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

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 6/01 , 2011, **and ending** 5/31 , 2012

Someone Cares Charitable Trust
P.O. Box 669
Kittredge, CO 80457

A Employer identification number
36-3415880

B Telephone number (see the instructions)

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

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

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 725,858.

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ...

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (att sch)	103,753.			
2	Interest on savings and temporary cash investments <input checked="" type="checkbox"/> if the foundn is not req to att Sch B	5.	5.	5.	
3	Dividends and interest from securities.	22,996.	22,996.	22,996.	
4	Gross rents				
5a	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	-2,347.			
6b	Gross sales price for all assets on line 6a 255,761.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain			0.	
9	Income modifications ...				
10a	Gross sales less returns and allowances				
10b	Less: Cost of goods sold				
10c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	124,407.	23,001.	23,001.	
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See St 1	5,573.	925.		4,680.
16b	Accounting fees (attach sch) See St 2	1,992.	331.		1,673.
16c	Other prof fees (attach sch)				
17	Interest				
18	Rent (attach schedule, see instrs)				
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	6,231.	1,034.		5,233.
22	Printing and publications.				
23	Other expenses (attach schedule) See Statement 3	475.	79.		399.
24	Total operating and administrative expenses. Add lines 13 through 23	14,271.	2,369.		11,985.
25	Contributions, gifts, grants paid Part XV	220,202.			220,202.
26	Total expenses and disbursements. Add lines 24 and 25	234,473.	2,369.	0.	232,187.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-110,066.			
b	Net investment income (if negative, enter -0-)		20,632.		
c	Adjusted net income (if negative, enter -0-)			23,001.	

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E1-106 ORGANIZATIONAL AND ADMINISTRATIVE EXPENSES

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	19,206.	32,621.	32,621.
	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 sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	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) Statement 4	695,372.	590,857.	663,237.	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe See Statement 5)	30,000.	30,000.	30,000.	
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	744,578.	653,478.	725,858.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe See Statement 6)	10,757.	30,101.	
	23	Total liabilities (add lines 17 through 22)	10,757.	30,101.	
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. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	733,821.	623,377.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	733,821.	623,377.		
31	Total liabilities and net assets/fund balances (see instructions)	744,578.	653,478.		

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	733,821.
2	Enter amount from Part I, line 27a	2	-110,066.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	623,755.
5	Decreases not included in line 2 (itemize) See Statement 7	5	378.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	623,377.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 8			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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	-2,347.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]	3	-5,821.

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 (column (b) divided by column (c))
2010	284,691.	735,130.	0.387266
2009	363,952.	650,447.	0.559541
2008	253,811.	546,007.	0.464849
2007	287,574.	504,155.	0.570408
2006	159,297.	466,688.	0.341335
2 Total of line 1, column (d)			2.323399
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			0.464680
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			782,693.
5 Multiply line 4 by line 3			363,702.
6 Enter 1% of net investment income (1% of Part I, line 27b)			206.
7 Add lines 5 and 6			363,908.
8 Enter qualifying distributions from Part XII, line 4			232,187.

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

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Values include 413.00 and 0.00.

Part VII A Statements Regarding Activities

Table with 10 rows for activity statements. Includes Yes/No columns. Values include 'X', 'N/A', and 'IL'. Includes sub-row 8b for state reporting.

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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Philip Yancey</u> Telephone no. <u>303-670-9145</u> Located at <u>4339 Wild Flower Court Evergreen CO</u> ZIP + 4 <u>80439</u>			
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 <u>15</u>		N/A	N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country	16		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		N/A
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?		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 <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

N/A Yes No

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

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

Yes No

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

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

5b N/A

6b X

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		0.	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				

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

BAA

Part IX 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	714,428.
b	Average of monthly cash balances	1b	50,184.
c	Fair market value of all other assets (see instructions)	1c	30,000.
d	Total (add lines 1a, b, and c)	1d	794,612.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	794,612.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	11,919.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	782,693.
6	Minimum investment return. Enter 5% of line 5	6	39,135.

Part X 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	39,135.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	413.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	413.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	38,722.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	38,722.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	38,722.

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	232,187.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	232,187.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	232,187.

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				38,722.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	136,477.			
b From 2007	262,883.			
c From 2008	226,784.			
d From 2009	331,774.			
e From 2010	248,311.			
f Total of lines 3a through e	1,206,229.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 232,187.				
a Applied to 2010, but not more than line 2a .			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions) . . .	0.			
d Applied to 2011 distributable amount				38,722.
e Remaining amount distributed out of corpus	193,465.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	1,399,694.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	136,477.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,263,217.			
10 Analysis of line 9:				
a Excess from 2007	262,883.			
b Excess from 2008	226,784.			
c Excess from 2009	331,774.			
d Excess from 2010	248,311.			
e Excess from 2011	193,465.			

