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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation 43000		A Employer identification number 84-6163256
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
Wells Fargo Bank N A - PO Box 53456 MAC S4101-22G City or town, state, and ZIP code Phoenix AZ 85072-3456		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) \$ 1,646,340	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	0	0		
4 Dividends and interest from securities	46,497	44,082		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	11,829			
b Gross sales price for all assets on line 6a	391,959			
7 Capital gain net income (from Part IV, line 2)		11,829		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	7,447	7,447	0	
12 Total Add lines 1 through 11	65,773	63,358	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	25,290	18,968		6,322
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	1,089	0	0	1,089
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,372	350	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	1,831	1,831	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	29,582	21,149	0	7,411
25 Contributions, gifts, grants paid	34,000			34,000
26 Total expenses and disbursements Add lines 24 and 25	63,582	21,149	0	41,411
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,191			
b Net investment income (if negative, enter -0-)		42,209		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form 990-PF (2011)

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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	0	264	264	
	2	Savings and temporary cash investments	39,197	71,721	71,721	
	3	Accounts receivable	0			
		Less allowance for doubtful accounts	0	0	0	
	4	Pledges receivable	0			
		Less allowance for doubtful accounts	0	0	0	
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0	
	7	Other notes and loans receivable (attach schedule)	0			
		Less allowance for doubtful accounts	0	0	0	
	8	Inventories for sale or use	0	0		
	9	Prepaid expenses and deferred charges		0		
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0	
	b	Investments—corporate stock (attach schedule)	0	0	0	
	c	Investments—corporate bonds (attach schedule)	0	0	0	
	Liabilities	11	Investments—land, buildings, and equipment basis	0		
		Less accumulated depreciation (attach schedule)	0	0	0	
12		Investments—mortgage loans				
13		Investments—other (attach schedule)	1,354,699	1,318,670	1,574,355	
14		Land, buildings, and equipment basis	0			
		Less accumulated depreciation (attach schedule)	0	0	0	
15		Other assets (describe)	0	0	0	
16		Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,393,896	1,390,655	1,646,340	
17		Accounts payable and accrued expenses	0	0		
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue	0	0		
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0		
	21	Mortgages and other notes payable (attach schedule)	0	0		
	22	Other liabilities (describe)	0	0		
	23	Total liabilities (add lines 17 through 22)	0	0		
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					
	27	Capital stock, trust principal, or current funds	1,393,896	1,390,655		
	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)	1,393,896	1,390,655		
31	Total liabilities and net assets/fund balances (see instructions)	1,393,896	1,390,655			

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	1,393,896
2	Enter amount from Part I, line 27a	2	2,191
3	Other increases not included in line 2 (itemize) <u>Mutual Fund & CTF Income Additions</u>	3	914
4	Add lines 1, 2, and 3	4	1,397,001
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	6,346
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,390,655

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
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	0	0	0
b	0	0	0
c	0	0	0
d	0	0	0
e	0	0	0

(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	0	0	0
b	0	0	0
c	0	0	0
d	0	0	0
e	0	0	0

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	11,829
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	0

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.

(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	41,949	1,542,548	0.027195
2009	105,900	1,354,842	0.078164
2008	114,072	1,624,845	0.070205
2007	72,893	1,886,089	0.038648
2006	78,921	1,726,751	0.045705

2 Total of line 1, column (d)	2	0.259917
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	0.051983
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,668,392
5 Multiply line 4 by line 3	5	86,728
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	422
7 Add lines 5 and 6	7	87,150
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	41,411

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 instructions)		1	844
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	844
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	844
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	709	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	709	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	135	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CO		
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? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► PO Box 53456 MAC S4101-22G Phoenix AZ ZIP+4 ► 85072-3456			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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 ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

If "Yes" to 6b, file Form 8870

X

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?**7b**

N/A

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
Wells Fargo Bank, N A PO Box 53456 MAC S4101-22G Phoenix AZ 85	Trustee	4 00	25,290	0
		00	0	0
		00	0	0
		00	0	0
		00	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 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		0
		0
		0
		0
		0
		0
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 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	0

