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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury Internal Revenue Service

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

For calendar year 2011, or tax year beginning 02-01-2011, and ending 01-31-2012

Check all that apply: Initial return, Amended return, Initial return of a former public charity, Address change, Final return, Name change

Name of foundation: THE CARRUTH FOUNDATION INC. Employer identification number: 76-0439576. Telephone number: (713) 526-3012. City: HOUSTON, TX 770192125. Accounting method: Cash.

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	83,743	117,650	117,650			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges	18,007	13,509	13,509			
	10a Investments—U S and state government obligations (attach schedule)						
	b Investments—corporate stock (attach schedule)	11,031,222	10,863,972	11,124,076			
	c Investments—corporate bonds (attach schedule)						
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)						
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
15 Other assets (describe ▶ _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,132,972	10,995,131	11,255,235				
Liabilities	17 Accounts payable and accrued expenses		16,837				
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe ▶ _____)						
	23 Total liabilities (add lines 17 through 22)		16,837				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
28 Paid-in or capital surplus, or land, bldg, and equipment fund	11,132,972	10,978,294					
29 Retained earnings, accumulated income, endowment, or other funds							
30 Total net assets or fund balances (see page 17 of the instructions)	11,132,972	10,978,294					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	11,132,972	10,995,131					

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,132,972
2	Enter amount from Part I, line 27a	2	-154,678
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	10,978,294
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,978,294

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	238,028
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	525,195	11,081,831	0.047392
2009	482,500	10,174,855	0.047421
2008	642,789	12,326,499	0.052147
2007	668,500	14,933,068	0.044766
2006	746,782	13,763,312	0.054259

2	Total of line 1, column (d).	2	0.245985
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049197
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	11,709,071
5	Multiply line 4 by line 3.	5	576,051
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,498
7	Add lines 5 and 6.	7	580,549
8	Enter qualifying distributions from Part XII, line 4.	8	600,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

Table with 11 main rows and sub-rows (a-d) for credits/payments. Includes fields for tax due, overpayment, and refunded amounts.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions regarding political activities, tax returns, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of WILLIAM CLARKE CPA Telephone no (713) 526-3012 Located at 2727 ALLEN PKWY 1570 HOUSTON TX ZIP+4 770192125			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No

See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country

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

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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870. **6b** **No**

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRADY F CARRUTH 2727 ALLEN PARKWAY SUITE 1570 HOUSTON, TX 770192125	PRESIDENT 5 0	0	0	0
WILLIAM V H CLARKE 2727 ALLEN PARKWAY SUITE 1570 HOUSTON, TX 770192125	SECRETARY/TREASURER 10 0	0	0	0
ALAN SCHUBERT 2727 ALLEN PARKWAY SUITE 1570 HOUSTON, TX 770192125	TRUSTEE 3 0	0	0	0
GENTRY LEE 2727 ALLEN PARKWAY SUITE 1570 HOUSTON, TX 770192125	TRUSTEE 3 0	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000. **0**

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

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 	
2 	
3 	
4 	

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

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

Total. Add lines 1 through 3.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	11,864,570
b	Average of monthly cash balances.	1b	22,812
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,887,382
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	11,887,382
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	178,311
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,709,071
6	Minimum investment return. Enter 5% of line 5.	6	585,454

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	585,454
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	4,498
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,498
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	580,956
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	580,956
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	580,956

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	600,000
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	600,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	4,498
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	595,502

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				580,956
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 2009, 2008, 2007				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008. 12,225				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	12,225			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 600,000				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2011 distributable amount.				580,956
e Remaining amount distributed out of corpus	19,044			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	31,269			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	31,269			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008. 12,225				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011. 19,044				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

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

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; b 85% of line 2a; c Qualifying distributions from Part XII...; d Amounts included in line 2c not used directly...; e Qualifying distributions made directly...; 3 Complete 3a, b, or c for the alternative test relied upon; a "Assets" alternative test; b "Endowment" alternative test; c "Support" alternative test.

