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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
RUTH ELEANOR & JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION

A Employer identification number
87-6116540

Number and street (or P O box number if mail is not delivered to street address)
136 SOUTH MAIN

Room/suite

B Telephone number (see page 10 of the instructions)
(801) 364-2045

City or town, state, and ZIP code
SALT LAKE CITY, UT 84101

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 ☐

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, col. (c), line 16) \$ 19,466,803










J Accounting method ☐ Cash ☒ Accrual ☐ 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 page 11 of the 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	6,450	9,961		
	4 Dividends and interest from securities.	630,449	637,664		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	130,545			
	b Gross sales price for all assets on line 6a _____ 3,796,049				
	7 Capital gain net income (from Part IV, line 2)		169,733		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-1,046,449	-709		
	12 Total. Add lines 1 through 11	-279,005	816,649		
	13 Compensation of officers, directors, trustees, etc	20,000	3,000		17,000
	14 Other employee salaries and wages	45,236	6,785		38,451
	15 Pension plans, employee benefits	4,173	626		3,547
	16a Legal fees (attach schedule).	614	522		92
	b Accounting fees (attach schedule).	12,000	10,200		1,800
	c Other professional fees (attach schedule)	71,810	113,898		
	17 Interest		808		
	18 Taxes (attach schedule) (see page 14 of the instructions)	22,367	12,201		3,257
	19 Depreciation (attach schedule) and depletion . . .	96	96		
	20 Occupancy	9,254	1,388		7,866
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	10,710	1,606		9,104
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	196,260	151,130		81,117
	25 Contributions, gifts, grants paid	1,382,949			1,382,949
	26 Total expenses and disbursements. Add lines 24 and 25	1,579,209	151,130		1,464,066
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,858,214			
	b Net investment income (if negative, enter -0-)		665,519		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form 990-PF (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	11,138	386	386
	2	Savings and temporary cash investments	841,860	609,005	609,005
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)		 130,345	130,345
	b	Investments—corporate stock (attach schedule)	20,456,855	 11,172,048	11,172,048
	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)		 7,545,677	7,545,677
	14	Land, buildings, and equipment basis ▶ 18,135 Less accumulated depreciation (attach schedule) ▶ 16,797		 1,338	1,338
Liabilities	15	Other assets (describe ▶ _____)	 12,004	 8,004	 8,004
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	21,321,857	19,466,803	19,466,803
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 1,012	 4,172	
	23	Total liabilities (add lines 17 through 22)	1,012	4,172	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	21,320,845	19,462,631	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	21,320,845	19,462,631	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	21,321,857	19,466,803	

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	21,320,845
2	Enter amount from Part I, line 27a	2	-1,858,214
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	19,462,631
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	19,462,631

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)
1 a	CAPITAL GAINS FROM PRTNSHP INVESTMENTS	P		
b	PUBLICLY TRADED SECURITIES	P		
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 39,188			39,188
b 3,756,861		3,626,316	130,545
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			39,188
b			130,545
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	169,733
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,207,453	19,435,107	0 06213
2009	1,302,618	18,240,461	0 07141
2008	1,383,459	24,846,705	0 05568
2007	1,290,834	29,443,307	0 04384
2006	1,238,074	27,078,943	0 04572

2	Total of line 1, column (d).	2	0 27878
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 05576
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	20,789,682
5	Multiply line 4 by line 3.	5	1,159,170
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,655
7	Add lines 5 and 6.	7	1,165,825
8	Enter qualifying distributions from Part XII, line 4.	8	1,464,066

