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 , 2011, and ending , 20

Name of foundation ODYSSEY FOUNDATION	A Employer identification number 88-0436019
Number and street (or P.O box number if mail is not delivered to street address) P.O. BOX 712320 — Room/suite	B Telephone number (see instructions) 801-944-7722
City or town, state, and ZIP code SALT LAKE CITY, UTAH 84171-2320	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,520,295 — J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	114,507	112,382		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	254,108			
	b	Gross sales price for all assets on line 6a 1,446,684				
	7	Capital gain net income (from Part IV, line 2)		254,108		
	8	Net short-term capital gain			13,317	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) Sch. B	17,698	17,698		
	12	**Total.** Add lines 1 through 11	386,313	384,188	13,317	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Sch. D	3,335	3,335	3,335	3,335
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) Sch. F	10,315	10,315	10,315	10,315
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,650	13,650	13,650	13,650
	25	Contributions, gifts, grants paid	180,000			180,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	193,650	13,650	13,650	193,650
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	192,663			
	b	**Net investment income** (if negative, enter -0-)		370,538		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing	2,113	17,246	17,246
2	Savings and temporary cash investments	172,245	111,123	111,123
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	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)			
b	Investments—corporate stock (attach schedule)	810,137	0	0
c	Investments—corporate bonds (attach schedule) Sch H	511,711	586,525	597,520
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule) Sch I	1,866,887	2,841,041	2,794,406
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	3,363,273	3,555,935	3,520,295
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
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	3,363,273	3,555,935	
30	**Total net assets or fund balances** (see instructions)	3,363,273	3,555,935	
31	**Total liabilities and net assets/fund balances** (see instructions)	3,363,273	3,555,935	

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	3,363,273
2	Enter amount from Part I, line 27a	2	192,663
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,555,935
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	3,555,935

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				
b	SEE ATTACHED SCHEDULE "L"			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b	1,446,684		1,192,576	254,108
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b	N/A	N/A	N/A	254,108
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	254,108
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	13,317

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col (c))
2010	83,004	3,372,584	.0246114
2009	120,116	2,875,480	.0417725
2008	240,438	3,546,308	.0677995
2007	228,054	4,279,042	.0532956
2006	178,773	3,943,782	.0453303

2	**Total** of line 1, column (d)	2	.2328094
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	.0465619
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,759,023
5	Multiply line 4 by line 3	5	175,027
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,705
7	Add lines 5 and 6	7	178,733
8	Enter qualifying distributions from Part XII, line 4	8	200,635

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary—see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	3,705
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	3,705
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	3,705
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any **penalty** for underpayment of estimated tax. Check here ☑ if Form 2220 is attached	8	42
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	3,747
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax ▶** **Refunded ▶**	11	

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		✓
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)?	1b		✓
	*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		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		✓
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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?	6	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NEVADA			
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		✓
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*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ ODYSSEY FOUNDATION Telephone no. ▶ 801-944-7722

Located at ▶ 6322 SOUTH 3000 EAST, SUITE 120, SLC, UTAH ZIP+4 ▶ 84121

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

			Yes	No
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		✓
	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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
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		✓
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? ☐ Yes ☑ 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		
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? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

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

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

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

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

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		
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 SEE ATTACHED SCHEDULE "O"	
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	
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	3,708,138
b	Average of monthly cash balances	1b	108,130
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,816,268
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	3,816,268
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	57,245
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,759,023
6	**Minimum investment return.** Enter 5% of line 5	6	187,951

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	187,957
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,705		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,705
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	184,246
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	184,246
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	184,246

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	193,650
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	6,985
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	200,635
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	3,705
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	196,930

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				184,246
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			20,938	
b	Total for prior years: 20___,20___,20___		-43,425		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006 -10,923				
b	From 2007 28,962				
c	From 2008 63,492				
d	From 2009 -22,889				
e	From 2010 -84,028				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2011 from Part XII, line 4: ► $ 200,635				
a	Applied to 2010, but not more than line 2a			20,938	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2011 distributable amount				179,697
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).)*				0
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b	Prior years' undistributed income. Subtract line 4b from line 2b		-43,425		
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		-43,425		
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				4,549
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)				
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 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

FRANK & JEAN ROBERTS, PO BOX 712320, SLC, UTAH 84171-2320

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE "P"				
Total . . . . . . ▶ **3a**				180,000
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) 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					
4 Dividends and interest from securities	523110		14	112,382	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	523210		19	254,108	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a MISC INCOME	523110		1	17,698	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				384,188	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 384,188

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		

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) is based on all information of which preparer has any knowledge.

▶ [signature] 7/10/12 ▶ President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
D. JEFF PECK				P00237332
Firm's name ▶ BECKSTRAND & ASSOCIATES			Firm's EIN ▶	87-0535230
Firm's address ▶ 6322 SOUTH 3000 EAST SUITE 120, SLC, UT 84121			Phone no	801-944-7722

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2011

Schedule B - Form 990-PF, Part I, line 11, Other Income

Misc Income	17,698
Inkind Contribution income	-
	17,698

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2011

Schedule D - Form 990-PF, Part I, line 18, Taxes:

Income Taxes	1,616
Foreign taxes	1,719
	3,335

Odyssey Foundation
Form 990 - PF, For the period ending December 31, 2011

Schedule F - Form 990-PF, Part I, line 23, Other Expenses:

Office Supplies	1,631
Misc expenses	42
Bank fees	6,985
Misc repairs	1,657
	10,315

Odyssey Foundation
Form 990 - PF, For the period ending December 31, 2011

Schedule H - Form 990-PF, Part II, line 10(c), Investments - Corporate Bonds:

Bond Amt	Name	Basis	FMV 31-Dec-11
75,000	FEDERAL HOME LN MTG CORP NT DTD 07/16/02 5.125% D	75,206	77,024
50,000	FEDERAL NATL MTG ASSN NT DTD 09/17/04 4.625% DUE '	48,495	55,557
50,000	UNITED STATES TREAS NT DTD 08/15/03 4.25% DUE 08/1	48,402	53,231
19,174	PIMCO TOTAL RETURN FUND INSTL	215,125	208,424
11,969	COLUMBIA INCOME OPPORTUNITIES FUND CL Z	104,348	111,674
6,309	MFS EMERGING MKTS DEBT FUND CLI	94,949	91,611
		586,525	597,520

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2011

Schedule I - Form 990-PF, Part II, line 13, Investments - Other:

Shares	Name	Basis	FMV 31-Dec-11
30,486	COMMON STOCK FUND CLASS Z SHARES	456,991	420,102
18,134	COLUMBIA LARGE CAP GROWTH FUND CLASS Z SHARES	297,040	416,727
32,799	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES	388,790	394,246
8,933	COLUMBIA VALUE AND RESTRUCTURING FUND CLASS Z SHARES	458,866	397,142
7,636	COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES	194,895	188,297
18,566	JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND	169,046	209,612
3,745	CLASS Z SHARES	51,689	61,307
1,927	CLASS Z SHARES	58,285	52,295
4,624	THORNBURG INTL VALUE FUND CL I	126,338	113,667
2,170	HARBOR INTERNATIONAL FUND INSTL CL	136,505	113,807
4,442	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES	155,841	152,415
2,849	VANGUARD MSCI EMERGING MKTS ETF	104,155	108,860
25,372	PIMCO COMMODITY REALRETURN STRATEGY FUND	242,600	165,930
		2,841,041	2,794,406

· Odyssey Foundation
Form 990 - PF, For the period ending December 31, 2011

Schedule L - Form 990-PF, Part IV, line 1, Capital Gains and Losses for tax investment income.

