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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.

2011

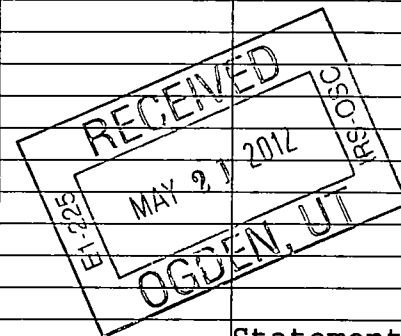
For calendar year 2011 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                |                                                                                                                                                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>Charis Fund</b>                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                | A Employer identification number<br><b>94-6077619</b>                                                                                                                      |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>915-C W Foothill Blvd</b>                                                                                                                                                                                                | Room/suite<br><b>171</b>                                                                                                                                                                       | B Telephone number<br><b>(909) 626-8557</b>                                                                                                                                |
| City or town, state, and ZIP code<br><b>Claremont, CA 91711-3304</b>                                                                                                                                                                                                                                            |                                                                                                                                                                                                | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                 |
| G Check all that apply.<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |                                                                                                                                                                                                | D 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                               |                                                                                                                                                                                                | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                              |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16)<br>\$ <b>3,774,456.</b>                                                                                                                                                                                                       | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(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 <input type="checkbox"/>                                                           |

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|----------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                                                                     |  |                                    |                           | N/A                     |                                                             |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B                                                      |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                               |  | 184.                               | 184.                      |                         |                                                             |
| 4 Dividends and interest from securities                                                                                                           |  | 62,186.                            | 62,186.                   |                         |                                                             |
| 5a Gross rents                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                      |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                           |  | <925.>                             |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                                                                      |  | 428,787.                           |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                   |  |                                    | 0.                        |                         |                                                             |
| 8 Net short-term capital gain                                                                                                                      |  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                                                                             |  |                                    |                           |                         |                                                             |
| 10a Gross sales less returns and allowances                                                                                                        |  |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                                                                          |  |                                    |                           |                         |                                                             |
| c Gross profit or (loss)                                                                                                                           |  |                                    |                           |                         |                                                             |
| 11 Other income                                                                                                                                    |  | 456,368.                           | 456,368.                  |                         |                                                             |
| 12 Total Add lines 1 through 11                                                                                                                    |  | 517,813.                           | 518,738.                  |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc                                                                                              |  | 0.                                 | 0.                        |                         | 0.                                                          |
| 14 Other employee salaries and wages                                                                                                               |  |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits                                                                                                                |  |                                    |                           |                         |                                                             |
| 16a Legal fees                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Accounting fees Stmt 2                                                                                                                           |  | 3,770.                             | 2,827.                    |                         | 943.                                                        |
| c Other professional fees Stmt 3                                                                                                                   |  | 30,626.                            | 30,626.                   |                         | 0.                                                          |
| 17 Interest                                                                                                                                        |  |                                    |                           |                         |                                                             |
| 18 Taxes Stmt 4                                                                                                                                    |  | 5,000.                             | 0.                        |                         | 0.                                                          |
| 19 Depreciation and depletion                                                                                                                      |  |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                                                                       |  |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                                                                                               |  | 3,308.                             | 0.                        |                         | 3,308.                                                      |
| 22 Printing and publications                                                                                                                       |  |                                    |                           |                         |                                                             |
| 23 Other expenses                                                                                                                                  |  |                                    |                           |                         |                                                             |
| 24 Total operating and administrative expenses Add lines 13 through 23                                                                             |  | 42,704.                            | 33,453.                   |                         | 4,251.                                                      |
| 25 Contributions, gifts, grants paid                                                                                                               |  | 287,130.                           |                           |                         | 287,130.                                                    |
| 26 Total expenses and disbursements Add lines 24 and 25                                                                                            |  | 329,834.                           | 33,453.                   |                         | 291,381.                                                    |
| 27 Subtract line 26 from line 12:                                                                                                                  |  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                |  | 187,979.                           |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                   |  |                                    | 485,285.                  |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                     |  |                                    |                           | N/A                     |                                                             |

SCANNED MAY 23 2012



| <b>Part II Balance Sheets</b>      |                                                                                                                                         | Attached schedules and amounts in the description column should be for end-of-year amounts only |  | Beginning of year | End of year    |                       |
|------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|--|-------------------|----------------|-----------------------|
|                                    |                                                                                                                                         |                                                                                                 |  | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                      | 1 Cash - non-interest-bearing                                                                                                           |                                                                                                 |  |                   |                |                       |
|                                    | 2 Savings and temporary cash investments                                                                                                |                                                                                                 |  | 155,266.          | 183,963.       | 183,963.              |
|                                    | 3 Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶                                                                      |                                                                                                 |  |                   |                |                       |
|                                    | 4 Pledges receivable ▶<br>Less: allowance for doubtful accounts ▶                                                                       |                                                                                                 |  |                   |                |                       |
|                                    | 5 Grants receivable                                                                                                                     |                                                                                                 |  |                   |                |                       |
|                                    | 6 Receivables due from officers, directors, trustees, and other disqualified persons                                                    |                                                                                                 |  |                   |                |                       |
|                                    | 7 Other notes and loans receivable ▶<br>Less: allowance for doubtful accounts ▶                                                         |                                                                                                 |  |                   |                |                       |
|                                    | 8 Inventories for sale or use                                                                                                           |                                                                                                 |  |                   |                |                       |
|                                    | 9 Prepaid expenses and deferred charges                                                                                                 |                                                                                                 |  |                   |                |                       |
|                                    | 10a Investments - U.S. and state government obligations                                                                                 |                                                                                                 |  |                   |                |                       |
|                                    | b Investments - corporate stock Stmt 5                                                                                                  |                                                                                                 |  | 598,968.          | 763,913.       | 816,796.              |
|                                    | c Investments - corporate bonds Stmt 6                                                                                                  |                                                                                                 |  | 110,821.          | 110,821.       | 115,082.              |
|                                    | 11 Investments - land, buildings, and equipment basis ▶<br>Less accumulated depreciation ▶                                              |                                                                                                 |  |                   |                |                       |
|                                    | 12 Investments - mortgage loans                                                                                                         |                                                                                                 |  |                   |                |                       |
|                                    | 13 Investments - other Stmt 7                                                                                                           |                                                                                                 |  | 1,204,961.        | 1,199,298.     | 2,656,078.            |
|                                    | 14 Land, buildings, and equipment: basis ▶<br>Less accumulated depreciation ▶                                                           |                                                                                                 |  |                   |                |                       |
|                                    | 15 Other assets (describe ▶ )                                                                                                           |                                                                                                 |  | 0.                | 0.             | 2,537.                |
|                                    | 16 Total assets (to be completed by all filers)                                                                                         |                                                                                                 |  | 2,070,016.        | 2,257,995.     | 3,774,456.            |
| <b>Liabilities</b>                 | 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                                                                                                    |                                                                                                 |  |                   |                |                       |
|                                    | 22 Other liabilities (describe ▶ )                                                                                                      |                                                                                                 |  |                   |                |                       |
|                                    | 23 Total liabilities (add lines 17 through 22)                                                                                          |                                                                                                 |  | 0.                | 0.             |                       |
| <b>Net Assets or Fund Balances</b> | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31 |                                                                                                 |  |                   |                |                       |
|                                    | 24 Unrestricted                                                                                                                         |                                                                                                 |  | 2,070,016.        | 2,257,995.     |                       |
|                                    | 25 Temporarily restricted                                                                                                               |                                                                                                 |  |                   |                |                       |
|                                    | 26 Permanently restricted                                                                                                               |                                                                                                 |  |                   |                |                       |
|                                    | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31                         |                                                                                                 |  |                   |                |                       |
|                                    | 27 Capital stock, trust principal, or current funds                                                                                     |                                                                                                 |  |                   |                |                       |
|                                    | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                                                                       |                                                                                                 |  |                   |                |                       |
|                                    | 29 Retained earnings, accumulated income, endowment, or other funds                                                                     |                                                                                                 |  |                   |                |                       |
|                                    | 30 Total net assets or fund balances                                                                                                    |                                                                                                 |  | 2,070,016.        | 2,257,995.     |                       |
|                                    | 31 Total liabilities and net assets/fund balances                                                                                       |                                                                                                 |  | 2,070,016.        | 2,257,995.     |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 2,070,016. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | 187,979.   |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.         |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 2,257,995. |
| 5 Decreases not included in line 2 (itemize) ▶                                                                                                                  | 5 | 0.         |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 2,257,995. |

**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.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a Publicly-traded securities</b>                                                                                               | P                                                | Various                              | Various                          |
| <b>b Capital Gains Dividends</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 419,112.            |                                            | 429,712.                                        | <10,600.>                                    |
| b 9,675.              |                                            |                                                 | 9,675.                                       |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<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                         |                                      |                                                 | <10,600.>                                                                                       |
| b                         |                                      |                                                 | 9,675.                                                                                          |
| c                         |                                      |                                                 |                                                                                                 |
| d                         |                                      |                                                 |                                                                                                 |
| e                         |                                      |                                                 |                                                                                                 |

|                                                                                                                                                                                 |                                                                                   |   |        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|---|--------|
| 2 Capital gain net income or (net capital loss)                                                                                                                                 | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | 2 | <925.> |
| 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).<br>If (loss), enter -0- in Part I, line 8 |                                                                                   | 3 | N/A    |