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	6,655	
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2		
3		Add lines 1 and 2.		3	6,655	
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	6,655	
6		Credits/Payments				
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,860		
b		Exempt foreign organizations—tax withheld at source	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c	4,000		
d		Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	8,860	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	23	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	2,182	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax	2,182	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
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)?			No
	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?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) UT _____			
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 .	8b	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.ruthandjohnbambergermemorialfdn.org	13	Yes	
14	The books are in care of ELEANOR ROSER Telephone no (801) 364-2045 Located at 136 SOUTH MAIN SUITE 418 SALT LAKE CITY UT ZIP+4 84101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
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		No
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 20____, 20____, 20____, 20____ <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 page 20 of the instructions).	2b		No
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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 page 22 of the instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		No
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
	b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
	b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	20,627,965
b	Average of monthly cash balances.	1b	470,307
c	Fair market value of all other assets (see page 24 of the instructions).	1c	8,004
d	Total (add lines 1a, b, and c).	1d	21,106,276
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	
3	Subtract line 2 from line 1d.	3	21,106,276
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	316,594
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,789,682
6	Minimum investment return. Enter 5% of line 5.	6	1,039,484

Part XI

Distributable Amount (see page 25 of the 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	1,039,484
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	6,655
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,655
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,032,829
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,032,829
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,032,829

Part XII

Qualifying Distributions (see page 25 of the 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	1,464,066
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	1,464,066
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 page 26 of the instructions).	5	6,655
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,457,411
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2011			
a	Enter amount for 2010 only.			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2011			
a	From 2006.			
b	From 2007.			
c	From 2008.			
d	From 2009.			
e	From 2010.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,464,066			
a	Applied to 2010, but not more than line 2a			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2011 distributable amount.			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b	Prior years' undistributed income Subtract line 4b from line 2b.			
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. . .			
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.			
10	Analysis of line 9			
a	Excess from 2007.			
b	Excess from 2008.			
c	Excess from 2009.			
d	Excess from 2010.			
e	Excess from 2011.			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

BAMBERGER MEMORIAL FOUNDATION
136 SOUTH MAIN SUITE 418
SALT LAKE CITY, UT 84101
(801) 364-2045

b

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

APPLICATION IN LETTER FORMAT, DESCRIPTION OF PROGRAM WITH RELATED ATTACHMENTS, LIST OF BOARD OF DIRECTORS, SOURCES OF FUNDING, 501(C)3 STATUS, AND LAST AUDIT. SIX LEGIBLE COPIES SHOULD BE PROVIDED.

c

Any submission deadlines

MARCH 3 & OCTOBER 6

d

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

N/A

Form 990-PF (2011)

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,382,949
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	6,450	
4	Dividends and interest from securities. . . .			14	630,449	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			14	136	
8	Gain or (loss) from sales of assets other than inventory			18	130,545	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a <u>UNREALIZED INVEST GAINS</u>			18	-1,046,585	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				-279,005	
13	Total. Add line 12, columns (b), (d), and (e).			13		-279,005

[illegible]

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	*****			2012-11-09	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature ▶ DOUGLAS R HARDY		Date	Check if self-employed <input checked="" type="checkbox"/>
		Firm's name ▶ Sorensen Vance & Company PC			Firm's EIN ▶
3115 E Lion Lane Suite 220					
Firm's address ▶ Salt Lake City, UT 84121			Phone no (801) 733-5055		

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Additional Data

Software ID: 11000144
Software Version: 2011v1.2
EIN: 87-6116540
Name: RUTH ELEANOR & JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
CLARK P GILES	Trustee 2 00	4,000		
136 SOUTH MAIN SALT LAKE CITY,UT 84101				
ELEANORE ROSER	Trustee 2 00	4,000		
136 SOUTH MAIN SUITE 418 SALT LAKE CITY,UT 84101				
JULIE BARRETT	Trustee 2 00	4,000		
136 SOUTH MAIN SUITE 418 SALT LAKE CITY,UT 84101				
CAROL OLWELL	Trustee 2 00	4,000		
136 SOUTH MAIN SUITE 418 SALT LAKE CITY,UT 84101				
HARRIS SIMMONS	Trustee 2 00	4,000		
136 SOUTH MAIN SUITE 418 SALT LAKE CITY,UT 84101				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WESTMINSTER COLLEGE1840 S 1300 E SALT LAKE CITY,UT 84105	NONE	PUBLIC	SCHOLARSHIPS	48,000
WEBER STATE UNIVERSITY3848 HARRISON BLVD OGDEN,UT 84408	NONE	PUBLIC	SCHOLARSHIPS	18,188
UNIVERSITY OF UTAH201 PRESIDENTS CIR RM 201 SALT LAKE CITY,UT 84112	NONE	PUBLIC	SCHOLARSHIPS	144,858
DIXIE STATE COLLEGE225 S 700 E ST GEORGE,UT 84770	NONE	PUBLIC	SCHOLARSHIPS	32,880
COLLEGE OF EASTERN UTAH451 E 400 N PRICE,UT 84501	NONE	PUBLIC	SCHOLARSHIPS	14,832
SEE ATTACHED STATEMENT VARIOUS VARIOUS,UT 99999	NONE	PUBLIC	VARIOUS	1,124,191
Total			3a	1,382,949