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	600,000
b <i>Approved for future payment</i>				
THE PARISH CHILDREN'S SCHOOL 11001 HAMMERLY HOUSTON, TX 77043	NONE	PUBLIC	SCHOLARSHIPS	450,000
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET STE 200 HOUSTON, TX 77002	NONE	PUBLIC	CAPITAL ACQUISITIONS	800,000
STUDENT CONSERVATION ASSOCIATION 3015 RICHMOND AVE STE 290 HOUSTON, TX 77098	NONE	PUBLIC	BUFFALO BAYOU REHABILITATION PROJECT	25,000
Total			▶ 3b	1,275,000

Additional Data

Software ID:

Software Version:

EIN: 76-0439576

Name: THE CARRUTH FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
3M CO	P	2010-05-07	2011-10-10
3M CO		2011-03-31	2011-10-10
3M CO		2011-08-08	2011-11-29
ABBOTT LABS		2007-01-11	2011-02-14
ABBOTT LABS		2011-09-22	2012-01-19
DIAGEO PLC		2007-03-02	2011-08-17
GOOGLE INC CL A		2010-01-06	2012-01-31
NYSE EURONEXT COM		2008-03-20	2011-04-06
PIONEER NATL RESOURCES		2011-01-31	2011-12-27
UNILEVER NV NY		2011-08-18	2012-01-31
ACCENTURE LTD		2011-01-28	2011-12-01
ADVANCED AUTO PTS INC		2011-07-26	2012-01-12
AFFILIATED MANAGERS GRP		2011-04-19	2011-08-19
ALCOA		2001-01-11	2011-08-09
ALLEGHANY CORP DEL		2009-11-29	2011-04-29
ALLSTATE		2010-02-05	2011-06-07
ALTRIA GROUP		2009-12-23	2011-12-02
AMAZON COM		2011-09-22	2011-12-09
AMERICAN ELEC PWR		2010-10-15	2011-03-09
AMERICAN EXPRESS		2010-11-10	2012-01-19
AMGEN INC		2010-01-04	2011-02-11
ANALOG DEVICES		2011-01-28	2011-05-24
ANNALY CAP MGMT		2011-06-08	2012-01-26
APACHE CORP		2011-04-01	2011-11-16
APPLE INC		2010-01-21	2011-12-19
ARES CORP		2011-04-21	2011-07-20
A T & T		2011-03-24	2012-01-19
AUTOLIV INC		2010-07-14	2010-02-17
AUTOZONE		2011-09-22	2012-01-19
AVAGO TECH LTD		2011-08-24	2011-11-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
BALL CORP		2011-09-30	2012-01-19
BANK AMER 5 375% 8/15/11		2007-10-16	2011-08-15
BANK AMER CORP		2011-02-07	2011-05-26
BARNES & NOBLE		2010-01-22	2011-05-20
BAXTER INTL		2010-01-07	2011-07-01
BB&T CORP		2012-01-13	2012-01-19
BECTON DICKINSON CORP		2011-03-14	2011-11-30
BED BATH & BEYOND		2011-03-04	2012-01-19
BERKSHIRE HATHAWAY		2011-03-23	2012-01-19
BHP BILLITON		2010-01-06	2012-01-19
BOEING CO		2011-01-19	2011-08-11
BRISTOL MEYERS SQUIBB		2010-01-21	2012-01-19
BROADRIDGE FIN SOL		2010-08-23	2011-09-01
C&J ENERGY		2011-12-08	2012-01-19
CANADIAN NTL RAILWAY		2011-01-28	2011-06-08
CARDINAL HEALTH		2010-01-07	2011-08-23
CASH AMER INTL INC		2010-10-13	2011-09-16
CATERPILLAR INC		2010-11-16	2012-01-19
CBS CORP		2010-11-17	2011-03-11
CELANESE CORP		2009-12-23	2011-08-23
CELGENE CORP		2011-09-23	2012-01-19
CENTERPOINT ENERGY		2011-11-16	2012-01-24
CHEVRON CORP		2009-02-02	2012-01-19
CHUBB CORP		2010-08-03	2012-01-19
CISCO SYSTEMS		2011-10-20	2012-01-19
COCA COLA		2007-03-02	2012-01-19
COMCAST		2011-03-04	2011-08-09
CONCHO RES		2011-01-31	2011-03-11
CONOCOPHILLIPS		2008-03-04	2012-01-19
COOPER IND		2010-05-29	2011-05-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
