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INTERNAL REVENUE SERVICE

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2011

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

03/01, 2011, and ending

02/29, 2012

Name of foundation W J BRACE CHARITABLE TRUST		A Employer identification number 59-7244050
Number and street (or P.O. box number if mail is not delivered to street address) BANK OF AMERICA, N.A. P.O. BOX 831041		B Telephone number (see instructions) (800) 357-7094
City or town, state, and ZIP code DALLAS, TX 75283-1041		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	
☐ Section 501(c)(3) exempt private foundation	☐ Initial return of a former public charity ☐ Amended return ☐ Name change	
H Check type of organization ☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,134,365. J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	185,482.	185,482.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	571,038.			
	b Gross sales price for all assets on line 6a	5,734,219.			
	7 Capital gain net income (from Part IV, line 2)		571,038.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,194.	1,194.		STMT 5
	12 Total Add lines 1 through 11	757,714.	757,714.		
	13 Compensation of officers, directors, trustees, etc.	49,203.	29,522.		19,681.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,600.	NONE	NONE	1,600.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,058.	1,434.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,200.			7,200.
	24 Total operating and administrative expenses. Add lines 13 through 23	64,061.	30,956.	NONE	28,481.
	25 Contributions, gifts, grants paid	302,345.			302,345.
	26 Total expenses and disbursements Add lines 24 and 25	366,406.	30,956.	NONE	330,826.
	27 Subtract line 26 from line 12.	391,308.			
	a Excess of revenue over expenses and disbursements		726,758.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	263,874.	607,548.	607,548.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	303,014.		
	b	Investments - corporate stock (attach schedule)	1,893,387.		
	c	Investments - corporate bonds (attach schedule)	453,900.		
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	3,510,836.	6,220,539.	6,526,817.
	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)	6,425,011.	6,828,087.	7,134,365.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	6,425,011.	6,828,087.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	6,425,011.	6,828,087.	
	31	Total liabilities and net assets/fund balances (see instructions)	6,425,011.	6,828,087.	

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	6,425,011.
2	Enter amount from Part I, line 27a	2	391,308.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	12,948.
4	Add lines 1, 2, and 3	4	6,829,267.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	1,180.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,828,087.

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 PUBLICLY TRADED SECURITIES					
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 5,693,178.		5,163,181.	529,997.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			529,997.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	571,038.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	271,407.	6,730,308.	0.040326
2009	226,266.	6,065,766.	0.037302
2008	199,201.	6,380,479.	0.031220
2007	418,079.	7,873,985.	0.053096
2006	242,787.	7,477,280.	0.032470
2 Total of line 1, column (d)			2 0.194414
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 0.038883
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 6,991,268.
5 Multiply line 4 by line 3			5 271,841.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,268.
7 Add lines 5 and 6			7 279,109.
8 Enter qualifying distributions from Part XII, line 4			8 330,826.

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.

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	7,268.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		2	
3 Add lines 1 and 2 . . .		3	7,268.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . .		5	7,268.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . .	6a	3,696.	
b Exempt foreign organizations - tax withheld at source . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE	
d Backup withholding erroneously withheld . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . .		7	3,696.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached . . .		8	NONE
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .		9	3,572.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .		10	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ NONE ☐ Refunded ☐ . . .		11	

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MO		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	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)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address NONE				
14	The books are in care of BANK OF AMERICA, N.A. Telephone no (816) 292-4300 Located at 1200 MAIN ST, 14TH FL, KANSAS CITY, MO ZIP + 4 64105-2100			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country 				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		49,203.	- 0 -	- 0 -

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2 NONE	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	7,097,734.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	7,097,734.
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	NONE
3	Subtract line 2 from line 1d	3	7,097,734.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	106,466.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,991,268.
6	Minimum investment return. Enter 5% of line 5	6	349,563.

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	349,563.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,268.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,268.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	342,295.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	342,295.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	342,295.