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	1,641,792
b	Average of monthly cash balances	1b	52,007
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,693,799
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,693,799
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	25,407
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,668,392
6	Minimum investment return. Enter 5% of line 5	6	83,420

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	83,420
2a	Tax on investment income for 2011 from Part VI, line 5	2a	844
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	844
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	82,576
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	82,576
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	82,576

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	41,411
b	Program-related investments—total from Part IX-B	1b	0
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8 and Part XIII, line 4	4	41,411
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	41,411

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				82,576
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	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	38,441			
e From 2010	NONE			
f Total of lines 3a through e	38,441			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 41,411				
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				41,411
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	38,441			38,441
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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				2,724
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	34,000
b Approved for future payment NONE				
Total			▶ 3b	0

Security Category	Account #	CUSIP	Asset Name	Units	Fed Cost	FMV
Invest - Other	0101643000	999708902	TAXABLE INTERMEDIATE TERM BD FD	14098 42	142034 1	143380 98
Invest - Other	0101643000	991283912	TAXABLE TOTAL RETURN BOND FUND	20660 25	146419 82	159703 71
Invest - Corp Bonds	0101643000	263534BY4	EI DU PONT DE NEMOUR 3 250% 1/15/15	35000	35205 1	37325 4
Invest - Corp Bonds	0101643000	36962G3K8	GENERAL ELEC CAP COR 5 250% 10/19/12	25000	25071 5	25874 25
Invest - Corp Stock	0101643000	001055102	AFLAC INC	220	6795 8	9517 2
Invest - Corp Stock	0101643000	002824100	ABBOTT LABS	265	13780	14900 95
Invest - Corp Stock	0101643000	008252108	AFFILIATED MANAGERS GROUP, INC COM	146	12621 97	14008 7
Invest - Corp Stock	0101643000	037411105	APACHE CORP	70	6927 2	6340 6
Invest - Corp Stock	0101643000	037833100	APPLE INC	55	21033 65	22275
Invest - Corp Stock	0101643000	057224107	BAKER HUGHES INC COM	200	11938	9728
Invest - Corp Stock	0101643000	097023105	BOEING CO	120	7724 4	8802
Invest - Corp Stock	0101643000	126650100	CVS/CAREMARK CORPORATION	345	12678 75	14069 1
Invest - Corp Stock	0101643000	14040H105	CAPITAL ONE FINANCIAL CORP	180	7893	7612 2
Invest - Corp Stock	0101643000	17275R102	CISCO SYSTEMS INC	585	9301 5	10576 8
Invest - Corp Stock	0101643000	25243Q205	DIAGEO PLC - ADR	105	8199 45	9179 1
Invest - Corp Stock	0101643000	254687106	WALT DISNEY CO	270	7521 48	10125
Invest - Corp Stock	0101643000	268648102	E M C CORP MASS	360	7934 4	7754 4
Invest - Corp Stock	0101643000	278865100	ECOLAB INC	570	18154 16	32951 7
Invest - Corp Stock	0101643000	291011104	EMERSON ELECTRIC CO	300	9546 37	13977
Invest - Corp Stock	0101643000	428236103	HEWLETT PACKARD CO	255	8116 65	6568 8
Invest - Corp Stock	0101643000	458140100	INTEL CORP	430	8638 7	10427 5
Invest - Corp Stock	0101643000	459200101	INTERNATIONAL BUSINESS MACHS CORP	100	9220 5	18388
Invest - Corp Stock	0101643000	478160104	JOHNSON & JOHNSON	550	24161 06	36069
Invest - Corp Stock	0101643000	478366107	JOHNSON CONTROLS INC	210	6365 1	6564 6
Invest - Corp Stock	0101643000	580135101	MCDONALDS CORP	175	9696 44	17557 75
Invest - Corp Stock	0101643000	594918104	MICROSOFT CORP	320	9780	8307 2
Invest - Corp Stock	0101643000	641069406	NESTLE S A REGISTERED SHARES - ADR	175	10020 5	10099 25
Invest - Corp Stock	0101643000	66987V109	NOVARTIS AG - ADR	125	7023 75	7146 25
Invest - Corp Stock	0101643000	68389X105	ORACLE CORPORATION	350	8732 5	8977 5
Invest - Corp Stock	0101643000	713448108	PEPSICO INC	250	8926 25	16587 5
Invest - Corp Stock	0101643000	742718109	PROCTER & GAMBLE CO	455	15458 24	30353 05
Invest - Corp Stock	0101643000	806857108	SCHLUMBERGER LTD	130	4924 89	8880 3
Invest - Corp Stock	0101643000	872540109	TJX COS INC NEW	165	8708 7	10650 75
Invest - Corp Stock	0101643000	881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR	230	9167 8	9282 8
Invest - Corp Stock	0101643000	883556102	THERMO FISHER SCIENTIFIC INC	175	9369 5	7869 75
Invest - Corp Stock	0101643000	907818108	UNION PACIFIC CORP	150	13365	15891
Invest - Corp Stock	0101643000	913017109	UNITED TECHNOLOGIES CORP	340	10398 9	24850 6
Invest - Corp Stock	0101643000	38141G104	GOLDMAN SACHS GROUP INC	62	8559 74	5606 66
Invest - Corp Stock	0101643000	911312106	UNITED PARCEL SERVICE-CL B	120	7770	8782 8
Invest - Corp Stock	0101643000	30231G102	EXXON MOBIL CORPORATION	410	16852 02	34751 6
Invest - Corp Stock	0101643000	87612E106	TARGET CORP	225	6442 59	11524 5
Invest - Corp Stock	0101643000	91324P102	UNITEDHEALTH GROUP INC	220	10291 6	11149 6