CORRECTIONS CORP		2011-04-25	2011-06-10
COSTCO WHSL		2006-07-05	2012-01-19
CROWN HOLDINGS		2010-11-04	2011-05-25
CVS CAREMARK		2011-06-08	2011-02-09
DANAHER CORP		2010-02-12	2011-05-06
DEERE & CO		2011-02-16	2012-01-19
DELL INC		2011-07-29	2011-08-18
DEVON ENERGY		2011-01-28	2011-04-15
DISCOVERY COMM INC		2011-07-06	2011-08-23
DISNEY WALT CO		2011-03-31	2011-08-09
DOLLAR GENERAL CORP		2010-10-25	2011-02-09
DUN & BRADSTREET		2011-03-14	2012-01-26
DUPONT		2011-03-25	2012-01-19
ECHOSTAR CORP		2009-12-03	2011-02-18
EL PASO CORP		2011-01-28	2011-03-11
EMC CORP MASS		2011-03-16	2012-01-19
EMERSON ELEC		2010-11-03	2011-06-21
ENCANA CORP		2011-05-20	2011-08-10
EOG RES INC		2012-01-11	2012-01-19
EXELIS INC		2007-11-29	2011-12-20
EXPRESS SCRIPTS		2011-03-23	2011-09-20
EXXONMOBIL		2011-01-28	2012-01-19
FIDELITY NATL INFO SVCS		2008-02-11	2011-08-12
FLOUR CORP		2008-03-17	2011-09-23
FNMA 2 75% 04/11/2011		2008-03-24	2011-04-11
FORD MOTOR		2011-01-25	2012-01-19
FREEPORT MCMORAN		2010-09-28	2011-03-11
GENERAL ELEC		2010-05-19	2011-08-08
GENERAL MOTORS		2011-02-01	2011-08-01
GOLDMAN SACHS		2010-08-26	2011-03-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
HALLIBURTON		2011-01-26	2012-01-19
HEWLETT PACKARD		2009-10-01	2011-08-04
HJ HEINZ		2011-02-11	2012-01-26
HOME DEPOT		2009-01-22	2012-01-19
HONEYWELL		2010-03-29	2011-04-25
HOSPIRA INC		2011-06-08	2011-09-13
HOST HOTELS & RESORTS		2011-01-28	2011-04-01
HUNTINGTON INGALLS		2008-04-04	2011-04-28
IBM CORP		2008-03-27	2012-01-19
ILLINOIS TOOL WORKS		2006-08-28	2011-03-30
INTEL CORP		2010-02-03	2012-01-19
INTERCONTINENTAL EXCHANGE		2011-09-23	2012-01-01
INTL FLAVORS & FRAGRANCES		2011-06-20	2011-11-16
INVESCO LTD		2010-12-17	2011-03-31
JOHNSON & JOHNSON		2007-12-13	2012-01-19
JPMORGAN CHASE & CO		2007-11-13	2012-01-19
JPMORGAN CHASE 6 75%		2007-11-13	2011-02-01
JUNIPER NETWORKS		2011-02-02	2011-07-20
KOHL'S CORP		2010-12-02	2011-02-02
KONINKLIJKE PHILIPS		2011-03-28	2011-05-05
LENDER PROCESSING SVCS		2011-01-20	2011-11-11
LIBERTY MEDIA		2010-02-22	2011-04-29
LIBERTY MEDIA NEW		2010-02-22	2011-11-29
LINCOLN NATIONAL		2011-01-13	2011-01-08
LORILLARD INC		2011-03-02	2011-08-12
LOWES CO INC		2011-03-04	2011-08-03
MASTERCARD		2011-02-11	2012-01-09
MCDONALDS CORP		2009-06-03	2012-01-19
MERCK		2011-03-31	2012-01-19
METHANEX CORP		2011-05-04	2011-08-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
METLIFE		2008-10-31	2011-04-27
MICROSOFT		2007-07-19	2012-01-19
MONSANTO		2012-01-12	2012-01-19
NEWMONT MINING		2011-06-01	2011-08-09
NIKE INC		2010-07-23	2011-02-09
NOBLE ENERGY		2011-01-31	2011-04-13
NORDSTROM		2011-03-04	2011-06-21
NORFOLK SOUTHERN		2012-01-12	2012-01-19
NORTHERN TRUST		2008-07-25	2012-01-19
NOVARTIS AG		2008-10-02	2012-01-19
NVIDIA CORP		2011-01-11	2011-03-08
OCCIDENTAL PETROLEUM		2008-09-26	2011-09-14
OIL STS INTL INC		2011-04-18	2012-01-24