**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 instructions before making any entries.

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|----------------------------------------------------------|
| 2010                                                              | 254,140.                              | 3,308,485.                                | .076815                                                  |
| 2009                                                              | 227,854.                              | 2,770,094.                                | .082255                                                  |
| 2008                                                              | 240,613.                              | 2,987,574.                                | .080538                                                  |
| 2007                                                              | 172,488.                              | 2,425,622.                                | .071111                                                  |
| 2006                                                              | 135,722.                              | 2,303,004.                                | .058933                                                  |

|                                                                                                                                                                                |   |            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Total of line 1, column (d)                                                                                                                                                  | 2 | .369652    |
| 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 | .073930    |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5                                                                                                 | 4 | 3,721,064. |
| 5 Multiply line 4 by line 3                                                                                                                                                    | 5 | 275,098.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | 6 | 4,853.     |
| 7 Add lines 5 and 6                                                                                                                                                            | 7 | 279,951.   |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         | 8 | 291,381.   |

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

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

|                                                                                                                                                                                                                                        |    |         |        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |    |         |        |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                           |    | 1       | 4,853. |
| 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       | 4,853. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                          |    | 4       | 0.     |
| 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                               |    | 5       | 4,853. |
| 6 Credits/Payments:                                                                                                                                                                                                                    |    |         |        |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011                                                                                                                                                                    | 6a | 10,293. |        |
| 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  | 10,293. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                                    | 8  |         |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                        | 9  |         |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                           | 10 | 5,440.  |        |
| 11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 5,440. Refunded <input type="checkbox"/>                                                                                      | 11 | 0.      |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                           | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                   |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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. |     | X  |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                    |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.                                                                                            |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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                                                                                                                                                                            |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                              |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                            |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                        |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                      |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<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?      | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year?<br>If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                     | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA                                                                                                                                                                                              |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation                                                                                                                             | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                    |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                     |     | 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?<br>Website address ► N/A                                                                                                                                                                                      | 13 | X   |         |
| 14 | The books are in care of ► <b>The Foundation</b> Telephone no. ► <b>(909) 626-8557</b><br>Located at ► <b>915-C W Foothill Blvd, 171, Claremont, CA</b> ZIP+4 ► <b>91711</b>                                                                                                                                                      |    |     |         |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year<br>► 15 N/A                                                                                                                                   |    |     |         |
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No<br>X |

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

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

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Yes | No |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a | During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                                |     |    |
|    | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                         |     |    |
|    | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                 |     |    |
|    | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                     |     |    |
|    | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                           |     |    |
|    | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                  |     |    |
|    | (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                |     |    |
| b  | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>                                                                                                                                                              | 1b  | X  |
| c  | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?                                                                                                                                                                                                                                                                                                            | 1c  | X  |
| 2  | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):                                                                                                                                                                                                                                                                                                                     |     |    |
| a  | At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ►                                                                                                                                                                                                                                                |     |    |
| 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 <b>all</b> 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.<br>►                                                                                                                                                                                                                                                                                                                                                                              |     |    |
| 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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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?

N/A

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.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Statement 8      |                                                           | 0.                                        | 0.                                                                    | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

Total number of other employees paid over \$50,000

0

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**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| NONE                                                        |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A** Summary of Direct Charitable Activities

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

|       | Expenses |
|-------|----------|
| 1 N/A |          |
|       |          |
|       |          |
|       |          |
| 2     |          |
|       |          |
|       |          |
|       |          |
| 3     |          |
|       |          |
|       |          |
|       |          |
| 4     |          |
|       |          |
|       |          |
|       |          |

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

|                                                          | Amount |
|----------------------------------------------------------|--------|
| 1 N/A                                                    |        |
|                                                          |        |
|                                                          |        |
|                                                          |        |
| 2                                                        |        |
|                                                          |        |
|                                                          |        |
|                                                          |        |
| All other program-related investments. See instructions. |        |
| 3                                                        |        |
|                                                          |        |
|                                                          |        |
|                                                          |        |

Total. Add lines 1 through 3

0.

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

|   |                                                                                                             |    |            |
|---|-------------------------------------------------------------------------------------------------------------|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |    |            |
| a | Average monthly fair market value of securities                                                             | 1a | 1,876,671. |
| b | Average of monthly cash balances                                                                            | 1b | 310,092.   |
| c | Fair market value of all other assets                                                                       | 1c | 1,590,967. |
| d | <b>Total</b> (add lines 1a, b, and c)                                                                       | 1d | 3,777,730. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e | 0.         |
| 2 | Acquisition indebtedness applicable to line 1 assets                                                        | 2  | 0.         |
| 3 | Subtract line 2 from line 1d                                                                                | 3  | 3,777,730. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 56,666.    |
| 5 | <b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4  | 5  | 3,721,064. |
| 6 | <b>Minimum investment return</b> Enter 5% of line 5                                                         | 6  | 186,053.   |

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

|    |                                                                                                          |    |          |
|----|----------------------------------------------------------------------------------------------------------|----|----------|
| 1  | Minimum investment return from Part X, line 6                                                            | 1  | 186,053. |
| 2a | Tax on investment income for 2011 from Part VI, line 5                                                   | 2a | 4,853.   |
| b  | Income tax for 2011. (This does not include the tax from Part VI.)                                       | 2b |          |
| c  | Add lines 2a and 2b                                                                                      | 2c | 4,853.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                    | 3  | 181,200. |
| 4  | Recoveries of amounts treated as qualifying distributions                                                | 4  | 0.       |
| 5  | Add lines 3 and 4                                                                                        | 5  | 181,200. |
| 6  | Deduction from distributable amount (see instructions)                                                   | 6  | 0.       |
| 7  | <b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 181,200. |

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

|   |                                                                                                                                   |    |          |
|---|-----------------------------------------------------------------------------------------------------------------------------------|----|----------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                        |    |          |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                     | 1a | 291,381. |
| b | Program-related investments - total from Part IX-B                                                                                | 1b | 0.       |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | 2  |          |
| 3 | Amounts set aside for specific charitable projects that satisfy the:                                                              |    |          |
| a | Suitability test (prior IRS approval required)                                                                                    | 3a |          |
| b | Cash distribution test (attach the required schedule)                                                                             | 3b |          |
| 4 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | 4  | 291,381. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 4,853.   |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                             | 6  | 286,528. |

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

|                                                                                                                                                                            | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7                                                                                                                       |               |                            |             | 181,200.    |
| 2 Undistributed income, if any, as of the end of 2011                                                                                                                      |               |                            |             |             |
| a Enter amount for 2010 only                                                                                                                                               |               |                            | 0.          |             |
| b Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2011:                                                                                                                         |               |                            |             |             |
| a From 2006                                                                                                                                                                |               |                            |             |             |
| b From 2007                                                                                                                                                                |               |                            |             |             |
| c From 2008                                                                                                                                                                |               |                            |             |             |
| d From 2009                                                                                                                                                                |               |                            |             | 165,261.    |
| e From 2010                                                                                                                                                                |               |                            |             | 257,292.    |
| f Total of lines 3a through e                                                                                                                                              | 422,553.      |                            |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$                                                                                                            | 291,381.      |                            |             |             |
| a Applied to 2010, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| b Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions) **                                                                                         | 291,381.      |                            |             |             |
| d Applied to 2011 distributable amount                                                                                                                                     |               |                            |             | 0.          |
| e Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 181,200.      |                            |             | 181,200.    |
| 6 Enter the net total of each column as indicated below:                                                                                                                   | 532,734.      |                            |             |             |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        |               |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012                                                              |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a                                                                                              | 532,734.      |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| a Excess from 2007                                                                                                                                                         |               |                            |             |             |
| b Excess from 2008                                                                                                                                                         |               |                            |             |             |
| c Excess from 2009                                                                                                                                                         |               |                            |             |             |
| d Excess from 2010                                                                                                                                                         |               |                            |             | 241,353.    |
| e Excess from 2011                                                                                                                                                         |               |                            |             | 291,381.    |

