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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

ATCHLEY FOUNDATION CHARITABLE TRUST

**A Employer identification number**

94-3197730

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

4054 EAST 1300 NORTH

Room/suite

**B Telephone number (see instructions)**

(208) 652-3560

City or town, state, and ZIP code

ASHTON ID 83420

**C** If exempt 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)

&gt;\$ 281,208

**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), &amp; (d) may not necessarily equal the amounts in column (a) (see instructions).)

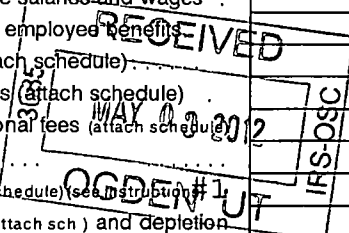
**(a) Revenue and expenses per books****(b) Net investment income****(c) Adjusted net income****(d) Disbursements for charitable purposes (cash basis only)**

|             |                                                                                          |        |        |   |        |
|-------------|------------------------------------------------------------------------------------------|--------|--------|---|--------|
| <b>1</b>    | Contributions, gifts, grants, etc., received (attach schedule)                           | 83,809 |        |   |        |
| <b>2</b>    | Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B |        |        |   |        |
| <b>3</b>    | Interest on savings and temp. cash investments                                           |        |        |   |        |
| <b>4</b>    | Dividends and interest from securities                                                   | 7,619  | 7,619  |   |        |
| <b>5 a</b>  | Gross rents                                                                              |        |        |   |        |
| <b>b</b>    | Net rental income or (loss)                                                              |        |        |   |        |
| <b>6 a</b>  | Net gain/(loss) from sale of assets not on line 10                                       | 4,403  |        |   |        |
| <b>b</b>    | Gross sales price for all assets on line 6a                                              | 12,176 |        |   |        |
| <b>7</b>    | Capital gain net income (from Part IV, line 2)                                           |        | 4,403  |   |        |
| <b>8</b>    | Net short-term capital gain                                                              |        |        | 0 |        |
| <b>9</b>    | Income modifications                                                                     |        |        | 0 |        |
| <b>10 a</b> | Gross sales less rtms & allowances                                                       | 0      |        |   |        |
| <b>b</b>    | Less: Cost of goods sold                                                                 |        |        |   |        |
| <b>c</b>    | Gross profit or (loss) (attach schedule)                                                 |        |        |   |        |
| <b>11</b>   | Other income (attach schedule)                                                           |        |        |   |        |
| <b>12</b>   | <b>Total.</b> Add lines 1 through 11                                                     | 95,831 | 12,022 | 0 |        |
| <b>13</b>   | Compensation of officers, directors, trustees, etc.                                      | 0      |        |   |        |
| <b>14</b>   | Other employee salaries and wages                                                        |        |        |   |        |
| <b>15</b>   | Pension plans, employee benefits                                                         |        |        |   |        |
| <b>16 a</b> | Legal fees (attach schedule)                                                             |        |        |   |        |
| <b>b</b>    | Accounting fees (attach schedule)                                                        |        |        |   |        |
| <b>c</b>    | Other professional fees (attach schedule)                                                |        |        |   |        |
| <b>17</b>   | Interest                                                                                 |        |        |   |        |
| <b>18</b>   | Taxes (attach schedule) (see instructions)                                               | 23     | 23     |   |        |
| <b>19</b>   | Depreciation (attach sch.) and depletion                                                 |        |        |   |        |
| <b>20</b>   | Occupancy                                                                                |        |        |   |        |
| <b>21</b>   | Travel, conferences, and meetings                                                        |        |        |   |        |
| <b>22</b>   | Printing and publications                                                                |        |        |   |        |
| <b>23</b>   | Other expenses (attach schedule)                                                         |        |        |   |        |
| <b>24</b>   | <b>Total operating and administrative expenses.</b> Add lines 13 through 23              | 23     | 23     | 0 | 0      |
| <b>25</b>   | Contributions, gifts, grants paid                                                        | 77,400 |        |   | 77,400 |
| <b>26</b>   | <b>Total exp. &amp; disbursements.</b> Add lines 24 and 25                               | 77,423 | 23     | 0 | 77,400 |
| <b>27</b>   | Subtract line 26 from line 12:                                                           |        |        |   |        |
| <b>a</b>    | <b>Excess of revenue over expenses and disbursements</b>                                 | 18,408 |        |   |        |
| <b>b</b>    | <b>Net investment income</b> (if neg, enter -0-)                                         |        | 11,999 |   |        |
| <b>c</b>    | <b>Adjusted net income</b> (if neg, enter -0-)                                           |        |        |   |        |

For Paperwork Reduction Act Notice, see the Instructions.