OMNICOM GROUP INC		2011-03-14	2011-06-07
ORACLE CORP		2008-08-14	2011-12-21
PACKAGING CORP		2011-05-02	2011-06-17
PEPSICO		2006-01-13	2012-01-19
PFIZER INC		2010-11-04	2012-01-19
PHILIP MORRIS		2008-09-17	2012-01-19
PHILLIPS VAN HEUSEN		2011-03-11	2011-08-22
PLAINS EXPLORATION		2010-01-07	2011-02-18
PNC FINL SVCS CORP		2011-03-02	2012-01-19
POTASH CORP		2011-08-04	2011-12-14
PPG IND INC		2011-04-13	2011-08-16
PRAXAIR INC		2011-03-11	2012-01-31
PROCTER & GAMBLE		2011-03-29	2012-01-19
QUALCOM INC		2011-01-13	2012-01-19
RR DONNELLEY		2011-01-26	2011-11-30
SANOFI-ADVENTIS		2011-04-13	2011-09-23
SCHLUMBERGER LTD		2011-03-30	2012-01-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
SIMON PPTY GROUP		2010-07-14	2011-03-02
SKYWORKS SOLUTIONS INC		2011-06-08	2011-09-30
SMUCKER J M CO		2011-04-14	2011-06-21
STARBUCKS CORP		2010-11-08	2012-01-19
TE CONNECTIVITY		2010-01-07	2011-06-08
TELEPHONE & DATA SYS		2011-10-19	2012-01-25
TEVA PHARMACEUTICALS		2009-06-03	2011-08-02
THE SCOTTS MIRACLE GROW		2011-04-25	2011-08-03
THERMO FISHER SCI		2009-12-23	2011-08-05
TIFFANY & CO		2011-09-22	2011-12-20
TIME WARNER INC		2010-10-11	2011-04-27
TOWERS WATSON & CO		2011-04-04	2011-07-14
TRANSOCEAN LTD ZUG NAMEN AKT		2006-03-13	2011-02-23
TRAVELERS COS INC		2010-11-03	2011-09-23
UNION PACIFIC		2012-01-09	2012-01-19
UNITED PARCEL		2008-03-06	2012-01-19
UNITED TECHNOLOGIES		2008-10-22	2012-01-19
UNITED HEALTH GROUP		2011-06-23	2012-01-19
US BANCORP		2011-07-29	2012-01-19
USTN 1 75% 11/15/11		2009-01-22	2011-11-15
USTN 2 375% 10/31/14		2011-01-20	2011-08-05
VALEANT PHARM INTL		2011-01-28	2012-01-23
VEECO INSTR		2011-04-19	2011-06-20
VERIZON COMM		2011-03-24	2012-01-19
VF GROUP		2010-03-19	2011-03-11
VISA INC		2011-07-28	2012-01-19
WALGREEN INC		2011-08-01	2012-01-19
WALMART STORES		2008-02-14	2012-01-19
WALT DISNEY		2010-11-17	2011-04-19
WATSON PHARM		2011-09-29	2012-01-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
WEATHERFORD INTL		2011-03-30	2012-01-19
WELLPOINT INC		2010-05-20	2011-10-27
WELLS FARGO & CO		2008-12-03	2012-01-19
WESTCO INTL INC		2011-05-25	2011-09-30
WILLIS GROUP HLDGS LTD		2011-05-04	2012-01-11
WISCONSIN ENERGY		2010-06-25	2011-06-30
XL CAPITAL LTD		2009-12-23	2011-03-31
XYLEM INC		2007-11-29	2011-12-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
19,112		19,227	-115
26,760		32,600	-5,840
23,158		27,220	-4,062
34,017		37,049	-3,032
2,948		2,735	213
32,135		31,987	148
88,010		87,691	319
107,506		171,330	-63,824
85,066		90,160	-5,094
27,889		27,719	170
74,062		68,117	5,945
58,576		48,630	9,946
73,720		94,412	-20,692
21,472		30,357	-8,885
244		244	
37,800		35,898	1,902
57,177		42,590	14,587
60,684		56,708	3,976
44,234		41,408	2,826
39,609		33,010	6,599
52,990		56,991	-4,001
48,516		46,622	1,894
19,841		22,200	-2,359
48,887		69,097	-20,210
125,963		74,278	51,685
86,429		92,686	-6,257
2,568		2,474	94
24,860		17,035	7,825
1,693		1,582	111
31,778		35,271	-3,493