TY 2011 Accounting Fees Schedule

Name: RUTH ELEANOR & JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION

EIN: 87-6116540

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	12,000	10,200	0	1,800

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: RUTH ELEANOR & JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION

EIN: 87-6116540

Software ID: 11000144

Software Version: 2011v1.2

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2011-08-17	1,434		91	5 0000	96			

TY 2011 Investments Corporate Stock Schedule

Name: RUTH ELEANOR & JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION

EIN: 87-6116540

Software ID: 11000144

Software Version: 2011v1.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OTHER SECURITIES - SEE ATTACHED	34,321	34,321
SECURITIES - SEE ATTACHED	11,137,727	11,137,727

**TY 2011 Investments Government
Obligations Schedule**

Name: RUTH ELEANOR & JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION

EIN: 87-6116540

Software ID: 11000144

Software Version: 2011v1.2

**US Government Securities - End of
Year Book Value:** 130,345

**US Government Securities - End of
Year Fair Market Value:** 130,345

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2011 Investments - Other Schedule

Name: RUTH ELEANOR & JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION

EIN: 87-6116540

Software ID: 11000144

Software Version: 2011v1.2

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS - SEE ATTACHED	FMV	2,064,714	2,064,714
MUTUAL FUNDS - SEE ATTACHED	FMV	5,480,963	5,480,963

TY 2011 Land, Etc. Schedule

Name: RUTH ELEANOR & JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION

EIN: 87-6116540

Software ID: 11000144

Software Version: 2011v1.2

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	1,434	96	1,338	1,338
Furniture and Fixtures	16,701	16,701		

TY 2011 Legal Fees Schedule

Name: RUTH ELEANOR & JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION

EIN: 87-6116540

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	614	522	0	92

TY 2011 Other Assets Schedule

Name: RUTH ELEANOR & JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION

EIN: 87-6116540

Software ID: 11000144

Software Version: 2011v1.2

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MINING CLAIMS	8,004	8,004	8,004

TY 2011 Other Expenses Schedule

Name: RUTH ELEANOR & JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION

EIN: 87-6116540

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	3,076	461		2,615
GENERAL EXPENSE	7,634	1,145		6,489

TY 2011 Other Income Schedule

Name: RUTH ELEANOR & JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION

EIN: 87-6116540

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
UNREALIZED INVEST GAINS	-1,046,585		
Other Investment Income	136	-709	

TY 2011 Other Liabilities Schedule

Name: RUTH ELEANOR & JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION

EIN: 87-6116540

Software ID: 11000144

Software Version: 2011v1.2

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE		3,000
PAYROLL WITHHOLDING	1,012	1,172

TY 2011 Other Professional Fees Schedule

Name: RUTH ELEANOR & JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION

EIN: 87-6116540

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	71,810	113,898	0	0

TY 2011 Taxes Schedule

Name: RUTH ELEANOR & JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION

EIN: 87-6116540

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAXES	350	140		210
PAYROLL TAXES	3,585	538		3,047
FOREIGN TAX ON INVESTMENTS	11,432	11,523		
FEDERAL EXCISE TAX	7,000			

