.98	0.00	799.98
05/04/11	PRCT & GMB JUL 67 50 CALL	12	07/16/11	1,247.97	0.00	1,247.97
06/20/11	CISCO SYS AUG 16 CALL	3	08/20/11	110.99	0.00	110.99
06/20/11	DISNEY WALT AUG 41 CALL	9	08/20/11	404.99	0.00	404.99
06/20/11	KRAFT FOODS AUG 35 CALL	10	08/20/11	689.98	0.00	689.98
06/20/11	PEPSICO AUG 72 50 CALL	100	08/20/11	4,399.91	0.00	4,399.91
06/20/11	WALMART AUG 55 CALL	5	08/20/11	229.99	0.00	229.99
07/19/11	TARGET SEP 55 CALL	5	09/17/11	214.99	0.00	214.99
05/11/09	CISCO SYSTEMS	300	10/21/11	5,204.89	5,506.05	(301.16)
01/11/08	KRAFT FOODS INC	286	10/21/11	10,158.52	9,143.42	1,015.10
07/14/08	KRAFT FOODS INC	11	10/21/11	390.71	320.98	69.73
08/09/09	KRAFT FOODS INC	4	10/21/11	142.08	107.00	35.08
09/15/09	KRAFT FOODS INC	15	10/21/11	532.79	392.22	140.57
09/30/09	KRAFT FOODS INC	14	10/21/11	497.27	360.89	136.38
01/25/10	KRAFT FOODS INC	670	10/21/11	23,797.94	18,545.60	5,252.34
08/20/11	TARGET OCT 55 CALL	5	10/22/11	349.99	0.00	349.99
01/11/08	HONEYWELL INTL	152	11/15/11	8,028.48	8,638.16	(609.68)
06/05/08	HONEYWELL INTL	100	11/15/11	5,281.90	5,817.00	(535.10)
07/14/08	HONEYWELL INTL	5	11/15/11	264.09	251.90	12.19
01/14/09	HONEYWELL INTL	9	11/15/11	475.37	287.44	187.93
07/27/09	HONEYWELL INTL	11	11/15/11	581.01	372.88	208.13
12/16/09	HONEYWELL INTL	8	11/15/11	422.55	327.26	95.29
01/25/10	HONEYWELL INTL	315	11/15/11	16,637.98	12,732.30	3,905.68
07/07/08	WAL MART STORES	157	11/18/11	8,736.88	8,949.13	(212.25)
01/25/10	WAL MART STORES	343	11/18/11	19,087.58	18,175.57	912.01
09/19/11	MCDONALDS NOV 95 CALL	5	11/19/11	394.99	0.00	394.99
10/26/11	TARGET DEC 57.50 CALL	5	12/17/11	349.99	0.00	349.99
TOTAL				787,045.05	221,367.48	565,677.57

**JAMES AND JOAN LINDSEY FAMILY FOUNDATION
SUPPLEMENT TO FORM 990-PF, PART II, LINE 10(a)
INVESTMENTS - U S AND STATE GOVERNMENT OBLIGATIONS
FOR YEAR ENDED DECEMBER 31, 2011**

FID # 77-0390011

SCHEDULE 2

INVESTMENT DESCRIPTION	BOOK VALUE	F M V
LOS ANGELES 7% 08/15/18	\$ 100,000.00	100,166.00
	=====	=====

**JAMES AND JOAN LINDSEY FAMILY FOUNDATION
SUPPLEMENT TO FORM 990-PF, PART II, LINE 10(b)
INVESTMENTS - CORPORATE STOCK
FOR YEAR ENDED DECEMBER 31, 2011**

