ENVELOPE POSTMARK DATE OCT 0 3 2012

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 06/01, 2011, and ending 05/31, 2012

Name of foundation: THE BALLMANN FAMILY PRIVATE FOUNDATION

A Employer identification number: 43-6466750

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 387

Room/suite:

B Telephone number (see instructions): (314) 418-2643

City or town, state, and ZIP code: ST. LOUIS, MO 63166

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 [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] 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) ▶ $ 27,187,721.

J Accounting method: [X] 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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	677,829.	676,232.	1,597.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	632,453.			
	b Gross sales price for all assets on line 6a 4,738,565.				
	7 Capital gain net income (from Part IV, line 2)		632,453.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	1,310,282.	1,308,685.	1,597.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	115,602.	57,801.		57,801.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	16,140.	NONE	NONE	16,140.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	25,918.	7,985.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	157,660.	65,786.	NONE	73,941.
	25 Contributions, gifts, grants paid	1,273,883.			1,273,883.
	26 Total expenses and disbursements Add lines 24 and 25	1,431,543.	65,786.	NONE	1,347,824.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-121,261.			
	b **Net investment income** (if negative, enter -0-)		1,242,899.		
	c **Adjusted net income** (if negative, enter -0-)			1,597.	

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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	-654.	319.	319.
	2	Savings and temporary cash investments	141,760.	308,574.	308,574.
	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 ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 3	23,818,010.	22,028,967.	25,254,138.
	c	Investments - corporate bonds (attach schedule) STMT 12	200,000.	1,700,000.	1,624,690.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	24,159,116.	24,037,860.	27,187,721.
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. ▶ X			
	27	Capital stock, trust principal, or current funds	24,159,116.	24,037,860.	
	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)	24,159,116.	24,037,860.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	24,159,116.	24,037,860.	

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	24,159,116.
2	Enter amount from Part I, line 27a	2	-121,261.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	5.
4	Add lines 1, 2, and 3	4	24,037,860.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,037,860.

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	4,723,652.		4,106,112.	617,540.
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				617,540.
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	632,453.
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	

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	1,295,344.	27,007,831.	0.047962
2009	1,049,866.	24,764,179.	0.042395
2008	1,061,950.	22,870,314.	0.046434
2007	1,533,802.	29,252,669.	0.052433
2006	1,493,521.	28,756,895.	0.051936

2	**Total** of line 1, column (d)	2	0.241160
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	0.048232
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	27,271,538.
5	Multiply line 4 by line 3	5	1,315,361.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,429.
7	Add lines 5 and 6	7	1,327,790.
8	Enter qualifying distributions from Part XII, line 4	8	1,347,824.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	12,429.
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	12,429.
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	12,429.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 24,308.		
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	24,308.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	11,879.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 11,879. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ________ (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? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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? *If "Yes," complete Part II, col (c), and Part XV*	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 *General Instruction G? If "No," attach explanation*	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ US BANK NA Telephone no ▶ (314)418-2643

Located at ▶ PO BOX 387, ST LOUIS, MO ZIP + 4 ▶ 63166

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
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

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)? — 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? — 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 14		115,602.	-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

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

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	27,686,841.
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	27,686,841.
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	27,686,841.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	415,303.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,271,538.
6	**Minimum investment return.** Enter 5% of line 5	6	1,363,577.

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	1,363,577.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	12,429.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	12,429.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,351,148.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,351,148.
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	1,351,148.

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	1,347,824.
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	1,347,824.
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	12,429.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,335,395.

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				1,351,148.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			21,229.	
b Total for prior years 20 09 ,20___,20___		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: ▶ $ 1,347,824.				
a Applied to 2010, but not more than line 2a			21,229.	
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				1,326,595.
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				24,553.
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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 ▶ [X] 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 STATEMENT 26				
Total . . . . ▶ **3a**				1,273,883.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	677,829.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	632,453.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,310,282.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 1,310,282.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

John F. Loose — 07/10/2012 — TRUSTEE

Signature of officer or trustee — Date — Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

U.S. BANK NA

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	16,140.			16,140.
TOTALS	16,140.	NONE	NONE	16,140.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAXES	17,933.	
FOREIGN TAXES PAID	7,985.	7,985.
TOTALS	25,918.	7,985.

THE BALLMANN FAMILY PRIVATE FOUNDATION 43-6466750

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHLUMBERGER LTD	75,563.	81,593.
ABBOTT LABS	24,886.	30,895.
GOLDMAN SACHS GROUP INC	111,674.	74,455.
JP MORGAN CHASE & CO	161,343.	129,882.
ECOLAB INC	47,874.	67,003.
APACHE CORP	81,013.	81,380.
CHEVRON CORP	101,519.	154,543.
PROCTER & GAMBLE CO	59,618.	69,080.
ATT INC	111,238.	135,997.
APPLE INC	59,761.	513,602.
CISCO SYS INC		
BE AEROSPACE INC	18,895.	32,880.
GARDNER DENVER INC	10,780.	14,872.
MWI VETERINARY SUPPLY INC		
BRIGHTPOINT INC	20,551.	12,560.
MIDDLEBY CORP		
ENTERTAINMENT PPTYS TR		
MICROS SYS INC	11,583.	19,257.
DECKERS OUTDOOR CORP		
ICU MED INC	16,549.	25,725.
J2 GLOBAL COMMUNICATIONS INC	12,881.	12,458.
PROASSURANCE CORPORATION	19,437.	29,351.
SILIGAN HLDGS INC		
SVB FINL GROUP		
TUPPERWARE BRANDS CORP	12,874.	18,593.
BERRY PETE CO	8,159.	14,747.
BRANDYWINE REALTY TRUST	18,635.	22,067.
COMCAST CORP		
COMPLETE PRODUCTION SERVICES		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CRANE CO	17,968.	16,482.
DISNEY WALT CO	90,550.	171,138.
DUPONT FABROS TECHNOLOGY	13,460.	20,621.
EMERSON ELEC CO		
ENERSYS	9,342.	19,095.
FLUSHING FINANCIAL CORPORATION		
GILEAD SCIENCES INC		
HARMONIC INC	13,900.	10,900.
IBM CORP	99,019.	96,450.
MEDNAX INC	15,661.	16,534.
ORACLE CORPORATION	52,056.	74,381.
TELDYNE TECHNOLOGIES INC		
TITAN MACHY INC		
WELLS FARGO CO	75,769.	86,279.
ACCENTURE LTD	58,126.	85,993.
ACE LTD	98,683.	129,398.
I SHARES MSCI EAFE INDEX FUND		
MIDCAP SPDR TRUST SER 1	728,804.	1,264,275.
PIMCO TOTAL RETURN FUND	8,232,439.	8,844,626.
ALLERGAN INC	38,000.	72,471.
AMTRUST FINANCIAL SERVICES	7,452.	16,848.
CINEMARK HLDGS INC	23,073.	29,494.
EXPRESS SCRIPTS INC	62,275.	57,827.
EXXON MOBIL CORP	121,293.	130,683.
GENERAL MILLS INC	66,893.	97,308.
GEOEYE INC	24,467.	14,945.
HANGER ORTHOPEDIC GROUP INC	15,494.	19,219.
IBERIABANK CORPORATION		
IDACORP INC		