Form **990-PF** (2011) 10

SCANNED MAY 14 2012



| Part II Balance Sheets |                                                                                                                             | Attached schedules and amounts in the description column should be for end-of-year amounts only (See inst.)                 |                                                     |         |         |
|------------------------|-----------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|---------|---------|
|                        |                                                                                                                             | Beginning of year<br>(a) Book Value                                                                                         | End of year<br>(b) Book Value (c) Fair Market Value |         |         |
| ASSETS                 | 1                                                                                                                           | Cash -- non-interest-bearing                                                                                                | 2,611                                               | 3,412   | 3,412   |
|                        | 2                                                                                                                           | Savings and temporary cash investments                                                                                      |                                                     |         |         |
|                        | 3                                                                                                                           | Accounts receivable                                                                                                         |                                                     |         |         |
|                        |                                                                                                                             | Less: allowance for doubtful accts.                                                                                         |                                                     |         |         |
|                        | 4                                                                                                                           | Pledges receivable                                                                                                          |                                                     |         |         |
|                        |                                                                                                                             | Less: allowance for doubtful accts.                                                                                         |                                                     |         |         |
|                        | 5                                                                                                                           | Grants receivable                                                                                                           |                                                     |         |         |
|                        | 6                                                                                                                           | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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 govt. obligations (attach schedule)                                                           |                                                     |         |         |
|                        | b                                                                                                                           | Investments -- corporate stock (attach schedule) #2                                                                         | 227,213                                             | 244,491 | 277,796 |
|                        | c                                                                                                                           | Investments -- corporate bonds (attach schedule)                                                                            |                                                     |         |         |
|                        | LIABILITIES                                                                                                                 | 11                                                                                                                          | Investments -- land, buildings, and equipment basis |         |         |
|                        |                                                                                                                             | Less: accumulated depreciation (attach schedule)                                                                            |                                                     |         |         |
| 12                     |                                                                                                                             | Investments -- mortgage loans                                                                                               |                                                     |         |         |
| 13                     |                                                                                                                             | Investments -- other (attach schedule)                                                                                      |                                                     |         |         |
| 14                     |                                                                                                                             | Land, buildings, and equipment basis                                                                                        |                                                     |         |         |
|                        |                                                                                                                             | Less: accumulated depreciation (attach schedule)                                                                            |                                                     |         |         |
| 15                     |                                                                                                                             | Other assets (describe)                                                                                                     |                                                     |         |         |
| 16                     |                                                                                                                             | Total assets (to be completed by all filers -- see the instructions. Also, see page 1, item I)                              | 229,824                                             | 247,903 | 281,208 |
| 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)                                                                                 | 0                                                                                                                           | 0                                                   |         |         |
| FUND BALANCES          | Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                                                                                                                             |                                                     |         |         |
|                        | 24                                                                                                                          | Unrestricted                                                                                                                |                                                     |         |         |
|                        | 25                                                                                                                          | Temporarily restricted                                                                                                      |                                                     |         |         |
|                        | 26                                                                                                                          | Permanently restricted                                                                                                      |                                                     |         |         |
|                        | Foundations that do not follow SFAS 117, ck. here <input checked="" 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                                                            | 229,824                                             | 247,903 |         |
|                        | 30                                                                                                                          | Total net assets or fund balances (see the instructions)                                                                    | 229,824                                             | 247,903 |         |
|                        | 31                                                                                                                          | Total liabilities and net assets/fund balances (see the inst.)                                                              | 229,824                                             | 247,903 |         |

## 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 | 229,824 |
| 2 | Enter amount from Part I, line 27a                                                                                                                          | 2 | 18,408  |
| 3 | Other increases not included in line 2 (itemize)                                                                                                            | 3 |         |
| 4 | Add lines 1, 2, and 3                                                                                                                                       | 4 | 248,232 |
| 5 | Decreases not included in line 2 (itemize) SEE ATTACHMENT #3                                                                                                | 5 | 329     |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) -- Part II, column (b), line 30                                                      | 6 | 247,903 |

**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<br>P -- Purchase<br>D -- Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|--------------------------------------|----------------------------------|
| 1a SEE ATTACHMENT #4                                                                                                               |                                                    |                                      |                                  |
| b                                                                                                                                  |                                                    |                                      |                                  |
| c                                                                                                                                  |                                                    |                                      |                                  |
| d                                                                                                                                  |                                                    |                                      |                                  |
| e                                                                                                                                  |                                                    |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     |                                            |                                                 |                                              |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

| (i) F M V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-----------------------------------------------|-----------------------------------------------------------------------------------------------|
| a                         |                                      |                                               |                                                                                               |
| b                         |                                      |                                               |                                                                                               |
| c                         |                                      |                                               |                                                                                               |
| d                         |                                      |                                               |                                                                                               |
| e                         |                                      |                                               |                                                                                               |

|                                                                                                                                                                                                                           |                                                                                                                                                                           |   |       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------|
| 2 Capital gain net income or (net capital loss) . . . . .                                                                                                                                                                 | <div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div> | 2 | 4,403 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).<br>If gain, also enter in Part I, line 8, column (c) (see the instructions) . . . . .<br>If (loss), enter -0- in Part I, line 8 . . . . . |                                                                                                                                                                           | 3 | 0     |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . . ☐ Yes ☒ No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

| (a)<br>Base period years<br>Calendar year (or tax year beg in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of<br>noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|----------------------------------------------------------------|------------------------------------------|-------------------------------------------------|-----------------------------------------------------------|
| 2010                                                           | 35,000                                   | 209,547                                         | 0.167027                                                  |
| 2009                                                           | 43,913                                   | 171,853                                         | 0.255527                                                  |
| 2008                                                           | 7,135                                    | 142,845                                         | 0.049949                                                  |
| 2007                                                           | 8,270                                    | 175,475                                         | 0.047129                                                  |
| 2006                                                           | 28,594                                   | 167,285                                         | 0.170930                                                  |

|                                                                                                                                                                                           |   |          |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|----------|
| 2 Total of line 1, column (d) . . . . .                                                                                                                                                   | 2 | 0.690562 |
| 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 | 0.138112 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . . . .                                                                                                  | 4 | 265,197  |
| 5 Multiply line 4 by line 3 . . . . .                                                                                                                                                     | 5 | 36,627   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .                                                                                                                    | 6 | 120      |
| 7 Add lines 5 and 6 . . . . .                                                                                                                                                             | 7 | 36,747   |
| 8 Enter qualifying distributions from Part XII, line 4 . . . . .                                                                                                                          | 8 | 77,400   |