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	330,826.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	330,826.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	7,268.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	323,558.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				342,295.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			300,889.	
b Total for prior years. 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>330,826.</u>				
a Applied to 2010, but not more than line 2a . . .			300,889.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				29,937.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				312,358.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007 . . .	NONE			
b Excess from 2008 . . .	NONE			
c Excess from 2009 . . .	NONE			
d Excess from 2010 . . .	NONE			
e Excess from 2011 . . .	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 18				
Total			▶ 3a	302,345.
b <i>Approved for future payment</i>				
Total			▶ 3b	

21

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AT&T INC	1,344.	1,344.
CAMBIAR SMALL CAP FUND INV CL	1,702.	1,702.
AETNA INC NEW COM	102.	102.
AIR PRODUCTS & CHEMICALS INC COM	244.	244.
ALLEGHENY TECHNOLOGIES INC	136.	136.
ALLERGAN INC COM	11.	11.
AMERICAN ELECTRIC POWER CO INC COM	1,183.	1,183.
ANADARKO PETROLEUM CORP COM	139.	139.
APACHE CORP COM	72.	72.
APACHE CORP CONV PFD SER D 6.000%	423.	423.
BB&T CORP COM	629.	629.
BHP BILLITON PLC - ADR	227.	227.
BOFA CASH RESERVES TRUST CLASS	80.	80.
BRISTOL MYERS SQUIBB CO COM	193.	193.
CARNIVAL CORP PAIRED CTF 1 COM	459.	459.
CHEVRONTXACO CORP COM	1,285.	1,285.
CISCO SYSTEMS INC COM	94.	94.
CITIGROUP INC NEW COM	20.	20.
COACH INC	134.	134.
COLUMBIA ACORN FUND CLASS Z SHARES	603.	603.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	4,953.	4,953.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	4,769.	4,769.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	296.	296.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	681.	681.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	765.	765.
CUMMINS ENGINE CO INC COM	264.	264.
CYPRESS SEMICONDUCTOR CORP COM	27.	27.
DANAHER CORP COM	44.	44.
DEERE JOHN CAP CORP BD	8,033.	8,033.
DELAWARE EMERGING MKTS FUND CL INSTL CL	1,876.	1,876.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	459.	459.
DOW CHEM CO	844.	844.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
 =====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
EMC CORP CONV SR NT	95.	95.
EOG RESOURCES INC	40.	40.
EATON VANCE LARGE-CAP VALUE FUND CL I	9,321.	9,321.
EATON CORP COMMON	866.	866.
EL PASO CORP COM	43.	43.
EXPEDIA INC DEL COM	49.	49.
FEDERAL HOME LN MTG CORP DEB	1,406.	1,406.
FLUOR CORP NEW COM	139.	139.
FREPORT-MCMORAN COPPER & GOLD INC COM	302.	302.
GENERAL DYNAMICS CORP COM	268.	268.
GENERAL ELEC CO	124.	124.
GENERAL MILLS INC COM	143.	143.
GENUINE PARTS CO	536.	536.
GOLDMAN SACHS GROUP INC	392.	392.
HALLIBURTON CO COM	279.	279.
HARBOR INTERNATIONAL FUND INSTL CL	3,754.	3,754.
HEINZ H J CO	556.	556.
HEWLETT PACKARD CO COM	17.	17.
INTERNATIONAL BUSINESS MACHINES CORP COM	223.	223.
J P MORGAN CHASE & CO COM	1,088.	1,088.
KELLOGG CO COM	421.	421.
LAUDER ESTEE COS INC CL A	344.	344.
LORILLARD INC COM	433.	433.
MACYS INC COM	340.	340.