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
911		787	124
150,000		154,971	-4,971
49,241		63,468	-14,227
123,955		107,382	16,573
96,140		93,887	2,253
1,827		1,871	-44
109,662		111,201	-1,539
1,982		1,543	439
34,833		38,438	-3,605
76,719		60,689	16,030
25,261		30,816	-5,555
58,146		54,600	3,546
58,237		60,736	-2,499
1,368		1,738	-370
28,271		25,660	2,611
85,995		64,313	21,682
121,376		72,503	48,873
4,389		3,382	1,007
68,398		49,289	19,109
30,123		25,388	4,735
2,638		2,317	321
97,537		104,745	-7,208
4,773		3,148	1,625
2,137		1,645	492
21,080		24,377	-3,297
5,078		3,550	1,528
11,771		14,584	-2,813
47,858		44,495	3,363
52,847		60,351	-7,504
33,526		24,966	8,560

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
39,292		45,684	-6,392
76,057		54,248	21,809
67,570		51,577	15,993
41,249		41,117	132
27,250		17,903	9,347
2,045		2,300	-255
51,123		59,648	-8,525
74,561		71,953	2,608
29,667		33,322	-3,655
12,232		15,884	-3,652
21,582		22,182	-600
32,998		32,060	938
2,375		2,678	-303
58,332		34,528	23,804
68,804		59,903	8,901
10,663		12,151	-1,488
28,636		28,991	-355
69,887		86,711	-16,824
2,164		2,169	-5
15,834		24,225	-8,391
17,077		21,806	-4,729
70,415		67,663	2,752
135,051		113,924	21,127
94,769		91,861	2,908
70,000		70,095	-95
88,676		119,128	-30,452
60,281		55,235	5,046
124,682		125,216	-534
23,568		31,247	-7,679
47,478		44,037	3,441