\*\* See Statement 9



**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 Paid during the year</b>                                            |                                                                                                                    |                                      |                                     |                 |
| Amara<br>3330 E Union St<br>Seattle, WA                                  |                                                                                                                    | Public charity                       | Sibling Adoption<br>Clinic          | 5,000.          |
| American Red Cross<br>2065 N Indian Hill Blvd<br>Claremont, CA           |                                                                                                                    | Public charity                       | Tornado Relief                      | 10,000.         |
| American Red Cross<br>2065 N Indian Hill Blvd<br>Claremont, CA           |                                                                                                                    | Public charity                       | Tsunami relief                      | 10,000.         |
| Assistance League of Everett<br>POB 3825<br>Everett, WA                  |                                                                                                                    | Public charity                       | Operation School Bell               | 3,000.          |
| Assistance League of Seattle<br>1415 N 45th St<br>Seattle, WA            |                                                                                                                    | Public charity                       | Operation School Bell               | 3,000.          |
| <b>Total</b>                                                             | <b>See continuation sheet(s)</b>                                                                                   |                                      |                                     | <b>287,130.</b> |
| <b>b Approved for future payment</b>                                     |                                                                                                                    |                                      |                                     |                 |
| East Oakland Community Project<br>5725 International Blvd<br>Oakland, CA |                                                                                                                    | Public charity                       | Conscious Parent<br>Program         | 5,000.          |
| <b>Total</b>                                                             |                                                                                                                    |                                      |                                     | <b>5,000.</b>   |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| 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          |
|------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|-----------------|
| Basic Needs Foundation, Inc<br>439 E 247th St<br>Carson, NV                              |                                                                                                                    | Public charity                       | Food program for<br>homeless         | 5,000.          |
| Bellingham Childcare & Learning<br>Center<br>2600 Squalicum Pkwy<br>Bellingham, WA 98225 |                                                                                                                    | Public charity                       | Early Childhood<br>Education Program | 3,000.          |
| Big Brother/Big Sister<br>913 E Whidbey Ave<br>Oak Harbor, WA 98277                      |                                                                                                                    | Public charity                       | Mentoring Services                   | 3,000.          |
| Boost West Oakland<br>1700 Market St<br>Oakland, CA                                      |                                                                                                                    | Public charity                       | Parent Workshop<br>Program           | 5,000.          |
| Camp Fire USA<br>4312 Rucher Ave<br>Everett, WA                                          |                                                                                                                    | Public charity                       | Club Program                         | 5,000.          |
| Central City Concern<br>232 NW 6th Ave<br>Portland, OR                                   |                                                                                                                    | Public charity                       | Volunteer Corps<br>Program           | 5,000.          |
| Children's Center<br>1811 15th St<br>Oregon City, OR                                     |                                                                                                                    | Public charity                       | Center Expansion                     | 10,000.         |
| Childrens' Vision First<br>1007 General Kennedy Ave<br>San Francisco, CA 94129           |                                                                                                                    | Public charity                       | Vision Project                       | 10,000.         |
| Communities Against Secual Assault<br>PO Box 160022<br>Sacramento, CA                    |                                                                                                                    | Public charity                       | "Steps Toward Changes"<br>program    | 5,000.          |
| Compass Family Services<br>49 Powell St, 3rd Fl<br>San Francisco, CA                     |                                                                                                                    | Public charity                       | Emergency client fund                | 5,000.          |
| <b>Total from continuation sheets</b>                                                    |                                                                                                                    |                                      |                                      | <b>256,130.</b> |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| 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  |
|-----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------------------------|---------|
| Crisis Clinic<br>9725 3rd Ave NE, Ste 300<br>Seattle, WA 98115  |                                                                                                                    | Public charity                       | Print Resources guide                       | 5,500.  |
| Downtown Emergency Service Center<br>515 3rd Ave<br>Seattle, WA |                                                                                                                    | Public charity                       | 2 Refrigerators                             | 4,700.  |
| EHC Life Builders<br>507 Valley Way<br>Milpitas, CA             |                                                                                                                    | Public charity                       | Food & Shelter Program                      | 5,000.  |
| EHC Life Builders<br>507 Valley Way<br>Milpitas, CA             |                                                                                                                    | Public charity                       | Expand After School<br>Program              | 3,000.  |
| Fare Start<br>700 Virginia Street<br>Seattle, WA 98101          |                                                                                                                    | Public charity                       | Support Services                            | 5,000.  |
| Food Lifeline<br>1702 NW 150th St<br>Shoreline, WA 98155        |                                                                                                                    | Public charity                       | Food Procurement &<br>Distribution Programs | 10,000. |
| Glide Memorial Church<br>330 Ellis St<br>San Francisco, CA      |                                                                                                                    | Public charity                       | Food Program                                | 5,000.  |
| Hopelink<br>10675 Willows Rd NE Ste 275<br>Redmond, WA          |                                                                                                                    | Public charity                       | Emergency Services<br>program               | 5,000.  |
| Impact Northwest<br>PO Box 33530<br>Portland, OR 97292          |                                                                                                                    | Public charity                       | Job Training Program                        | 5,000.  |
| Jewish Family Services<br>1601 16th Ave<br>Seattle, WA          |                                                                                                                    | Public charity                       | Low Income Family<br>Assistance             | 6,000.  |
| <b>Total from continuation sheets</b>                           |                                                                                                                    |                                      |                                             |         |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| 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  |
|-----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| Lincoln Child Center<br>4368 Lincoln Ave<br>Oakland, CA         |                                                                                                                    | Public charity                       | Sensory Initiative                  | 5,000.  |
| Max Higbee Center<br>1155 N States St Ste 412<br>Bellingham, WA |                                                                                                                    | Public charity                       | Nutrition Education<br>Program      | 3,000.  |
| Montesano Community Outreach<br>101 S Main St<br>Montesano, WA  |                                                                                                                    | Public charity                       | Summer Arts Camp                    | 3,650.  |
| Neighborhood House<br>7780 SW Capital Hwy<br>Portland, OR       |                                                                                                                    | Public charity                       | Partial Payment for<br>truck        | 8,000.  |
| Planned Parenthood<br>3777 NE MLK Jr Blvd<br>Portland, OR       |                                                                                                                    | Public charity                       | Operational Support                 | 5,000.  |
| Project Dignity<br>12020 Chapman Ave<br>Garden Grove, CA        |                                                                                                                    | Public charity                       | Program Expansion                   | 5,000.  |
| Providence Child Care<br>PO Box 13993<br>Portland, OR           |                                                                                                                    | Public charity                       | Airway System                       | 10,000. |
| Readiness to Learn<br>PO Box 346<br>Langley, WA 98260           |                                                                                                                    | Public charity                       | Expand Educational<br>Support       | 5,000.  |
| Rebuilding Together<br>3318 Adeline St<br>Berkeley, CA 94703    |                                                                                                                    | Public charity                       | Operating expenses                  | 5,000.  |
| Redwood City PAL<br>3399 Bay Road<br>Redwood City, CA           |                                                                                                                    | Public charity                       | Health Academy                      | 2,500.  |
| <b>Total from continuation sheets</b>                           |                                                                                                                    |                                      |                                     |         |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| 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  |
|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| Returning Veterans Project<br>833 SE Main St<br>Portland, OR                   |                                                                                                                    | Public charity                       | Service Expansion<br>Program        | 5,000.  |
| Sacramento Food Bank<br>3333 3rd Ave<br>Sacramento, CA                         |                                                                                                                    | Public charity                       | Food Program                        | 5,000.  |
| Sean Humphrey House<br>1630 H Street<br>Bellingham, WA 98225                   |                                                                                                                    | Public charity                       | HIV/AIDS education                  | 2,000.  |
| Seashare<br>600 Ericksen Ave NE<br>Bainbridge Island, WA 98110                 |                                                                                                                    | Public charity                       | Regional Donation<br>Support        | 5,000.  |
| Second Harvest Food Bank<br>800 Ohlone Pkwy<br>Watsonville, CA                 |                                                                                                                    | Public charity                       | Program Expansion                   | 5,000.  |
| Shelter Inc<br>1815 Arnold Drive<br>Martinez, CA 94553                         |                                                                                                                    | Public charity                       | Program Support                     | 5,000.  |
| Snohomish Society of St Vincent de<br>Paul<br>PO Box 2269<br>Everett, WA 98213 |                                                                                                                    | Public charity                       | New bedding                         | 3,000.  |
| SPARC<br>320 Pacific Place<br>Mt Vernon, WA 98273                              |                                                                                                                    | Public charity                       | Initial Home visit<br>Program       | 5,000.  |
| SPARK<br>10900 Wilshire Blvd 5th Fl<br>Los Angeles, CA                         |                                                                                                                    | Public charity                       | Apprenticeship Program              | 5,000.  |
| Speech & Language Dev Ctr<br>8699 Holder St<br>Buena Park, CA                  |                                                                                                                    | Public charity                       | Adult Aphasia Therapy               | 10,000. |
| <b>Total from continuation sheets</b>                                          |                                                                                                                    |                                      |                                     |         |



**Part XV. Supplementary Information****3. Grants and Contributions Paid During the Year (Continuation)**

| 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  |
|------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| Technically Learning<br>1511 3rd Ave Ste 531<br>Seattle, WA                  |                                                                                                                    | Public charity                       | Expansion Program                   | 5,000.  |
| Toddler Learning Center<br>950 SE Tegatta Dr #101<br>Oak Harbor, WA          |                                                                                                                    | Public charity                       | Continued Support                   | 10,000. |
| Transitions Mental Health Assn<br>PO Box 15408<br>San Louis Obispo, CA 93406 |                                                                                                                    | Public charity                       | Growing Grounds<br>Program          | 5,000.  |
| Vashon Youth & Family Services<br>PO Box 237<br>Vashon, WA                   |                                                                                                                    | Public charity                       | Domestic Violence<br>Program        | 5,000.  |
| Wellness Works<br>540 W Broadway<br>Glendale, CA 91204                       |                                                                                                                    | Public charity                       | Veterans program                    | 6,280.  |
| Whidbey General Hospital<br>PO Box 641<br>Coupeville, WA                     |                                                                                                                    | Public charity                       | Infant Warmer                       | 7,500.  |
| Womenspace Unlimited<br>2941 Lake Tahoe Blvd<br>South Lake Tahoe, CA 96150   |                                                                                                                    | Public charity                       | New Facility                        | 5,000.  |
|                                                                              |                                                                                                                    |                                      |                                     |         |
|                                                                              |                                                                                                                    |                                      |                                     |         |
|                                                                              |                                                                                                                    |                                      |                                     |         |
| <b>Total from continuation sheets</b>                                        |                                                                                                                    |                                      |                                     |         |

**Part XVI-A      Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated.                      |                         | Unrelated business income |                               | Excluded by section 512, 513, or 514 |  | (e)<br>Related or exempt<br>function income |
|----------------------------------------------------------------------|-------------------------|---------------------------|-------------------------------|--------------------------------------|--|---------------------------------------------|
|                                                                      | (a)<br>Business<br>code | (b)<br>Amount             | (c)<br>Exclu-<br>sion<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 and contracts from government agencies                 |                         |                           |                               |                                      |  |                                             |
| <b>2</b> Membership dues and assessments                             |                         |                           |                               |                                      |  |                                             |
| <b>3</b> Interest on savings and temporary cash<br>investments       |                         |                           | 14                            | 184.                                 |  |                                             |
| <b>4</b> Dividends and interest from securities                      |                         |                           | 14                            | 62,186.                              |  |                                             |
| <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<br>property       |                         |                           |                               |                                      |  |                                             |
| <b>7</b> Other investment income                                     |                         |                           | 15                            | 456,368.                             |  |                                             |
| <b>8</b> Gain or (loss) from sales of assets other<br>than inventory |                         |                           | 18                            | <925.>                               |  |                                             |
| <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.                        |                               | 517,813.                             |  | 0.                                          |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e)              |                         |                           |                               |                                      |  |                                             |