THE BALLMANN FAMILY PRIVATE FOUNDATION 43-6466750

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTERACTIVE INTELLIGENCE INC		
JAMES RIV COAL CO		
JOHNSON JOHNSON	95,674.	106,256.
KOPPERS HLDGS INC		
LAKELAND FINANCIAL CORP	12,425.	15,183.
MAGELLAN HEALTH SVCS INC		
MASTEC INC	19,571.	26,062.
MCDONALDS CORP	73,226.	89,340.
NORFOLK SOUTHN CORP		
PERICOM SEMICONDUCTOR CORP	19,435.	16,066.
PFIZER INC	98,175.	123,216.
SCHULMAN A INC		
SIGNATURE BK		
SOLUTIA INC		
TEXAS ROADHOUSE INC	19,717.	24,434.
TRIQUINT SEMOCONDUCTOR INC		
VEECO INSTRS INC	10,657.	11,791.
TEVA PHARMACEUTICAL INDS LTD		
SPDR GOLD TRUST	549,911.	760,374.
ALLEGIANT TRAVEL CO		
AMAZON COM INC	118,411.	180,548.
AMERICAN EQUITY INVT LIFE	18,482.	16,378.
AMERICAN EXPRESS CO	114,621.	159,897.
AMERICAN TOWER CORP	66,117.	87,069.
AMERIPRISE FINL INC	70,792.	72,072.
AMERISOURCEBERGEN CORP	55,001.	72,094.
AMPHENOL CORP	66,312.	75,477.
ARTIC CAT INC		
ASHFORD HOSPITALITY TR INC	20,309.	16,536.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BMC SOFTWARE INC		
BANK OF AMERICA CORP		
BANK OF THE OZARKS INC	15,313.	20,386.
BORG WARNER INC		
BUFFALO WILD WINGS INC	11,831.	18,128.
C H ROBINSON WORLDWIDE INC	78,326.	66,708.
CMS ENERGY CORP	46,691.	61,256.
CAMERON INTL CORP	48,019.	55,787.
CARDTRONICS INC	15,443.	24,882.
CASH AMERICA INTL INC	11,935.	11,164.
CBS CORP CLASS B NON VOTING		
CENTENE CORP	22,697.	23,636.
CENTERPOINT ENERGY INC		
CERNER CORPORATION	32,264.	64,083.
CITIGROUP INC		
CLECO CORPORATION	14,297.	17,970.
CLIFFS NATURAL RESOURCES INC	66,804.	47,780.
COLONIAL PPOPERTIES TRUST		
COMERICA INC	59,117.	48,855.
CONCHO RES INC	60,706.	75,807.
COOPER TIRE & RUBR CO		
CSX CORP	43,360.	41,780.
CUMMINS INC	67,843.	79,984.
CYBERONICS INC	17,003.	19,391.
DICKS SPORTING GOODS INC	44,891.	81,003.
DIRECTV	69,296.	77,121.
DOLBY LABORATORIES INC		
DOLLAR TREE INC	37,211.	81,615.
DOW CHEM CO	49,559.	59,511.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DR PEPPER SNAPPLE GROUP	44,995.	48,109.
EMC CORPORATION	72,481.	86,003.
EATON CORP	61,085.	67,659.
EDISON INTL		
EDWARDS LIFESCIENCES CORP	43,528.	61,808.
ENTEGRIS INC	13,529.	14,464.
FED EX CORP	50,268.	53,038.
FERRO CORP		
FIFTH THIRD BANCORP		
FINISAR CORPORATION	13,286.	10,719.
FLOWSERVE CORP		
F5 NETWORKS INC	52,786.	56,604.
GIII APPAREL GROUP LTD		
GENERAL CABLE CORPORATION	16,813.	11,327.
GENERAL ELECTRIC CO	113,179.	136,875.
GOOGLE INC	80,638.	99,327.
GRAINGER W W INC	50,883.	88,692.
GT SOLAR INTERNATIONAL INC		
GULFPORT ENERGY CORP	12,541.	13,250.
HEALTH MGMT ASSOC INC	20,692.	13,826.
HEALTHSPRING INC		
INTEL CORP	77,188.	111,551.
INVACARE CORP		
JOY GLOBAL INC	53,420.	45,414.
KAPSTONE PAPER & PACKAGING	19,887.	17,385.
KRAFT FOODS INC	41,496.	51,626.
LAUDER ESTEE COS INC	60,255.	111,549.
LIFEPOINT HOSPITALS INC	17,760.	15,243.
LITTELFUSE INC	10,407.	13,982.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LSB INDS INC	4,688.	7,567.
MACYS INC	51,029.	93,337.
MASTERCARD INC	62,486.	129,677.
MATTEL INC	55,158.	78,634.
MAXIMUS INC	19,853.	28,444.
MEASUREMENT SPECIALTIES INC	9,058.	12,415.
MEDCO HEALTH SOLUTIONS INC		
MEDICIS PHARMACEUTICAL CORP		
MEDIDATA SOLUTIONS INC	16,392.	18,312.
MOSIAC CO	45,644.	36,332.
MULTI FINELINE ELECTRONIX INC	15,981.	17,636.
NETFLIX COM INC		
NETGEAR INC	13,863.	17,892.
NEWFIELD EXPL CO	54,927.	32,267.
NIKE INC	61,380.	89,573.
NORTHWEST BANCSHARES INC	6,945.	6,997.
OCCIDENTAL PETROLEUM CORP	97,685.	100,277.
OIL STATES INTERATIONAL INC	13,156.	18,440.
OMNI VISION TECHNOLOGIES INC		
PGE CORP		
PERRIGO CO	33,679.	59,217.
PERRY ELLIS INTERNATIONAL	12,954.	9,349.
PHILIP MORRIS INTL	119,728.	188,119.
POLARIS INDS INC		
POLO RALPH LAUREN CORP		
PRAXAIR INC	61,959.	75,749.
PRECISION CASTPARTS CORP	66,780.	83,105.
PRICELINE COM INC	137,152.	263,957.
PROSPERITY BANCSHARES INC	18,515.	18,797.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PRUDENTIAL FINANCIAL INC	51,359.	44,128.
PUBLIC SVC ENTERPRISE GRP INC	47,628.	47,315.
QUALCOMM INC	69,016.	96,166.
RF MICRO DEVICES INC		
RENASANT CORP	12,416.	12,737.
ROCKWELL COLLINS INC	64,642.	56,163.
SALESFORCE COM INC	101,668.	117,273.
SALLY BEAUTY COMPANY		
SONIC AUTOMOTIVE INC		
STANLEY BLACK DECKER INC		
STONE ENERGY CORP		
SYNNEX CORP	15,969.	18,576.
TAL INTL GROUP INC	19,770.	18,121.
TARGET CORPORATION	78,379.	85,707.
THERMO FISHER SCIENTIFIC INC	55,214.	62,494.
TRIUMPH GROUP INC	23,001.	31,356.
TWO HARBORS INVESTMENT CORP	19,305.	18,519.
UMB FINL CORP	16,179.	21,020.
UNITED HEALTH GROUP INC		
UNITED TECHNOLOGIES CORP	145,555.	157,039.
UNUM GROUP		
VERIZON COMMUNICATIONS INC	70,340.	96,188.
VIEWPOINT FINL GROUP INC		
VISA INC	59,383.	99,302.
VOLTERRA SEMICONDUCTOR CORP	14,440.	18,474.
WESBANCO INC	10,022.	10,002.
WILLIAMS COS INC		
WORLD ACCEP CORP	11,042.	13,140.
WYNN RESORTS LTD	101,695.	103,040.