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

N/A

1 a 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)

2 a 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 organization 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))

Philip Yancey

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See attached schedule			See attached schedule	220,202.
Total				▶ 3a 220,202.
b Approved for future payment				
Total				▶ 3b

Someone Cares Charitable Trust

36-3415880

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees	\$ 5,573.	\$ 925.		\$ 4,680.
Total	<u>\$ 5,573.</u>	<u>\$ 925.</u>	<u>\$ 0.</u>	<u>\$ 4,680.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	\$ 1,992.	\$ 331.		\$ 1,673.
Total	<u>\$ 1,992.</u>	<u>\$ 331.</u>	<u>\$ 0.</u>	<u>\$ 1,673.</u>

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Office expense	\$ 217.	\$ 36.		\$ 182.
Supplies	258.	43.		217.
Total	<u>\$ 475.</u>	<u>\$ 79.</u>	<u>\$ 0.</u>	<u>\$ 399.</u>

Statement 4
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Bond Fund of America Class A	Cost	\$ 34,105.	\$ 36,798.
Capital Income Builder Fund	Cost	0.	0.
Fundamental Investors Inc	Cost	0.	0.
New Perspective Fund Class A	Cost	0.	0.
American Mutual Fund Class A	Cost	35,868.	34,628.
New World Fund	Cost	34,323.	33,838.
IShares Trust IBOXX USD Invt Grade Corp	Cost	191,252.	219,319.
IShares TR Barclays 1-3 Yr Cr Bd Fd	Cost	72,414.	72,298.
Sector SPDR TR SHS Ben Int Consumer	Cost	40,607.	57,426.
Select Sector SPDR TR Energy	Cost	32,531.	38,178.
Sector SPDR TR SHS Ben Int Utilities	Cost	45,132.	59,348.
American Balanced Fund Class A	Cost	61,334.	67,292.
American High Income Trust Class A	Cost	43,291.	44,112.

Someone Cares Charitable Trust

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Statement 4 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
Total		\$ 590,857.	\$ 663,237.

Statement 5
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Copyright	\$ 30,000.	\$ 30,000.
Total	\$ 30,000.	\$ 30,000.

Statement 6
Form 990-PF, Part II, Line 22
Other Liabilities

Credit card payable	\$ 30,101.
Total	\$ 30,101.

Statement 7
Form 990-PF, Part III, Line 5
Other Decreases

IRC section 4940 tax	\$ 378.
Total	\$ 378.

Statement 8
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	353.333 Fundamental Investors Class A	Purchased	1/14/2011	7/29/2011
2	116.000 Fundamental Investors Class A	Purchased	1/14/2011	7/29/2011
3	5.000 IShares Trust	Purchased	2/10/2010	8/02/2011
4	295.000 IShares Trust	Purchased	2/10/2010	8/02/2011
5	200.000 Select Sector Spdr Tr Energy	Purchased	5/28/2009	8/02/2011
6	96.000 American Mutual Fund	Purchased	1/14/2011	10/11/2011
7	216.000 American Mutual Fund	Purchased	1/14/2011	10/11/2011
8	737.000 American Mutual Fund	Purchased	1/14/2011	10/11/2011
9	24.512 American Mutual Fund	Purchased	1/14/2011	10/11/2011
10	213.925 American Mutual Fund	Purchased	1/14/2011	10/11/2011

Someone Cares Charitable Trust

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Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
11	656.302 Capital Income Builder Fund	Purchased	1/14/2011	10/11/2011
12	223.330 Capital Income Builder Fund	Purchased	1/14/2011	10/11/2011
13	645.478 New Perspective Fund Class A	Purchased	5/04/2011	10/11/2011
14	733.871 Bond Fund of America	Purchased	8/15/2007	10/11/2011
15	1296.959 Intermediate Bond Fund of America	Purchased	7/29/2011	3/14/2012
16	1336.390 Intermediate Bond Fund of America	Purchased	10/11/2011	3/14/2012
17	240.000 IShares Trust	Purchased	2/10/2010	2/13/2012
18	300.000 IShares Trust	Purchased	2/10/2010	4/03/2012

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	13,287.		13,252.	35.				\$ 35.
2	4,362.		4,352.	10.				10.
3	521.		524.	-3.				-3.
4	30,756.		30,911.	-155.				-155.
5	14,797.		10,204.	4,593.				4,593.
6	2,357.		2,468.	-111.				-111.
7	5,305.		5,554.	-249.				-249.
8	18,106.		18,950.	-844.				-844.
9	602.		630.	-28.				-28.
10	5,254.		5,502.	-248.				-248.
11	31,639.		32,902.	-1,263.				-1,263.
12	10,771.		11,202.	-431.				-431.
13	16,910.		19,702.	-2,792.				-2,792.
14	9,098.		9,607.	-509.				-509.
15	17,664.		17,654.	10.				10.
16	18,201.		18,111.	90.				90.
17	24,935.		25,148.	-213.				-213.
18	31,196.		31,435.	-239.				-239.
								Total \$ -2,347.