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 the instructions)

|                                                                                                                                                                                                                                    |    |   |     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---|-----|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary -- see Inst.) |    |   |     |
| 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 | 120 |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                         |    |   |     |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).                                                                                                                       |    | 2 | 0   |
| 3 Add lines 1 and 2                                                                                                                                                                                                                |    | 3 | 120 |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).                                                                                                                     |    | 4 | 0   |
| 5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                   |    | 5 | 120 |
| 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 <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                         | 8  |   |     |
| 9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                      | 9  |   | 120 |
| 10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                         | 10 |   |     |
| 11 Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>                                                                                       | 11 |   |     |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                               | Yes | No  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                      | 1a  | X   |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?<br>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. | 1b  | X   |
| c Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                 | 1c  | N/A |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation . . . ▶ \$ 0 (2) On foundation managers . . . ▶ \$ 0                                                                                                                                                             |     |     |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ▶ \$ 0                                                                                                                                                                                           |     |     |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                               | 2   | X   |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.                                                                                                                 | 3   | X   |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                               | 4a  | X   |
| b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                     | 4b  | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                         | 5   | X   |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• 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   | X   |
| 7 Did the foundation have at least \$5,000 in assets at any time during the yr? If "Yes," complete Part II, col. (c), & Part XV                                                                                                                                                                                                               | 7   | X   |
| 8 a Enter the states to which the foundation reports or with which it is registered (see the instructions)<br>▶ ID                                                                                                                                                                                                                            |     |     |
| 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  | N/A |
| 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   | X   |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                         | 10  | X   |

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

|                       |                                                                                                                                                                                                     |                 |     |    |
|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----|----|
| 11                    | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .   | 11              |     | X  |
| 12                    | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .  | 12              |     | X  |
| 13                    | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .                                                                       | 13              | X   |    |
| Website address ▶ N/A |                                                                                                                                                                                                     |                 |     |    |
| 14                    | The books are in care of ▶ SEE ATTACHMENT #5                                                                                                                                                        | Telephone no. ▶ |     |    |
|                       | Located at ▶                                                                                                                                                                                        | ZIP+4 ▶         |     |    |
| 15                    | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -- Check here . . . . .                                                                                      | 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 ▶                                                                |                 |     | X  |

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

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

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Yes | No |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a | During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                                           |     |    |
|    | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                         |     |    |
|    | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                 |     |    |
|    | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                     |     |    |
|    | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                           |     |    |
|    | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                  |     |    |
|    | (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                 |     |    |
| b  | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . N/A                                                                                                                                                                                                                                                                           | 1b  |    |
|    | Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                      |     |    |
| c  | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? . . . . .                                                                                                                                                                                                                                                                                                            | 1c  | X  |
| 2  | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).                                                                                                                                                                                                                                                                                                                               |     |    |
| a  | At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                              |     |    |
|    | If "Yes," list the years . . . ▶ 20 __, 20 __, 20 __, 20 __                                                                                                                                                                                                                                                                                                                                                                                                                                                  |     |    |
| b  | Are there any years listed in 2a for which the foundation is <b>not</b> 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) . . . . . N/A                                                                                                                                                                               | 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                     |     |    |
| b  | If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) . . . . . N/A | 3b  |    |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .                                                                                                                                                                                                                                                                                                                                                                                    | 4a  | X  |
| b  | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? . . . . .                                                                                                                                                                                                                                                                  | 4b  | X  |

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**

**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 **5b**

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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? ☐ Yes ☒ No **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 avg hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred comp. | (e) Expense account, other allowances |
|----------------------|-------------------------------------------------------|-------------------------------------------|----------------------------------------------------------------|---------------------------------------|
| SEE ATTACHMENT #6    |                                                       |                                           |                                                                |                                       |

**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 avg 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 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 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 the instructions                                                        |        |
| 3                                                                                                                 |        |
| <b>Total.</b> Add lines 1 through 3                                                                               |        |



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

|          |                                                                                                                |           |         |
|----------|----------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.    |           |         |
| <b>a</b> | Average monthly fair market value of securities                                                                | <b>1a</b> | 266,224 |
| <b>b</b> | Average of monthly cash balances                                                                               | <b>1b</b> | 3,012   |
| <b>c</b> | Fair market value of all other assets (see the instructions)                                                   | <b>1c</b> |         |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                          | <b>1d</b> | 269,236 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)      | <b>1e</b> |         |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                           | <b>2</b>  |         |
| <b>3</b> | Subtract line 2 from line 1d                                                                                   | <b>3</b>  | 269,236 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see the instructions) | <b>4</b>  | 4,039   |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4    | <b>5</b>  | 265,197 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                           | <b>6</b>  | 13,260  |

**Part XI Distributable Amount** (see the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

|           |                                                                                                           |           |        |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|--------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 13,260 |
| <b>2a</b> | Tax on investment income for 2011 from Part VI, line 5                                                    | <b>2a</b> | 120    |
| <b>b</b>  | Income tax for 2011. (This does not include the tax from Part VI)                                         | <b>2b</b> |        |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 120    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 13,140 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |        |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 13,140 |
| <b>6</b>  | Deduction from distributable amount (see the instructions)                                                | <b>6</b>  |        |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 13,140 |