THE BALLMANN FAMILY PRIVATE FOUNDATION 43-6466750

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
XEROX CORP		
3M CO	74,278.	75,294.
INGERSOLL RAND PLC	50,293.	60,395.
ISHARES MSCI EMERGING MKTS ETF	896,018.	908,382.
ISHARES S&P SMALLCAP 600 INDEX	562,587.	705,600.
GAM ABSOLUTE RETURN BOND FUND	500,000.	533,829.
GCA CREDIT OPPORTUN OFFSHORE	1,000,000.	1,042,781.
IDR CORE EQUITY RE STRATEGY	246,470.	267,617.
ALERE INC	11,529.	8,799.
AMERICAN AXLE & MFG HLDGS INC	25,360.	23,854.
AMERICAN STATES WATER CO	16,367.	17,144.
AMERISTAR CASINOS INC	21,438.	22,552.
ATWOOD OCEANICS INC	17,779.	15,399.
AZZ INCORPORATED	13,160.	13,890.
BERKSHIRE HILLS BANCORP INC	8,706.	8,313.
CHEMICAL FINANCIAL CORP	8,716.	7,969.
CHESAPEAKE LODGING TRUST	8,120.	8,231.
COCA COLA COMPANY	69,129.	74,730.
COMMUNITY BK SYS INC	10,827.	11,283.
COMMUNITY TR BANCORP INC	9,120.	9,182.
DARLING INTL INC	16,735.	13,716.
DSW INC	19,236.	27,035.
FIRST FINANCIAL BANCORP	17,270.	15,683.
FLUSHING FINANCIAL CORPORATION	7,538.	13,726.
GT ADVANCED TECHNOLOGIES INC	9,268.	4,927.
METROPOLITAN HEALTH NETWORKS	8,475.	8,691.
MOLINA HEALTHCARE INC	11,815.	13,291.
MONEYGRAM INTERNATIONAL INC	11,050.	8,609.
MOOG INC	13,703.	12,357.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MYRIAD GENETICS INC	11,657.	11,848.
NU SKIN ENTERPRISES INC	20,873.	19,553.
PMC SIERRA INC	15,697.	15,369.
PAR PHARMACEUTICAL COS INC	8,086.	8,064.
PRIMORIS SERVICES CORP	16,373.	12,841.
PROTECTIVE LIFE CORP	13,637.	21,141.
RALPH LAUREN CORP	64,372.	117,403.
RAMCO GERSHENSON PPTYS TR	15,903.	17,829.
RUE21 INC	14,685.	16,020.
SABRA HEALTH CARE REIT INC	13,338.	13,891.
SKULLCANDY INC	14,951.	12,398.
SONIC AUTOMOTIVE INC	20,653.	21,754.
SPIRIT AIRLINES INC	12,936.	16,158.
STONE ENERGY CORP	14,491.	19,366.
TENNECO AUTOMOTIVE INC	21,564.	16,073.
TITAN INTL INC III	15,231.	15,142.
TITAN MACHY INC	16,727.	23,261.
I SHARES MSCI EAFE INDEX FUND	1,013,151.	1,070,540.
NUVEEN TRADEWINDS GLBL	750,000.	524,699.
PUT ON SPY 10/15/12	604,699.	81,094.
PUT ON SPY 10/15/12	-299,195.	-20,436.
TOTALS	22,028,967.	25,254,138.