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,414		1,741	-327
101,459		102,978	-1,519
78,383		70,416	7,967
3,892		1,900	1,992
60,240		46,449	13,791
68,201		91,451	-23,250
47,280		49,082	-1,802
11,652		10,480	1,172
161,227		120,895	40,332
20,097		16,399	3,698
33,348		33,152	196
25,436		27,263	-1,827
131,077		139,037	-7,960
24,648		22,279	2,369
10,647		11,190	-543
31,972		27,447	4,525
140,000		151,642	-11,642
25,388		31,197	-5,809
26,915		28,297	-1,382
19		19	
92,484		134,620	-42,136
36,463		22,278	14,185
53		38	15
37,420		39,008	-1,588
109,067		77,573	31,494
12,148		15,659	-3,511
160,050		138,176	21,874
82,425		48,511	33,914
3,633		3,555	78
67,556		82,527	-14,971

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
34,742		31,887	2,855
63,736		65,841	-2,105
1,643		1,694	-51
66,045		66,838	-793
26,113		21,691	4,422
99,186		81,648	17,538
15,953		15,320	633
1,749		1,803	-54
69,284		90,421	-21,137
15,639		15,282	357
29,205		30,656	-1,451
130,796		105,213	25,583
46,355		45,115	1,240
73,369		76,063	-2,694
108,113		89,748	18,365
27,407		29,367	-1,960
3,523		3,183	340
20,343		19,742	601
173,932		127,266	46,666
74,713		76,049	-1,336
40,764		44,569	-3,805
105,518		136,851	-31,333
20,163		27,750	-7,587
12,583		15,840	-3,257
96,944		91,558	5,386
1,876		1,781	95
2,046		1,866	180
27,466		33,016	-5,550
26,512		31,142	-4,630
1,341		1,782	-441

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
26,379		21,196	5,183
76,929		97,245	-20,316
46,969		38,644	8,325
3,222		2,085	1,137
35,309		28,810	6,499
25		19	6
57,105		57,505	-400
76,408		88,390	-11,982
82,905		71,201	11,704
25,660		27,343	-1,683
42,943		36,331	6,612
120,653		105,975	14,678
54,058		68,052	-13,994
24,331		29,091	-4,760
1,758		1,753	5
2,142		2,097	45
48,514		45,014	3,500
2,469		2,449	20
1,867		1,757	110
125,000		127,552	-2,552
106,208		104,628	1,580
167,046		127,704	39,342
56,207		53,505	2,702
1,791		1,752	39
26,678		22,000	4,678
2,006		1,767	239
3,684		3,684	
30,376		28,661	1,715
24,746		22,348	2,398
8,338		9,779	-1,441

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,665		2,305	-640
124,878		86,851	38,027
127,009		130,413	-3,404
51,239		78,251	-27,012
46,056		52,302	-6,246
51,612		41,910	9,702
47,379		38,228	9,151
45,214		60,052	-14,838

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-115
			-5,840
			-4,062
			-3,032
			213
			148
			319
			-63,824
			-5,094
			170
			5,945
			9,946
			-20,692
			-8,885
			1,902
			14,587
			3,976
			2,826
			6,599
			-4,001
			1,894
			-2,359
			-20,210
			51,685
			-6,257
			94
			7,825
			111
			-3,493

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			124
			-4,971
			-14,227
			16,573
			2,253
			-44
			-1,539
			439
			-3,605
			16,030
			-5,555
			3,546
			-2,499
			-370
			2,611
			21,682
			48,873
			1,007
			19,109
			4,735
			321
			-7,208
			1,625
			492
			-3,297
			1,528
			-2,813
			3,363
			-7,504
			8,560

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-6,392
			21,809
			15,993
			132
			9,347
			-255
			-8,525
			2,608
			-3,655
			-3,652
			-600
			938
			-303
			23,804
			8,901
			-1,488
			-355
			-16,824
			-5
			-8,391
			-4,729
			2,752
			21,127
			2,908
			-95
			-30,452
			5,046
			-534
			-7,679
			3,441

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-327
			-1,519
			7,967
			1,992
			13,791
			-23,250
			-1,802
			1,172
			40,332
			3,698
			196
			-1,827
			-7,960
			2,369
			-543
			4,525
			-11,642
			-5,809
			-1,382
			-42,136
			14,185
			15
			-1,588
			31,494
			-3,511
			21,874
			33,914
			78
			-14,971