a		b	c	d	e	f	g	h	i	j	k	l
Description	UNITS	How Acquired	Date Acq	Date Sold	Sales Pnce	Depr	Cost/Basis	Gain/(loss)	FMV 12/31/69	Adj Basis 12/31/69	Excess of col i over j	Gains Col h -k
MOTOROLA MOBILITY HLDGS INC	41 88	PURCHASED	06-07-2006	01-13-2011	1,386 45		3,020 00	(1,633 55)				(1,633 55)
MOTOROLA MOBILITY HLDGS INC	41 88	PURCHASED	06-07-2006	01-13-2011	1,388 45		3,016 03	(1,629 58)				(1,629 58)
MOTOROLA MOBILITY HLDGS INC	(41 88)	PURCHASED	06-07-2006	01-13-2011	(1,386 45)		(3,020 00)	1,633 55				1,633 55
MOTOROLA MOBILITY HLDGS INC	132 38	PURCHASED	12-15-2006	01-13-2011	4,382 83		9,270 69	(4,887 86)				(4,887 86)
MOTOROLA MOBILITY HLDGS INC	132 38	PURCHASED	12-15-2006	01-13-2011	4,382 83		9,282 89	(4,900 06)				(4,900 06)
MOTOROLA MOBILITY HLDGS INC	(132 38)	PURCHASED	12-15-2006	01-13-2011	(4,382 83)		(9 282 89)	4,900 06				4,900 06
MOTOROLA MOBILITY HLDGS INC	18 50	PURCHASED	01-03-2008	01-13-2011	612 52		1,003 05	(390 53)				(390 53)
MOTOROLA MOBILITY HLDGS INC	18 50	PURCHASED	01-03-2008	01-13-2011	612 52		1,004 37	(391 85)				(391 85)
MOTOROLA MOBILITY HLDGS INC	(18 50)	PURCHASED	01-03-2008	01-13-2011	(612 52)		(1 004 37)	391 85				391 85
MOTOROLA MOBILITY HLDGS INC	13 25	PURCHASED	01-04-2008	01-13-2011	438 70		679 11	(240 41)				(240 41)
MOTOROLA MOBILITY HLDGS INC	13 25	PURCHASED	01-04-2008	01-13-2011	438 70		678 21	(239 51)				(239 51)
MOTOROLA MOBILITY HLDGS INC	(13 25)	PURCHASED	01-04-2008	01-13-2011	(438 70)		(679 11)	240 41				240 41
MOTOROLA SOLUTIONS INC	0 14	PURCHASED	06-07-2006	01-13-2011	5 47		12 32	(6 85)				(6 85)
MOTOROLA SOLUTIONS INC	0 14	PURCHASED	06-07-2006	01-13-2011	5 47		12 31	(6 84)				(6 84)
MOTOROLA SOLUTIONS INC	(0 14)	PURCHASED	06-07-2006	01-13-2011	(5 47)		(12 31)	6 84				6 84
KIMBERLY CLARK CORP	43 00	PURCHASED	10-01-2003	01-21-2011	2,754 87		2,207 14	547 73				547 73
MOTOROLA MOBILITY HLDGS INC	0 63	PURCHASED	01-04-2008	01-27-2011	21 62		31 99	(10 37)				(10 37)
KIMBERLY CLARK CORP	80 00	PURCHASED	09-23-2003	02-07-2011	5 189 14		4,020 92	1,168 22				1,168 22
KIMBERLY CLARK CORP	77 00	PURCHASED	10-01-2003	02-07-2011	4 994 55		3,952 32	1,042 23				1,042.23
KROGER CO	62 00	PURCHASED	09-23-2009	02-23-2011	1,430 68		1,274 87	155 81				155 81
KROGER CO	109 00	PURCHASED	09-25-2009	02-23-2011	2 515 24		2,243 11	272 13				272 13
KROGER CO	124 00	PURCHASED	09-28-2009	02-23-2011	2,861 37		2,550 02	311 35				311 35
PHILIP MORRIS INTL INC	74 00	PURCHASED	10-01-2003	02-25-2011	4,607 24		1,741 07	2,866 17				2,866 17
AMGEN INC	47 00	PURCHASED	05-25-2007	03-02-2011	2,425 63		2,425 63	0 00				-
AMGEN INC	47 00	PURCHASED	05-25-2007	03-02-2011	2,425 63		2,548 23	(122 60)				(122.60)
AMGEN INC	(47 00)	PURCHASED	05-25-2007	03-02-2011	(2,425 63)		(2 548 23)	122 60				122.60
AMGEN INC	5 00	PURCHASED	09-08-2009	03-02-2011	258 05		258 05	0 00				-
AMGEN INC	5 00	PURCHASED	09-08-2009	03-02-2011	258 05		309 81	(51 76)				(51 76)
AMGEN INC	(5 00)	PURCHASED	09-08-2009	03-02-2011	(258 05)		(309 81)	51 76				51 76
AMGEN INC	9 00	PURCHASED	09-23-2009	03-02-2011	464 48		544 53	(80 05)				(80 05)
AMGEN INC	9 00	PURCHASED	09-23-2009	03-02-2011	464 48		464 48	0 00				-
AMGEN INC	(9 00)	PURCHASED	09-23-2009	03-02-2011	(464 48)		(544 53)	80 05				80 05
COLUMBIA ACORN INTERNATIONAI	143 62	PURCHASED	11-19-2007	03-04-2011	5,950 00		6,625 01	(675 01)				(675 01)
COLUMBIA LARGE CAP GROWTH F	2,252 38	PURCHASED	07-02-2009	03-04-2011	56,715 00		36,894 03	19,820 97				19 820 97
COLUMBIA SELECT LARGE CAP GF	4,345 32	PURCHASED	06-10-2008	03-04-2011	58,488 00		51,709 30	6,778 70				6,778 70
COLUMBIA SMALL CAP GROWTH I I	385 24	PURCHASED	11-19-2007	03-04-2011	13,025 00		12 508 78	516 22				516 22
COLUMBIA SMALL CAP INDEX FUNI	1,002 20	PURCHASED	05-02-2002	03-04-2011	18 190 00		16 185 59	2,004 41				2,004 41
HARBOR INTERNATIONAL FUND	76 09	PURCHASED	06-11-2008	03-04-2011	4 800 00		5 144 72	(344 72)				(344 72)
THORNBURG INTL VALUE FUND	348 93	PURCHASED	10-27-2010	03-04-2011	10 475 00		9 532 88	942 12				942 12
AMGEN INC	45 00	PURCHASED	05-25-2007	03-07-2011	2 338 15		2,439 80	(101 65)				(101 65)
AMGEN INC	34 00	PURCHASED	05-25-2007	03-07-2011	1,766 60		1,766 60	0 00				-
AMGEN INC	11 00	PURCHASED	05-25-2007	03-07-2011	571 55		596 40	(24 85)				(24 85)
AMGEN INC	(45 00)	PURCHASED	05-25-2007	03-07-2011	(2 338 15)		(2,439 80)	101 65				101 65
AMGEN INC	16 00	PURCHASED	05-25-2010	03-07-2011	831 34		835 07	(3 73)				(3 73)
ANGLOGOLD ASHANTI LTD	57 00	PURCHASED	01-14-2011	03-07-2011	2,720 55		2,514 09	206 46				206 46
ANGLOGOLD ASHANTI LTD	35 00	PURCHASED	01-18-2011	03-07-2011	1 670 52		1,571 28	99 24				99 24
AON CORP	3 00	PURCHASED	05-20-2009	03-07-2011	153 84		109 65	44 19				44 19
AON CORP	69 00	PURCHASED	12-03-2009	03-07-2011	3 538 25		2,648 81	889 44				889 44
AON CORP	8 00	PURCHASED	12-04-2009	03-07-2011	410 23		307 36	102 87				102 87
APACHE CORP	21 00	PURCHASED	09-08-2006	03-07-2011	2,515 75		1,358 79	1,156 96				1,156 96
APACHE CORP	18 00	PURCHASED	04-27-2007	03-07-2011	2,156 36		1,332 08	824 28				824 28