**Part XII Qualifying Distributions** (see the instructions)

|          |                                                                                                                                                          |           |        |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.                                                               |           |        |
| <b>a</b> | Expenses, contributions, gifts, etc. -- total from Part I, column (d), line 26                                                                           | <b>1a</b> | 77,400 |
| <b>b</b> | Program-related investments -- total from Part IX-B                                                                                                      | <b>1b</b> |        |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                                | <b>2</b>  |        |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                     |           |        |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                           | <b>3a</b> |        |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                    | <b>3b</b> |        |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.                                       | <b>4</b>  | 77,400 |
| <b>5</b> | 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 the instructions) | <b>5</b>  | 120    |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                    | <b>6</b>  | 77,280 |

**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 the instructions)

|                                                                                                                                                                                             | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 13,140      |
| <b>2</b> Undistributed income, if any, as of the end of 2011                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2010 only . . . . .                                                                                                                                               |               |                            |             |             |
| <b>b</b> Total for prior years 20____, 20____, 20____                                                                                                                                       |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2011                                                                                                                                    |               |                            |             |             |
| <b>a</b> From 2006 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2007 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2008 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2009 . . . . .                                                                                                                                                                |               |                            | 36,620      |             |
| <b>e</b> From 2010 . . . . .                                                                                                                                                                |               |                            | 35,000      |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | 71,620        |                            |             |             |
| <b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 77,400                                                                                                                |               |                            |             |             |
| <b>a</b> Applied to 2010, but not more than line 2a                                                                                                                                         |               |                            |             |             |
| <b>b</b> Applied to undistributed income of prior years<br>(Election required -- see the instructions)                                                                                      |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus<br>(Election required -- see the instructions)                                                                                              |               |                            |             |             |
| <b>d</b> Applied to 2011 distributable amount . . . . .                                                                                                                                     |               |                            |             |             |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               | 77,400        |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2011 . . . . .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                     | 13,140        |                            |             | 13,140      |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                                  | 135,880       |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .                                                                                                         |               |                            |             |             |
| <b>c</b> 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 . . . . . |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount -- see the instructions . . . . .                                                                                                    |               |                            |             |             |
| <b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount -- see the instructions . . . . .                                                                     |               |                            |             |             |
| <b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .                                                              |               |                            |             |             |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions) . . . . .                              |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see the instructions) . . . . .                                                                          |               |                            |             |             |
| <b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 135,880       |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2007 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2008 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2009 . . . . .                                                                                                                                                         |               |                            | 23,480      |             |
| <b>d</b> Excess from 2010 . . . . .                                                                                                                                                         |               |                            | 35,000      |             |
| <b>e</b> Excess from 2011 . . . . .                                                                                                                                                         |               |                            | 77,400      |             |

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

- 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<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount |
|----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|--------|
| <b>a</b> Paid during the year<br>SEE ATTACHMENT #8 |                                                                                                                    |                                      |                                     |        |
| <b>Total</b>                                       |                                                                                                                    |                                      | ▶ <b>3a</b>                         | 77,400 |
| <b>b</b> Approved for future payment               |                                                                                                                    |                                      |                                     |        |
| <b>Total</b>                                       |                                                                                                                    |                                      | ▶ <b>3b</b>                         |        |

**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)<br>Related or exempt<br>function income<br>(See the<br>instructions ) |
|--------------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|---------------------------------------------------------------------------|
|                                                                    | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Excl<br>code                  | (d)<br>Amount |                                                                           |
| <b>1</b> Program service revenue                                   |                           |               |                                      |               |                                                                           |
| <b>a</b> _____                                                     |                           |               |                                      |               |                                                                           |
| <b>b</b> _____                                                     |                           |               |                                      |               |                                                                           |
| <b>c</b> _____                                                     |                           |               |                                      |               |                                                                           |
| <b>d</b> _____                                                     |                           |               |                                      |               |                                                                           |
| <b>e</b> _____                                                     |                           |               |                                      |               |                                                                           |
| <b>f</b> _____                                                     |                           |               |                                      |               |                                                                           |
| <b>g</b> Fees & contracts from government agencies                 |                           |               |                                      |               |                                                                           |
| <b>2</b> Membership dues and assessments . . . . .                 |                           |               |                                      |               |                                                                           |
| <b>3</b> Interest on savings and temporary cash investments . .    |                           |               |                                      |               |                                                                           |
| <b>4</b> Dividends and interest from securities . . . . .          |                           |               | 14                                   | 7,619         |                                                                           |
| <b>5</b> Net rental income or (loss) from real estate:             |                           |               |                                      |               |                                                                           |
| <b>a</b> Debt-financed property . . . . .                          |                           |               |                                      |               |                                                                           |
| <b>b</b> Not debt-financed property . . . . .                      |                           |               |                                      |               |                                                                           |
| <b>6</b> Net rental income or (loss) from personal property        |                           |               |                                      |               |                                                                           |
| <b>7</b> Other investment income . . . . .                         |                           |               |                                      |               |                                                                           |
| <b>8</b> Gain or (loss) from sales of assets other than inventory  |                           |               | 14                                   | 4,403         |                                                                           |
| <b>9</b> Net income or (loss) from special events . . . . .        |                           |               |                                      |               |                                                                           |
| <b>10</b> Gross profit or (loss) from sales of inventory . . . . . |                           |               |                                      |               |                                                                           |
| <b>11</b> Other revenue: <b>a</b> _____                            |                           |               |                                      |               |                                                                           |
| <b>b</b> _____                                                     |                           |               |                                      |               |                                                                           |
| <b>c</b> _____                                                     |                           |               |                                      |               |                                                                           |
| <b>d</b> _____                                                     |                           |               |                                      |               |                                                                           |
| <b>e</b> _____                                                     |                           |               |                                      |               |                                                                           |
| <b>12</b> Subtotal. Add columns (b), (d), and (e). . . . .         |                           | 0             |                                      | 12,022        | 0                                                                         |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .  |                           |               |                                      | 13            | 12,022                                                                    |