Invest - Corp Stock	0101643000	S00007005	FEDERAL LAND BANK ASSN OF DENVER	1820	9100	9100
Invest - Corp Stock	0101643000	20441W203	COMPANHIA DE BEBIDAS-PRF ADR	563	16573 14	20318 67
Invest - Corp Stock	0101643000	088606108	BHP BILLITON LIMITED - ADR	110	8926 5	7769 3
Invest - Corp Stock	0101643000	46625H100	JPMORGAN CHASE & CO	360	16140 59	11970
Invest - Corp Stock	0101643000	902973304	US BANCORP DEL NEW	375	8415	10143 75
Invest - Corp Stock	0101643000	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	150	7962	9148 5
Invest - Corp Stock	0101643000	50075N104	KRAFT FOODS INC	195	6747	7285 2
Invest - Corp Stock	0101643000	G24140108	COOPER INDUSTRIES PLC NEW IRELAND	110	5116 1	5956 5
Invest - Corp Stock	0101643000	166764100	CHEVRON CORP	300	18003	31920
Invest - Corp Stock	0101643000	88579Y101	3M CO	120	9579 6	9807 6
Invest - Corp Stock	0101643000	084670702	BERKSHIRE HATHAWAY INC	140	9797 2	10682
Invest - Corp Stock	0101643000	20825C104	CONOCOPHILLIPS	300	11792 46	21861
Invest - Corp Stock	0101643000	20030N101	COMCAST CORP CLASS A	425	9065 25	10076 75
Invest - Corp Stock	0101643000	143658300	CARNIVAL CORP	140	4412 8	4569 6
Invest - Corp Stock	0101643000	150870103	CELANESE CORP	135	5818 5	5976 45
Invest - Corp Stock	0101643000	92857W209	VODAFONE GROUP PLC NEW ADR	290	7557 4	8128 7
Invest - Other	0101643000	73935S105	POWERSHARES DB COMMODITY INDEX	1026	27047 15	27537 84
Invest - Other	0101643000	46428R107	ISHARES S&P GSCI COMMODITY I	505	15001 48	16654 9
Savings & Temp Inv	0101643000	VP0528308	FEDERATED TREAS OBL FD 68	37762 67	37762 67	37762 67
Savings & Temp Inv	0101643000	VP0528308	FEDERATED TREAS OBL FD 68	33959 07	33959 07	33959 07
Invest - Other	0101643000	901165100	TWEEDY BROWNE FD GLOBAL VALUE #1	708 232	11700	15474 87
Invest - Other	0101643000	921909602	VANGUARD TOTAL INTL STOCK INDEX #113	730 972	14283 19	9546 49
Invest - Other	0101643000	464287630	ISHARES RUSSELL 2000 VALUE INDEX FD	250	13665 18	16410
Invest - Other	0101643000	464287481	ISHARES TR RUSSELL MIDCAP GROWTH	585	27002 43	32204 25
Invest - Other	0101643000	78467Y107	SPDR S&P MIDCAP 400 ETF TRUST	250	25711 42	39872 5
Invest - Other	0101643000	277911491	EATON VANCE FLOATING RATE FD-I #924	10404 07	93753 52	91659 83
Invest - Other	0101643000	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	2377 179	30000	29405 7
Invest - Other	0101643000	464287234	ISHARES TR MSCI EMERGING MARKETS	1025	34922 9	38888 5
Invest - Other	0101643000	922908553	VANGUARD REIT VIPER	1055	39769 89	61190
Invest - Other	0101643000	464288885	ISHARES MSCI EAFE GROWTH	640	29695	33286 4
Invest - Other	0101643000	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	575	20064 05	18302 25
Other Assets	0101643000	MIX019092	ADAMS CO , CO MI000477	1	1	31336 8
Other Assets	0101643000	MIX019100	ELBERT CO , CO 1/2 M I	1	1	1
Other Assets	0101643000	MIX019118	ELBERT CO , CO MI000521	1	1	1
Other Assets	0101643000	MIX019126	ELBERT CO , CO MI000953	1	1	1
Other Assets	0101643000	MSX018894	CARBON POWER & LIGHT INC	1	1	1
Invest - Other	0101643000	123998007	CB RICHARD ELLIS REALTY TRUST	4347 826	38271 1	43478 26
Cash	0101643000				263 69	263 69
					1390655 36	1646340 89