CA INC	267 00	PURCHASED	12-15-2006	03-07-2011	6,367 82		6,092 03	275 79				275 79
CANADIAN NAT RES LTD	84 00	PURCHASED	11-16-2009	03-07-2011	4,209 15		2,909 64	1,299 51				1,299 51
CVS CAREMARK CORP	56 00	PURCHASED	02-04-2011	03-07-2011	1,846 84		1 824 47	22 37				22 37
HALLIBURTON CO	38 00	PURCHASED	11-11-2008	03-07-2011	1,752 90		699 52	1,053 38				1,053 38
HARTFORD FINL SVCS GROUP INC	75 00	PURCHASED	07-26-2007	03-07-2011	2,108 20		7,143 66	(5,035 46)				(5,035 46)
HESS CORP	26 00	PURCHASED	04-24-2007	03-07-2011	2,179 53		1 494 29	685 24				685 24
LOCKHEED MARTIN CORP	21 00	PURCHASED	08-04-2009	03-07-2011	1 665 68		1 583 45	82 23				82 23
LOCKHEED MARTIN CORP	19 00	PURCHASED	09-01-2009	03-07-2011	1 507 05		1,434 64	72 41				72 41
LOEWS CORP	83 00	PURCHASED	11-09-2007	03-07-2011	3 520 79		3,808 57	(287 78)				(287 78)
LOEWS CORP	108 00	PURCHASED	10-03-2008	03-07-2011	4,581 27		3,918 83	662 44				662 44
METLIFE INC	68 00	PURCHASED	12-06-2010	03-07-2011	3,092 58		2,776 51	316 07				316 07
MOTOROLA SOLUTIONS INC	36 00	PURCHASED	06-07-2006	03-07-2011	1,440 33		3,098 13	(1,657 80)				(1,657 80)
MOTOROLA SOLUTIONS INC	36 00	PURCHASED	06-07-2006	03-07-2011	1,440 33		3,101 12	(1,660 79)				(1,660 79)
MOTOROLA SOLUTIONS INC	(36 00)	PURCHASED	06-07-2006	03-07-2011	(1,440 33)		(3 098 13)	1,657 80				1,657 80
NOBLE ENERGY INC	9 00	PURCHASED	12-17-2004	03-07-2011	836 26		269 59	566 67				566 67
NOBLE ENERGY INC	30 00	PURCHASED	02-07-2005	03-07-2011	2 787 55		894 37	1,893 18				1,893 18
OCCIDENTAL PETE CORP DEL	25 00	PURCHASED	04-12-2010	03-07-2011	2 596 95		2,166 37	430 58				430 58
PFIZER INC	290 00	PURCHASED	12-27-2010	03-07-2011	5 632.42		5,079 58	552 84				552 84
PFIZER INC	4 00	PURCHASED	12-27-2010	03-07-2011	77 69		69 98	7 71				7 71
PHILIP MORRIS INTL INC	29 00	PURCHASED	10-01-2003	03-07-2011	1,854 80		682 31	1,172 49				1,172 49
PITNEY BOWES INC	275 00	PURCHASED	10-01-2003	03-07-2011	6,690 62		10,821 25	(4,130 63)				(4,130 63)
PITNEY BOWES INC	47 00	PURCHASED	12-20-2007	03-07-2011	1,143 48		1,786 94	(643 46)				(643 46)
PITNEY BOWES INC	5 00	PURCHASED	12-27-2007	03-07-2011	121 65		192 00	(70 35)				(70 35)
SANOFI	105 00	PURCHASED	08-03-2007	03-07-2011	3 708 52		4,363 60	(655 08)				(655 08)
TALISMAN ENERGY INC	92 00	PURCHASED	06-23-2008	03-07-2011	2 224 51		2,092.84	131 67				131 67
TIME WARNER INC	66 00	PURCHASED	12-22-2010	03-07-2011	2,430 73		2,109 86	320 87				320 87
UNION PAC CORP	25 00	PURCHASED	03-11-2004	03-07-2011	2,356 20		765 35	1,590 85				1,590 85
UNUM GROUP	92 00	PURCHASED	09-21-2010	03-07-2011	2,370 79		2,075 31	295 48				295 48
VIACOM INC	100 00	PURCHASED	12-15-2006	03-07-2011	4,589 91		3,805 49	784 42				784 42
WELLS FARGO & CO	30 00	PURCHASED	10-01-2003	03-07-2011	951 88		793 35	158 53				158 53
ENRON CORP	0 00	PURCHASED	01/15/10	03-17-2011	2,431 12		0 00	2,431 12				2 431 12
PITNEY BOWES INC	19 00	PURCHASED	12-20-2007	03-25-2011	476 61		722 38	(245 77)				(245 77)
MOTOROLA SOLUTIONS INC	11 71	PURCHASED	06-07-2006	04-25-2011	517 44		1 009 07	(491 63)				(491 63)
MOTOROLA SOLUTIONS INC	11 71	PURCHASED	06-07-2006	04-25-2011	517 44		1,008 10	(490 66)				(490 66)
MOTOROLA SOLUTIONS INC	(11 71)	PURCHASED	06-07-2006	04-25-2011	(517 44)		(1,008 10)	490 66				490 66
MOTOROLA SOLUTIONS INC	3 29	PURCHASED	12-15-2006	04-25-2011	145 15		274 97	(129 82)				(129 82)
MOTOROLA SOLUTIONS INC	3 29	PURCHASED	12-15-2006	04-25-2011	145 15		275 24	(130 09)				(130 09)
MOTOROLA SOLUTIONS INC	(3 29)	PURCHASED	12-15-2006	04-25-2011	(145 15)		(274 97)	129 82				129 82
LOCKHEED MARTIN CORP	49 00	PURCHASED	01-06-2004	04-26-2011	3,869 42		2 449 91	1,419 51				1 419 51
LOCKHEED MARTIN CORP	7 00	PURCHASED	02-05-2004	04-26-2011	552.77		344 57	208.20				208 20
LOCKHEED MARTIN CORP	23 00	PURCHASED	08-04-2009	04-26-2011	1,816 26		1,734 26	82 00				82.00
LOCKHEED MARTIN CORP	9 00	PURCHASED	09-02-2009	04-26-2011	710 71		675 68	35 03				35 03
LOEWS CORP	4 00	PURCHASED	10-03-2008	04-26-2011	173 03		145 14	27 89				27 89
MOTOROLA SOLUTIONS INC	44 00	PURCHASED	12-15-2006	04-26-2011	1,950 47		3,685 46	(1,734 99)				(1,734 99)
MOTOROLA SOLUTIONS INC	44 00	PURCHASED	12-15-2006	04-26-2011	1,950 47		3,681 91	(1,731 44)				(1,731 44)
MOTOROLA SOLUTIONS INC	14 00	PURCHASED	12-15-2006	04-26-2011	618 52		1,171 52	(553 00)				(553 00)
MOTOROLA SOLUTIONS INC	14 00	PURCHASED	12-15-2006	04-26-2011	618 52		1 172 65	(554 13)				(554 13)
MOTOROLA SOLUTIONS INC	(14 00)	PURCHASED	12-15-2006	04-26-2011	(618 52)		(1 171 52)	553 00				553 00
MOTOROLA SOLUTIONS INC	(44 00)	PURCHASED	12-15-2006	04-26-2011	(1,950 47)		(3,681 91)	1,731 44				1,731 44
VERIZON PENNSYLVANIA	75,000 00	PURCHASED	01-31-2006	04-27-2011	77,152.50		75,322 50	1,830 00				1,830 00
MOTOROLA SOLUTIONS INC	72 00	PURCHASED	12-15-2006	04-28-2011	3,306 38		6,024 94	(2,718 56)				(2,718 56)
MOTOROLA SOLUTIONS INC	72.00	PURCHASED	12-15-2006	04-28-2011	3,306 38		6,030 74	(2,724 36)				(2,724 36)
MOTOROLA SOLUTIONS INC	(72.00)	PURCHASED	12-15-2006	04-28-2011	(3,306 38)		(6,024 94)	2,718 56				2,718 56