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

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

| Line No.<br>▼ | 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 the instructions ) |
|---------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|               |                                                                                                                                                                                                                                                       |

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

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

| (a) Line no. | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|--------------|---------------------|-----------------------------------------------|----------------------------------------------------------------------|
|              |                     |                                               |                                                                      |

- 2 a** 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 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<br><b>RM SCHWENDIMAN</b>        | Preparer's signature<br><i>RM Schwendiman</i> | Date<br><b>04-24-2012</b> | Check <input type="checkbox"/> if self-employed | PTIN<br><b>P00002693</b> |
| Firm's name ▶ <b>SCHWENDIMAN SUTTON &amp; SIMMONS PLLC</b> |                                               |                           | Firm's EIN ▶ <b>20-0561324</b>                  |                          |
| Firm's address ▶ <b>39 PROFESSIONAL PLAZA</b>              |                                               |                           | Phone no <b>(208) 356-3452</b>                  |                          |

**Schedule of Contributors**

OMB No 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

**2011**

Name of the organization

Employer identification number

ATCHLEY FOUNDATION CHARITABLE TRUST

94-3197730

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

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

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

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

Name of organization

ATCHLEY FOUNDATION CHARITABLE TRUST

Employer identification number

94-3197730

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

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                         | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                 |
|------------|-----------------------------------------------------------|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | CLEN AND EMMA ATCHLEY<br>4054 E 1300 N<br>ASHTON ID 83420 | \$ 83,809                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution) |
|            |                                                           | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |                                                           | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |                                                           | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |                                                           | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |                                                           | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |                                                           | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |



**990 SCHEDULE OF TAXES PAID**

ATTACHMENT 1: PAGE 1 - 990- PF PAGE 1, PART I, LINE 18

OPEN TO PUBLIC

## INSPECTION

For calendar year 2011, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

ATCHLEY FOUNDATION CHARITABLE TRUST

94-3197730

| Category             | Amount | Net Investment<br>Income | Adjusted<br>Net Income | Disbursements for<br>Charity |
|----------------------|--------|--------------------------|------------------------|------------------------------|
| FOREIGN TAX WITHHELD | 23     | 23                       |                        |                              |
| Total:               | 23     | 23                       |                        |                              |

**990 SCHEDULE OF INVESTMENTS - CORPORATE STOCKS**

ATTACHMENT 2: PAGE 1 - 990-PF PAGE 2, PART II, LINE 10B

OPEN TO PUBLIC

INSPECTION

For calendar year 2011, or tax period beginning

, and ending

Name of Organization

ATCHLEY FOUNDATION CHARITABLE TRUST

Employer Identification Number

94-3197730

| Description of Property                       | Cost | FMV at<br>Year End | Book Value | Fair Market Value |
|-----------------------------------------------|------|--------------------|------------|-------------------|
| BROKERAGE ACCOUNT WITH DA<br>DAVIDSON AND CO. |      | X                  | 244,491    | 277,796           |
| Total:                                        |      |                    | 244,491    | 277,796           |

**990 SCHEDULE OF OTHER DECREASES**

ATTACHMENT 3: PAGE 1 - 990- PF PAGE 2, PART III, LINE 5

OPEN TO PUBLIC

INSPECTION

For calendar year 2011, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

ATCHLEY FOUNDATION CHARITABLE TRUST

94-3197730

[illegible]

# 990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 4: PAGE 1 - 990-PF PAGE 3, PART IV, LINE 1

OPEN TO PUBLIC INSPECTION For calendar year 2011 or tax period beginning , and ending

Name of Organization  
ATCHLEY FOUNDATION CHARITABLE TRUST

Employer Identification Number  
94-3197730

|   | (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<br>P -- Purchase<br>D -- Donation | (c) Date Acquired<br>(mo., day, yr) | (d) Date Sold<br>(mo., day, yr) |
|---|------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|-------------------------------------|---------------------------------|
| 1 | CAPITAL GAIN DISTRIBUTIONS-D A DAVIDSON 1099                                                                                       | P                                                  |                                     |                                 |
| 2 | BRISTOL MYERS SQUIBB CO                                                                                                            | P                                                  | 06-03-2009                          | 11-30-2011                      |
| 3 | BRISTOL MYERS SQUIBB CO                                                                                                            | P                                                  | 01-26-2010                          | 11-30-2011                      |

|   | (e) Gross Sales Price | (f) Depreciation Allowed<br>(or allowable) | (g) Cost or Other Basis<br>Plus Expense of Sale | (h) Gain or (loss)<br>(e) Plus (f) Minus (g) |
|---|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 1 | 840                   |                                            |                                                 | 840                                          |
| 2 | 7,823                 |                                            | 5,064                                           | 2,759                                        |
| 3 | 3,513                 |                                            | 2,709                                           | 804                                          |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                              |  | (l) 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 if Col. (i) Over Col. (j), if Any |  |                                                                                          |
| 1                                                                                           |                                   |                                              |  | 840                                                                                      |
| 2                                                                                           |                                   |                                              |  | 2,759                                                                                    |
| 3                                                                                           |                                   |                                              |  | 804                                                                                      |