THE BALLMANN FAMILY PRIVATE FOUNDATION 43-6466750

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
RBC 4YR GSCI COMMOD 8/30/13	200,000.	217,840.
BANK OF MONTREAL 6% 10/29/12	1,500,000.	1,406,850.
TOTALS	1,700,000.	1,624,690.

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

DESCRIPTION		AMOUNT
COST ADJ		5.
	TOTAL	5.

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

OFFICER NAME:
US BANK NA
ADDRESS:
PO BOX 387
ST LOUIS, MO 63166
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0
COMPENSATION .... 115,602.

TOTAL COMPENSATION: 115,602.

RECIPIENT NAME:
YOUTHBRIDGE ASSOCIATION
ADDRESS:
12685 OLIVE STREET ROAD STE 100
ST LOUIS, MO 63141
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
1130 HAMPTON AVE
ST LOUIS, MO 63139-3147
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
SHRINERS CHILDRENS HOSPITAL
ADDRESS:
PO BOX 863770
ORLANDO, FL 32886-3770
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ST LOUIS COLLEGE OF PHARMACY
ADDRESS:
4588 PARKVIEW PLACE
ST LOUIS, MO 63110-1029
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
RANKEN TECHNICAL COLLEGE
ADDRESS:
4431 FINNEY AVE
ST LOUIS, MO 63113-2811
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
BARNES JEWISH HOSPITAL FOUNDATION
ADDRESS:
1001 HIGHLANDS PLAZA DR WEST
ST LOUIS, MO 63110-1337
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 39,000.

RECIPIENT NAME:
ST LOUIS UNIVERSITY SCHOOL OF NURSING
ADDRESS:
3437 CAROLINE ST
ST LOUIS, MO 63104-1111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 39,000.

RECIPIENT NAME:
ST ANDREWS AT HOME SERVICES
ADDRESS:
6633 DELMAR BLVD
ST LOUIS, MO 63130-4505
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
ST LOUIS ALTENHEIM
ADDRESS:
5408 S BROADWAY
ST LOUIS, MO 63111-2023
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 26,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HUMANE SOCIETY OF MISSOURI
ADDRESS:
1201 MACKLIND AVE
ST LOUIS, MO 63110-1431
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
PEREGRINE SOCIETY OF STL
ADDRESS:
2343 HAMPTON AVE
ST LOUIS, MO 63139-2908
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 26,000.

RECIPIENT NAME:
MEALS ON WHEELS
ADDRESS:
25 BEAVER DRIVE
ST LOUIS, MO 63141-7901
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
VISITING NURSE ASSOCIATION
ADDRESS:
11440 OLIVE BLVD SUITE 200
CREVE COEUR, MO 63141
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
ANNIE MALONE CHILDRENS HOME
ADDRESS:
2612 ANNIE MALONE DRIVE
ST LOUIS, MO 63113-2929
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 26,000.

RECIPIENT NAME:
GOOD SHEPARD CILDRENS AND
FAMILY SERVICES
ADDRESS:
1340 PARTRIDGE AVE
ST LOUIS, MO 63140
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 26,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
EDGEWOOD CHILDRENS CENTER
ADDRESS:
330 N GORE AVE
ST LOUIS, MO 63119-1600
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 26,000.

RECIPIENT NAME:
INDEPENDENCE CENTER
ADDRESS:
4245 FOREST PARK AVE
ST LOUIS, MO 63108-2810
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 26,000.

RECIPIENT NAME:
CHILDRENS HOME SOCIETY OF MISSOURI
ADDRESS:
9445 LITZSINGER RD
ST LOUIS, MO 63144-2113
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
UNITY SCHOOL OF CHRISTIANITY OF MO
ADDRESS:
1901 NW BLUE PKWY
UNITY VILLAGE, MO 64065-0001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 26,000.

RECIPIENT NAME:
BEREA COLLEGE
ADDRESS:
CPO 2214
BEREA, KY 40404
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 26,000.

RECIPIENT NAME:
MRIAM FOUNDATION
ADDRESS:
501 BACON AVE
ST LOUIS, MO 63119-1512
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 26,000.

RECIPIENT NAME:
RANKEN JORDAN HOME FOR CHILDREN
ADDRESS:
11365 DORSETT ROAD
MARYLAND HEIGHTS, MO 63043-3411
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 26,000.

RECIPIENT NAME:
GOOD SAMARITAN HOME
ADDRESS:
6633 DELMAR BLVD STE 300
ST LOUIS, MO 63130-4505
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 97,500.

RECIPIENT NAME:
MISSOURI COUNCIL FOR THE BLIND
ADDRESS:
5453 CHIPPEWA ST
ST LOUIS, MO 63109-1635
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
DEACONESS FOUNDATION
ADDRESS:
211 N BROADWAY STE 1260
ST LOUIS, MO 63102-2733
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 26,000.

RECIPIENT NAME:
EPWORTH CHILDRENS HOME
ADDRESS:
110 N ELM AVE
ST LOUIS, MO 63119-2418
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 26,000.