MC DONALDS CORP COM	883.	883.
MEAD JOHNSON NUTRITION CO COM	212.	212.
MERCK & CO INC NEW COM	1,148.	1,148.
METLIFE INC	353.	353.
MOLSON COORS BREWING CO CL B	99.	99.
MONSANTO CO NEW COM	635.	635.
MURPHY OIL CORP	26.	26.
NATIONAL OILWELL VARCO INC COM	56.	56.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	2,177.	2,177.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
 =====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
NIKE INC COM CL B	579.	579.
NORDSTROM INC COM	259.	259.
NUCOR CORP	190.	190.
OCCIDENTAL PETROLEUM CORP COM	1,088.	1,088.
OLD MUTUAL TS&W MID CAP VALUE FUND CL I	1,328.	1,328.
ORACLE CORPORATION COM	247.	247.
PG&E CORP COM	901.	901.
PIMCO TOTAL RETURN FUND INSTL	30,397.	30,397.
P N C BANK CORP COM	910.	910.
PPG INDUSTRIES INC COM	796.	796.
PACCAR INC COM	211.	211.
PFIZER INC COM	718.	718.
PHILIP MORRIS INTL INC COM	1,072.	1,072.
PIMCO FOREIGN BOND FUND UNHEDGED INSTL C	3,607.	3,607.
PIMCO COMMODITY REALRETURN STRATEGY FUND	47,665.	47,665.
PRAXAIR INC COM	780.	780.
PRECISION CASTPARTS CORP COM	20.	20.
QUALCOMM INC	72.	72.
QUEST DIAGNOSTICS INC COM	52.	52.
ROCKWELL INTL CORP NEW COM	286.	286.
SAFeway INC NEW COM	301.	301.
SEMPRA ENERGY	657.	657.
SOTHEBYS HOLDINGS INC CL A COM	14.	14.
STARBUCKS CORP	364.	364.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	114.	114.
TJX COMPANIES INC NEW COM	560.	560.
TARGET CORP	122.	122.
TEXTRON INC COM	27.	27.
3M CO COM	95.	95.
TIFFANY & CO NEW COM	525.	525.
TIME WARNER INC NEW COM	774.	774.
US BANCORP DEL COM NEW	1,028.	1,028.
UNION PACIFIC CORP COM	733.	733.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
 =====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
UNITED PARCEL SERVICE CL B	501.	501.
UNITED STATES TREAS NT DTD 08/15/01 5.00	2,500.	2,500.
UNITED STATES TREAS NT DTD 05/15/06 5.12	3,112.	3,112.
UNITED STATES TREAS NT DTD 06/30/06 5.12	2,563.	2,563.
UNITED TECHNOLOGIES CORP COM	576.	576.
UNITEDHEALTH GROUP INC	194.	194.
VERIZON COMMUNICATIONS INC SR UNSECD NT	6,308.	6,308.
VIACOM INC CL B COM	255.	255.
VISA INC CL A COM	128.	128.
WACHOVIA CORP NEW SUB NT	7,919.	7,919.
WELLS FARGO COMPANY	781.	781.
WELLS FARGO & CO NEW PFD DEP SHS SER J	594.	594.
WILLIAMS COS INC DEL COM	340.	340.
WYNN RESORTS LTD COM	1,475.	1,475.
XCEL ENERGY INC COM	630.	630.
YUM BRANDS INC COM	487.	487.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	228.	228.
ACCENTURE PLC CL A COM	296.	296.
ACE LTD COM	840.	840.
TE CONNECTIVITY LTD COM	221.	221.
TYCO ELECTRONICS LTD COM	62.	62.
LYONDELLBASELL INDUSTRIES NV CL A COM	34.	34.
AVAGO TECHNOLOGIES LTD COM	87.	87.
	-----	-----
	185,482.	185,482.
	=====	=====
TOTAL		

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
UNITED STATES TREAS NT DTD 05/15/06 5.12	170.	170.
VERIZON COMMUNICATIONS INC SR UNSECD NT	409.	409.
WACHOVIA CORP NEW SUB NT	615.	615.
	-----	-----
TOTALS	1,194.	1,194.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	1,600.			1,600.
TOTALS	1,600.	NONE	NONE	1,600.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	18.	18.
EXCISE TAX - PRIOR YEAR	928.	
FEDERAL EXCISE ESTIMATES	3,696.	
FOREIGN TAXES ON QUALIFIED FOR	483.	483.
FOREIGN TAXES ON NONQUALIFIED	933.	933.
	-----	-----
TOTALS	6,058.	1,434.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

GRANTMAKING EXPENSES

7,200.