**990 BOOKS ARE IN CARE OF**

ATTACHMENT 5 - 990-PF PAGE 5, PART VII-A, LINE 14

|                                                                    |                                                                         |
|--------------------------------------------------------------------|-------------------------------------------------------------------------|
| OPEN TO PUBLIC<br>INSPECTION                                       | For calendar year 2011, or tax period beginning _____, and ending _____ |
| Name of Organization<br><b>ATCHLEY FOUNDATION CHARITABLE TRUST</b> | Employer Identification Number<br><b>94-3197730</b>                     |

**Part VII-A - Line 14**

Individual Name ..... CLEN ATCHLEY  
 or  
 Business Name: \_\_\_\_\_

Street Address ..... 4054 EAST 1300 NORTH

U S Address.

Zip code 83420 City ASHTON State ID  
 or

Foreign Address

City ..... \_\_\_\_\_

Province or State ..... \_\_\_\_\_

Country ..... \_\_\_\_\_

Postal code ..... \_\_\_\_\_

Phone Number ..... (208) 652-3560

Fax Number ..... \_\_\_\_\_

# 990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

ATTACHMENT 6: PAGE 1 - 990-PF PAGE 6, PART VIII

OPEN TO PUBLIC

INSPECTION

For calendar year 2011, or tax period beginning

, and ending

Name of Organization

ATCHLEY FOUNDATION CHARITABLE TRUST

Employer Identification Number

94-3197730

| (A) Name and Address                                | (B) Title and Average<br>Hrs. per Week | (C) Compensation (If<br>not paid, enter 0) | (D) Cont to Employee<br>Ben Plans & Def. Comp | (E) Expense Account<br>& Other Allowances |
|-----------------------------------------------------|----------------------------------------|--------------------------------------------|-----------------------------------------------|-------------------------------------------|
| CLEN P ATCHLEY<br>4054 E 1300 N<br>ASHTON, ID 83420 | CO-TRUSTEE                             | 0                                          | 0                                             | 0                                         |
| EMMA ATCHLEY<br>4054 E 1300 N<br>ASHTON, ID 83420   | CO-TRUSTEE                             | 0                                          | 0                                             | 0                                         |
| JAMES NEUBAUER<br>4151 E 1300 N<br>ASHTON, ID 83420 | CO-TRUSTEE                             | 0                                          | 0                                             | 0                                         |

## 990 INFORMATION REGARDING FOUNDATION MANAGERS

ATTACHMENT 7: PAGE 1 - 990-PF PAGE 10, PART XV, LINE 1A

OPEN TO PUBLIC

INSPECTION

For calendar year 2011, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

ATCHLEY FOUNDATION CHARITABLE TRUST

94-3197730

Contributing Manager

CLEN AND EMMA ATCHLEY

# 990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8: PAGE 1 990-PF PAGE 11, PART XV LINE 3A

OPEN TO PUBLIC  
INSPECTION

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

Name of Organization

ATCHLEY FOUNDATION CHARITABLE TRUST

Employer Identification Number

94-3197730

| Recipient<br>Name and Address (home or business)                             | If Recipient is an Individual,<br>Show any Relationship to<br>Any Foundation Manager<br>or Substantial Contributor | Foundation<br>Status of<br>Recipient | Purpose of Grant or<br>Contribution       | Amount |
|------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------|--------|
| ASHTON COMMUNITY<br>METHODIST CHURCH<br>GENERAL DELIVERY<br>ASHTON ID 83420  | NONE                                                                                                               |                                      | COMMUNITY PROGRAMS                        | 28,000 |
| UMC ENDOWMENT EDUCATION<br>TRUST<br>8 THIRD ST NORTH<br>GREAT FALLS MT 59403 | NONE                                                                                                               |                                      | EDUCATIONAL<br>SCHOLARSHIP<br>PROGRAMS    | 2,400  |
| NORTH FREMONT EDUCATION<br>FOUNDATION<br>GENERAL DELIVERY<br>ASHTON ID 83420 | NONE                                                                                                               |                                      | SCHOLARSHIPS \\<br>GROUND<br>IMPROVEMENTS | 42,500 |
| COLLEGE OF SOUTHERN IDAHO<br>315 FALLS AVE<br>TWIN FALLS ID 83303            | NONE                                                                                                               |                                      | EDUCATIONAL<br>PROGRAMS\ SCHOLARSH        | 500    |
| IDAHO STATE UNIVERSITY<br>CAMPUS BOX 8050<br>POCATELLO ID 83209              | NONE                                                                                                               |                                      | EDUCATIONAL<br>SCHOLARSHIPS               | 1,000  |
| TETON REGIONAL LAND TRUST<br>PO BOX 247<br>DRIGGS ID 83422                   | NONE                                                                                                               |                                      | CONSERVATION<br>PROGRAMS                  | 3,000  |
| Total:                                                                       |                                                                                                                    |                                      |                                           | 77,400 |



## 2011 DETAIL STATEMENTS

ATCHLEY FOUNDATION CHARITABLE  
94-3197730

PAGE 1

---

### STATEMENT #1 - DIVIDENDS (990-PF PG 1 LINE 4(B))

|                                                 |       |       |
|-------------------------------------------------|-------|-------|
| DA DAVIDSON & CO 1099-INTEREST.....             | 5     |       |
| DA DAVIDSON & CO 1099-DIVIDENDS-ALL QUALIFIE... | 7,614 |       |
| TOTAL CARRIED TO 990-PF PG 1 LINE 4(B).....     |       | 7,619 |