Schedule L - Form 990-PF, Part IV, line 1, Capital Gains and Losses for tax investment Income:

a		b	c	d	e	f	g	h	i	j	k	l
Description	UNITS	How Acquired	Date Acq	Date Sold	Sales Price	Depr	Cost/Basis	Gain/(loss)	FMV 12/31/69	Adj Basis 12/31/69	Excess of col I over j	Gains Col h -k
PITNEY BOWES INC	129 00	PURCHASED	12-20-2007	04-28-2011	3,380 53		4,904 58	(1,524 05)				(1 524 05)
PITNEY BOWES INC	12 00	PURCHASED	12-20-2007	04-28-2011	312 23		456 24	(144 01)				(144 01)
AMGEN INC	34 00	PURCHASED	06-09-2007	05-18-2011	2 077 73		1,872 34	205 39				205 39
AMGEN INC	47 00	PURCHASED	06-14-2007	05-18-2011	2 872 15		2,604 66	267 49				267 49
AMGEN INC	289 00	PURCHASED	01-30-2008	05-18-2011	17 660 68		13,834 43	3,826 25				3,826 25
AMGEN INC	69 00	PURCHASED	04-14-2009	05-18-2011	4 216 56		3,289 13	927 43				927 43
AMGEN INC	8 00	PURCHASED	04-14-2009	05-18-2011	488 88		380 24	108 64				108 64
AMGEN INC	75 00	PURCHASED	05-20-2009	05-18-2011	4 583 22		3,801 75	781 47				781 47
AMGEN INC	5 00	PURCHASED	09-28-2009	05-18-2011	305 55		315 81	(10 26)				(10 26)
AMGEN INC	9 00	PURCHASED	10-13-2009	05-18-2011	549 99		555 34	(5 35)				(5 35)
AMGEN INC	96 00	PURCHASED	05-25-2010	05-18-2011	5,866 52		5 010 40	856 12				856 12
ANGLOGOLD ASHANTI LTD	171 00	PURCHASED	04-17-2008	05-18-2011	7,713 86		5 941 17	1,772 69				1,772 69
ANGLOGOLD ASHANTI LTD	270 00	PURCHASED	06-06-2008	05-18-2011	12,179 79		9,373 16	2,806 63				2,806 63
ANGLOGOLD ASHANTI LTD	87 00	PURCHASED	06-23-2008	05-18-2011	3,924 60		2,979 49	945 11				945 11
ANGLOGOLD ASHANTI LTD	176 00	PURCHASED	07-09-2008	05-18-2011	7,939 41		5,796 68	2,142 73				2 142.73
ANGLOGOLD ASHANTI LTD	20 00	PURCHASED	02-25-2010	05-18-2011	902 21		697 08	205 13				205 13
ANGLOGOLD ASHANTI LTD	96 00	PURCHASED	01-14-2011	05-18-2011	4,330 59		4,234 25	96 34				96 34
AON CORP	325 00	PURCHASED	12-14-2004	05-18-2011	17,036 17		7 406 52	9,629 65				9,629 65
AON CORP	61 00	PURCHASED	08-23-2006	05-18-2011	3,197 56		2 045 56	1,152 00				1,152 00
AON CORP	15 00	PURCHASED	08-24-2006	05-18-2011	786 28		504 31	281 97				281 97
AON CORP	123 00	PURCHASED	05-20-2009	05-18-2011	6,447 54		4,495 65	1,951 89				1,951 89
APACHE CORP	178 00	PURCHASED	09-08-2006	05-18-2011	21,882 22		11,517 39	10,364 83				10,364 83
APACHE CORP	147 00	PURCHASED	01-04-2007	05-18-2011	18,071 28		9,378 48	8,692 80				8,692.80
BARRICK GOLD CORP	709 00	PURCHASED	10-01-2003	05-18-2011	32,074 54		13 393 01	18,681 53				18,681 53
CA INC	1,396 00	PURCHASED	12-15-2006	05-18-2011	31,954 38		31,851 98	102 40				102 40
CA INC	172 00	PURCHASED	05-20-2009	05-18-2011	3,937 07		3 087 40	849 67				849 67
CA INC	89 00	PURCHASED	05-17-2010	05-18-2011	2,037 21		1,831 38	205 83				205 83
CA INC	222 00	PURCHASED	08-26-2010	05-18-2011	5,081 57		4,042.62	1,038 95				1,038 95
CANADIAN NAT RES LTD	84 00	PURCHASED	11-16-2009	05-18-2011	3,527 93		2,909 65	618 28				618 28
CANADIAN NAT RES LTD	40 00	PURCHASED	11-19-2009	05-18-2011	1,679 97		1,336 45	343 52				343 52
CANADIAN NAT RES LTD	172 00	PURCHASED	11-20-2009	05-18-2011	7,223 86		5,661 71	1,562 15				1,562 15
CANADIAN NAT RES LTD	56 00	PURCHASED	01-25-2010	05-18-2011	2 351 95		1,863 58	488 37				488 37
CANADIAN NAT RES LTD	116 00	PURCHASED	01-26-2010	05-18-2011	4,871 91		3,804 78	1,067 13				1,067 13
CANADIAN NAT RES LTD	86 00	PURCHASED	01-26-2010	05-18-2011	3,611 93		2,847 68	764 25				764 25
CISCO SYS INC	825 00	PURCHASED	05-12-2011	05-18-2011	13,638 96		13,938 46	(299 50)				(299 50)
CITIGROUP INC	488 30	PURCHASED	12-17-2009	05-18-2011	20,049 21		15,540 15	4,509 06				4,509 06
CITIGROUP INC	92 70	PURCHASED	03-28-2011	05-18-2011	3,806 19		4 097 34	(291 15)				(291 15)
CITIGROUP INC	91 00	PURCHASED	05-12-2011	05-18-2011	3,736 39		3 811 37	(74 98)				(74 98)
CVS CAREMARK CORP	175 00	PURCHASED	11-05-2009	05-18-2011	6,728 62		5 039 06	1,689 56				1,689 56
CVS CAREMARK CORP	81 00	PURCHASED	11-05-2009	05-18-2011	3,114 39		2,329 86	784 53				784 53
CVS CAREMARK CORP	237 00	PURCHASED	02-04-2011	05-18-2011	9,112 47		7,721 41	1,391 06				1 391 06
GENERAL MTRS CO	319 00	PURCHASED	11-22-2010	05-18-2011	10,032 36		10,914 39	(882 03)				(882 03)
GENERAL MTRS CO	93 00	PURCHASED	11-23-2010	05-18-2011	2 924 79		3,133 90	(209 11)				(209 11)
GENERAL MTRS CO	171 00	PURCHASED	02-22-2011	05-18-2011	5,377 84		6,155 61	(777 77)				(777 77)
GENWORTH FINL INC	418 00	PURCHASED	05-26-2004	05-18-2011	4 664 96		8,151 00	(3,486 04)				(3 486 04)
GENWORTH FINL INC	295 00	PURCHASED	05-27-2004	05-18-2011	3,292 25		5,752 47	(2,460 22)				(2,460 22)
GENWORTH FINL INC	440 00	PURCHASED	10-29-2010	05-18-2011	4,910 47		5 018 42	(107 95)				(107 95)
GENWORTH FINL INC	129 00	PURCHASED	11-01-2010	05-18-2011	1,439 66		1,484 79	(45 13)				(45 13)
GENWORTH FINL INC	92 00	PURCHASED	11-03-2010	05-18-2011	1,026 74		1,060 74	(34 00)				(34 00)
GENWORTH FINL INC	93 00	PURCHASED	11-15-2010	05-18-2011	1,037 90		1,078 13	(40 23)				(40 23)
GENWORTH FINL INC	82 00	PURCHASED	12-03-2010	05-18-2011	915 14		1,023 39	(108 25)				(108 25)
GENWORTH FINL INC	93 00	PURCHASED	12-06-2010	05-18-2011	1,037 90		1,155 13	(117 23)				(117 23)
GENWORTH FINL INC	119 00	PURCHASED	12-07-2010	05-18-2011	1,328 06		1,510 87	(182 81)				(182.81)
GENWORTH FINL INC	125 00	PURCHASED	12-08-2010	05-18-2011	1,395 02		1,628 26	(233 24)				(233 24)
GENWORTH FINL INC	34 00	PURCHASED	12-09-2010	05-18-2011	379 45		442 09	(62 64)				(62 64)