7,200.

TOTALS

7,200.
=====

7,200.
=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

Y/E SALES ADJUSTMENT - 2010

12,302.

ROC ADJUSTMENT - 2011

205.

HARBOR INTL - FOREIGN TAX TIMING ADJ

441.

TOTAL

12,948.

=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

NET ROUNDING DIFFERENCE	1.
MUTUAL FUND ADJUSTMENT - 2010	974.
BASIS ADJUSTMENT SALES - 2010	205.

TOTAL	1,180.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 219119

KANSAS CITY, MO 64141-9119

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 49,203.

TOTAL COMPENSATION:

49,203.

=====

RECIPIENT NAME:

SPENCE HEDDENS - BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 219119

KANSAS CITY, MO 64141-9119

RECIPIENT'S PHONE NUMBER: 816-292-4300

FORM, INFORMATION AND MATERIALS:

LETTER FORM OF NO MORE THAN 3 PAGES WITH APPROPRIATE ATTACHMENTS

SUBMISSION DEADLINES:

NO SPECIFIC DEADLINES

RESTRICTIONS OR LIMITATIONS ON AWARDS:

RESTRICTED TO CHARITABLE ORGANIZATIONS LOCATED IN THE STATE OF
MISSOURI, U.S.A. PREFERENCE WILL BE GIVEN TO (1) THE EDUCATION AND
HEALTH OF CHILDREN, (2) THE HEALTH AND CARE OF AGED PERSONS, AND

RESTRICTIONS OR LIMITATIONS ON AWARDS:

(3) HOSPITALS IN KANSAS CITY, MO; UNIVERSITY OF MISSOURI AT KANSAS
CITY; HEART OF AMERICA UNITED WAY - KANSAS CITY, MO & COLLEGE OF THE
OZARKS - POINT LOOKOUT, MISSOURI.

RECIPIENT NAME:
WATKINS MILL ASSOCIATION, INC.
ADDRESS:
6416 LARSON CT
LAWSON, MO 64133
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 27,865.

RECIPIENT NAME:
CHILDREN'S PLACE (C.A.S.A.)
ADDRESS:
TWO E 59TH ST
KANSAS CITY, MO 64113
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE BOOKS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 1,980.

RECIPIENT NAME:
GILLIS CENTER, INC
ADDRESS:
8150 WORNALL RD
KANSAS CITY, MO 64114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

KANSAS CITY COMMUNITY GARDENS,
INC.

ADDRESS:

6917 KENSINGTON
KANSAS CITY, MO 64132

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT SCHOOLYARD GARDEN PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

UNITED WAY OF GREATER KANSAS
CITY

ADDRESS:

1080 WASHINGTON ST
KANSAS CITY, MO 64105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION; AIDS PARTNERSHIP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:

SHEPHERDS CENTER OF KANSAS CITY
CENTRAL

ADDRESS:

5200 OAK
KANSAS CITY, MO 64112

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT 'COMING OF AGE IN KANSAS CITY'

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
ST LUKE'S HOSPITAL FOUNDATION
ADDRESS:
4225 BALTIMORE AVE
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT NURSE NAVIGATOR; CABOT CLINIC
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 75,000.

RECIPIENT NAME:
SPOFFORD
ADDRESS:
9700 GRANDVIEW RD
KANSAS CITY, MO 64134
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
MUSICAL THEATRE HERITAGE
ADDRESS:
1600 GENESSE ST #810
KANSAS CITY, MO 64102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 2,500.