---

### STATEMENT #2 - CONTRIBUTIONS, GIFTS, GRANTS (EZ1 LINE 1)

|                                  |        |        |
|----------------------------------|--------|--------|
| FROM CLEN AND EMMA ATCHLEY.....  | 83,809 |        |
| TOTAL CARRIED TO EZ1 LINE 1..... |        | 83,809 |

---

## DADVANTAGE AVAILABLE BALANCE

3,412

FOR THE PERIOD ENDING 12/31/11, THE INTEREST RATE ON YOUR BANK DEPOSIT PROGRAM IS 0.01%, WHICH EQUATES TO AN APY OF 0.01%. APY IS A PERCENTAGE RATE THAT REFLECTS THE TOTAL AMOUNT OF INTEREST PAID ON THE ACCOUNT, BASED ON THE INTEREST RATE AND THE FREQUENCY OF COMPOUNDING FOR A 365-DAY PERIOD.

## \*\*\* 2011 YEAR-END TAX INFORMATION \*\*\*

BE ON THE LOOKOUT FOR YOUR 2011 DAVIDSON 1099 TAX FORM CONTAINING INFORMATION NEEDED TO PREPARE YOUR 2011 TAX RETURNS. WE WILL HAVE OUR 1099 FORMS PREPARED AND MAILED TO YOU BY FEBRUARY 15, 2012. IF YOU OWNED AN INTEREST IN A LIMITED PARTNERSHIP ANYTIME DURING 2011, YOU WILL RECEIVE A TAX REPORTING FORM K-1 DIRECTLY FROM THE PARTNERSHIP. IF YOU HAVE QUESTIONS REGARDING ANY INFORMATION REPORTED TO YOU ON THE DAVIDSON 1099 OR A PARTNERSHIP K-1, PLEASE CONTACT YOUR FINANCIAL CONSULTANT.

PLEASE REFER TO THE SECTION "PORTFOLIO SECURITIES HELD AT D.A. DAVIDSON & CO." ON THE BACK OF THIS STATEMENT FOR INFORMATION CONCERNING MARKET PRICES INCLUDED ON THIS STATEMENT. "ESTIMATED ANNUAL INCOME" (EAI) INFORMATION PRESENTED BELOW, WHEN AVAILABLE, REFLECTS THE ESTIMATED AMOUNT YOU WOULD EARN ON A SECURITY IF YOUR CURRENT POSITION AND ITS RELATED INCOME REMAINED CONSTANT FOR A YEAR. "CURRENT EST. YIELD" (EAY), WHEN AVAILABLE, REFLECTS THE CURRENT ESTIMATED ANNUAL INCOME DIVIDED BY THE CURRENT MARKET VALUE OF THE SECURITY AS OF THE STATEMENT CLOSING DATE. EAI AND EAY CONTAIN CERTAIN TYPES OF SECURITIES THAT COULD INCLUDE A RETURN OF PRINCIPAL CAPITAL GAINS, IN WHICH CASE THE EAI OR EAY WOULD BE OVERSTATED. IN ADDITION, BONDS CALLS, MATURITIES, RECLASSIFICATION OF DIVIDENDS, CAPITAL GAINS AND RETURN OF CAPITAL MAY OVERSTATE OR UNDERSTATE EAI OR EAY. EAI AND EAY ARE ESTIMATES AND THE ACTUAL INCOME AND YIELD MIGHT BE LOWER OR HIGHER THAN THE ESTIMATED AMOUNTS. EAY REFLECTS ONLY THE INCOME GENERATED BY AN INVESTMENT AND IT DOES NOT REFLECT CHANGES IN THE SECURITIES' PRICE WHICH MAY FLUCTUATE. THE INFORMATION USED TO DERIVE THESE ESTIMATES IS OBTAINED FROM THIRD PARTIES WE CONSIDER RELIABLE. PAST PERFORMANCE IS NO GUARANTEE OF FUTURE RESULTS.