GOLDMAN SACHS GROUP INC	23 00	PURCHASED	08-25-2010	05-18-2011	3,228 45		3,319 01	(90 56)				(90 56)
GOLDMAN SACHS GROUP INC	34 00	PURCHASED	08-26-2010	05-18-2011	4,772 48		4,908 71	(136 23)				(136 23)
GOLDMAN SACHS GROUP INC	33 00	PURCHASED	04-15-2011	05-18-2011	4,632 12		5,114 89	(482 77)				(482 77)
GOLDMAN SACHS GROUP INC	22 00	PURCHASED	05-06-2011	05-18-2011	3,088 08		3,299 57	(211 49)				(211 49)
HALLIBURTON CO	202 00	PURCHASED	11-11-2008	05-18-2011	9,443 31		3,718 48	5,724 83				5,724 83
HARTFORD FINL SVCS GROUP INC	55 00	PURCHASED	09-23-2003	05-18-2011	1,504 77		3,011 25	(1,506 48)				(1 506 48)
HARTFORD FINL SVCS GROUP INC	330 00	PURCHASED	10-01-2003	05-18-2011	9,028 63		17,589 00	(8,560 37)				(8,560 37)
HARTFORD FINL SVCS GROUP INC	66 00	PURCHASED	08-01-2006	05-18-2011	1,805 72		5,581 84	(3,776 12)				(3,776 12)
HARTFORD FINL SVCS GROUP INC	1 00	PURCHASED	07-26-2007	05-18-2011	27 36		95 25	(67 89)				(67 89)
HARTFORD FINL SVCS GROUP INC	109 00	PURCHASED	12-22-2009	05-18-2011	2,982 18		2,536 34	445 84				445 84
HARTFORD FINL SVCS GROUP INC	97 00	PURCHASED	12-22-2009	05-18-2011	2,653 87		2 268 37	385 50				385 50
HESS CORP	141 00	PURCHASED	04-23-2007	05-18-2011	10,831 40		8,089 90	2,741 50				2,741 50
HESS CORP	36 00	PURCHASED	04-24-2007	05-18-2011	2,765 47		2,069 01	696 46				696 46
INGERSOLL-RAND CO LTD	409 00	PURCHASED	10-01-2003	05-18-2011	20,122 41		9,600 46	10,521 95				10 521 95
J P MORGAN CHASE & CO	65 00	PURCHASED	09-23-2003	05-18-2011	2,852 14		2,297 10	555 04				555 04
J P MORGAN CHASE & CO	249 00	PURCHASED	10-01-2003	05-18-2011	10,925 91		8,814 60	2,111 31				2,111 31
J P MORGAN CHASE & CO	82 00	PURCHASED	05-20-2009	05-18-2011	3,598 09		2,853 60	744 49				744 49
KROGER CO	108 00	PURCHASED	09-22-2009	05-18-2011	2,736 66		2,206 06	530 60				530 60
KROGER CO	46 00	PURCHASED	09-23-2009	05-18-2011	1,165 62		945 87	219 75				219 75
KROGER CO	179 00	PURCHASED	09-24-2009	05-18-2011	4 535 77		3,678 09	857 68				857 68
LINCOLN NATL CORP IND	221 00	PURCHASED	06-22-2010	05-18-2011	6,497 27		6 071 80	425 47				425 47
LINCOLN NATL CORP IND	124 00	PURCHASED	06-23-2010	05-18-2011	3,645 53		3,339 67	305 86				305 86
LINCOLN NATL CORP IND	121 00	PURCHASED	06-24-2010	05-18-2011	3,557 33		3,219 05	338 28				338 28
LOCKHEED MARTIN CORP	193 00	PURCHASED	02-05-2004	05-18-2011	15,460 93		9,500 39	5,960 54				5,960 54
LOEWS CORP	216 00	PURCHASED	10-03-2008	05-18-2011	9,015 67		7,837 67	1,178 00				1,178 00
LOEWS CORP	227 00	PURCHASED	03-20-2009	05-18-2011	9 474 79		5,171 60	4,303 19				4,303 19
LOEWS CORP	101 00	PURCHASED	05-20-2009	05-18-2011	4,215 66		2,672 47	1,543 19				1,543 19
MERCK & CO INC	55 00	PURCHASED	12-10-2008	05-18-2011	2,062 46		1,477 96	584 50				584 50
MERCK & CO INC	200 00	PURCHASED	02-27-2009	05-18-2011	7,499 86		5,003 74	2,496 12				2 496 12
MERCK & CO INC	146 00	PURCHASED	05-20-2009	05-18-2011	5,474 89		3 829 58	1,645 31				1,645 31
METLIFE INC	171 00	PURCHASED	10-08-2008	05-18-2011	7,602 51		5,458 56	2,143 95				2,143 95
METLIFE INC	245 00	PURCHASED	10-09-2008	05-18-2011	10 892 49		6,915 91	3,976 58				3,976 58
METLIFE INC	145 00	PURCHASED	05-20-2009	05-18-2011	6 446 58		4,518 20	1,928 38				1,928 38
METLIFE INC	118 00	PURCHASED	12-03-2009	05-18-2011	5,246 18		4,041 50	1,204 68				1,204 68
METLIFE INC	34 00	PURCHASED	12-06-2010	05-18-2011	1,511 61		1,388 25	123 36				123 36
MICROSOFT CORP	59 00	PURCHASED	02-02-2005	05-18-2011	1,452 55		1 559 45	(106 90)				(106 90)
MICROSOFT CORP	440 00	PURCHASED	06-27-2005	05-18-2011	10,832 59		11 053 50	(220 91)				(220 91)
MICROSOFT CORP	186 00	PURCHASED	08-26-2010	05-18-2011	4,579 23		4 463 76	115 47				115 47
MOTOROLA MOBILITY HLDGS INC	23 75	PURCHASED	09-26-2003	05-18-2011	559 54		858 93	(299 39)				(299 39)
MOTOROLA MOBILITY HLDGS INC	23 75	PURCHASED	09-26-2003	05-18-2011	559 54		860 06	(300 52)				(300 52)
MOTOROLA MOBILITY HLDGS INC	(23 75)	PURCHASED	09-26-2003	05-18-2011	(559 54)		(860 06)	300 52				300 52
MOTOROLA MOBILITY HLDGS INC	88 25	PURCHASED	10-01-2003	05-18-2011	2,079 13		3 242 66	(1,163 53)				(1,163 53)
MOTOROLA MOBILITY HLDGS INC	88 25	PURCHASED	10-01-2003	05-18-2011	2,079 13		3 238 40	(1,159 27)				(1,159 27)
MOTOROLA MOBILITY HLDGS INC	(88 25)	PURCHASED	10-01-2003	05-18-2011	(2,079 13)		(3 242 66)	1,163 53				1 163 53
MOTOROLA MOBILITY HLDGS INC	29 88	PURCHASED	01-04-2008	05-18-2011	703 84		1 531 19	(827 35)				(827 35)
MOTOROLA MOBILITY HLDGS INC	29 88	PURCHASED	01-04-2008	05-18-2011	703 84		1 529 18	(825 34)				(825 34)
MOTOROLA MOBILITY HLDGS INC	(29 88)	PURCHASED	01-04-2008	05-18-2011	(703 84)		(1 531 19)	827 35				827 35
MOTOROLA MOBILITY HLDGS INC	186 75	PURCHASED	02-11-2009	05-18-2011	4,399 74		2,483 00	1,916 74				1,916 74
MOTOROLA MOBILITY HLDGS INC	186 75	PURCHASED	02-11-2009	05-18-2011	4,399 74		2,486 27	1,913 47				1,913 47
MOTOROLA MOBILITY HLDGS INC	(186 75)	PURCHASED	02-11-2009	05-18-2011	(4,399 74)		(2,486 27)	(1,913 47)				(1,913 47)
MOTOROLA MOBILITY HLDGS INC	24 50	PURCHASED	12-01-2009	05-18-2011	577 21		681 74	(104 53)				(104 53)
MOTOROLA MOBILITY HLDGS INC	24 50	PURCHASED	12-01-2009	05-18-2011	577 21		682 64	(105 43)				(105 43)
MOTOROLA MOBILITY HLDGS INC	(24 50)	PURCHASED	12-01-2009	05-18-2011	(577 21)		(682 64)	105 43				105 43
MOTOROLA MOBILITY HLDGS INC	14 88	PURCHASED	12-02-2009	05-18-2011	350 45		413 77	(63 32)				(63 32)