43000

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

GIRLS INC

Street

120 WALL STREET

City

NEW YORK

State

NY

Zip Code

10005

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

DISCOVERY SCIENCE CENTER

Street

2500 N MAIN ST

City

SANTA ANA

State

CA

Zip Code

92705

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

DENVER MUSEUM OF NATURE AND SCIENCE

Street

2001 COLORADO BLVD

City

DENVER

State

CO

Zip Code

80205

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

COLORADO NEUROLOGICAL INSTITUTE

Street

701 EAST HAMPDEN AVE SUITE 330

City

ENGLEWOOD

State

CO

Zip Code

80110-2776

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

CRAIG HOSPITAL

Street

3425 SOUTH CLARKSON STREET

City

ENGLEWOOD

State

CO

Zip Code

80113

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

YOUTHBIZ INC

Street

1617 E 35TH AVE

City

DENVER

State

CO

Zip Code

80205

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

43000

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

JUNIOR ACHIEVEMENT ROCKY MOUNTAIN INC

Street

1445 MARKET STREET #200

City

DENVER

State

CO

Zip Code

80202

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

CHILDRENS MUSEUM OF DENVER

Street

2121 CHILDREN'D MUSEUM DRIVE

City

DENVER

State

CO

Zip Code

80211

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

METROPOLITAN STATE COLLEGE OF DENVER

Street

PO BOX 173362

City

DENVER

State

CO

Zip Code

80217

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

COLORADO UPLIFT

Street

3914 KING STREET

City

DENVER

State

CO

Zip Code

80211

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

CHILDREN'S HOSPITAL FOUNDATION

Street

13123 EAST 16TH AVENUE

City

AURORA

State

CO

Zip Code

80045

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

										Amount		Totals					
										Long Term CG Distributions		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
										Short Term CG Distributions		3,051		380,130		8,679	

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals						
									Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Net Gain or Loss	
Long Term CG Distributions									Amount		5,848				
Short Term CG Distributions											3,051				
52															
53															
54															
55															
56															
57															
58															
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70															
71															
72															
73															
74															
75															
76															
77															
78															
									Gross Sales		388,809	380,130		8,679	
									Other sales		3,150	0		3,150	

Line 11 (990-PF) - Other Income

		7,447	7,447	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OMG INCOME	7,390	7,390	
2	STATE REFUND	57	57	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16b (990-PF) - Accounting Fees