| QUANTITY | SECURITY DESCRIPTION/(SYMBOL)   | DATE ACQUIRED | UNIT COST BASIS | TOTAL COST BASIS | MARKET PRICE | MARKET VALUE | UNREALIZED GAIN OR LOSS | ESTIMATED ANNUAL INCOME | CURRENT EST YIELD % |
|----------|---------------------------------|---------------|-----------------|------------------|--------------|--------------|-------------------------|-------------------------|---------------------|
| 125      | AMGEN INC (AMGN)                | 12/29/05      | 80.465          | 10,058.10        | 64.21        | 8,026.25     | (2,031.85)              | 180.00                  | 2.24%               |
| 300      | BRISTOL MYERS SQUIBB CO (BMY)   | *             | 24.659          | 7,397.68         | 35.24        | 10,572.00    | 3,174.32                | 408.00                  | 3.85%               |
| 155      | DEVON ENERGY CORPORATION (DVN)  | 12/29/05      | 64.029          | 9,924.43         | 62.00        | 9,610.00     | (314.43)                | 105.40                  | 1.09%               |
| 2,200    | EARTHLINK INC (ELNK)            | *             | 9.075           | 19,965.55        | 6.44         | 14,168.00    | (5,797.55)              | 440.00                  | 3.10%               |
| 345      | EXELON CORPORATION (EXC)        | *             | 45.672          | 15,756.96        | 43.37        | 14,962.65    | (794.31)                | 724.50                  | 4.84%               |
| 1,115    | EXXON MOBIL CORPORATION (XOM)   | *             | 57.262          | 63,847.08        | 84.76        | 94,507.40    | 30,660.32               | 2,096.20                | 2.21%               |
| 1,060    | GENERAL ELECTRIC CO (GE)        | *             | 20.741          | 21,985.51        | 17.91        | 18,984.60    | (3,000.91)              | 720.80                  | 3.79%               |
| 500      | PLUM CREEK TIMBER COMPAN (PCL)  | *             | 36.411          | 18,205.47        | 36.56        | 18,280.00    | 74.53                   | 840.00                  | 4.59%               |
| 200      | PROCTER & GAMBLE CO (PG)        | 6/17/09       | 51.07           | 10,214.03        | 66.71        | 13,342.00    | 3,127.97                | 420.00                  | 3.14%               |
| 550      | TEVA PHARMACEUTICAL INDS (TEVA) | *             | 45.548          | 25,051.17        | 40.36        | 22,198.00    | (2,853.17)              | 431.75                  | 1.94%               |
| 156      | UNITEDHEALTH GROUP INC (UNH)    | 12/29/05      | 64.026          | 9,988.09         | 50.68        | 7,906.08     | (2,082.01)              | 101.40                  | 1.28%               |

## EQUITIES/OPTIONS

**PORTFOLIO SECURITY RECORD**

| QUANTITY | SECURITY DESCRIPTION/(SYMBOL) | DATE ACQUIRED | UNIT COST BASIS | TOTAL COST BASIS | MARKET PRICE | MARKET VALUE | UNREALIZED GAIN OR LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD % |
|----------|-------------------------------|---------------|-----------------|------------------|--------------|--------------|-------------------------|-------------------------|-----------------|
|----------|-------------------------------|---------------|-----------------|------------------|--------------|--------------|-------------------------|-------------------------|-----------------|

**EQUITIES/OPTIONS**

|       |                             |          |        |           |       |           |           |          |       |
|-------|-----------------------------|----------|--------|-----------|-------|-----------|-----------|----------|-------|
| 1,030 | VERIZON COMMUNICATIONS (VZ) | *        | 27.996 | 28,835.80 | 40.12 | 41,323.60 | 12,487.80 | 2,060.00 | 4.98% |
| 87    | COVIDIEN PLC (COV)          | 12/29/05 | 37.485 | 3,261.17  | 45.01 | 3,915.87  | 654.70    | 78.30    | 1.99% |

**ADDITIONAL PURCHASES/OPTIONS**

**ADDITIONAL PURCHASES/OPTIONS**

\* THIS SECURITY POSITION IS COMPRISED OF MULTIPLE PURCHASES

COST INFORMATION IS PRESENTED AS A GENERAL GUIDE TO PORTFOLIO PERFORMANCE. THE VALUES PRESENTED SHOULD NOT BE RELIED UPON FOR TAX PURPOSES. PLEASE COMPARE THESE VALUES TO YOUR PURCHASE RECORDS AND NOTIFY YOUR FINANCIAL CONSULTANT IF CORRECTIONS ARE REQUIRED.

**TRADE ACTIVITY**

| DATE     | ACTIVITY   | QUANTITY | DESCRIPTION                         | PRICE   | AMOUNT      | DAILY TOTAL |
|----------|------------|----------|-------------------------------------|---------|-------------|-------------|
| 12/05/11 | YOU SOLD   | 355      | BRISTOL MYERS SQUIBB CO (BMY)       | 32.50   | 11,335.97   | 11,335.97   |
| 12/07/11 | YOU BOUGHT | 250      | TEVA PHARMACEUTICAL INDS ADR (TEVA) | 39.6799 | (10,083.03) | (10,083.03) |

**TRADE ACTIVITY SUMMARY**

**INCOME ACTIVITY**

| DATE     | ACTIVITY | DESCRIPTION                              | AMOUNT | DAILY TOTAL |
|----------|----------|------------------------------------------|--------|-------------|
| 12/08/11 | CASH DIV | 125 AMGEN INC (AMGN)                     | 35.00  | 35.00       |
| 12/09/11 | CASH DIV | 345 EXELON CORPORATION (EXC)             | 181.13 | 181.13      |
| 12/09/11 | CASH DIV | 1115 EXXON MOBIL CORPORATION (XOM)       | 524.05 | 705.18      |
| 12/12/11 | CASH DIV | 300 TEVA PHARMACEUTICAL INDS ADR (TEVA)  | 64.46  | 64.46       |
| 12/15/11 | INTEREST | BANK INSD DEPOSIT ACCOUNT                | .02    | .02         |
| 12/20/11 | CASH DIV | 2200 EARTHLINK INC (ELNK)                | 110.00 | 110.00      |
| 12/21/11 | CASH DIV | 156 UNITEDHEALTH GROUP INC (UNH)         | 25.35  | 25.35       |
| 12/30/11 | CASH DIV | 155 DEVON ENERGY CORPORATION (NEW) (DVN) | 26.35  | 26.35       |

**INCOME ACTIVITY SUMMARY**

**ADVANCE PAGE CHECKS**

| DATE WRITTEN | DATE PAID | CHECK # | PAYEE | EXPENSE CODE | AMOUNT |
|--------------|-----------|---------|-------|--------------|--------|
|--------------|-----------|---------|-------|--------------|--------|