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

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

[illegible]



| Form 990-PF                           | Other Income                | Statement                         | 1                             |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| Description                           | (a)<br>Revenue<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income |
| Royalties                             | 456,368.                    | 456,368.                          |                               |
| Total to Form 990-PF, Part I, line 11 | 456,368.                    | 456,368.                          |                               |

| Form 990-PF                        | Accounting Fees              |                                   |                               | Statement                     | 2 |
|------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| Description                        | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |   |
| Bookkeeping and tax<br>preparation | 3,770.                       | 2,827.                            |                               | 943.                          |   |
| To Form 990-PF, Pg 1, ln 16b       | 3,770.                       | 2,827.                            |                               | 943.                          |   |

| Form 990-PF                     | Other Professional Fees      |                                   |                               | Statement                     | 3  |
|---------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|----|
| Description                     | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |    |
| Royalty interest management fee | 7,492.                       | 7,492.                            |                               |                               | 0. |
| Investment management fee       | 23,134.                      | 23,134.                           |                               |                               | 0. |
| To Form 990-PF, Pg 1, ln 16c    | 30,626.                      | 30,626.                           |                               |                               | 0. |

| Form 990-PF                         | Taxes                        |                                   |                               | Statement                     | 4  |
|-------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|----|
| Description                         | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |    |
| Excise tax on net investment income | 5,000.                       | 0.                                |                               |                               | 0. |
| To Form 990-PF, Pg 1, ln 18         | 5,000.                       | 0.                                |                               |                               | 0. |

| Form 990-PF                             | Corporate Stock |  | Statement         | 5 |
|-----------------------------------------|-----------------|--|-------------------|---|
| Description                             | Book Value      |  | Fair Market Value |   |
| Equity securities - attached schedule   | 763,913.        |  | 816,796.          |   |
| Total to Form 990-PF, Part II, line 10b | 763,913.        |  | 816,796.          |   |

| Form 990-PF                             | Corporate Bonds |  | Statement         | 6 |
|-----------------------------------------|-----------------|--|-------------------|---|
| Description                             | Book Value      |  | Fair Market Value |   |
| Debt securities - attached schedule     | 110,821.        |  | 115,082.          |   |
| Total to Form 990-PF, Part II, line 10c | 110,821.        |  | 115,082.          |   |

| Form 990-PF                            | Other Investments |            | Statement         | 7 |
|----------------------------------------|-------------------|------------|-------------------|---|
| Description                            | Valuation Method  | Book Value | Fair Market Value |   |
| Mutual funds - attached schedule       | COST              | 1,056,446. | 1,065,111.        |   |
| Mariano Rancho, LLC                    | COST              | 28,335.    | 406,667.          |   |
| Royalty interest                       | COST              | 114,517.   | 1,184,300.        |   |
| Total to Form 990-PF, Part II, line 13 |                   | 1,199,298. | 2,656,078.        |   |

Form 990-PF

Part VIII - List of Officers, Directors  
Trustees and Foundation Managers

Statement 8

| Name and Address                                                      | Title and<br>Avrg Hrs/Wk | Compen-<br>sation | Employee<br>Ben Plan<br>Contrib | Expense<br>Account |
|-----------------------------------------------------------------------|--------------------------|-------------------|---------------------------------|--------------------|
| Roberta C. D'Anneo<br>1205 Filbert St<br>San Francisco, CA 94109      | President<br>0.50        | 0.                | 0.                              | 0.                 |
| Peter T. Dobbins<br>655 Sylvan Way<br>Redwood City, CA 94062          | Trustee<br>0.50          | 0.                | 0.                              | 0.                 |
| Diana D. Seder<br>645 West 11th Street<br>Claremont, CA 91711         | Treasurer<br>0.50        | 0.                | 0.                              | 0.                 |
| Susan C. Meland<br>5820 18th Street Court, NW<br>Gig Harbor, WA 98335 | Secretary<br>0.50        | 0.                | 0.                              | 0.                 |
| Virginia D. Chappelle<br>2000 First Avenue, 2202<br>Seattle, WA 98121 | Vice President<br>0.50   | 0.                | 0.                              | 0.                 |
| Allan C. D'Anneo<br>4002 Earnscliff Ave.<br>Fair Oaks, CA 95628       | Trustee<br>0.50          | 0.                | 0.                              | 0.                 |
| Andrea J. D'Anneo<br>3001 Cameron Road<br>Elk, CA 95432               | Trustee<br>0.50          | 0.                | 0.                              | 0.                 |
| Allen L. Dobbins<br>620 SW Caruthers #782<br>Portland, OR 97201       | Trust Chairman<br>0.50   | 0.                | 0.                              | 0.                 |
| Lewis M. Dobbins<br>16492 Jacks Road<br>Nevada City, CA 95959         | Trustee<br>0.50          | 0.                | 0.                              | 0.                 |
| Totals included on 990-PF, Page 6, Part VIII                          |                          | 0.                | 0.                              | 0.                 |

Form 990-PF

Election Under Regulations Section  
53.4942(a)-3(d)(2) to Treat  
Excess Qualifying Distributions  
as Distributions out of Corpus

Statement 9

Pursuant to IRC Section 4942(h)(2) and Regulation 53.4942(a)-3(d)(2), Charis Fund elects to treat \$291,381 of current-year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of corpus.

---

|             |                                          |           |    |
|-------------|------------------------------------------|-----------|----|
| Form 990-PF | Grant Application Submission Information | Statement | 10 |
|             | Part XV, Lines 2a through 2d             |           |    |

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Name and Address of Person to Whom Applications Should be Submitted

See statement attached

Telephone Number

Form and Content of Applications

Application should be written and sent by mail only

Any Submission Deadlines

March 31 and September 30

Restrictions and Limitations on Awards

Charis Fund supports small projects relating to social, educational, health and some religious needs. The trustees like to provide seed monies for specific projects to help them get established and gain local support. They prefer not to provide on-going support or operating funds. Charis also does not provide scholarships or sponsor individuals.



CHARIS FUND  
#94-6077619  
Form 990-PF Year Ended 12/31/11

PART II, Lines 10 and 13  
Investments

|                      | <u>Equities</u> | <u>Bonds</u> | <u>Mutual Funds</u> | <u>Total</u> |
|----------------------|-----------------|--------------|---------------------|--------------|
| Stifel 2168 pgs 2-4  |                 |              |                     |              |
| cost                 | 192,251.86      |              |                     | 192,251.86   |
| market               | 209,053.85      |              |                     | 209,053.85   |
| Stifel 3552 pgs 5-7  |                 |              |                     |              |
| cost                 |                 | 110,821.38   | 45,997.11           | 156,818.49   |
| market               |                 | 115,082.22   | 44,386.88           | 159,469.10   |
| Stifel 8595 pgs 8-15 |                 |              |                     |              |
| cost                 | 571,660.99      |              | 1,010,449.17        | 1,582,110.16 |
| market               | 607,742.61      |              | 1,020,723.95        | 1,628,466.56 |
| TOTAL                |                 |              |                     |              |
| cost                 | 763,912.85      | 110,821.38   | 1,056,446.28        | 1,931,180.51 |
| market               | 816,796.46      | 115,082.22   | 1,065,110.83        | 1,996,989.51 |

A DOBBINS AND L DOBBINS AND  
D SEDER AND R DIANNEO TTEES  
CHARIS TRUST DTD 12/26/38  
EQUITY COMPASS MANAGED  
ACCOUNT

December 1 -  
December 31, 2011  
Account Number

-2168

# PORTFOLIO ASSETS - HELD AT STIFEL

| Equities                                                                   | Symbol/<br>Type | Quantity | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Unrealized<br>Gain/(-)Loss* | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
|----------------------------------------------------------------------------|-----------------|----------|---------------------------------|----------------------------------|-----------------------------|-----------------------------------|----------------------|
| AT&T INC<br>CUSIP 00206R102<br>***Noncovered                               | T<br>Cash       | 276      | 30 2400<br>8,346 24             | 28 6299<br>7,901 85              | 444 39                      | 485 76                            | 5 82%                |
| ABBOTT LABORATORIES<br>CUSIP 002824100<br>***Covered                       | ABT<br>Cash     | 169      | 56 2300<br>9,502 87             | 47 4988<br>8,027 30              | 1,475 57                    | 324 48                            | 3 41%                |
| AMERICAN ELECTRIC POWER<br>COMPANY INC<br>CUSIP 025537101<br>***Noncovered | AEP<br>Cash     | 219      | 41 3100<br>9,046 89             | 35 8270<br>7,846 11              | 1,200 78                    | 411 72                            | 4 55%                |
| ASTRAZENECA PLC<br>SPONSORED ADR<br>CUSIP 046353108<br>***Noncovered       | AZN<br>Cash     | 153      | 46 2900<br>7,082 37             | 50 3094<br>7,697 34              | -614 97                     | 413 10                            | 5 83%                |
| BCE INC NEW<br>CUSIP 05534B760<br>***Noncovered                            | BCE<br>Cash     | 235      | 41 6700<br>9,792 45             | 33 4082<br>7,850 93              | 1,941 52                    | 508 95                            | 5 21%                |