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,855
			-2,105
			-51
			-793
			4,422
			17,538
			633
			-54
			-21,137
			357
			-1,451
			25,583
			1,240
			-2,694
			18,365
			-1,960
			340
			601
			46,666
			-1,336
			-3,805
			-31,333
			-7,587
			-3,257
			5,386
			95
			180
			-5,550
			-4,630
			-441

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,183
			-20,316
			8,325
			1,137
			6,499
			6
			-400
			-11,982
			11,704
			-1,683
			6,612
			14,678
			-13,994
			-4,760
			5
			45
			3,500
			20
			110
			-2,552
			1,580
			39,342
			2,702
			39
			4,678
			239
			1,715
			2,398
			-1,441

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-640
			38,027
			-3,404
			-27,012
			-6,246
			9,702
			9,151
			-14,838

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET STE 200 HOUSTON, TX 77002	NONE	PUBLIC	CAPITAL ACQUISITIONS	200,000
THE PARISH CHILDREN'S SCHOOL 11001 HAMMERLY HOUSTON, TX 77043	NONE	PUBLIC	SCHOLARSHIPS	200,000
CAMP FOR ALL 10500 NW FREEWAY 220 HOUSTON, TX 77092	NONE	PUBLIC	EQUESTRIAN THERAPY PROGRAM	15,000
STUDENT CONSERVATION ASSOCIATION 3015 RICHMOND AVE STE 290 HOUSTON, TX 77098	NONE	PUBLIC	BUFFALO BAYOU REHABILITATION PROJECT	25,000
DISCOVERY GREEN CONSERVANCY 1500 MCKINNEY HOUSTON, TX 77010	NONE	PUBLIC	OPERATIONS & MAINTENANCE	10,000
HOUSTON ZOO 1513 N MAC GREGOR HOUSTON, TX 77030		PUBLIC	ASIAN ELEPHANT EXHIBIT CAPITAL	150,000
Total				600,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
THE PARISH CHILDREN'S SCHOOL 11001 HAMMERLY HOUSTON, TX 77043	NONE	PUBLIC	SCHOLARSHIPS	450,000
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET STE 200 HOUSTON, TX 77002	NONE	PUBLIC	CAPITAL ACQUISITIONS	800,000
STUDENT CONSERVATION ASSOCIATION 3015 RICHMOND AVE STE 290 HOUSTON, TX 77098	NONE	PUBLIC	BUFFALO BAYOU REHABILITATION PROJECT	25,000
Total				1,275,000

TY 2011 Accounting Fees Schedule

Name: THE CARRUTH FOUNDATION INC

EIN: 76-0439576

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WILLIAM CLARKE CPA	16,837	16,837		

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

TY 2011 Depreciation Schedule

Name: THE CARRUTH FOUNDATION INC

EIN: 76-0439576

**TY 2011 Investments Corporate
Stock Schedule**

Name: THE CARRUTH FOUNDATION INC

EIN: 76-0439576

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMEGY INVESTMENTS - FUND VN	5,349,184	
AMEGY INVESTMENTS - FUND A	2,658,015	
AMEGY INVESTMENTS - FUND B	2,856,773	

TY 2011 Land, Etc. Schedule

Name: THE CARRUTH FOUNDATION INC

EIN: 76-0439576

TY 2011 Other Expenses Schedule

Name: THE CARRUTH FOUNDATION INC

EIN: 76-0439576

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES				

TY 2011 Other Professional Fees Schedule

Name: THE CARRUTH FOUNDATION INC

EIN: 76-0439576

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VAUGHAN NELSON ET AL	21,092	21,092		
AVALON ADVISORS	30,228	30,228		
BREEN INVESTORS	23,619	23,619		

TY 2011 Taxes Schedule

Name: THE CARRUTH FOUNDATION INC

EIN: 76-0439576

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	4,498			
FOREIGN DIVIDEND TAXES	1,115	1,115		