Schedule L - Form 990-PF, Part IV, line 1, Capital Gains and Losses for tax Investment Income

a		b	c	d	e	f	g	h	i	j	k	l
Description	UNITS	How Acquired	Date Acq	Date Sold	Sales Price	Depr	Cost/Basis	Gain/(loss)	FMV 12/31/69	Adj Basis 12/31/69	Excess of col i over j	Gains Col h -k
MOTOROLA MOBILITY HLDGS INC	14 88	PURCHASED	12-02-2009	05-18-2011	350 45		414 31	(63 86)				(63 86)
MOTOROLA MOBILITY HLDGS INC	(14 88)	PURCHASED	12-02-2009	05-18-2011	(350 45)		(414 31)	63 86				63 86
MOTOROLA MOBILITY HLDGS INC	50 63	PURCHASED	01-29-2010	05-18-2011	1 192.70		1,057 77	134 93				134 93
MOTOROLA MOBILITY HLDGS INC	50 63	PURCHASED	01-29-2010	05-18-2011	1 192 70		1 059 17	133 53				133 53
MOTOROLA MOBILITY HLDGS INC	(50 63)	PURCHASED	01-29-2010	05-18-2011	(1,192 70)		(1,059 17)	(133 53)				(133 53)
MOTOROLA MOBILITY HLDGS INC	15 38	PURCHASED	02-01-2010	05-18-2011	362.23		328 54	33 69				33 69
MOTOROLA MOBILITY HLDGS INC	15 38	PURCHASED	02-01-2010	05-18-2011	362 23		328 98	33 25				33 25
MOTOROLA MOBILITY HLDGS INC	(15 38)	PURCHASED	02-01-2010	05-18-2011	(362 23)		(328 98)	(33 25)				(33 25)
MOTOROLA MOBILITY HLDGS INC	85 00	PURCHASED	3/14/2009	05-18-2011	2,002.56		2 269 30	(266 74)				(266 74)
MOTOROLA MOBILITY HLDGS INC	85 00	PURCHASED	03-09-2011	05-18-2011	2 002.56		2 269 30	(266 74)				(266 74)
MOTOROLA MOBILITY HLDGS INC	(85 00)	PURCHASED	3/14/2009	05-18-2011	(2 002 56)		(2 269 30)	266 74				266 74
MOTOROLA MOBILITY HLDGS INC	315 00	PURCHASED	03-14-2011	05-18-2011	7 421 26		7,737 38	(316 12)				(316 12)
MOTOROLA MOBILITY HLDGS INC	315 00	PURCHASED	3/14/2009	05-18-2011	7,421 26		7,737 38	(316 12)				(316 12)
MOTOROLA MOBILITY HLDGS INC	(315 00)	PURCHASED	3/14/2009	05-18-2011	(7,421 26)		(7,737 38)	316 12				316 12
MOTOROLA SOLUTIONS INC	27 14	PURCHASED	09-26-2003	05-18-2011	1,275 94		1,172 92	103 02				103 02
MOTOROLA SOLUTIONS INC	27 14	PURCHASED	09-26-2003	05-18-2011	1,275 94		1 174 05	101 89				101 89
MOTOROLA SOLUTIONS INC	(27 14)	PURCHASED	09-26-2003	05-18-2011	(1,275 94)		(1,172 92)	(103 02)				(103 02)
MOTOROLA SOLUTIONS INC	100 86	PURCHASED	10-01-2003	05-18-2011	4,741 10		4,426 46	314 64				314 64
MOTOROLA SOLUTIONS INC	100 86	PURCHASED	10-01-2003	05-18-2011	4,741 10		4,422 20	318 90				318 90
MOTOROLA SOLUTIONS INC	(100 86)	PURCHASED	10-01-2003	05-18-2011	(4,741 10)		(4,422 20)	(318 90)				(318 90)
MOTOROLA SOLUTIONS INC	18 00	PURCHASED	12-15-2006	05-18-2011	846 15		1,507 69	(661 54)				(661 54)
MOTOROLA SOLUTIONS INC	18 00	PURCHASED	12-15-2006	05-18-2011	846 15		1,506 24	(660 09)				(660 09)
MOTOROLA SOLUTIONS INC	(18 00)	PURCHASED	12-15-2006	05-18-2011	(846 15)		(1,506 24)	660 09				660 09
MOTOROLA SOLUTIONS INC	21 14	PURCHASED	01-03-2008	05-18-2011	993 89		1 371 04	(377 15)				(377 15)
MOTOROLA SOLUTIONS INC	21 14	PURCHASED	01-03-2008	05-18-2011	993 89		1 369 72	(375 83)				(375 83)
MOTOROLA SOLUTIONS INC	(21 14)	PURCHASED	01-03-2008	05-18-2011	(993 89)		(1,369 72)	375 83				375 83
MOTOROLA SOLUTIONS INC	50 00	PURCHASED	01-04-2008	05-18-2011	2,350 41		3 060 94	(710 53)				(710 53)
MOTOROLA SOLUTIONS INC	50 00	PURCHASED	01-04-2008	05-18-2011	2 350 41		3 057 99	(707 58)				(707 58)
MOTOROLA SOLUTIONS INC	(50 00)	PURCHASED	01-04-2008	05-18-2011	(2 350 41)		(3,057 99)	707 58				707 58
MOTOROLA SOLUTIONS INC	213 43	PURCHASED	02-11-2009	05-18-2011	10,032 92		3,390 67	6,642 25				6,642 25
MOTOROLA SOLUTIONS INC	213 43	PURCHASED	02-11-2009	05-18-2011	10,032.92		3,393 94	6,638 98				6,638 98
MOTOROLA SOLUTIONS INC	(213 43)	PURCHASED	02-11-2009	05-18-2011	(10,032 92)		(3,390 67)	(6,642 25)				(6,642 25)
MOTOROLA SOLUTIONS INC	28 00	PURCHASED	12-01-2009	05-18-2011	1,316 23		931 86	384 37				384 37
MOTOROLA SOLUTIONS INC	28 00	PURCHASED	12-01-2009	05-18-2011	1,316 23		930 96	385 27				385 27
MOTOROLA SOLUTIONS INC	(28 00)	PURCHASED	12-01-2009	05-18-2011	(1,316 23)		(930 96)	(385 27)				(385 27)
MOTOROLA SOLUTIONS INC	17 00	PURCHASED	12-02-2009	05-18-2011	799 14		565 03	234 11				234 11
MOTOROLA SOLUTIONS INC	17 00	PURCHASED	12-02-2009	05-18-2011	799 14		565 57	233 57				233 57
MOTOROLA SOLUTIONS INC	(17 00)	PURCHASED	12-02-2009	05-18-2011	(799 14)		(565 03)	(234 11)				(234 11)
MOTOROLA SOLUTIONS INC	57 86	PURCHASED	01-29-2010	05-18-2011	2 719 75		1 444 45	1,275 30				1,275 30
MOTOROLA SOLUTIONS INC	57 86	PURCHASED	01-29-2010	05-18-2011	2,719 75		1,445 85	1,273 90				1,273 90
MOTOROLA SOLUTIONS INC	(57 86)	PURCHASED	01-29-2010	05-18-2011	(2,719 75)		(1,444 45)	(1,275 30)				(1,275 30)
MOTOROLA SOLUTIONS INC	17 57	PURCHASED	02-01-2010	05-18-2011	825 98		448 64	377 34				377 34
MOTOROLA SOLUTIONS INC	17 57	PURCHASED	02-01-2010	05-18-2011	825 98		449 08	376 90				376 90
MOTOROLA SOLUTIONS INC	(17 57)	PURCHASED	02-01-2010	05-18-2011	(825 98)		(448 64)	(377 34)				(377 34)
NOBLE ENERGY INC	200 00	PURCHASED	02-07-2005	05-18-2011	17,964 65		5 962 45	12,002 20				12,002 20
NRG ENERGY INC	299 00	PURCHASED	03-03-2008	05-18-2011	7,382 17		12 368 43	(4,986 26)				(4,986 26)
NRG ENERGY INC	75 00	PURCHASED	03-03-2008	05-18-2011	1 851 71		3 097 13	(1,245 42)				(1 245 42)
NRG ENERGY INC	121 00	PURCHASED	05-02-2008	05-18-2011	2 987 43		5,203 54	(2,216 11)				(2 216 11)
OCCIDENTAL PETE CORP DEL	80 00	PURCHASED	04-12-2010	05-18-2011	8 167 04		6 932 38	1,234 66				1 234 66
OCCIDENTAL PETE CORP DEL	79 00	PURCHASED	04-14-2010	05-18-2011	8,064 96		6,775 86	1,289 10				1 289 10
OCCIDENTAL PETE CORP DEL	29 00	PURCHASED	04-15-2010	05-18-2011	2,960 55		2,484 08	476 47				476 47