FID # 77-0390011

SCHEDULE 3

INVESTMENT DESCRIPTION	# OF SHARES	BOOK VALUE	F M V
A T & T INC	335	12,749.46	10,130.40
A T & T INC	11	356.95	332.64
A T & T INC	654	16,788.18	19,776.96
A T & T INC	2,000	50,301.00	60,480.00
ALCOA INC	400	4,868.00	3,460.00
APPLE INC	41	4,955.06	16,605.00
APPLE INC	59	11,859.59	23,895.00
BP PLC	89	4,662.05	3,803.86
BP PLC	311	18,218.38	13,292.14
BP PLC	1,000	48,837.00	42,740.00
BERKSHIRE HATHAWAY CL	400	27,977.00	30,520.00
BRISTOL MYERS SQUIBB	18	375.66	634.32
BRISTOL MYERS SQUIBB	32	699.15	1,127.68
BRISTOL MYERS SQUIBB	19	411.32	669.56
BRISTOL MYERS SQUIBB	44	933.68	1,550.56
BRISTOL MYERS SQUIBB	18	387.15	634.32
BRISTOL MYERS SQUIBB	17	368.88	599.08
BRISTOL MYERS SQUIBB	41	861.40	1,444.84
BRISTOL MYERS SQUIBB	49	1,017.24	1,726.76
BRISTOL MYERS SQUIBB	271	5,488.83	9,550.04
BRISTOL MYERS SQUIBB	2,000	49,023.00	70,480.00
CISCO SYSTEMS	2	36.71	36.16
DISNEY WALT CO	900	26,937.00	33,750.00
DU PONT	800	26,272.00	36,624.00
DU PONT	1,400	51,184.98	64,092.00
EXXON MOBIL	75	6,775.50	6,357.00
EXXON MOBIL	800	51,184.00	67,808.00
FRONTIER COMMUNICATION	216	1,530.37	1,112.03
FRONTIER COMMUNICATION	432	2,794.56	2,225.17
GENERAL ELECTRIC	240	8,414.37	4,298.40
GENERAL ELECTRIC	46	649.87	823.86
GENERAL ELECTRIC	19	165.44	340.29
GENERAL ELECTRIC	32	294.00	573.12
GENERAL ELECTRIC	1,263	20,687.94	22,620.33
HOME DEPOT	26	686.63	1,093.04
HOME DEPOT	16	404.00	672.64
HOME DEPOT	10	273.40	420.40
HOME DEPOT	54	1,556.82	2,270.16
HOME DEPOT	9	250.65	378.36
HOME DEPOT	19	493.61	798.76
HOME DEPOT	6	135.30	252.24
HOME DEPOT	25	470.71	1,051.00
HOME DEPOT	21	423.36	882.84
HOME DEPOT	8	155.76	336.32
HOME DEPOT	20	373.48	840.80
HOME DEPOT	12	254.26	504.48
HOME DEPOT	7	173.38	294.28
HOME DEPOT	8	189.10	336.32
HOME DEPOT	12	302.62	504.48

**JAMES AND JOAN LINDSEY FAMILY FOUNDATION
SUPPLEMENT TO FORM 990-PF, PART II, LINE 10(b)
INVESTMENTS - CORPORATE STOCK
FOR YEAR ENDED DECEMBER 31, 2011**