## ASSET DETAILS (continued)

## PORTFOLIO ASSETS - HELD AT STIFEL (continued)

| Equities                                                              | Symbol/<br>Type | Quantity | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Unrealized<br>Gain/(-)Loss* | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
|-----------------------------------------------------------------------|-----------------|----------|---------------------------------|----------------------------------|-----------------------------|-----------------------------------|----------------------|
| CENTURYLINK INC<br>CUSIP 156700106<br>***Noncovered                   | CTL<br>Cash     | 191      | 37.2000<br>7,105.20             | 41.3100<br>7,890.21              | -785.01                     | 553.90                            | 7.80%                |
| CONAGRA FOODS INC<br>CUSIP 205887102<br>***Covered                    | CAG<br>Cash     | 356      | 26.4000<br>9,398.40             | 23.1716<br>8,249.09              | 1,149.31                    | 341.76                            | 3.64%                |
| CONOCOPHILLIPS<br>CUSIP 20825C104<br>***Covered                       | COP<br>Cash     | 131      | 72.8700<br>9,545.97             | 63.3034<br>8,292.75              | 1,253.22                    | 345.84                            | 3.62%                |
| DIEBOLD INC<br>CUSIP 253651103<br>***Noncovered                       | DBD<br>Cash     | 243      | 30.0700<br>7,307.01             | 31.9710<br>7,768.96              | -461.95                     | 272.16                            | 3.72%                |
| GLAXOSMITHKLINE PLC<br>SPONSORED ADR<br>CUSIP 37733W105<br>***Covered | GSK<br>Cash     | 198      | 45.6300<br>9,034.74             | 43.5386<br>8,620.64              | 414.10                      | 436.78                            | 4.83%                |
| HEALTH CARE REIT INC<br>CUSIP 42217K106<br>***Noncovered              | HCN<br>Cash     | 168      | 54.5300<br>9,161.04             | 45.7542<br>7,686.71              | 1,474.33                    | 480.48                            | 5.24%                |
| HEINZ HJ COMPANY<br>CUSIP 423074103<br>***Covered                     | HNZ<br>Cash     | 160      | 54.0400<br>8,646.40             | 51.4125<br>8,226.00              | 420.40                      | 307.20                            | 3.55%                |
| JOHNSON & JOHNSON<br>CUSIP 478160104<br>***Covered                    | JNJ<br>Cash     | 133      | 65.5800<br>8,722.14             | 60.8218<br>8,089.30              | 632.84                      | 303.24                            | 3.48%                |
| KIMBERLY CLARK CORP<br>CUSIP 494368103<br>***Noncovered               | KMB<br>Cash     | 125      | 73.5600<br>9,195.00             | 62.4888<br>7,811.10              | 1,383.90                    | 350.00                            | 3.81%                |
| LOCKHEED MARTIN CORP<br>CUSIP 539830109<br>***Covered                 | LMT<br>Cash     | 107      | 80.9000<br>8,656.30             | 79.4901<br>8,505.44              | 150.86                      | 428.00                            | 4.94%                |
| PFIZER INC<br>CUSIP 717081103<br>***Covered                           | PFE<br>Cash     | 440      | 21.6400<br>9,521.60             | 19.3787<br>8,526.63              | 994.97                      | 387.20                            | 4.07%                |
| PROGRESS ENERGY INC<br>CUSIP 743263105<br>***Noncovered               | PGN<br>Cash     | 175      | 56.0200<br>9,803.50             | 44.9099<br>7,859.23              | 1,944.27                    | 434.00                            | 4.43%                |

## ASSET DETAILS (continued)

## PORTFOLIO ASSETS - HELD AT STIFEL (continued)

| Equities                                                                                       | Symbol/<br>Type | Quantity | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Unrealized<br>Gain/(-)Loss* | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
|------------------------------------------------------------------------------------------------|-----------------|----------|---------------------------------|----------------------------------|-----------------------------|-----------------------------------|----------------------|
| ROYAL DUTCH SHELL PLC<br>SPONSORED ADR REPSTG<br>A SHARES<br>CUSIP 780259206<br>***Noncovered  | RDSA<br>Cash    | 125      | 73.0900<br>9,136.25             | 63.3700<br>7,921.25              | 1,215.00                    | 357.00                            | 3.91%                |
| SENIOR HOUSING PTYS<br>TRUST SHARES BENEFICIAL<br>INTEREST<br>CUSIP 81721M109<br>***Noncovered | SNH<br>Cash     | 327      | 22.4400<br>7,337.88             | 24.0300<br>7,857.81              | -519.93                     | 497.04                            | 6.77%                |
| SOUTHERN COMPANY<br>CUSIP 842587107<br>***Noncovered                                           | SO<br>Cash      | 204      | 46.2900<br>9,443.16             | 37.8000<br>7,711.20              | 1,731.96                    | 385.56                            | 4.08%                |
| TECO ENERGY INC<br>CUSIP 872375100<br>***Noncovered                                            | TE<br>Cash      | 445      | 19.1400<br>8,517.30             | 17.4399<br>7,760.76              | 756.54                      | 382.70                            | 4.49%                |
| TOTAL S A<br>SPONSORED ADR<br>CUSIP 89151E109<br>***Covered                                    | TOT<br>Cash     | 157      | 51.1100<br>8,024.27             | 53.6656<br>8,425.50              | -401.23                     | 424.30                            | 5.29%                |
| VERIZON COMMUNICATIONS<br>INC<br>CUSIP 92343V104<br>***Noncovered                              | VZ<br>Cash      | 240      | 40.1200<br>9,628.80             | 32.7394<br>7,857.46              | 1,771.34                    | 480.00                            | 4.99%                |
| WASTE MANAGEMENT INC DEL<br>CUSIP 94106L109<br>***Noncovered                                   | WM<br>Cash      | 217      | 32.7100<br>7,098.07             | 36.2594<br>7,868.29              | -770.22                     | 295.12                            | 4.16%                |
| <b>Total Equities</b>                                                                          |                 |          | <b>\$209,053.85</b>             | <b>\$192,251.86</b>              | <b>\$16,801.99</b>          | <b>\$9,607.29</b>                 | <b>4.60%</b>         |
| <b>Total Portfolio Assets<sup>4</sup> Held at Stifel</b>                                       |                 |          | <b>\$209,053.85</b>             | <b>\$192,251.86</b>              | <b>\$16,801.99</b>          | <b>\$9,607.29</b>                 | <b>4.60%</b>         |

# STIFEL NICOLAUS

A DOBBINS L DOBBINS  
D SEDER R D'ANNEO TTEES  
THE CHARIS TRUST  
U/A DATED 12/26/38

December 1 -  
December 31, 2011  
Account Number

3552

## PORTFOLIO ASSETS - HELD AT STIFEL

| Corporate/Government<br>Bonds                                                                                                       | Symbol/<br>Bond Rating/<br>Type | Quantity | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Accrued Income | Unrealized<br>Gain/(-)Loss* | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
|-------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|----------|---------------------------------|----------------------------------|----------------|-----------------------------|-----------------------------------|----------------------|
| FEDERAL EXPRESS CORP<br>NOTE B/E<br>CPN 9.650% DUE 06/15/12<br>DTD 06/25/92 FC 12/15/92<br>CUSIP 313309AJ5<br>***Noncovered         | S&P BBB<br>Moody Baa2<br>Cash   | 10,000   | 103.8720<br>10,387.20           | 12,122.35                        | 40.21          |                             | 965.00                            | 9.29%                |
| NOVA SCOTIA PROV CDA<br>DEBENTURE 30/360<br>CPN 7.250% DUE 07/27/13<br>DTD 07/27/93 FC 01/27/94<br>CUSIP 669827DQ7<br>***Noncovered | S&P A+<br>Moody Aa2<br>Cash     | 10,000   | 109.0770<br>10,907.70           | 11,346.22                        | 308.13         |                             | 725.00                            | 6.65%                |

# STIFEL NICOLAUS

A DOBBINS L DOBBINS  
D SEDER R D'ANNEO TTEES  
THE CHARIS TRUST  
U/A DATED 12/26/38

December 1 -  
December 31, 2011  
Account Number

3552

## ASSET DETAILS (continued)

### PORTFOLIO ASSETS - HELD AT STIFEL (continued)

| Corporate/Government<br>Bonds                                                                                                     | Symbol/<br>Bond Rating/<br>Type | Quantity | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Accrued Income | Unrealized<br>Gain/(-)Loss* | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
|-----------------------------------------------------------------------------------------------------------------------------------|---------------------------------|----------|---------------------------------|----------------------------------|----------------|-----------------------------|-----------------------------------|----------------------|
| MASCO CORP<br>DEBENTURE<br>CPN 7 125% DUE 08/15/13<br>DTD 08/15/93 FC 02/15/94<br>CUSIP 574599AN6<br>***Noncovered                | S&P BBB-<br>Moody Baa2<br>Cash  | 10,000   | 104.1130<br>10,411.30           | 10,576.00                        | 267.19         |                             | 712.50                            | 6.84%                |
| PHILIPS ELECTRONICS NV<br>CPN 7 250% DUE 08/15/13<br>DTD 08/15/93 FC 02/15/94<br>CUSIP 718448AB9<br>***Noncovered                 | S&P A-<br>Moody A3<br>Cash      | 10,000   | 109.0260<br>10,902.60           | 11,334.56                        | 271.88         |                             | 725.00                            | 6.65%                |
| NABISCO INC<br>DEBENTURE B/E<br>CPN 7 550% DUE 06/15/15<br>DTD 06/15/95 FC 12/15/95<br>CUSIP 629527AU6<br>***Noncovered           | S&P BBB<br>Moody Baa2<br>Cash   | 9,000    | 118.2580<br>10,643.22           | 9,395.48                         | 28.31          |                             | 679.50                            | 6.38%                |
| NATIONSBANK CORP<br>SUBORDINATED NOTES<br>CPN 7 750% DUE 08/15/15<br>DTD 09/05/95 FC 02/15/96<br>CUSIP 638585AN9<br>***Noncovered | S&P BBB+<br>Moody Baa2<br>Cash  | 10,000   | 101.2750<br>10,127.50           | 10,296.76                        | 290.63         |                             | 775.00                            | 7.65%                |
| ITT CORP INC<br>DEBENTURE B/E<br>CPN 7 375% DUE 11/15/15<br>DTD 11/15/95 FC 05/15/96<br>CUSIP 450912AC4<br>***Noncovered          | S&P BB+<br>Moody Ba1<br>Cash    | 10,000   | 113.0000<br>11,300.00           | 9,794.45                         | 92.19          |                             | 737.50                            | 6.53%                |
| TIME WARNER INC<br>DEBENTURE<br>CPN 8 050% DUE 01/15/16<br>DTD 01/15/96 FC 07/15/96<br>CUSIP 887315BA6<br>***Noncovered           | S&P BBB<br>Moody Baa2<br>Cash   | 10,000   | 117.2190<br>11,721.90           | 10,573.96                        | 368.96         |                             | 805.00                            | 6.87%                |