Statement 9
Form 990-PF, Part VII-A, Line 8b
Copies of Form 990-PF to State Officials

Since the foundation does not solicit funds, Illinois Attorney General does not require filing.

Someone Cares Charitable Trust

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Statement 10
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Philip Yancey 31459 Upper Bear Creek Road Evergreen, CO 80439	President 1.00	\$ 0.	\$ 0.	\$ 0.
Janet Yancey 31459 Upper Bear Creek Road Evergreen, CO 80439	Vice President 1.00	0.	0.	0.
Bruce Otto 1519 N. Mohawk Chicago, IL 60610	Treasurer 1.00	0.	0.	0.
Diane Davis 5189 Waddell Hollow Road Franklin, TN 37064	Secretary 1.00	0.	0.	0.
Tim Odgen 403 Oermead Lane West Chester, PA 19380	Director 1.00	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

**Someone Cares Charitable Trust
2011 Form 990-PF, Part XV
EIN: 36-3415880**

Grants

June 2011 through May 2012

<u>Recipient</u>	<u>Date</u>	<u>Grant</u>
Armitage Baptist Church		
	09/20/2011	300.00
Total Armitage Baptist Church		<u>300 00</u>
Centre For Hope & Transformation		
	06/17/2011	3,000.00
Total Centre For Hope & Transformation		<u>3,000.00</u>
Christ's Body Ministries		
	12/13/2011	2,000 00
Total Christ's Body Ministries		<u>2,000 00</u>
Clint Hill		
	04/17/2012	200 00
Total Clint Hill		<u>200 00</u>
Covenant Heights		
	09/24/2011	1,000.00
Total Covenant Heights		<u>1,000 00</u>
Development Associates In		
	03/25/2012	1,000.00
Total Development Associates In		<u>1,000 00</u>
Freedom From Hunger		
	03/30/2012	15,000.00
	05/25/2012	10,000.00
Total Freedom From Hunger		<u>25,000 00</u>
Grace Church		
	03/13/2012	5,000 00
Total Grace Church		<u>5,000 00</u>
HOME		
	02/26/2012	3,000 00
Total HOME		<u>3,000 00</u>
Hope House Of Colorado		
	11/21/2011	5,000.00
Total Hope House Of Colorado		<u>5,000 00</u>

**Someone Cares Charitable Trust
2011 Form 990-PF, Part XV
EIN: 36-3415880**

Grants

June 2011 through May 2012

Recipient	Date	Grant
Intervarsity 0007200MADISON		
	11/30/2011	3,000 00
	11/30/2011	4,000.00
		7,000 00
Total Intervarsity 0007200MADISON		
		7,000 00
 Just Give		
	06/17/2011	8,000 00
	07/17/2011	12,000.00
	09/19/2011	15,000 00
	11/07/2011	15,000 00
	12/11/2011	9,000 00
	01/17/2012	12,000 00
	02/20/2012	15,000.00
	04/15/2012	10,000.00
	05/24/2012	7,000.00
		7,000.00
Total Just Give		103,000.00
 LaSalle Street Church		
	11/29/2011	4,000 00
		4,000 00
Total LaSalle Street Church		4,000 00
 Learn To Earn		
	02/26/2012	10,000 00
		10,000 00
Total Learn To Earn		10,000 00
 Mike Upton		
	12/23/2011	500 00
		500 00
Total Mike Upton		500 00
 Network For Good		
	06/19/2011	5,250 00
	08/24/2011	7,350 00
	11/25/2011	1,050 00
	11/29/2011	4,000.00
	02/26/2012	5,000 00
		5,000 00
Total Network For Good		22,650 00
 People To People		
	04/30/2012	500 00
		500 00
Total People To People		500.00

**Someone Cares Charitable Trust
2011 Form 990-PF, Part XV
EIN: 36-3415880**

Grants

June 2011 through May 2012

Recipient	Date	Grant
People To People Ambspokane		
	03/23/2012	500.00
Total People To People Ambspokane		500.00
Project C.U.R.E.		
	06/10/2011	100 00
	04/23/2012	6,000.00
Total Project C U R E		6,100 00
Project C.U.R.E. 303-7920729		
	08/23/2011	6,000 00
Total Project C U R E 303-7920729		6,000 00
Sachiko Niimi		
	02/29/2012	3,000 00
Total Sachiko Niimi		3,000 00
Slavic Missionary Services		
	12/13/2011	2,000.00
Total Slavic Missionary Services		2,000.00
Starfish One By On		
	11/07/2011	1,300 00
Total Starfish One By On		1,300.00
Summit Foundation		
	10/06/2011	4,500 00
Total Summit Foundation		4,500 00
Truthseekers		
	01/17/2012	3,000.00
Total Truthseekers		3,000.00
United Air 0162132052158		
	09/21/2011	527 40
Total United Air 0162132052158		527.40
United Air 0164066997272		
	09/21/2011	25.00
Total United Air 0164066997272		25 00