FID # 77-0390011

SCHEDULE 3

INVESTMENT DESCRIPTION	# OF SHARES	BOOK VALUE	F M V
HOME DEPOT	10	267.68	420.40
HOME DEPOT	14	374.19	588.56
HOME DEPOT	623	17,250.87	26,190.92
INTEL CORP	54	1,080.00	1,309.50
INTEL CORP	68	1,291.26	1,649.00
INTEL CORP	56	1,051.57	1,358.00
INTEL CORP	56	1,039.92	1,358.00
INTEL CORP	34	570.11	824.50
INTEL CORP	37	539.74	897.25
INTEL CORP	12	183.72	291.00
INTEL CORP	27	425.79	654.75
INTEL CORP	363	5,645.96	8,802.75
INTEL CORP	15	242.52	363.75
INTEL CORP	578	11,714.33	14,016.50
I B M	88	8,630.57	16,181.44
I B M	3	362.94	551.64
I B M	55	5,013.65	10,113.40
I B M	54	6,820.20	9,929.52
ISHARES MSCI EMERG MKT	1,100	43,854.91	41,734.00
ISHARES MSCI EMERG MKT	1,300	49,670.40	49,322.00
ISHARES MSCI EAFE IND	3,200	174,714.88	158,496.00
ISHARES MSCI EAFE IND	1,000	49,350.00	49,530.00
J P MORGAN CHASE	235	9,681.65	7,813.75
J P MORGAN CHASE	24	925.87	798.00
J P MORGAN CHASE	10	347.90	332.50
J P MORGAN CHASE	20	732.36	665.00
J P MORGAN CHASE	411	16,094.76	13,665.75
JOHNSON & JOHNSON	400	25,352.00	26,232.00
JOHNSON & JOHNSON	800	50,579.04	52,464.00
MCDONALDS CORP	100	6,158.59	10,033.00
MCDONALDS CORP	300	19,026.00	30,099.00
MCDONALDS CORP	750	51,548.03	75,247.50
MICROSOFT CORP	900	26,457.30	23,364.00
NYSE EURONEXT	100	6,204.00	2,610.00
NYSE EURONEXT	100	4,369.34	2,610.00
NORFOLK SOUTHERN	500	25,165.00	36,430.00
PEPSICO	5,520	1,608.11	366,252.00
PEPSICO	4,046	1,178.60	268,452.10
PEPSICO	20,000	5,826.48	1,327,000.00
PEPSICO	15,000	4,369.86	995,250.00
PEPSICO	1,000	39,640.65	66,350.00
PFIZER INC	484	11,629.75	10,473.76
PFIZER INC	15	271.65	324.60
PFIZER INC	7	103.67	151.48
PFIZER INC	3,000	49,710.00	64,920.00
PROCTER & GAMBLE	400	24,296.00	26,684.00
PROCTER & GAMBLE	850	51,525.47	56,703.50
TARGET CORP	500	25,380.00	25,610.00
UNITED STATES STEEL	2,110	134,301.29	55,830.60

**JAMES AND JOAN LINDSEY FAMILY FOUNDATION
SUPPLEMENT TO FORM 990-PF, PART II, LINE 10(b)
INVESTMENTS - CORPORATE STOCK
FOR YEAR ENDED DECEMBER 31, 2011**

FID # 77-0390011

SCHEDULE 3

INVESTMENT DESCRIPTION	# OF SHARES	BOOK VALUE	F M V
UNITED STATES STEEL	1,000	53,279.00	26,460.00
VERIZON COMMUNICATIONS	900	25,934.38	36,108.00
VERIZON COMMUNICATIONS	1,800	47,814.07	72,216.00
VODAFONE GROUP	76	2,899.35	2,130.28
VODAFONE GROUP	234	8,737.54	6,559.02
VODAFONE GROUP	52	1,536.43	1,457.56
VODAFONE GROUP	59	1,161.99	1,653.77
VODAFONE GROUP	2,500	49,623.50	70,075.00
WASTE MGMT INC	99	3,102.66	3,238.29
WASTE MGMT INC	3	110.07	98.13
WASTE MGMT INC	19	649.29	621.49
WASTE MGMT INC	8	239.02	261.68
WASTE MGMT INC	671	22,031.95	21,948.41
TOTAL		<u>1,653,906.63</u>	<u>4,748,526.69</u>

**JAMES AND JOAN LINDSEY FAMILY FOUNDATION
RECONCILIATION OF FORM 1099-B
FOR THE YEAR ENDED DECEMBER 31, 2011**

FID # 77-0390011

SCHEDULE 4

Form 1099-B

Deutsche Bank A/C# 4172

\$754,085.49

Options sales transactions not included in
Forms 1099-B

32,959.56

Totals Sales Proceeds on Capital Gains

\$787,045.05