PFIZER INC	763 00	PURCHASED	03-29-2010	05-18-2011	16,114 25		13,184 03	2,930 22				2,930 22
PFIZER INC	566 00	PURCHASED	04-14-2010	05-18-2011	11,953 69		9,650 41	2,303 28				2,303 28
PFIZER INC	155 00	PURCHASED	04-26-2010	05-18-2011	3 273 54		2 618 94	654 60				654 60
PFIZER INC	151 00	PURCHASED	04-26-2010	05-18-2011	3,189 06		2,548 82	640 24				640 24
PFIZER INC	266 00	PURCHASED	12-22-2010	05-18-2011	5,617 81		4 646 73	971 08				971 08
PFIZER INC	209 00	PURCHASED	12-27-2010	05-18-2011	4,413 99		3,656 56	757 43				757 43
PHILIP MORRIS INTL INC	218 00	PURCHASED	10-01-2003	05-18-2011	15 085 31		5,129 12	9,956 19				9,956 19
PITNEY BOWES INC	244 00	PURCHASED	11-09-2007	05-18-2011	6,017 14		8,987 52	(2,970 38)				(2,970 38)
PITNEY BOWES INC	44 00	PURCHASED	12-20-2007	05-18-2011	1 085 06		1,672 88	(587 82)				(587 82)
PITNEY BOWES INC	2 00	PURCHASED	12-26-2007	05-18-2011	49 32		75 98	(26 66)				(26 66)
PITNEY BOWES INC	200 00	PURCHASED	05-20-2009	05-18-2011	4,932.08		4,370 00	562 08				562 08
RAYTHEON CO	200 00	PURCHASED	10-01-2003	05-18-2011	9,859 80		5 698 00	4,161 80				4,161 80
RAYTHEON CO	35 00	PURCHASED	10-15-2003	05-18-2011	1,725 47		981 86	743 61				743 61
SANOFI	462 00	PURCHASED	08-03-2007	05-18-2011	17,832 99		19 199 84	(1,366 85)				(1,366 85)
SANOFI	104 00	PURCHASED	05-04-2010	05-18-2011	4,014 35		3 453 72	560 63				560 63
SANOFI	86 00	PURCHASED	05-05-2010	05-18-2011	3,319 56		2 819 81	499 75				499 75
SANOFI	103 00	PURCHASED	11-29-2010	05-18-2011	3,975 76		3 188 44	787 32				787 32
SANOFI	124 00	PURCHASED	11-30-2010	05-18-2011	4,786 35		3,783 90	1,002 45				1,002 45
SANOFI	41 00	PURCHASED	12-01-2010	05-18-2011	1,582 58		1,285 51	297 07				297 07
TALISMAN ENERGY INC	358 00	PURCHASED	06-23-2008	05-18-2011	7,567 97		8,143 89	(575 92)				(575 92)
TALISMAN ENERGY INC	328 00	PURCHASED	07-22-2008	05-18-2011	6,933 79		6 202 22	731 57				731 57
TIME WARNER INC	272 00	PURCHASED	10-13-2010	05-18-2011	9,966 02		8,579 48	1,386 54				1,386 54
TIME WARNER INC	169 00	PURCHASED	10-14-2010	05-18-2011	6,192 13		5,293 71	898 42				898 42
TIME WARNER INC	56 00	PURCHASED	12-21-2010	05-18-2011	2,051 83		1,782 59	269 24				269 24
TIME WARNER INC	34 00	PURCHASED	12-21-2010	05-18-2011	1 245 75		1,081 03	164 72				164 72
TIME WARNER INC	23 00	PURCHASED	12-22-2010	05-18-2011	842.72		735 26	107 46				107 46
UNION PAC CORP	158 00	PURCHASED	03-11-2004	05-18-2011	16,117 27		4,837 04	11,280 23				11,280 23
UNUM GROUP	571 00	PURCHASED	05-20-2010	05-18-2011	14,982 75		12,201 19	2,781 56				2,781 56
UNUM GROUP	179 00	PURCHASED	09-17-2010	05-18-2011	4,696 87		3,975 91	720 96				720 96
UNUM GROUP	133 00	PURCHASED	09-21-2010	05-18-2011	3 489 85		3,000 17	489 68				489 68
UNUM GROUP	15 00	PURCHASED	09-22-2010	05-18-2011	393 59		334 00	59 59				59 59
VIACOM INC	621 00	PURCHASED	12-15-2006	05-18-2011	31 515 14		23 632 09	7,883 05				7,883 05
VIACOM INC	288 00	PURCHASED	05-20-2009	05-18-2011	14 615 72		6 073 92	8,541 80				8,541 80
WELLS FARGO & CO	180 00	PURCHASED	06-04-2003	05-18-2011	5,171 75		4 496 40	675 35				675 35
WELLS FARGO & CO	549 00	PURCHASED	10-01-2003	05-18-2011	15,773 83		14 518 30	1,255 53				1,255 53
WELLS FARGO & CO	106 00	PURCHASED	05-02-2011	05-18-2011	3,045 59		3,083 87	(38 28)				(38 28)
CITIGROUP INC	0 90	PURCHASED	12-17-2009	05-31-2011	36 37		28 64	7 73				7 73
COLUMBIA SMALL CAP INDEX FUNI	0 00	PURCHASED	05/15/10	05-31-2011	1,583 97		0 00	1,583 97				1,583 97
COLUMBIA SELECT LARGE CAP GF	0 00	PURCHASED	06/15/10	06-23-2011	7,163 16		0 00	7,163 16				7,163 16
QWEST COMMUNICATIONS INTL IN	0 00	PURCHASED	06/15/10	07-13-2011	61 65		0 00	61 65				61 65
COLUMBIA ACORN INTERNATIONAI	38 49	PURCHASED	11-19-2007	07-18-2011	1,470 00		1,683 05	(213 05)				(213 05)
COLUMBIA CONTRARIAN CORE FU	1 027 98	PURCHASED	05-24-2011	07-18-2011	15,430 00		15,409 44	20 56				20 56
COLUMBIA INCOME OPPORTUNITII	209 45	PURCHASED	03-04-2011	07-18-2011	2,040 00		2,052.50	(12 50)				(12 50)
COLUMBIA LARGE CAP GROWTH F	458 37	PURCHASED	07-02-2009	07-18-2011	11,560 00		7,508 04	4,051 96				4,051 96
COLUMBIA MID CAP GROWTH FUNI	487 87	PURCHASED	11-19-2007	07-18-2011	14,275 00		13,870 06	404 94				404 94
COLUMBIA SELECT LARGE CAP GF	2,143 11	PURCHASED	06-10-2008	07-18-2011	29,875 00		25,503 05	4,371 95				4,371 95
COLUMBIA SMALL CAP GROWTH I I	133 59	PURCHASED	11-19-2007	07-18-2011	4 645 00		4,337 73	307 27				307 27
COLUMBIA SMALL CAP INDEX FUNI	71 71	PURCHASED	05-02-2002	07-18-2011	1 285 00		1 158 08	126 92				126 92
COLUMBIA VALUE AND RESTRUCT	263 47	PURCHASED	05-24-2011	07-18-2011	13 450 00		13 534 30	(84 30)				(84 30)
HARBOR INTERNATIONAL FUND	25 35	PURCHASED	06-11-2008	07-18-2011	1,560 00		1,713 85	(153 85)				(153 85)
JOHN HANCOCK FDS III DISCIPLINI	446 15	PURCHASED	03-04-2011	07-18-2011	5 385 00		5,402.84	(17 84)				(17 84)
MFS EMERGING MKTS DEBT FUND	319 91	PURCHASED	10-27-2010	07-18-2011	4,725 00		4,900 95	(175 95)				(175 95)
THORNBURG INTL VALUE FUND	12 05	PURCHASED	10-27-2010	07-18-2011	350 00		329 26	20 74				20 74
VANGUARD MSCI EMERGING MKTS	95 00	PURCHASED	10-08-2009	07-18-2011	4 473 93		3,771 50	702 43				702 43
COLUMBIA INCOME OPPORTUNITII	0 00	PURCHASED	06/15/10	11-30-2011	2,316 43		0 00	2,316 43				2,316 43
COLUMBIA CONTRARIAN CORE FU	0 00	PURCHASED	06/15/10	12-06-2011	9,334 62		0 00	9,334 62				9,334 62
COLUMBIA MID CAP GROWTH FUNI	0 00	PURCHASED	06/15/10	12-06-2011	6 305 27		0 00	6,305 27				6 305 27
COLUMBIA SMALL CAP GROWTH I I	0 00	PURCHASED	06/15/10	12-06-2011	5,251 02		0 00	5,251 02				5,251 02