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# ASSET DETAILS (continued)

## PORTFOLIO ASSETS - HELD AT STIFEL (continued)

| Corporate/Government Bonds                                                                                                 | Symbol/<br>Bond Rating/<br>Type | Quantity      | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Accrued Income    | Unrealized<br>Gain/(-)Loss* | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
|----------------------------------------------------------------------------------------------------------------------------|---------------------------------|---------------|---------------------------------|----------------------------------|-------------------|-----------------------------|-----------------------------------|----------------------|
| DAYTON HUDSON CORP<br>DEBENTURE<br>CPN 9.875% DUE 07/01/20<br>DTD 07/01/90 FC 01/01/91<br>CUSIP 239753BC9<br>***Noncovered | S&P A+<br>Moody A2<br>Cash      | 10,000        | 150.0220<br>15,002.20           | 13,205.35                        | 491.01            |                             | 987.50                            | 6.58%                |
| TIME WARNER INC<br>DEBENTURE<br>CPN 9.150% DUE 02/01/23<br>DTD 02/04/93 FC 08/01/93<br>CUSIP 887315AM1<br>***Noncovered    | S&P BBB<br>Moody Baa2<br>Cash   | 10,000        | 136.7860<br>13,678.60           | 12,192.85                        | 378.71            |                             | 915.00                            | 6.69%                |
| <b>Total Corporate/Government Bonds</b>                                                                                    |                                 | <b>20,000</b> | <b>\$115,082.22</b>             | <b>110,821.38</b>                | <b>\$2,537.22</b> |                             | <b>\$8,027.00</b>                 | <b>6.98%</b>         |

Principal Protected Notes are subject to the credit risk of the issuer. Principal Protected Market Linked CDs are subject to applicable limits.

| Mutual Funds                                                                                                     | Symbol/<br>Type | Quantity  | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Original Investment/<br>Cumulative Return* | Unrealized<br>Gain/(-)Loss* | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
|------------------------------------------------------------------------------------------------------------------|-----------------|-----------|---------------------------------|----------------------------------|--------------------------------------------|-----------------------------|-----------------------------------|----------------------|
| Open-End Funds                                                                                                   |                 |           |                                 |                                  |                                            |                             |                                   |                      |
| LOOMIS SAYLES FDS II<br>STRATEGIC INCOME FD CL C<br>CUSIP 543487268<br>Dividend Option Reinvest<br>***Noncovered | NECZX<br>Cash   | 3,071.757 | 14.4500<br>44,386.88            | 45,997.11                        | 35,941.28<br>8,445.60                      |                             | 2,242.38                          | 5.05%                |
| <b>Total Mutual Funds</b>                                                                                        |                 |           | <b>\$44,386.88</b>              | <b>45,997.11</b>                 |                                            | <b>-\$1,542.41</b>          | <b>\$2,242.38</b>                 | <b>5.05%</b>         |

# STIFEL NICOLAUS

A DOBBINS, L DOBBINS,  
D SEDER & R D'ANNEO TTEES  
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## PORTFOLIO ASSETS - HELD AT STIFEL

| Equities                                                                                      | Symbol/<br>Type | Quantity | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Unrealized<br>Gain/(-) Loss* | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
|-----------------------------------------------------------------------------------------------|-----------------|----------|---------------------------------|----------------------------------|------------------------------|-----------------------------------|----------------------|
| ABB LIMITED<br>SPONSOREDADR<br>CUSIP 000375204<br>Dividend Option Reinvest<br>***Noncovered   | ABB<br>Cash     | 735 573  | 18 8300<br>13,850 83            | 20,303 99                        |                              | 502 17                            | 3 63%                |
| AEGION CORP<br>CUSIP 00770F104<br>***Covered                                                  | AEGN<br>Cash    | 400      | 15 3400<br>6,136 00             | 25 4799<br>10,191 96             | -4,055 96                    | N/A                               | N/A                  |
| ALLEGHENY TECHNOLOGIES<br>INC<br>CUSIP 01741R102<br>Dividend Option Reinvest<br>***Noncovered | ATI<br>Cash     | 511 320  | 47 8000<br>24 441 09            | 47 4523<br>24,263 30             | 177 77                       | 368 15                            | 1 51%                |
| APPLE INC<br>CUSIP 037833100<br>***Noncovered                                                 | AAPL<br>Cash    | 300      | 405 0000<br>121,500 00          | 56,976.73                        |                              | N/A                               | N/A                  |



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## ASSET DETAILS (continued)

### PORTFOLIO ASSETS - HELD AT STIFEL (continued)

| Equities                                                                                                                     | Symbol/<br>Type | Quantity | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Unrealized<br>Gain/(-)Loss | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
|------------------------------------------------------------------------------------------------------------------------------|-----------------|----------|---------------------------------|----------------------------------|----------------------------|-----------------------------------|----------------------|
| CENTURYLINK INC<br>CUSIP 156700106<br>Dividend Option Reinvest<br>***Noncovered                                              | CTL<br>Cash     | 357 150  | 37 2000<br>13 285 98            | 37 5577<br>13 413 75             | -127 77                    | 1 035 73                          | 7 80%                |
| CHEVRON CORP<br>CUSIP 166764100<br>Dividend Option Reinvest<br>***Noncovered                                                 | CVX<br>Cash     | 114 344  | 106 4000<br>12 166 20           | 92 001 77                        |                            | 370 47                            | 3 05%                |
| COCA-COLA COMPANY<br>CUSIP 191216100<br>Dividend Option Reinvest<br>***Noncovered                                            | KO<br>Cash      | 307 140  | 69 9700<br>21 490 58            | 65 8076<br>20 212 15             | 1 278 43                   | 577 42                            | 2 69%                |
| DISNEY WALT COMPANY<br>CUSIP 254687106<br>Dividend Option Reinvest<br>***Noncovered                                          | DIS<br>Cash     | 600      | 37 5000<br>22 500 00            | 36 4592<br>21 875 49             | 624 51                     | 360 00                            | 1 60%                |
| DR REDDYS LABORATORIES<br>LTD ADR<br>CUSIP 256135203<br>Dividend Option Reinvest<br>Original Cost 15,907 76<br>***Noncovered | RDY<br>Cash     | 400      | 29 4300<br>11,772 00            | 39 1291<br>15,651 65             | -3,879 65                  | 100 32                            | 0 85%                |
| EM C CORP MASS<br>CUSIP 268648102<br>Dividend Option Reinvest<br>***Noncovered                                               | EMC<br>Cash     | 815      | 21 5400<br>17,555 10            | 25 8808<br>21,092 84             | -3,537 74                  | N/A                               | N/A                  |
| GENERAL ELECTRIC COMPANY<br>CUSIP 369604103<br>Dividend Option Reinvest<br>***Noncovered                                     | GE<br>Cash      | 1,200    | 17 9100<br>21,492 00            | 16 6800<br>20,016 00             | 1,476 00                   | 816 00                            | 3 80%                |
| GENERAL MILLS INC<br>CUSIP 370334104<br>Dividend Option Reinvest<br>***Noncovered                                            | GIS<br>Cash     | 519 671  | 40 4100<br>20,999 90            | 35 6016<br>18,501 14             | 2,498 74                   | 633 99                            | 3 02%                |
| GOOGLE INC CL A<br>CUSIP 38259P508<br>***Noncovered                                                                          | GOOG<br>Cash    | 40       | 645 9000<br>25 836 00           | 19,154 85                        |                            | N/A                               | N/A                  |

# STIFEL NICOLAUS

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## ASSET DETAILS (continued)