		1,089	0	0	1,089
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,089			1,089
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	313			
2	ESTIMATED EXCISE TAX PAID	709			
3	FOREIGN TAX WITHHELD	350	350		
4					
5					
6					
7					
8					
9					
10					
		1,372	350		0

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TRUSTEE FEES				
2	ADR FEES	1	1		
3	STATE AG FEES				
4	OMG EXPENSES	1,450	1,450		
5	PARTNERSHIP FEES	251	251		
6	I-SHARE EXPENSES	129	129		
7					
8					
9					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Mutual Fund & CTF Income Additions	1	914
2	Total	2	914

Line 5 - Decreases not included in Part III, Line 2

1	Cost Basis Adjustment	1	3,044
2	Mutual Fund & CTF Income Subtractions	2	1,087
3	Undistributed CTF Capital Loss	3	486
4	PY Return of Capital Adjustment	4	1,729
5	Total	5	6,346

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount		Long Term CG Distributions														2,930			
		Short Term CG Distributions		Short Term CG Distributions																	
						Totals		383,060		0		380,130		2,930		0		0		2,930	
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses								
1	AT & T INC	00206R102		9/11/2000	9/8/2011	16,770	0	27,467	-10,697			0	-10,697								
2	BANK NEW YORK MELLON CORP COM	064058100		8/11/2008	11/3/2011	2,632	0	4,832	-2,200			0	-2,200								
3	BANK NEW YORK MELLON CORP COM	064058100		9/8/2011	11/3/2011	3,159	0	3,104	55			0	55								
4	WSC - SALES PROCEEDS	20441W203		6/13/2011	6/13/2011	7	0	0	7			0	7								
5	WALT DISNEY CO	254687106		10/9/2007	9/8/2011	7,454	0	8,098	-644			0	-644								
6	DODGE & COX INT'L STOCK FD #1048	256206103		4/21/2006	9/8/2011	15,253	0	20,216	-4,963			0	-4,963								
7	DODGE & COX INT'L STOCK FD #1048	256206103		6/5/2006	9/8/2011	3,125	0	4,000	-875			0	-875								
8	DOMINION RES INC VA	25746U109		1/5/2009	9/8/2011	18,003	0	13,740	4,263			0	4,263								
9	ECOLAB INC	278865100		2/22/2005	9/8/2011	5,257	0	3,185	2,072			0	2,072								
10	EMERSON ELECTRIC CO	291011104		7/9/1999	9/8/2011	13,317	0	9,546	3,771			0	3,771								
11	GENERAL ELECTRIC CO	369604103		3/15/2000	9/8/2011	6,873	0	18,620	-11,747			0	-11,747								
12	GENERAL ELECTRIC CO	369604103		8/31/2004	9/8/2011	6,248	0	12,980	-6,732			0	-6,732								
13	HEWLETT PACKARD CO	428236103		1/5/2000	9/8/2011	9,732	0	16,392	-6,660			0	-6,660								
14	HEWLETT PACKARD CO	428236103		9/11/2000	9/8/2011	1,216	0	2,924	-1,708			0	-1,708								
15	HEWLETT PACKARD CO	428236103		12/21/2000	9/8/2011	3,528	0	4,615	-1,087			0	-1,087								
16	HONEYWELL INTERNATIONAL INC	438516106		3/5/2008	9/8/2011	9,780	0	12,352	-2,572			0	-2,572								
17	HONEYWELL INTERNATIONAL INC	438516106		4/8/2009	9/8/2011	3,027	0	1,921	1,106			0	1,106								
18	INTERNATIONAL BUSINESS MACHS CO	459200101		7/29/1999	9/8/2011	16,697	0	12,546	4,151			0	4,151								
19	JPMORGAN CHASE & CO	46625H100		4/19/2000	9/8/2011	859	0	1,298	-439			0	-439								
20	MEDCO HEALTH SOLUTIONS INC	58405U102		8/13/2010	9/8/2011	11,442	0	10,079	1,363			0	1,363								