RECIPIENT NAME:
STEPHENS COLLEGE
ADDRESS:
1200 EAST BROADWAY
COLUMBIA, MO 65215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP AWARDS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
MIDAMERICA NAZARENE UNIVERSITY
ADDRESS:
2030 EAST COLLEGE WAY
OLATHE, KS 66062-1899
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP AWARDS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
LAKE FOREST COLLEGE
ADDRESS:
555 NORTH SHERIDAN ROAD
LAKE FOREST, IL 60045
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP AWARDS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
ST LOUIS COMMUNITY COLLEGE
MERAMEC COLLEGE CAMPUS
ADDRESS:
11333 BIG BEND BLVD
ST LOUIS, MO 63122
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP AWARDS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,350.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UNIVERSITY OF MONTANA
ADDRESS:
32 CAMPUS DRIVE
MISSOULA, MT 59812
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP AWARDS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
UNIVERSITY OF MISSOURI AT
COLUMBIA
ADDRESS:
11 JESSE HALL
COLUMBIA, MO 65211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP AWARDS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
WASHINGTON UNIVERSITY
ADDRESS:
ONE BROOKINGS DRIVE
ST LOUIS, MO 63130
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP AWARDS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,533.

RECIPIENT NAME:
TRUMAN STATE UNIVERSITY
ADDRESS:
100 EAST NORMAL
KIRKSVILLE, MO 63501
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP AWARDS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
ST LOUIS UNIVERSITY
ADDRESS:
221 N GRAND AVE
ST LOUIS, MO 63103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP AWARDS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

TOTAL GRANTS PAID: 1,273,883.

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: THE BALLMANN FAMILY PRIVATE FOUNDATION

Employer identification number: 43-6466750

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	131,210.
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	131,210.

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					14,913.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	486,330.
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	501,243.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2011**

Part III Summary of Parts I and II *Caution: Read the instructions before completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			131,210.
14 **Net long-term gain or (loss):**				
a Total for year	14a			501,243.
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			632,453.

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:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

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-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: THE BALLMANN FAMILY PRIVATE FOUNDATION

Employer identification number: 43-6466750

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a 210. ALLEGIANT TRAVEL CO	09/28/2010	06/01/2011	9,411.00	8,993.00	418.00
375. ASHFORD HOSPITALITY T	02/28/2011	06/01/2011	5,171.00	4,152.00	1,019.00
225. SALLY BEAUTY COMPANY	03/16/2011	06/01/2011	3,692.00	3,054.00	638.00
64. BANK OF THE OZARKS INC	12/22/2010	06/07/2011	3,063.00	2,868.00	195.00
1053. COLONIAL PPOPERTIES	08/16/2010	06/09/2011	21,124.00	17,039.00	4,085.00
420. GT SOLAR INTERNATIONA	12/06/2010	06/24/2011	6,233.00	3,389.00	2,844.00
223. VIEWPOINT FINL GROUP	01/19/2011	06/24/2011	2,980.00	2,808.00	172.00
374. ENTEGRIS INC	02/23/2011	06/30/2011	3,766.00	3,082.00	684.00
532. VIEWPOINT FINL GROUP	01/19/2011	07/08/2011	7,292.00	6,028.00	1,264.00
328. VIEWPOINT FINL GROUP	12/15/2010	07/12/2011	4,514.00	3,688.00	826.00
85. NETGEAR INC	09/23/2010	07/14/2011	3,499.00	2,263.00	1,236.00
63. BUFFALO WILD WINGS INC	10/15/2010	07/15/2011	4,228.00	3,128.00	1,100.00
99. ARCTIC CAT INC	03/14/2011	07/21/2011	1,560.00	1,422.00	138.00
78. ARCTIC CAT INC	03/14/2011	07/22/2011	1,222.00	1,062.00	160.00
1121. ENTEGRIS INC	07/14/2011	07/22/2011	10,160.00	8,915.00	1,245.00
81. ARCTIC CAT INC	03/14/2011	07/25/2011	1,247.00	1,103.00	144.00
10828. ISHARES S&P SMALLCA E T F	09/08/2010	07/27/2011	778,110.00	609,169.00	168,941.00
122. VOLTERRA SEMICONDUCTO	09/27/2010	07/27/2011	3,112.00	2,734.00	378.00
172. JAMES RIV COAL CO	05/06/2011	08/09/2011	2,292.00	3,946.00	-1,654.00
443. KAPSTONE PAPER & PACK	02/22/2011	08/09/2011	5,757.00	7,629.00	-1,872.00
757. COOPER TIRE & RUBR CO	01/26/2011	08/10/2011	8,718.00	17,424.00	-8,706.00
11. DECKERS OUTDOOR CORP	01/26/2011	08/11/2011	918.00	814.00	104.00
50. PERRY ELLIS INTERNATIO	01/03/2011	08/11/2011	836.00	1,404.00	-568.00 *
110. UMB FINL CORP	05/03/2011	08/11/2011	3,777.00	4,632.00	-855.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: THE BALLMANN FAMILY PRIVATE FOUNDATION