### PORTFOLIO ASSETS - HELD AT STIFEL (continued)

| Equities                                                                                                                  | Symbol/<br>Type | Quantity  | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Unrealized<br>Gain/(-)Loss* | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
|---------------------------------------------------------------------------------------------------------------------------|-----------------|-----------|---------------------------------|----------------------------------|-----------------------------|-----------------------------------|----------------------|
| IPG PHOTONICS CORP<br>CUSIP 44980X109<br>***Covered                                                                       | IPGP<br>Cash    | 335       | 33.8700<br>11,346.45            | 59.2749<br>19,857.10             | -8,510.65                   | N/A                               | N/A                  |
| ILLUMINA INC<br>CUSIP 452327109<br>***Noncovered                                                                          | ILMN<br>Cash    | 400       | 30.4800<br>12,192.00            | 13.1632                          |                             | N/A                               | N/A                  |
| INTEL CORP<br>CUSIP 458140100<br>Dividend Option Reinvest<br>***Mixed                                                     | INTC<br>Cash    | 1,312,549 | 24.2500<br>31,829.31            | 22.5938<br>29,655.47             | 2,173.83                    | 1,102.54                          | 3.46%                |
| INTERNATIONAL BUSINESS<br>MACHINES CORP<br>CUSIP 459200101<br>Dividend Option Reinvest<br>***Noncovered                   | IBM<br>Cash     | 55        | 183.8800<br>10,113.40           | 181.8800<br>10,003.40            | 110.00                      | 165.00                            | 1.63%                |
| JOHNSON & JOHNSON<br>CUSIP 478160104<br>Dividend Option Reinvest<br>***Noncovered                                         | JNJ<br>Cash     | 300       | 65.5800<br>19,674.00            | 64.3688<br>19,310.63             | 363.37                      | 684.00                            | 3.48%                |
| KONINKLIJKE PHILIPS NEW<br>ELECTRONICS V SPONSORED<br>ADR<br>CUSIP 500472303<br>Dividend Option Reinvest<br>***Noncovered | PHG<br>Cash     | 746,946   | 20.9500<br>15,648.51            | 28.1665<br>21,038.87             | -5,390.36                   | 706.53                            | 4.52%                |
| NATIONAL OILWELL<br>VARCO INC<br>CUSIP 637071101<br>Dividend Option Reinvest<br>***Noncovered                             | NOV<br>Cash     | 150,819   | 67.9900<br>10,254.18            | 76.6421<br>11,559.09             | -1,304.92                   | 72.39                             | 0.71%                |
| NESTLE SA SPNSD ADR<br>REPEATING REG SHS<br>CUSIP 641069406<br>Dividend Option Reinvest<br>***Noncovered                  | NSRGY<br>Cash   | 200       | 57.7100<br>11,542.00            | 57.8700<br>11,574.00             | -32.00                      | 353.32                            | 3.06%                |

## ASSET DETAILS (continued)

## PORTFOLIO ASSETS - HEDGED AT STIFEL (continued)

| Equities                                                                                                                | Symbol/<br>Type | Quantity | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Unrealized<br>Gain/(-)Loss* | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
|-------------------------------------------------------------------------------------------------------------------------|-----------------|----------|---------------------------------|----------------------------------|-----------------------------|-----------------------------------|----------------------|
| NIKE INC CLASS B<br>CUSIP 654106103<br>Dividend Option Reinvest<br>***Noncovered                                        | NKE<br>Cash     | 240 926  | 96.3700<br>23,218.03            | 83.0627<br>20,011.96             | 3,206.07                    | 346.93                            | 1.49%                |
| ORACLE CORP<br>CUSIP 68389X105<br>Dividend Option Reinvest<br>***Noncovered                                             | ORCL<br>Cash    | 631 787  | 25.6500<br>16,205.33            | 32.8241<br>20,737.84             | -4,532.52                   | 151.62                            | 0.94%                |
| POLYPORE INTERNATIONAL<br>INC<br>CUSIP 73179V103<br>***Covered                                                          | PPO<br>Cash     | 155      | 43.9900<br>6,818.45             | 64.5600<br>10,006.80             | -3,188.35                   | N/A                               | N/A                  |
| PRECISION CASTPARTS CORP<br>CUSIP 740189105<br>Dividend Option Reinvest<br>***Noncovered                                | PCP<br>Cash     | 140 294  | 164.7900<br>23,119.04           | 109.8585<br>15,412.49            | 7,706.51                    | 16.83                             | 0.07%                |
| QLIK TECHNOLOGIES INC<br>CUSIP 74733T105<br>***Covered                                                                  | QLIK<br>Cash    | 350      | 24.2000<br>8,470.00             | 29.5800<br>10,353.00             | -1,883.00                   | N/A                               | N/A                  |
| QUANTA SERVICES INC<br>CUSIP 74762E102<br>***Noncovered                                                                 | PWR<br>Cash     | 925      | 21.5400<br>19,924.50            | 21.3356<br>19,735.45             | 189.05                      | N/A                               | N/A                  |
| SIEMENS A G SPONS ADR<br>CUSIP 826197501<br>Dividend Option Reinvest<br>***Noncovered                                   | SI<br>Cash      | 155      | 95.6100<br>14,819.55            | 130.6184<br>20,245.85            | -5,426.30                   | 461.01                            | 3.11%                |
| SYNGENTA AG<br>SPONSORED ADR<br>CUSIP 87160A100<br>Dividend Option Reinvest<br>Original Cost 15,767.48<br>***Noncovered | SYT<br>Cash     | 259 616  | 58.9400<br>15,301.76            | 72.7.48                          |                             | 415.33                            | 2.71%                |
| TATA MOTORS LIMITED<br>SPONS ADR<br>CUSIP 876568502<br>Dividend Option Reinvest<br>***Noncovered                        | TTM<br>Cash     | 513 655  | 16.9000<br>8,680.76             | 30.2710<br>15,548.87             | -6,868.11                   | 224.87                            | 2.59%                |

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## ASSET DETAILS (continued)

## PORTFOLIO ASSETS - HELD AT STIFEL (continued)

| Equities                                                                                                           | Symbol/<br>Type | Quantity  | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Unrealized<br>Gain/(-)Loss* | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
|--------------------------------------------------------------------------------------------------------------------|-----------------|-----------|---------------------------------|----------------------------------|-----------------------------|-----------------------------------|----------------------|
| TEVA PHARMACEUTICAL<br>INDUSTRIES LIMITED ADR<br>CUSIP 881624209<br>Dividend Option Reinvest<br>***Noncovered      | TEVA<br>Cash    | 385 522   | 40 3600<br>15 559 66            | 54 6502<br>21 068 87             | -5,509 24                   | 302 59                            | 1 94%                |
| <b>Total Equities</b>                                                                                              |                 |           | <b>\$607,742.61</b>             | <b>\$571,660.49</b>              | <b>\$38,065.48</b>          | <b>\$9,767.21</b>                 | <b>1.61%</b>         |
| Mutual Funds                                                                                                       | Symbol/<br>Type | Quantity  | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Unrealized<br>Gain/(-)Loss* | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
| <b>Open-End Funds</b>                                                                                              |                 |           |                                 |                                  |                             |                                   |                      |
| BLACKROCK GLOBAL<br>ALLOCATION FUND INC<br>CLASS I<br>CUSIP 09251T509<br>Dividend Option Reinvest<br>***Noncovered | MALOX<br>Cash   | 4 008 467 | 18 2400<br>73,114 43            | 78,804.83                        |                             | 1,503 17                          | 2 06%                |
| FIRST EAGLE FUNDS<br>INC GLOBAL FUND<br>CLASS I<br>CUSIP 32008F606<br>Dividend Option Reinvest<br>***Noncovered    | SGIIX<br>Cash   | 857 859   | 45 2700<br>38,835 27            | 36,217.83                        |                             | 651 11                            | 1 68%                |
| IWA FIDUCIARY TRUST<br>IWA WORLDWIDE FD CLASS I<br>CUSIP 45070A206<br>Dividend Option Reinvest<br>***Noncovered    | IWMIX<br>Cash   | 5 166 593 | 15 3600<br>79 358 86            | 15 3582<br>79,349 63             | 9 21                        | 532 15                            | 0 67%                |
| INCOME FUND AMERICA<br>INC CLASS F 2<br>CUSIP 453320822<br>Dividend Option Reinvest<br>***Noncovered               | AMEFX<br>Cash   | 1,696 421 | 16 7500<br>28,415 05            | 16 3795<br>27,786 48             | 628 54                      | 1,170 53                          | 4 12%                |
| IVY FUNDS INC<br>HIGH INCOME FUND CLASS I<br>CUSIP 466000122<br>Dividend Option Reinvest<br>***Noncovered          | IVHIX<br>Cash   | 7,561 440 | 7 9700<br>60,264 67             | 7 9350<br>60,000 00              | 264 67                      | 5,240 07                          | 8 70%                |

# STIFEL NICOLAUS

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## ASSET DETAILS (continued)