Someone Cares Charitable Trust
2011 Form 990-PF, Part XV
EIN: 36-3415880

Grants

June 2011 through May 2012

<u>Recipient</u>	<u>Date</u>	<u>Grant</u>
Wheaton College		
	03/22/2012	100.00
Total Wheaton College		<u>100.00</u>
TOTAL		<u><u>220,202.40</u></u>

**RESTATEMENT OF THE
SOMEONE CARES CHARITABLE TRUST**

**RESTATEMENT OF THE
SOMEONE CARES CHARITABLE TRUST**

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**RESTATEMENT OF THE
SOMEONE CARES CHARITABLE TRUST**

I, PHILIP D. YANCEY, of Evergreen, Colorado, as donor, created the Someone Cares Charitable Trust on December 11, 1984 (the "Trust") naming myself, my wife, JANET N. YANCEY, and SCOTT BOLINDER as trustee. The current trustees are PHILIP D. YANCEY, JANET N. YANCEY, BRUCE OTTO, DIANE DAVIS, and TIMOTHY OGDEN (collectively known as the "trustee"). In Article XI(A) of the Trust, I retained the right to amend the Trust. I hereby amend the Trust and restate it in its entirety on June 13, 2011, as follows.

Article 1--Creation and Funding of Trust

I declare that I have transferred or will transfer to the trustee the property described in Schedule A to this agreement. The trustee accepts and agrees to hold that property, and any other property added to the Trust, as the trust estate in accordance with the terms of this agreement. However, the trustee shall not accept any property if it is conditioned or limited in such a manner as to require the disposition of the income or principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" as defined within this agreement, or as shall, in the opinion of the trustee, jeopardize the federal income tax exemption of this Trust pursuant to section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code").

Article 2--Name of Trust

This Trust shall be known as the SOMEONE CARES CHARITABLE TRUST.

Article 3--Trust Purposes

Section 3.1. Charitable Objectives. This Trust is created and shall operate exclusively for the following charitable purposes:

- (a) Support Christian organizations and causes in need of financial assistance and practice; and

(b) Carry on other charitable enterprises as may be consistent with the basic purpose of supporting the Christian faith, and its dissemination and practice, in any way deemed effective.

Article 4--Distributions

Section 4.1. Income and Principal. The trustee shall distribute income and principal from the Trust, in such amounts as the trustee shall from time to time determine, to or for the benefit of charitable organizations or for charitable purposes. The trustee may make payments or distributions from income and principal directly for such charitable purposes, in such amounts as the trustee shall from time to time determine without making use of any other charitable organization.

Section 4.2. Limitations. Income or principal derived from contributions by corporations shall be distributed by the trustee for use solely within the United States. No part of the net earnings of this Trust shall inure or be payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of this Trust shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Article 5--Amendment

Section 5.1. By Trustees. This Trust may be amended at any time or times by written instrument signed by a 2/3 majority of trustees then acting, and acknowledged by any of the trustees, provided that no amendment shall authorize the trustees to conduct the affairs of this Trust in any manner or for any purpose contrary to the provisions of Code § 501(c)(3). An amendment to the provisions of this Article 5 (or any amendment to it) shall be valid only if and to the extent the amendment further restricts the trustees' amending power.

Section 5.2. Limitations. At any time neither I nor my wife is an acting trustee, no amendment shall alter the charitable objectives as described in section 3.1. An amendment of the provisions of this article (or amendment to it) shall be valid only if and to the extent that such amendment further restricts the trustee's amending power. All instruments amending this Trust shall be noted upon or kept attached to the executed original of this Trust held by the trustee.

Article 6--Termination

Section 6.1. Termination by Trustees. The Trust shall continue until the trustees terminate the Trust and distribute all of the principal and income, which action may be taken by the trustees at any time after ten years have elapsed since the death of myself and my wife, and if the income and assets of the Trust do not warrant continuation.

Section 6.2. Distribution. Upon termination, the Trust shall be distributed to or for the use of charitable organizations or for charitable purposes in such amounts as the trustees shall select and determine, including to a non-profit corporation as described in section 6.3.

Section 6.3. Use of Non-Profit Corporation. I authorize and empower the trustees to form and organize a non-profit corporation limited to the uses and purposes provided for in this Trust, such corporation to be organized under the laws of any State or under the laws of the United States as may be determined by the trustee; such corporation, when organized, to have power to administer and control the affairs and property and to carry out the uses, objectives, and purposes of this Trust. Upon the creation and organization of such corporation, the trustees are authorized and empowered to convey, transfer, and deliver to such corporation all the property and assets to which this Trust may be or become entitled. The charter, bylaws, and other provisions for the organization and management of such corporation and its affairs and property shall be such as the trustees shall determine, consistent with the provisions of this section.