**RUTH ELEANOR BAMBERGER AND JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION**

**Schedule II - Contributions to Charitable,
Educational and Scientific Organizations
Year Ended December 31, 2011**

Organization	Amount
Ability Found	\$ 5.000
Alliance House	10.000
American Cancer Society	10.000
American Indian Services	20.000
American Lung Association	3.000
American Red Cross	5.000
Assistance League of Salt Lake City	5.000
Big Brothers & Big Sisters of Utah	2.500
Boys & Girls Clubs of Greater Salt Lake	10.000
Boys & Girls Clubs of South Valley	10.000
Camp Hobe	3.000
Catholic Community Services of Utah	10.000
Center for Documentary Arts	3.000
Children's Center	5.000
Children's Service Society of Utah	10.000
Community Nursing Services	10.000
Cottage of Hope	10.000
Crossroads Urban Center	7.500
DATC	10.000
Discovery Gateway	3.000
Electroregeneration Society	5.000
Family Connection Center	8.691
Family Counseling Center	3.000
Family Counseling Service	3.000
Family Support Center	3.000
Family Support Center, Cedar City	6.000
Family Support Center, St George	5.000
Friends for Sight	3.500
Guadalupe Schools	18.000
Habitat for Humanity	5.000
Inclusion Center	5.000
Inter Specialized Abuse Treatment Center	10.000
Iron County Care & Share	10.000
Jewish Community Center	10.000
Jewish Family Services	15.000
Judge Memorial Catholic High School	5.000
Junior Achievement of Utah	3.000
Junior League of Salt Lake City	20.000
Kostopulos Dream Foundation	5.000
Legal Aid Society of Salt Lake	10.000
Leonardo	5.000
Make-A-Wish Foundation	5.000
Maliheh Free Clinic	15.000
McGillis School	20.000
NAMI Utah	5.000
National Ability Center	5.000
Nature Conservancy	25.000
Neighborhood House	15.000
NeighborWorks Salt Lake	2.000

See independent accountant's review report

**RUTH ELEANOR BAMBERGER AND JOHN ERNEST BAMBERGER
MEMORIAL FOUNDATION**

**Schedule II - Contributions to Charitable,
Educational and Scientific Organizations
Year Ended December 31, 2011**

Odyssey House	5.000
People Helping People	10.000
Planned Parenthood	10.000
Prevent Child Abuse Utah	10.000
Rape Recovery Center	5.000
Regence Caring Foundation	10.000
Road Home	15.000
Ronald McDonald House	5.000
Rowland Hall-St Mark's School	202.000
Salt Lake Donated Dental Services	5.000
Salt Lake Sexual Assault Nurse Examiners	8.000
Sarah Daft Home	5.000
Sharing Place	3.000
South Valley Sanctuary	20.000
U of U College of Nursing	50.000
U of U Lowell Bennion Service Center	5.000
U of U Museum of Natural History	5.000
U of U Undergraduate Advancement (LEAP)	20.000
Utah AIDS Foundation	3.000
Utah Council of the Blind	5.000
Utah Food Bank	5.000
Utah Foundation for the Blind	10.000
Utah Health & Human Rights	10.000
Utah Museum of Natural History	100.000
Utah Valley University Foundation	5.000
Utah Youth Village	25.000
Volunteers of America	15.000
Wasatch Academy	10.000
Wasatch Adaptive Sports	3.000
Waterford School	10.000
West Ridge Academy	10.000
Westminster College	80.000
Work Activity Center	3.000
YMCA	10.000
YWCA	25.000