21	MICROSOFT CORP	594918104		6/15/1999	9/8/2011	9,089	0	13,683	-4,594			0	-4,594								
22	MICROSOFT CORP	594918104		5/26/2000	9/8/2011	2,078	0	2,445	-367			0	-367								
23	NATIONAL OILWELL INC COM	637071101		4/8/2011	9/8/2011	7,883	0	9,456	-1,573			0	-1,573								
24	OMNICOM GROUP	681919106		9/27/2007	5/25/2011	23,030	0	24,230	-1,200			0	-1,200								
25	ORACLE CORPORATION	68389X105		9/23/2010	9/8/2011	11,820	0	11,829	-9			0	-9								
26	ORACLE CORPORATION	68389X105		3/9/2010	9/8/2011	2,062	0	1,871	191			0	191								
27	PNC FINANCIAL SERVICES GROUP	693475105		7/28/2010	4/8/2011	9,482	0	9,069	413			0	413								
28	PEPSICO INC	713448108		6/24/1999	4/8/2011	16,462	0	8,926	7,536			0	7,536								
29	PFIZER INC 4.450% 3/15/12	717081CZ4		3/18/2009	12/8/2011	25,264	0	24,966	298			0	298								
30	PRAXAIR INC COM	74005P104		3/30/2010	9/8/2011	13,210	0	11,082	2,128			0	2,128								
31	PRINCIPAL FINANCIAL GROUP	74251V102		11/6/2009	9/8/2011	7,098	0	7,626	-528			0	-528								
32	PUBLIC SVC ENTERPRISE GROUP INC	744573106		12/27/2002	9/8/2011	26,439	0	12,708	13,731			0	13,731								
33	SCHLUMBERGER LTD	806857108		10/31/2000	9/8/2011	7,554	0	3,788	3,766			0	3,766								
34	TARGET CORP	87612E106		9/9/1999	9/8/2011	13,802	0	7,874	5,928			0	5,928								
35	AFLAC INC	001055102		12/27/2006	9/8/2011	1,240	0	1,597	-357			0	-357								
36	AFLAC INC	001055102		7/2/2003	9/8/2011	6,021	0	5,251	770			0	770								
37	VERIZON COMMUNICATIONS	92343V104		8/19/2003	9/8/2011	14,168	0	12,843	1,325			0	1,325								
38	UNITED TECHNOLOGIES CORP	913017109		12/27/2002	9/8/2011	18,829	0	7,952	10,877			0	10,877								
39	VANGUARD TOTAL INTL STOCK INDX #	921909602		8/2/2007	12/22/2011	10,000	0	15,019	-5,019			0	-5,019								
40	POWERSHARES					508	0	0	508			0	508								
41	I-SHARES					2,642	0	0	2,642			0	2,642								
42						0	0	0	0			0	0								
43						0	0	0	0			0	0								
44						0	0	0	0			0	0								
45						0	0	0	0			0	0								
46						0	0	0	0			0	0								
47						0	0	0	0			0	0								
48						0	0	0	0			0	0								
49						0	0	0	0			0	0								
50						0	0	0	0			0	0								
51						0	0	0	0			0	0								
52						0	0	0	0			0	0								
53						0	0	0	0			0	0								
54						0	0	0	0			0	0								
55						0	0	0	0			0	0								
56						0	0	0	0			0	0								
57						0	0	0	0			0	0								
58						0	0	0	0			0	0								

Kind(s) of Property Sold	Amount		Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	Long Term CG Distributions	Short Term CG Distributions									
	5,848	3,051									2,930
59					0	0	0			0	0
60					0	0	0			0	0
61					0	0	0			0	0
62					0	0	0			0	0
63					0	0	0			0	0
64					0	0	0			0	0
65					0	0	0			0	0
66					0	0	0			0	0
67					0	0	0			0	0
68					0	0	0			0	0
69					0	0	0			0	0
70					0	0	0			0	0
71					0	0	0			0	0
72					0	0	0			0	0
73					0	0	0			0	0
74					0	0	0			0	0
75					0	0	0			0	0
76					0	0	0			0	0
77					0	0	0			0	0
78					0	0	0			0	0

Part

	0	0	
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/10/2011	2	709
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	709