Article 7--Limitations

Section 7.1. Private Foundation Limitations. Notwithstanding any other provision of this agreement, the trustee shall not engage in any act of self-dealing as defined in Code § 4941(d), or make any taxable expenditure, as defined in Code § 4945(d). The trustee shall distribute amounts sufficient to avoid liability for the tax imposed by Code § 4942(a). The trustee shall not retain as part of the Trust estate any "excess business holdings," as defined in Code § 4943(c), so as to give rise to any liability for the tax imposed by Code § 4943. The trustee shall not make any investments that would jeopardize the carrying out of any of the exempt purpose for which the Trust is administered, within the meaning of Code § 4944, so as to give rise to any liability for the tax imposed by Code § 4944. No part of the activities of this Trust shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 7.2. Operation Limitations. Notwithstanding any other provision of this agreement, the Trust shall not carry on any other activities not permitted to be carried on (a) by a trust exempt from federal income tax under Code § 501(c), or (b) by a trust, contributions to which are deductible under Code § 170(c)(2).

Article 8--Trustees

Section 8.1. Initial Trustee. The current trustees of this Trust are PHILIP D. YANCEY, JANET N. YANCEY, BRUCE OTTO, DIANE DAVIS, and TIMOTHY OGDEN. The number of trustees shall be at all times not less than three.

Section 8.2. Resignation; Incompetency. Any trustee may resign at any time by giving written notice to any other trustee then acting. Any trustee who becomes incompetent shall cease serving as a trustee.

Section 8.3. Removal. During my life and so long as I am competent, I may remove any trustee, with or without cause. Following my death, and during any period in which I am incompetent, any trustee may be removed at any time, with or without cause, by my wife, if living and competent. Following the death of myself and my wife, or during any period in which she and I are both incompetent, any trustee may be removed, with or without cause, by 2/3 of the trustees then acting.

Section 8.4. Appointment of Additional and Successor Trustees. During my life and so long as I am competent, I may appoint additional trustees. Following my death, or during any period in which I am incompetent, additional or successor trustees may at any time and from time to time be appointed, or designated to begin acting in the future, by my wife, if living and competent. Following the death of myself and my wife, or during any period in which she and I are both incompetent, additional or successor trustees may be appointed by 2/3 of the trustees then acting. If at any time the appointment of an additional or successor trustee becomes necessary or desirable, and no such additional or successor trustee begins acting under other provisions of this article, then the current Certified Public Accountant or any interested person may petition any court of competent jurisdiction for the appointment of an additional or successor trustee. The court, by making the appointment, shall not acquire continuing jurisdiction over the Trust.

Section 8.5. Qualifications of Trustees. An additional or successor trustee may be an individual or a corporate fiduciary. If a corporate fiduciary is appointed, it shall be authorized to administer trusts under either federal or state law, and shall maintain a full-

time trust department. The appointment of a corporate fiduciary includes its corporate successors.

Section 8.6. Manner of Resignation, Termination, Removal, Appointment and Designation. The resignation of a trustee shall be effective on the date of the notice of resignation or on such later date as may be specified in the notice of resignation, unless there is no other then-acting trustee, in which case the resignation shall not be effective until another trustee is appointed. A trustee shall cease serving as trustee immediately upon a determination that the trustee has become incompetent. The persons entitled to remove, appoint or designate a trustee under this article shall do so by a written instrument signed by each of them, and delivered to the trustee being removed, appointed or designated, to any other then acting trustees. A removal shall be effective immediately on receipt by the removed trustee, unless there is no other then acting trustee, in which case the removal shall not be effective until another trustee is appointed. An appointment shall be effective upon acceptance of the trust by the trustee being appointed. A designation of a trustee to begin acting in the future shall be effective when the event upon which the designated trustee is to begin serving has occurred and the designated trustee accepts the trust. A designation of a trustee to begin acting in the future may be revoked at any time prior to the acceptance of the trust by the designated trustee, by the persons then entitled to designate trustees, in the same manner as provided for making a designation.

Section 8.7. Liability. An individual non-professional trustee shall be liable only for willful default, not for errors of judgment. No trustee shall be personally liable on any obligation of the Trust. The trustee shall have power to bind the Trust without binding the trustee personally. No trustee shall be liable for the acts or omissions of any other trustee.

Section 8.8. Compensation. JANET N. YANCEY and I shall not be entitled to receive any compensation for serving as trustee. Each other trustee shall be entitled to reasonable compensation commensurate with services actually performed. All trustees shall be entitled to reimbursement for expenses properly incurred. In no event shall any trustee who has made a contribution to this Trust ever receive any compensation thereafter.