Schedule L - Form 990-PF, Part IV, line 1, Capital Gains and Losses for tax Investment Income

a		b	c	d	e	f	g	h	i	j	k	l
Description	UNITS	How Acquired	Date Acq	Date Sold	Sales Price	Depr	Cost/Basis	Gain/(loss)	FMV 12/31/69	Adj Basis 12/31/69	Excess of col i over j	Gains Col h -k
PIMCO COMMODITY REALRETURN	0 00	PURCHASED	06/15/10	12-07-2011	879 63		0 00	879 63				879 63
MFS EMERGING MKTS DEBT FUND	0 00	PURCHASED	06/15/10	12-08-2011	236 16		0 00	236 16				238 16
COLUMBIA SMALL CAP INDEX FUNI	0 00	PURCHASED	06/15/10	12-12-2011	1,738 85		0 00	1,738 85				1,738 85
JOHN HANCOCK FDS III DISCIPLINE	0 00	PURCHASED	06/15/10	12-16-2011	412 91		0 00	412 91				412 91
SCHERING PLOUGH CORP	0 00	PURCHASED	06/15/10	12-29-2011	176 48		0 00	176 48				176 48
ADJUSTMENT TO BALANCE TO 1099		PURCHASED	6/15/2010	12/31/2011	(7,584 01)		(4,943 39)	(2,640 62)				(2,640 62)
AMOUNT TO OFFSET CAPITAL LOSSES TO THE EXTENT OF INCOME												
					1,446,684	-	1,192,576	254,108	-	-	-	254,108

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2011

Schedule N - Form 990-PF, Part VIII, line 1, Information about officers, directors, trustees, foundation Managers, Highly Paid Employees, and Contractors:

a	b	c	d	e
Frank Roberts 1985 Skyline Blvd Reno, Nv. 89509	Chairman of the Board	-	-	-
Jean Roberts 1985 Skyline Blvd Reno, Nv. 89509	Board Member	-	-	-
Eric O. Roberts 2437 Faretto Lane Reno, Nv. 89509	President Board Member	-	-	-
Donald Roberts 4829 75th Street NE Seattle, Wa. 98115	Secretary Board Member	-	-	-
Joan Roberts 4829 75th Street NE Seattle, Wa. 98115	Board Member	-	-	-
Doug Roberts 1809 Parliament Cir. Carmichael, Ca. 95608	Board Member	-	-	-
Janet Roberts 1809 Parliament Cir. Carmichael, Ca. 95608	Board Member	-	-	-
Tim Farrell 4951 So. Fairfax St. Littleton, Co. 80121	Board Member	-	-	-
Kathy Farrell 4951 So. Fairfax St. Littleton, Co. 80121	Board Member	-	-	-

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2011

Schedule O - Form 990-PF, Part IX-A, Summary of Direct Charitable Activities

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

		Amount
01/25/11	Community Sailing of Colorado Grant for purchase of Access 303 Dinghy	11,450 00
08/15/11	Colorado Veterinary Medical Foundation Funding for HOPE Program	10,000 00
08/15/11	Nevada Museum of Art Grant for School Tours Program	25,000 00
08/15/11	Sacramento Food Bank Services 26 foot box truck purchase	20,000 00
08/15/11	The Nature Conservancy Matching grant for Truckee River Project	30,000 00

Odyssey Foundation
Form 990 - PF, For the period ending December 31, 2011

Schedule P - Form 990-PF, Part XV, line 3a, Grants and Contributions paid during the year

Recipient Name and address	Relationship	Status	Purpose of Grant	Amount
Community Sailing of Colorado	None	501 c (3)	Grant for purchase of Access 303 Dinghy	11,450
Tahoe Community Sailing Foundation	None	501 c (3)	Grant for general program support 2011	5,000
Early Music Guild	None	501 c (3)	Grant for Early Music Discovery Project	5,000
Colorado Boys Ranch	None	501 c (3)	Grant for Facilities improvements	5,000
Bay Area Associates on Disabled Sailors	None	501 c (3)	Grant for transportation of 6 Liberty boats to Mobility Cup	4,000
Alliance with the Washoe County Medical Society	None	501 c (3)	Rummage Sale support	1,000
CARE Chest of Sierra Nevada	None	501 c (3)	Grant for Medical supplies for 41 clients	3,000
Colonial Williamsburg Foundation	None	501 c (3)	Grant for purchase of Willughby's Ornitholongy	10,000
Colorado Veterinary Medical Foundation	None	501 c (3)	Funding for HOPE Program	10,000
Friends of the Cedar River Watershed	None	501 c (3)	Storm Water Thinking Curriculum	3,000
Nevada Museum of Art	None	501 c (3)	Grant for School Tours Program	25,000
Reno Chamber Orchestra	None	501 c (3)	Support for 2011-2012 concert season	1,000
Reno Philharmonic Association	None	501 c (3)	Youth Orchestras General Operating support	3,000
Reno Youth Jazz Orchestra	None	501 c (3)	Purchase of equipment, directors salary, and scholarship	3,000
Sacramento Food Bank Services	None	501 c (3)	26 foot box truck purchase	20,000
Seattle Public Theater	None	501 c (3)	Operating support and scholarships	7,000
Sound Experience	None	501 c (3)	Propulsion area modifications Adventures	10,000
The Nature Conservancy	None	501 c (3)	Matching grant for Truckee River Project	30,000
The Noteables	None	501 c (3)	Grant for scholorships for music therapy students	3,000
Theatre Works of Northern NEvada	None	501 c (3)	Youth and Teen theatre companies support	1,000
University of Nevada	None	501 c (3)	Grant for Girls math & technology program	1,500
UVA arts of Nevada	None	501 c (3)	Operating support for hands on art workshops	1,050
With my own hands	None	501 c (3)	Shed & Fence materials, soil & plant starts	2,000
Crocker Art Museum	None	501 c (3)	Grant for All About Families-Early Childhood Intitive proc	10,000
Cherry Hills Land Preserve	None	501 c (3)	Grant for Hiring of Land Use Expert	5,000
				180,000

Schedule P-a - Form 990-PF, Part XV, line 3b, Grants and Contributions approved for future payment

NONE

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The Valley
Journals
Not just news, our community news!

March 1, 2012

Here is a proof of your ad to be placed in the Murray Journal(s) for March 2012 issue(s). Please verify that all information is correct and that the ad meets your approval. If you have any questions or concerns feel free to call me at **801-680-2582,** or email me. Please send changes/corrections or approval to:

JoDee Okerlund
jodee@valleyjournals.com or
toll-free fax 1-866-904-2941

*If we do not hear from you by **03-02-2012 3 p.m.**, we will assume that your ad is approved and will run as is.
*If you are running in several journals or consecutive months, we will assume that the ad will be the same unless you notify us of the changes to be made by the deadline of that journal.
***Please note;** while we are glad to make adjustments to your ad, to get it exactly to your liking, we must limit these adjustments to 3 proofs (per ad per issue.) There will be a $25 fee each proof over 3 (per ad, per issue.)

PUBLIC NOTICE

The annual report of the Odyssey Foundation is available for inspection by written request by any citizen who so requests within 180 days after the publication of this notice, by writing to the principal administrator, Eric O. Roberts at:

The Odyssey Foundation
P.O. Box 712320
Salt Lake City, Utah 84171-2320

Pub. South Valley Journal 03-08-2012

PUBLIC NOTICE

The annual report of the Foothold Foundation is available for inspection by written request by any citizen who so requests within 180 days after the publication of this notice, by writing to the principal administrator, Richard N. Beckstrand at:

Foothold
P.O. Box 712320
Salt Lake City, Utah 84171-2320

Pub. South Valley Journal 03-08-2012