TOTAL

\$ 1,124,191

See independent accountant's review report

RUTH ELEANOR BAMBERGER AND JOHN ERNEST BAMBERGER MEMORIAL FOUNDATION

Schedule I - Investments

As of December 31, 2011

	<u>Carrying Value</u>
Marketable Securites, at fair value	
Common Stocks	
ABB LTD Sponsored ADR	\$ 16,476
Abbott Lab	31,489
Adidas	23,740
Arm Hlds PLC Sponsored ADR	9,574
Allianz	13,874
Allstate	20,146
Altera	10,388
Alumina	9,796
Amazon	19,387
American Express	21,462
Anheuser-Busch	18,907
Apple	47,790
Applied Materials	11,888
Arcelormittal	15,643
ASML Holding	21,522
AT&T Inc	26,218
Autodesk	8,492
Baker Hughes	17,997
Banco Santander S A	14,611
Bank New York Mellon	16,724
Barclays	16,925
BG PLC ADR Final Installmt	21,507
BHP Billiton	13,773
Blackrock Inc CL A	26,380
BNP Paribas Sponsored ADR	11,692
Boeing Co	27,506
BP P L C Sponsored ADR	10,258
Bristol Myers Squibb Co	24,139
Canadian Natl Ry Co Com	23,411
Canadian Nt Res	12,706
Canon Inc	45,053
Carnival Corp	24,186
Check Point	9,720
Chevron Corp	59,903
Citrix	17,305
CME Group	16,813
Cnooc Ltd Spons	20,962
Coca Cola Co	38,484
Compass Group PLC Sponsored ADR New	18,202
ConocoPhillips	14,574
Costco Whsl Corp New	22,080
Covidien PLC	14,178
Credit Suisse Group	34,023
Danaher	31,046
Danone	13,146
Dassault Sys S A Spons	9,890
DBS Group	11,334
Dominion	20,701
Dow Chemical Co	20,506
Du Pont De Nemours & Co	23,577
Eaton Corp	15,236
Embraer S A Spons	18,234
EMC	21,002
Ensco PLC Spon	40,820
Ericsson LM Tel Co ADR CL B	16,005
Exxon Mobil Corp	4,438,034

See independent accountant's review report

RUTH ELEANOR BAMBERGER AND JOHN ERNEST BAMBERGER MEMORIAL FOUNDATION

Schedule I - Investments

As of December 31, 2011

	Carrying Value
Fanuc Ltd Japan	18,191
Flsmidth & Co	10,410
Franklin Resources Inc	17,291
Freeport-McMoran Copper	8,462
Fresenius Medical Care AG	22,977
GDR ASSA ABLOY AB	22,877
GEA Group AG ADR	17,856
General Electric Co	2,313,793
Givaudan	13,635
Goldman Sachs Group	16,097
Google	29,066
Grainger	16,286
H J Heinz	18,103
Hang Lung PPTYS LTD Spons	9,173
Hennes & Mauritz	23,825
Hong Kong Exchanges & Clearing	11,957
Husqvarna	8,064
Iberdrola	13,014
Intl Business Machines Corp	37,879
IND & Comm BK	16,378
Infineon Tech	9,050
ING Groep	27,275
Intel Corp	27,403
Invesco	18,483
Itau Unibanco Hldg	44,507
Jeronimo Martins	17,655
Johnson & Johnson	28,527
Johnson Controls	22,351
JP Morgan Chase & Co	43,391
Kddi Corp	11,399
Kingfisher	22,793
Komatsu Ltd Spons	20,030
Kraft Foods Inc CL A	12,516
Kubota Corp	16,624
Las Vegas Sands	4,828
LI & Fung	15,256
Lvmh Moet Hennessy Louis Vuiton ADR	29,308
Masco Corp	13,048
McDonalds	18,059
McKesson	24,152
Medtronic	25,819
Mercadolibre	12,011
Merck	23,374
Metlife	23,385
MFC Ishares Tr Russell	104,022
Microsoft	27,128
Mitsubishi UFJ Finl Group	30,864
MLP KKR & Co	20,207
National Grid Transco PLC	10,908
Nat'l Oilwell	19,717
Nestle S A Spons	21,872
New York Community Bancorp	20,472
Newell Rubbermaid	26,325
NII Hldgs	9,585
Nike	13,010
Noble Energy	13,215
Norfolk South	21,129
Novartis	74,378
Novo-Nordisk	26,856