Section 8.9. Majority Controls. Whenever more than one trustee is serving, and except as otherwise specifically provided, any action or decision relating to the Trust may be taken or made by a majority of the trustees, other than any trustees who are disqualified from participating in the action or decision by any other provision of this agreement or by any applicable law. Any trustee may dissent from a decision of the

majority, and a dissenting trustee shall be absolved from personal liability by registering its dissent in the trust records.

Section 8.10. Manner of Acting. If there is more than one trustee, any co-trustee may sign, acknowledge and deliver any documents on behalf of the Trust.

Section 8.11. Delegation. Whenever more than one trustee is serving, a trustee may by revocable written instrument delegate for any period of time any power or discretion to a co-trustee who is not otherwise disqualified from exercising the power or discretion. Any person may rely on the written statement of any trustee with respect to any delegation.

Article 9--Trustee's Powers

Section 9.1. Grant. Except as limited by other provisions in this agreement, the trustee shall have full power and authority to do any act reasonably necessary or advisable for the proper administration and distribution of all trusts created under this agreement. The powers enumerated and referenced in this article shall be interpreted and exercised as fiduciary powers.

Section 9.2. Fiduciaries' Powers Act. Except as expressly limited or enlarged in this agreement, the trustee shall have all of the powers conferred by the Colorado Fiduciaries' Powers Act, as amended, including amendments after this agreement is signed. If for any reason the Colorado Fiduciaries' Powers Act, as amended after this agreement is signed, is not applicable to the trustee, the trustee shall have all of the powers conferred by the Colorado Fiduciaries' Powers Act as in effect when this agreement is signed, and I incorporate those powers in this agreement by reference. However, all trustee powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of this Trust as specified in section 3.1, and not otherwise.

Section 9.3. Specific Powers. Without limiting the general powers granted in this agreement, but subject to specific limitations contained in other provisions of this agreement, the trustee shall have the specific powers set forth in this section.

(a) **Investments.** The trustee may, without liability: (a) invest and reinvest the funds of the Trust in any kind of property, real or personal, including but not limited to, stocks of any class, shares of regulated investment companies ("mutual funds"), bonds and debentures, real estate investment trusts, shares or

interests in common trust funds, and deferred annuity contracts, in accordance with the Colorado prudent investor rule, except as modified by other provisions of this agreement; (b) sell, exchange, or otherwise dispose of any asset held in the Trust at either public or private sale, for cash or on credit; (c) continue to hold any property included in the Trust at its creation or later added to the Trust or acquired pursuant to proper authority; (d) continue the operation or management of any business or other enterprise contributed to the Trust at any time; and (e) enter into contracts with one or more individuals, stock brokerage firms, associations, or corporations acting as broker, investment advisor, or otherwise, in such form and on such terms as the trustee in its sole discretion shall determine.

(b) **Insurance**. The trustee may acquire insurance. In selecting insurance companies, the specific insurance products, the design or configuration of the products, or in monitoring the financial condition of any company, the trustee may rely on the advice of experts (including insurance agents or brokers, even though they may have a financial interest in the decision made by the trustee) and on such other information as the trustee reasonably believes to be pertinent and reliable.

(c) **Borrowing**. The trustee may borrow money for such periods, at such rates of interest, and upon such terms as the trustee considers advisable, and as security for such loans, to mortgage or pledge any real or personal property with or without power of sale; to acquire or hold any real or personal property, subject to any mortgage or pledge on or of property acquired or held by this Trust.

(d) **Change Situs**. The trustee may transfer the situs of administration of this Trust to any jurisdiction deemed appropriate by the trustee.

(e) **Administrative Agent**. If for any reason the trustee is unwilling or unable to act with respect to any specific Trust asset, such as, by way of example, real estate in another jurisdiction, the trustee shall appoint in writing a qualified person or corporation to act as administrative agent or ancillary trustee as to that trust asset. Any person or corporation acting as administrative agent or ancillary trustee may resign at any time by written notice to the trustee. The appointed administrative agent or ancillary trustee shall exercise only the powers as to that asset that are specifically authorized by the written appointment. Any administrative agent or ancillary trustee shall provide the trustee with accountings at least quarter-annually showing all receipts, disbursements, and distributions regarding any assets over which the administrative agent or ancillary trustee has authority. If such asset is sold by direction of the trustee, the administrative agent

or ancillary trustee shall promptly remit all proceeds of sale therefrom to the trustee and provide a final accounting.

(f) **Agents.** The trustee may, at the expense of the Trust estate, employ attorneys, accountants, investment advisors or other agents, and may delegate powers and duties (whether ministerial or discretionary and including powers and duties requiring the exercise of judgment) to those agents without liability for any act or omission of the agent, provided that the agent was selected and retained with reasonable care.