Employer identification number: 43-6466750

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a 57. VEECO INSTRS INC DEL	06/22/2011	08/11/2011	2,030.00	2,839.00	-809.00
78.99956 PERRY ELLIS INTER	03/03/2011	08/12/2011	1,418.00	2,216.00	-798.00
89.00044 PERRY ELLIS INTER	03/03/2011	08/12/2011	1,597.00	2,499.00	-902.00 *
839. KAPSTONE PAPER & PACK	06/22/2011	08/16/2011	11,658.00	12,806.00	-1,148.00
137. DECKERS OUTDOOR CORP	01/26/2011	08/18/2011	10,698.00	8,462.00	2,236.00
59. CASH AMERICA INTL INC	06/09/2011	08/19/2011	3,049.00	3,022.00	27.00
89. I B E R I A B A N K CO	03/17/2011	08/19/2011	3,994.00	4,995.00	-1,001.00
534. ARCTIC CAT INC	03/15/2011	08/24/2011	7,616.00	7,251.00	365.00
230. MULTI FINELINE ELECTR	10/18/2010	08/24/2011	4,196.00	5,452.00	-1,256.00
522. OMNI VISION TECHNOLOG	02/25/2011	08/29/2011	9,182.00	16,120.00	-6,938.00
1478. FERRO CORP	06/07/2011	09/15/2011	11,397.00	21,035.00	-9,638.00
490. G I I I APPAREL GROUP	02/04/2011	09/15/2011	11,307.00	15,676.00	-4,369.00
609. TRIQUINT SEMICONDUCTO	07/25/2011	09/15/2011	3,605.00	6,723.00	-3,118.00
483. NORTHWEST BANCSHARES	10/25/2010	09/19/2011	5,888.00	5,517.00	371.00
304.9962 R F MICRO DEVICES	02/10/2011	09/19/2011	2,089.00	2,461.00	-372.00 *
6.0038 R F MICRO DEVICES I	02/10/2011	09/19/2011	41.00	48.00	-7.00
90. FINISAR CORPORATION	12/03/2010	09/21/2011	1,966.00	1,815.00	151.00
293. R F MICRO DEVICES INC	02/10/2011	09/22/2011	1,993.00	2,351.00	-358.00
60. CASH AMERICA INTL INC	06/09/2011	09/27/2011	3,214.00	2,981.00	233.00
270. COMPLETE PRODUCTION S	02/03/2011	09/27/2011	5,839.00	7,665.00	-1,826.00
206. KOPPERS HLDGS INC	06/13/2011	09/27/2011	5,095.00	7,361.00	-2,266.00
82. B E AEROSPACE INC	02/25/2011	09/29/2011	2,777.00	2,858.00	-81.00
110. CARDTRONICS INC	11/09/2010	09/30/2011	2,569.00	1,937.00	632.00
201. DARLING INTL INC	07/22/2011	10/04/2011	2,286.00	3,692.00	-1,406.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: THE BALLMANN FAMILY PRIVATE FOUNDATION

Employer identification number: 43-6466750

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a 132. GENERAL CABLE CORPORA	04/07/2011	10/04/2011	2,796.00	5,857.00	-3,061.00
413. COMPLETE PRODUCTION S	02/07/2011	10/10/2011	11,460.00	11,264.00	196.00
41. B M C SOFTWARE INC	12/23/2010	10/14/2011	1,601.00	1,961.00	-360.00
1. BORG WARNER INC	12/23/2010	10/14/2011	71.00	73.00	-2.00
3. CSX CORP	12/23/2010	10/14/2011	64.00	64.00	
1. CENTERPOINT ENERGY INC	12/23/2010	10/14/2011	20.00	16.00	4.00
1. GILEAD SCIENCES INC	12/23/2010	10/14/2011	40.00	36.00	4.00
16. P G E CORP	12/23/2010	10/14/2011	677.00	773.00	-96.00
4668.534 PIMCO TOTAL RETUR	12/28/2010	10/14/2011	49,907.00	50,093.00	-186.00
153. UNITED HEALTH GROUP I	12/23/2010	10/14/2011	7,192.00	5,475.00	1,717.00
177. CLECO CORPORATION	04/19/2011	10/20/2011	6,242.00	6,054.00	188.00
102. CLECO CORPORATION	04/19/2011	10/28/2011	3,819.00	3,489.00	330.00
156. HEALTHSPRING INC	05/11/2011	10/28/2011	8,441.00	6,742.00	1,699.00
142. TELEDYNE TECHNOLOGIES	02/15/2011	11/01/2011	7,595.00	6,657.00	938.00
168. SALLY BEAUTY COMPANY	10/12/2011	11/17/2011	3,342.00	2,817.00	525.00
271. PERRY ELLIS INTERNATI	03/03/2011	11/18/2011	3,635.00	8,727.00	-5,092.00
300. SALLY BEAUTY COMPANY	10/12/2011	11/18/2011	5,823.00	4,064.00	1,759.00
344. HEALTHSPRING INC	08/10/2011	12/01/2011	18,744.00	13,460.00	5,284.00
148. BANK OF THE OZARKS IN	12/22/2010	12/02/2011	4,124.00	3,316.00	808.00
156. PROTECTIVE LIFE CORP	09/15/2011	12/06/2011	3,485.00	2,694.00	791.00
277. INVACARE CORP	04/18/2011	12/09/2011	4,419.00	8,697.00	-4,278.00
145. CLECO CORPORATION	08/19/2011	12/13/2011	5,245.00	4,927.00	318.00
28. IDACORP INC	10/04/2011	12/13/2011	1,154.00	1,054.00	100.00
273. INVACARE CORP	04/18/2011	12/13/2011	4,236.00	8,571.00	-4,335.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: THE BALLMANN FAMILY PRIVATE FOUNDATION