=====

RECIPIENT NAME:

OZANAM

ADDRESS:

421 E 137TH ST

KANSAS CITY, MO 64145

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

KANSAS CITY CHAPTER OF YOUNG

AUDIENCES

ADDRESS:

5601 WYANDOTTE

KANSAS CITY, MO 64113

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT ART PARTNERS PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CHILD ABUSE PREVENTION

ASSOCIATION

ADDRESS:

503 E 23RD ST

INDEPENDENCE, MO 64055

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CATHOLIC CHARITIES OF KANSAS
CITY- ST JOSEPH, INC.
ADDRESS:
20 W 9TH ST, SUITE 600
KANSAS CITY, MO 64105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT IN-HOME SENIOR CARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
CAMP FIRE USA
ADDRESS:
1100 WALNUT ST, SUITE 1900
KANSAS CITY, MO 64106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT TECHNOLOGY UPGRADES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
CORNERSTONES OF CARE
ADDRESS:
300 E 36TH ST
KANSAS CITY, MO 64110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT 2012 'FAMILIES ARE A WORK OF ART'
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
GIRL SCOUTS OF NE KS & NW MO
ADDRESS:
8383 BLUE PARKWAY
KANSAS CITY, MO 64133
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT LEADERSHIP EXPERIENCE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 25,000.

TOTAL GRANTS PAID: 302,345.
=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

W J BRACE CHARITABLE TRUST

Employer identification number

59-7244050

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -10,783.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►					5 -10,783.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					41,041.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 540,780.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►					12 581,821.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-10,783.
14	Net long-term gain or (loss):			
a	Total for year	14a		581,821.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		571,038.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a	The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

W J BRACE CHARITABLE TRUST
59-7244050
Balance Sheet
2/29/2012



Cusip	Asset	Units	Basis	Market Value
00203H602	AQR DIVERSIFIED ARBITRAGE FUND	25500.911	280,000 00	282,040 08
008882532	INVESCO INTL GROWTH FUND	6261 860	165,000 00	173,140 43
04315J860	ARTIO GLOBAL HIGH INCOME FUND	18324 607	175,000 00	177,931 93
197199813	COLUMBIA ACORN INTERNATIONAL	2324 088	80,088 07	90,616 19
19765N567	COLUMBIA SMALL CAP VALUE I FUND	4006 410	175,000 00	176,642 62
19765Y688	COLUMBIA SELECT LARGE CAP	59538 762	675,000 00	824,611 85
269858304	EAGLE SM CAP GROWTH FUND	4276 637	175,000 00	184,750 72
277905642	EATON VANCE LARGE-CAP VALUE	43293 933	750,000 00	800,071 88
38145N220	GOLDMAN SACHS ABSOLUTE RETURN	74115 044	670,000 00	675,929 20
411511306	HARBOR INTERNATIONAL FUND	2960 289	175,000 00	178,239 00
466001864	IVY ASSET STRATEGY FUND	6958.657	170,000 00	178,419 97
47803W406	JOHN HANCOCK FDS III DISCIPLINED	26381 910	315,000.00	327,927 14
52106N889	LAZARD EMERGING MKTS EQUITY	33617 930	630,000 00	674,039 50
63872W409	NATIXIS FDS TR IV AEW REAL	4004 721	60,641 98	71,203 94
693390700	PIMCO TOTAL RETURN FUND	63083 790	715,057 41	701,491 74
693390841	PIMCO HIGH YIELD FD	18980 477	175,000 00	177,277 66
722005667	PIMCO COMMODITY REALRETURN	71126 713	519,751 65	502,154 59
74441C808	PRUDENTIAL JENNISON MID-CAP	10287 394	315,000 00	330,328 22
	Cash/Cash Equivalent	607548 210	607,548 21	607,548 21
		Totals	6,828,087 32	7,134,364.87