(g) **Powers Relating to Environmental Hazards.** The trustee may, at the expense of the Trust estate, take all appropriate actions to prevent, identify, or respond to actual or threatened violations of any environmental law or regulation. Those actions may include: environmental assessments or monitoring; remedial action to contain, clean up, or remove any environmental hazard; legal proceedings; requiring, as a prerequisite to accepting any property, that the transferor provide evidence that the property is not contaminated; refusing to accept, or renouncing, any interest in property which the trustee believes might cause liability under any environmental law or regulation. No trustee shall be liable for any loss or depreciation in value resulting from retaining any property on which hazardous materials or substances requiring remedial action under environmental law or regulation are later discovered, unless the trustee's action was willful misconduct or gross negligence.

(h) **Release of Powers.** The trustee may release by a writing any power expressly or impliedly conferred by this agreement or applicable law.

(i) **Claims.** The trustee, at the expense of the trust, may commence, join, settle, dismiss, or defend claims or actions involving this Trust.

(j) **Other Acts; Documents and Instruments.** The trustee may perform all other acts appropriate for proper Trust administration; may give full receipts and discharges; and may execute all proper instruments, including those containing covenants and warranties.

Section 9.5. Restrictions on Trustee.

(a) **Restrictions:** No part of the trust estate shall inure to the benefit of or be distributable to any trustee or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the trust

affecting one or more of its purposes). No part of the activities of the trustee or its agents in administering the trust shall consist of carrying on propaganda or otherwise attempting to influence legislation. In administering the trust and in acting by and on behalf of the trust, no trustee and no agent of the trustee shall participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Upon termination of the trust, the trustee shall distribute the entire balance of the trust estate among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The trustee shall designate the organizations to receive such property, and their respective shares and interests.

(b) Notwithstanding any other provision of this agreement, the trustee shall not carry on activities not permitted to be carried on by a trust exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, or by a trust, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. During any period of time in which the trust is a "private foundation" as defined in section 509(a) of the Internal Revenue Code, (i) the trustee shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code; (ii) the trustee shall make distributions for each taxable year at such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code; (iii) the trustee shall not retain as part of the trust estate any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code; (iv) the trustee shall not make any investments that would jeopardize the carrying out of any of the exempt purposes for which the trust is administered, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and (v) the trustee shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

Article 10--Construction

Section 10.1. General. The validity and construction of the Trust created under this agreement shall be governed by the laws of the State of Colorado. Questions relating to the administration of the Trust shall be governed by the law of the situs of

administration of the Trust. Notwithstanding the foregoing or any other provision of this Trust agreement, the trustee is prohibited from exercising any power or discretion granted under said laws that would be inconsistent with the qualification of the Trust as a private foundation within the meaning of Code section 509(a).

Section 10.2. Court Proceedings. This Trust shall be administered in a timely and efficient manner consistent with its terms, free of active judicial intervention and without order, approval or other action by any court.

Section 10.3. Competence. Except as otherwise specifically provided in this agreement, a person shall be considered competent unless and until he is incompetent as defined in this section.

(a) A person shall be considered incompetent if: (i) he or she is under the age of 21 years, (ii) he or she is adjudicated incapacitated, (iii) he or she is incapacitated by illness, accident, or other circumstances so that: (A) in the case of a trustee, he or she is unable to manage the Trust estate or otherwise carry out the duties of a trustee; or (B) in the case of any other person, he or she is unable to responsibly exercise any power or discretion conferred on him or her by this agreement, or (iv) he or she has been absent without explanation for a continuous period of at least six weeks from his or her usual place of residence and his or her usual place of business (if any).

(b) In the absence of an adjudication, the decision that a person who is at least 21 years of age is or is not incompetent (other than because of unexplained absence) shall be made upon written notice from the person's personal physician stating that such person is either competent or incompetent.

Article 11--Definitions

The definitions in this article shall apply to terms used in this agreement.

Section 11.1. Charitable Organizations. "Charitable Organizations" or "Charitable Organization" means corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any State or territory, the district of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is

carrying on propaganda, or otherwise attempting, to influence legislation, and which do not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that this Trust shall be entitled to exemption from Federal income tax under Code § 501(c) (3).

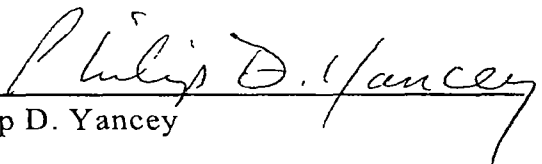
Section 11.2. Charitable Purpose. "Charitable Purposes" means only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Code § 501(c) (3), but only such purposes as also constitute public charitable purposes under the law of trusts of the State of Colorado.

Section 11.3. Code. "Code" means the United States Internal Revenue Code of 1986, as amended from time to time. References in this agreement to a specific provision of the Code shall include corresponding provisions of subsequent law.

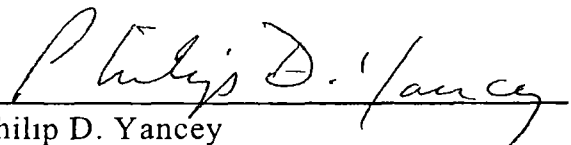
Section 11.4. Other Definitions. Except as otherwise provided in this Trust, definitions of terms in the Colorado Probate Code, including amendments after the date of this agreement, shall apply in interpreting this agreement.