Employer identification number: 43-6466750

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a 461. MEDICIS PHARMACEUTICA	06/01/2011	12/23/2011	15,395.00	17,195.00	-1,800.00
160. TENNECO AUTOMOTIVE IN	07/15/2011	12/23/2011	4,717.00	6,786.00	-2,069.00
891. R F MICRO DEVICES INC	03/16/2011	01/09/2012	3,920.00	6,170.00	-2,250.00
484. IDACORP INC	10/04/2011	01/10/2012	20,178.00	17,393.00	2,785.00
114. ROCK TENN CO CL A	08/15/2011	01/23/2012	7,509.00	5,970.00	1,539.00
390. CLOUD PEAK ENERGY INC	12/23/2011	01/26/2012	7,462.00	8,055.00	-593.00
158. ENTERTAINMENT PPTYS T	08/24/2011	01/26/2012	7,012.00	6,749.00	263.00
54. MAGELLAN HEALTH SVCS I	03/14/2011	01/26/2012	2,677.00	2,495.00	182.00
631. PORTLAND GENERAL ELEC	10/04/2011	01/26/2012	15,909.00	14,779.00	1,130.00
330. SOLUTIA INC	10/28/2011	01/30/2012	9,023.00	5,463.00	3,560.00
196. ROCK TENN CO CL A	08/09/2011	02/10/2012	13,207.00	9,822.00	3,385.00
777. DIGITAL GENERATION IN	09/02/2011	02/21/2012	8,266.00	22,305.00	-14,039.00
123. PROTECTIVE LIFE CORP	09/15/2011	02/29/2012	3,488.00	2,124.00	1,364.00
408. MOMENTA PHARMACEUTICA	01/26/2012	03/19/2012	6,334.00	6,282.00	52.00
97. CLECO CORPORATION	08/19/2011	04/02/2012	3,856.00	3,293.00	563.00
883. HORSEHEAD HOLDING COR	12/01/2011	04/23/2012	9,295.00	8,076.00	1,219.00
56. LSB INDS INC	12/01/2011	05/09/2012	1,720.00	1,739.00	-19.00
104. INTERACTIVE INTELLIGE	02/02/2012	05/16/2012	2,588.00	2,619.00	-31.00
35. LSB INDS INC	12/01/2011	05/16/2012	1,031.00	1,087.00	-56.00
44. DSW INC CL A	12/05/2011	05/23/2012	2,646.00	2,069.00	577.00
369. AEROVIRONMENT INC	02/29/2012	05/29/2012	7,798.00	11,101.00	-3,303.00

1b Total Combine the amounts in column (f). Enter here and on Schedule D, line 1b 131,210.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

THE BALLMANN FAMILY PRIVATE FOUNDATION

Employer identification number

43-6466750

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
6a 192. CINEMARK HLDGS INC	04/22/2010	06/01/2011	4,081.00	3,629.00	452.00
53. MWI VETERINARY SUPPLY	04/19/2007	06/01/2011	4,396.00	1,948.00	2,448.00
77. VEECO INSTRS INC DEL	03/05/2010	06/01/2011	4,273.00	2,767.00	1,506.00
166. AMTRUST FINANCIAL SER	05/18/2010	06/06/2011	3,561.00	2,291.00	1,270.00
72. SIGNATURE BK	04/27/2010	06/07/2011	3,932.00	3,065.00	867.00
329. SILGAN HLDGS INC	09/14/2009	06/10/2011	14,365.00	8,329.00	6,036.00
185. MIDDLEBY CORP	10/19/2007	06/22/2011	16,942.00	12,180.00	4,762.00
571. JAMES RIV COAL CO	03/19/2010	08/09/2011	7,611.00	9,460.00	-1,849.00
648. SCHULMAN A INC	01/07/2010	08/09/2011	11,078.00	13,248.00	-2,170.00
33. DECKERS OUTDOOR CORP	11/07/2008	08/11/2011	2,755.00	803.00	1,952.00
66. VEECO INSTRS INC DEL	03/05/2010	08/11/2011	2,351.00	2,372.00	-21.00
158. AMTRUST FINANCIAL SER	05/18/2010	08/19/2011	3,423.00	2,096.00	1,327.00
204. I B E R I A B A N K C	07/23/2010	08/19/2011	9,154.00	10,981.00	-1,827.00
284. MASTEC INC	03/19/2010	08/24/2011	5,506.00	3,612.00	1,894.00
79. TELEDYNE TECHNOLOGIES	07/02/2009	08/24/2011	4,024.00	2,762.00	1,262.00
113. J2 GLOBAL COMMUNICATO	08/18/2010	08/26/2011	3,253.00	2,612.00	641.00
163. AMTRUST FINANCIAL SER	08/12/2009	09/15/2011	3,674.00	2,126.00	1,548.00
893. TRIQUINT SEMICONDUCTO	04/30/2010	09/15/2011	5,287.00	6,464.00	-1,177.00
239. KOPPERS HLDGS INC	01/22/2010	09/27/2011	5,911.00	7,073.00	-1,162.00
125. LSB INDS INC	06/02/2009	09/29/2011	3,858.00	2,198.00	1,660.00
62. TRIUMPH GROUP INC	09/07/2010	09/29/2011	3,151.00	2,206.00	945.00
849. BANK OF AMERICA CORP	09/08/2010	10/14/2011	5,289.00	11,450.00	-6,161.00
403. COMCAST CORP CL A	11/07/2008	10/14/2011	9,471.00	6,985.00	2,486.00
657. DOLBY LABORATORIES IN	09/08/2010	10/14/2011	19,446.00	37,055.00	-17,609.00
1. EMERSON ELEC CO	06/02/2009	10/14/2011	47.00	35.00	12.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
THE BALLMANN FAMILY PRIVATE FOUNDATION	43-6466750