### PORTFOLIO ASSETS - HELD AT STIFEL (continued)

| Mutual Funds             | Symbol/<br>Type | Quantity   | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Original Investment/<br>Cumulative Return <sup>2</sup> | Unrealized<br>Gain/(-)Loss <sup>3</sup> | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
|--------------------------|-----------------|------------|---------------------------------|----------------------------------|--------------------------------------------------------|-----------------------------------------|-----------------------------------|----------------------|
| Open-End Funds           |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| JOHN HANCOCK FUNDS II    | JIPAX           | 14,394.401 | 10.4600                         | 10.7187                          | 140,000.00                                             | -3,724.02                               | 11,515.52                         | 7.65%                |
| STRATEGIC INCOME OPPTY   | Cash            |            | 150,565.43                      | 154,289.37                       | 10,565.43                                              |                                         |                                   |                      |
| FUND CL A                |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| CUSIP 47804A155          |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| Dividend Option Reinvest |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| ***Noncovered            |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| LOOMIS SAYLES FDS II     | NEZYX           | 3,417.557  | 14.3500                         | 49,751.30                        | 16,169.45                                              |                                         | 3,010.86                          | 6.14%                |
| STRATEGIC INCOME FD CL Y | Cash            |            | 49,041.94                       |                                  | 32,872.49                                              |                                         |                                   |                      |
| CUSIP 543487250          |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| Dividend Option Reinvest |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| ***Noncovered            |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| NUVEEN INVESTMENT FDS    | FREAX           | 3,213.788  | 18.7600                         | 47,656.63                        | 44,963.48                                              |                                         | 1,092.68                          | 1.81%                |
| INC REAL ESTATE SECS     | Cash            |            | 60,290.66                       |                                  | 15,327.18                                              |                                         |                                   |                      |
| FUND CL A                |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| CUSIP 670678705          |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| Dividend Option Reinvest |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| Original Cost 47,658.63  |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| ***Noncovered            |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| OPPENHEIMER DVLP MRKTS   | ODMAX           | 1,186.293  | 29.3200                         | 34,216.53                        | 58.12                                                  | 0.17%                                   |                                   |                      |
| FD CL A                  | Cash            |            | 34,782.11                       |                                  | 565.58                                                 |                                         |                                   |                      |
| CUSIP 683974109          |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| Dividend Option Reinvest |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| ***Noncovered            |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| PIMCO FUNDS              | PAUPX           | 3,731.966  | 10.0200                         | 10.9485                          | 36,000.00                                              | -3,465.02                               | 2,761.65                          | 7.39%                |
| ALL ASSET ALL AUTHORITY  | Cash            |            | 37,394.29                       | 40,859.28                        | 1,394.29                                               |                                         |                                   |                      |
| FUND CL P                |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| CUSIP 72201M438          |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| Dividend Option Reinvest |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| ***Noncovered            |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| PIONEER STRATEGIC INC    | PSRAX           | 13,688.408 | 10.6300                         | 134,578.02                       | 101,451.54                                             |                                         | 7,583.37                          | 5.21%                |
| FD CL A                  | Cash            |            | 145,507.77                      |                                  | 44,056.23                                              |                                         |                                   |                      |
| CUSIP 723884102          |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| Dividend Option Reinvest |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |
| ***Noncovered            |                 |            |                                 |                                  |                                                        |                                         |                                   |                      |

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## ASSET DETAILS (continued)

### PORTFOLIO ASSETS - HELD AT STIFEL (continued)

| Mutual Funds                                                                                                                             | Symbol/<br>Type | Quantity  | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Original Investment/<br>Cumulative Return* | Unrealized<br>Gain/(-)Loss* | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
|------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------|---------------------------------|----------------------------------|--------------------------------------------|-----------------------------|-----------------------------------|----------------------|
| Open-End Funds                                                                                                                           |                 |           |                                 |                                  |                                            |                             |                                   |                      |
| PRUDENTIAL JENNISON<br>20/20 FOCUS FUND CL Z<br>CUSIP 74440G404<br>Dividend Option Reinvest<br>***Noncovered                             | PTWZX<br>Cash   | 3,235.677 | 15.4400<br>49,958.85            | 53,053.91<br>-1,745.48           | 51,704.33                                  | N/A                         | N/A                               | N/A                  |
| PRUDENTIAL INVESTMENT<br>PORT INC 10 JENNISON<br>EQUITY INCOME FUND CL Z<br>CUSIP 74441L832<br>Dividend Option Reinvest<br>***Noncovered | JDEZX<br>Cash   | 3,816.264 | 12.9100<br>49,267.96            | 12,590.4<br>48,048.25            | 47,161.10<br>2,106.86                      | 1,219.70                    | 1,961.55                          | 3.98%                |
| PRUDENTIAL SECTOR<br>FUNDS INC HEALTH<br>SCIENCES FUND CL Z<br>CUSIP 74441P866<br>Dividend Option Reinvest<br>***Noncovered              | PHSZX<br>Cash   | 2,532.283 | 26.2800<br>66,548.39            | 20,084.7<br>50,860.27            | 48,418.70<br>18,129.69                     | 15,688.11                   | N/A                               | N/A                  |
| TOUCHSTONE STRAT TR<br>LARGE CAP GROWTH FD CL A<br>CUSIP 89154X302<br>Dividend Option Reinvest<br>***Noncovered                          | TEOAX<br>Cash   | 743.846   | 25.0500<br>18,633.34            | 20,048.83<br>-1,415.49           | 20,048.83                                  | N/A                         | N/A                               | N/A                  |
| TRANSAMERICA FUNDS<br>WMC QUALITY VALUE CL A<br>CUSIP 893509281<br>Dividend Option Reinvest<br>***Noncovered                             | TWOAX<br>Cash   | 2,276.748 | 10.4200<br>23,723.71            | 11,189<br>25,314.90              | 25,000.00<br>-1,276.29                     | -1,591.21                   | 216.29                            | 0.91%                |
| Closed-End Funds                                                                                                                         |                 |           |                                 |                                  |                                            |                             |                                   |                      |
| AGIC CONVERTIBLE &<br>INCOME FUND<br>CUSIP 001190107<br>Dividend Option Reinvest<br>***Noncovered                                        | NCV<br>Cash     | 45.851    | 8.4500<br>387.44                | 538.91<br>387.44                 | N/A<br>387.44                              | N/A                         | 51.69                             | 13.34%               |

# STIEGL NICOLAUS

A DOBBINS L DOBBINS,  
D SEDER & R DANNEO TTEES  
THE CHARIS TR U/A DTD 12/26/38  
HORIZON ACCOUNT

December 1 -  
December 31 2011  
Account Number

-8595

## ASSET DETAILS (continued)

### PORTFOLIO ASSETS - HELD AT STIEGL (continued)

| Mutual Funds                                                                                                                                                 | Symbol/<br>Type | Quantity  | Current Price/<br>Current Value | Average Unit Cost/<br>Cost Basis | Original Investment %<br>Cumulative Return | Unrealized<br>Gain/(-) Loss | Estimated<br>Annualized<br>Income | Estimated<br>Yield % |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------|---------------------------------|----------------------------------|--------------------------------------------|-----------------------------|-----------------------------------|----------------------|
| <b>Closed-End Funds</b>                                                                                                                                      |                 |           |                                 |                                  |                                            |                             |                                   |                      |
| BLACKROCK EQUITY DIV TR<br>CUSIP 09250N107<br>Dividend Option Reinvest<br>***Noncovered                                                                      | BDV<br>Cash     | 2,611 767 | 9 0700<br>23,688 72             | 8 7601<br>22,879 31              | 19,367 94<br>4,320 78                      | 809 37                      | 1,697 64                          | 7 17%                |
| EATON VANCE ENHANCED<br>EQUITY INCOME FUND II<br>CUSIP 278277108<br>Dividend Option Reinvest<br>***Noncovered                                                | EOS<br>Cash     | 1,027 278 | 10 2100<br>10,488 50            | 9 6946<br>9,959 08               | 9,680 00<br>808 50                         | 529 41                      | 1,136 58                          | 10 84%               |
| EATON VANCE TAX<br>MANAGED GLBL DIVERSIFIED<br>EQUITY INCOME FUND<br>CUSIP 27829F108<br>Dividend Option Reinvest<br>Original Cost 36,063 04<br>***Noncovered | EXG<br>Cash     | 2,479 584 | 8 2500<br>20,456 56             | 32,048 51                        | 24,957 87<br>-4,501 31                     |                             | 2,819 78                          | 13 78%               |
| <b>Total Mutual Funds</b>                                                                                                                                    |                 |           | <b>\$1,020,723.95</b>           | <b>\$ 1,010,449 17</b>           |                                            |                             | <b>\$43,002.76</b>                | <b>4.21%</b>         |

CHARIS FUND  
FORM 990-PF #94-6077619  
Year ended 12/31/11

CHARIS FUND  
215-C WEST FOOTHILL BLVD. #171  
CLAREMONT, CA 91711

Thank you for your letter of inquiry regarding the Charis Fund.

***Overview of the Charis Fund:***

Charis Fund is a small, benevolent trust established by the Dobbins Family in 1938. Charis Fund supports projects primarily focusing on social welfare, health and health care, and education. Charis Fund is non-denominational, however, it often utilizes religious communities for program and service distribution.

***Description of Grants:***

The Trustees of Charis Fund prefer to give "seed money" to help initiate new programs that will, once established, develop ongoing and sustainable community support, rather than providing ongoing support to established programs and charities. We prefer to support novel programs aimed at the cause of a problem rather than "treating the symptoms". Charis normally does not give to "the arts", nor to colleges and universities whose alumni/ae can provide needed financial support. Charis is prohibited by law from giving to political or lobbying organizations or to only pre-selected charities. It is also prohibited from providing scholarships or sponsoring individuals. Charis grants typically fall in the \$3,000 - \$5,000 range, seldom exceeding \$10,000.

Alas groups that Charis supports must be nonprofit organizations under the provision of Section 501 (c) (3) of the Internal Revenue Code. The majority of organizations funded by Charis are located in the state of California or the Pacific Northwest where the trustees reside. A Charis trustee might make a site visit to become familiar with your organization.

Charis Fund Trustees meet twice each year, usually in early May and November.

***How to apply:***

If your organization or project meets the above specifications and you wish to submit an application for consideration at our next meeting, please send a copy of your proposal, with the attached documentation, to each of the trustees listed on *PART VIII* (there are 9 trustees). Grant requests must be received by each of the trustees prior to March 31 or September 30, so they may be reviewed prior to the appropriate meeting.

***Please include the following information with your proposal:***

- 1) The document determining that your organization is exempt from Federal Income Tax under section 510 (c) (3) of the Internal Revenue Code.
- 2) The document stating that your organization is not a private foundation within the meaning of Section 509 (a) of that code.
- 3) If your organization is in California, the Franchise Tax Board of the State of California requires a document indicating that you are exempt from taxation under the provisions of Revenue and Taxation Code section 23701d.
- 4) Your budget.
- 5) A list of your Board of Directors.
- 6) To help expedite your grant request, include a list of the members of the Charis board to whom you have sent your proposal.

Thank you for your interest in the Charis Fund.

PART XV, 2a, Stmt 11 cont.  
Grant Application Procedures