See independent accountant's review report

RUTH ELEANOR BAMBERGER AND JOHN ERNEST BAMBERGER MEMORIAL FOUNDATION

Schedule I - Investments

As of December 31, 2011

	Carrying Value
NTT Docomo	14,955
Omnicom Group Inc	39,230
Oracle	22,700
Orascom	3,749
Pearson PLC	16,794
Pepsico	15,592
Petroleo Brasileiro	15,159
Pfizer Inc	25,773
Potash Corp Sask	17,957
Precision	10,876
Principal Finl Group	15,252
Procter & Gamble	26,017
Prudential PLC ADR	49,385
Publics	15,506
Qualcomm	40,205
Reckitt Benckiser	27,837
Roche Hldg LTD Spon	30,423
Rolls-Royce	19,340
Sabmiller PLC Spons	9,569
Salesforce	15,726
Sanofi-Aventis Spons	16,991
SAP AG Spons	43,737
Sberbank Russia	13,051
Schlumberger	72,750
Siemens	41,304
Simon Property Group Inc New	25,401
Societe Generale France Spons	7,804
Southern Copper	4,678
Spectra Energy Corp Com	30,443
Staples	18,196
Sterlite	5,509
Swatch	11,538
Talisman Energy	13,579
Tech Resources	10,487
Telefonica	12,824
Tencent Hldgs	16,676
Tesco PLC Spons	38,132
Teva Pharmaceuticals	43,710
3M Co	15,937
Tokio Marine Hldgs	15,180
Toyota Motor	23,079
Travelers	12,722
Turkiye Garanti Bankasi	12,751
UnitedHealth Group	24,326
United Technologies Corp	13,522
US Bancorp	19,070
V F Corp	25,398
Vales (Companhia)	13,192
Verizon Communications	12,237
Virgin Media	13,576
Vodafone Group PLC	42,550
Volkswagen	29,521
Wal-Mart De Mexico	16,160
Wal-Mart Stores Inc	33,764
Walt Disney	14,063
Wells Fargo	46,521
Whole Foods	22,614
WPP Group PLC American	17,497
Xstrata	7,844

See independent accountant's review report

RUTH ELEANOR BAMBERGER AND JOHN ERNEST BAMBERGER MEMORIAL FOUNDATION

Schedule I - Investments

As of December 31, 2011

	<u>Carrying Value</u>
Yandex	7,427
Zions Bancorp	664,220
Total common stocks	<u><u>\$ 11,137,727</u></u>
Mutual Funds	
MFB No FDS Global Real Estate Index Fund	\$ 415,533
MFB Northern Emerging Markets Equity Index Fund	974,351
MFB Northern FDS Small CAP Value Fund	562,354
MFB Northern FDS Ultra Short Fixed	149,644
MFB Northern High Yield Fixed Income Fund	1,186,628
MFB Northern Intl Equity Fund	545,812
MFB Northern Multi-Manager Emerging	97,470
MFB Northern Multi-Manager Mid CAP Fund	572,704
MFO Pimco FDS PAC INVT MGMT	480,603
MFO Vanguard Inflation Protected Sec Fd	495,864
Total mutual funds	<u><u>\$ 5,480,963</u></u>
Government Bonds	
US Treasury Notes Index Linked 2 375% DUE 01-15-2017	\$ 130,345
Total government bonds	<u><u>\$ 130,345</u></u>
Other	
HF Northern Trust Diversified Hedge	\$ 1,121,317
Northern Trust Private Equity Fund III	688,100
Northern Trust Private Fund IV	88,108
MFC SPDR Gold	167,189
Total other	<u><u>\$ 2,064,714</u></u>
Marketable Securites, at lower of cost or fair value	
Common Stocks	
Alaska Mining Co	\$ 880
Naildriver Mng Co	276
Premium Oil Co	9,415
Premoco CDT	1,702
Quality Oil Co	2,956
United Delamar Mining Co	19,092
Total marketable securities, at lower of cost or fair value	<u><u>\$ 34,321</u></u>

See independent accountant's review report