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
6a 1. FLOWSERVE CORP	09/08/2010	10/14/2011	85.00	99.00	-14.00
313. NETFLIX COM INC	09/08/2010	10/14/2011	37,267.00	45,823.00	-8,556.00
1. NORFOLK SOUTHN CORP	06/02/2009	10/14/2011	68.00	40.00	28.00
1. STANLEY BLACK DECKER IN	09/08/2010	10/14/2011	57.00	59.00	-2.00
330. TEVA PHARMACEUTICAL I R	06/02/2009	10/14/2011	12,861.00	15,271.00	-2,410.00
5282. XEROX CORP	09/08/2010	10/14/2011	40,142.00	47,696.00	-7,554.00
54. PROASSURANCE CORPORATI	04/25/2008	10/20/2011	4,131.00	2,861.00	1,270.00
85. IDACORP INC	05/21/2010	10/28/2011	3,501.00	2,728.00	773.00
103. TELEDYNE TECHNOLOGIES	07/02/2009	11/01/2011	5,509.00	3,333.00	2,176.00
97. GULFPORT ENERGY CORP	06/14/2010	11/07/2011	3,438.00	1,321.00	2,117.00
122. CARDTRONICS INC	11/09/2010	11/15/2011	3,179.00	2,149.00	1,030.00
110599.078 PIMCO TOTAL RET INST	06/03/2009	11/17/2011	1,195,576.00	1,156,866.00	38,710.00
100. IDACORP INC	05/21/2010	12/13/2011	4,123.00	3,209.00	914.00
157. MWI VETERINARY SUPPLY	10/10/2008	12/23/2011	10,457.00	5,210.00	5,247.00
229. NORTHWEST BANCSHARES	10/14/2010	12/23/2011	2,860.00	2,607.00	253.00
1388. R F MICRO DEVICES IN	12/14/2010	01/09/2012	6,107.00	10,926.00	-4,819.00
176. VOLTERRA SEMICONDUCTO	09/27/2010	01/09/2012	4,454.00	3,944.00	510.00
.3333 WPX ENERGY INC	12/23/2010	01/10/2012	5.00	5.00	
331. ENTERTAINMENT PPTYS T	04/21/2009	01/26/2012	14,691.00	11,254.00	3,437.00
257. MAGELLAN HEALTH SVCS	05/18/2010	01/26/2012	12,738.00	10,485.00	2,253.00
755. SOLUTIA INC	04/26/2010	01/30/2012	20,644.00	12,879.00	7,765.00
35. BUFFALO WILD WINGS INC	10/15/2010	02/09/2012	2,883.00	1,738.00	1,145.00
42. BUFFALO WILD WINGS INC	10/15/2010	02/21/2012	3,695.00	2,085.00	1,610.00
. RAYTHEON COMPANY SECURIT		02/24/2012	61.00		61.00
. RAYTHEON COMPANY SECURIT		02/24/2012	25.00		25.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

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THE BALLMANN FAMILY PRIVATE FOUNDATION

Employer identification number 43-6466750

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
6a 55. BERRY PETE CO CL A	08/05/2010	02/29/2012	3,048.00	1,730.00	1,318.00
1489. CBS CORP CLASS B NON	12/23/2010	02/29/2012	44,818.00	28,969.00	15,849.00
1124. CISCO SYS INC	03/10/2006	02/29/2012	22,638.00	23,323.00	-685.00
1695. CITIGROUP INC	09/08/2010	02/29/2012	56,883.00	66,275.00	-9,392.00
21. EXPRESS SCRIPTS INC	06/02/2009	02/29/2012	1,115.00	677.00	438.00
5820. FIFTH THIRD BANCORP	09/08/2010	02/29/2012	78,943.00	68,209.00	10,734.00
592. WILLIAMS COS INC	12/23/2010	02/29/2012	17,387.00	11,948.00	5,439.00
197. WPX ENERGY INC	12/23/2010	02/29/2012	3,651.00	2,704.00	947.00
84. B E AEROSPACE INC	02/25/2011	03/26/2012	4,022.00	2,928.00	1,094.00
1332. EDISON INTL	09/08/2010	03/26/2012	56,596.00	46,256.00	10,340.00
67750.678 PIMCO TOTAL RETU	12/28/2010	03/26/2012	749,323.00	726,965.00	22,358.00
3300. MIDCAP SPDR TRUST SE	11/07/2008	03/26/2012	600,458.00	320,674.00	279,784.00
2289. UNUM GROUP	09/08/2010	03/26/2012	55,393.00	49,468.00	5,925.00
59. BUFFALO WILD WINGS INC	10/15/2010	03/28/2012	5,429.00	2,929.00	2,500.00
153. MEDIDATA SOLUTIONS IN	02/10/2011	03/28/2012	4,216.00	4,114.00	102.00
60. POLARIS INDS INC	03/14/2011	03/28/2012	4,390.00	2,379.00	2,011.00
55. SVB FINL GROUP	08/05/2010	03/29/2012	3,582.00	2,380.00	1,202.00
66. SIGNATURE BK	03/17/2011	03/29/2012	4,190.00	3,506.00	684.00
95. INTERACTIVE INTELLIGEN	04/20/2010	03/30/2012	2,918.00	1,956.00	962.00
1369. MEDCO HEALTH SOLUTIO	04/02/2012	04/02/2012	38,587.00		38,587.00
118. LITTELFUSE INC	08/11/2010	04/05/2012	7,161.00	4,673.00	2,488.00
.89 EXPRESS SCRIPTS HLDGS	09/08/2010	04/10/2012	50.00	50.00	
350. POLARIS INDS INC	03/14/2011	04/19/2012	27,937.00	13,483.00	14,454.00
188. SALLY BEAUTY COMPANY	03/03/2011	04/19/2012	4,811.00	2,485.00	2,326.00
48. LSB INDS INC	03/01/2011	04/27/2012	1,665.00	1,461.00	204.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
THE BALLMANN FAMILY PRIVATE FOUNDATION	43-6466750

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
6a 267. SVB FINL GROUP	08/05/2010	05/03/2012	17,131.00	5,208.00	11,923.00
274. SIGNATURE BK	07/12/2010	05/03/2012	17,776.00	11,317.00	6,459.00
352. SALLY BEAUTY COMPANY	03/03/2011	05/04/2012	9,595.00	4,652.00	4,943.00
247. INTERACTIVE INTELLIGE	07/23/2010	05/07/2012	6,663.00	4,680.00	1,983.00
319. SALLY BEAUTY COMPANY	03/03/2011	05/07/2012	8,758.00	4,216.00	4,542.00
183. INTERACTIVE INTELLIGE	07/28/2010	05/16/2012	4,555.00	3,023.00	1,532.00
93. LSB INDS INC	03/01/2011	05/16/2012	2,740.00	2,522.00	218.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 486,330.00