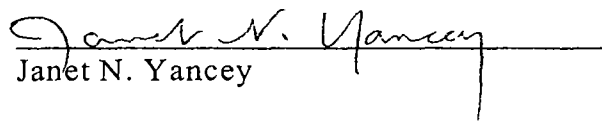
IN WITNESS WHEREOF, I have signed this restatement as donor, and the trustees have signed this agreement for the purpose of evidencing their acceptance of the Trust restatement, all to be effective as of the date first above written, notwithstanding the actual date of execution.

"DONOR"


Philip D. Yancey

"TRUSTEE"


Philip D. Yancey


Janet N. Yancey

Bruce Otto

Bruce Otto

Diane Davis

Diane Davis

Timothy Ogden

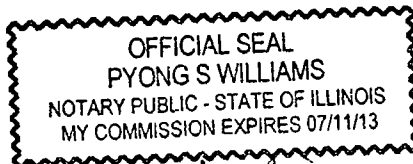
Timothy Ogden

STATE OF Illinois)
) ss.
COUNTY OF COOK)

The foregoing instrument was acknowledged before me this 13th day of June, 2011, by PHILIP D. YANCEY, as donor and trustee.

WITNESS my hand and official seal.

My Commission expires: 07/11/2013



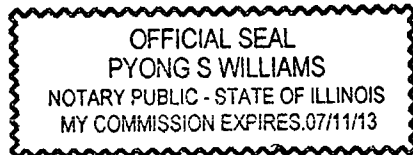
Pyong S Williams
Notary Public

STATE OF Illinois)
) ss.
COUNTY OF COOK)

The foregoing instrument was acknowledged before me this 13th day of June, 2011, by JANET N. YANCEY, as trustee.

WITNESS my hand and official seal.

My Commission expires: 07/11/2013



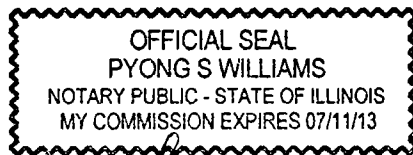
Pyong S Williams
Notary Public

STATE OF Illinois)
) ss.
COUNTY OF COOK)

The foregoing instrument was acknowledged before me this 13th day of June, 2011, by BRUCE OTTO, as trustee.

WITNESS my hand and official seal.

My Commission expires: 07/11/2013



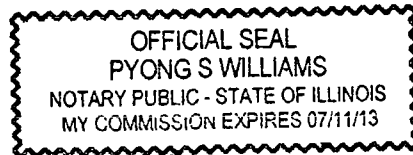
Pyong S Williams
Notary Public

STATE OF Illinois)
) ss.
COUNTY OF COOK)

The foregoing instrument was acknowledged before me this 13th day of JUNE, 2011, by DIANE DAVIS, as trustee.

WITNESS my hand and official seal.

My Commission expires: 07/11/2013



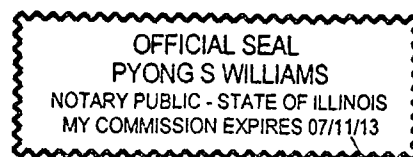
Pyong S Williams
Notary Public

STATE OF Illinois)
) ss.
COUNTY OF COOK)

The foregoing instrument was acknowledged before me this 13th day of JUNE, 2011, by TIMOTHY OGDEN, as trustee.

WITNESS my hand and official seal.

My Commission expires: 07/11/2013



Pyong S Williams
Notary Public

Schedule A
Someone Cares Charitable Trust
Description of Property Transferred to Trust

1. 50% of *What's So Amazing About Grace* (Zondervan Publishing)
2. 100% of *The Bible Jesus Read* (Zondervan Publishing)
3. 100% of *Reaching for the Invisible God* (Zondervan Publishing)
4. 100% of *Meet the Bible* (Zondervan Publishing)
5. 100% of *Finding God in Unexpected Places* (Doubleday/Random House)
6. 100% of *Soul Survivor* (Doubleday/Random House & Hodder & Stoughton, U.K.)
7. 100% of *Grace Notes* (Zondervan Publishing)
8. 100% of *Rumors of Another World*, retitled *A Skeptic's Guide to Faith* (Zondervan Publishing)
9. 100% of *When Life Hurts* (currently out of print)
10. 50% of *What Good Is God* (Hachette Book Group); also all income from International Rights

Income from Books with Different Copyright Owner

11. 50% royalty stream of *Church: Why Bother?* (Chrysostom Society owns copyright, Zondervan Publishing)
12. 16.66% of royalties paid on *The Student Bible* (Philip Yancey and Tim Stafford each get 16.66%, and *Christianity Today* Incorporated gets 50%), Zondervan Publishing