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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

07/01, 2011, and ending

06/30, 2012

Name of foundation **THE MORNINGSTAR FOUNDATION**

C/O BANK OF AMERICA

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

Room/suite

A Employer identification number

26-1557579

B Telephone number (see instructions)

(877) 446-1410

P.O. BOX 40200, FL9-100-10-19

City or town, state, and ZIP code

JACKSONVILLE, FL 32203-0200

G Check all that apply:

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

H Check type of organization:

☒ 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) \$ 3,940,974.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

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 ☐**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 (attach schedule)

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

91,813.

91,794.

STMT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

104,096.

b Gross sales price for all assets on line 6a 1,547,792.

7 Capital gain net income (from Part IV, line 2)

104,096.

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

195,909.

195,890.

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) STMT 2

1,250.

NONE

NONE

1,250.

c Other professional fees (attach schedule) STMT 3

40,249.

35,148.

5,101.

17 Interest

18 Taxes (attach schedule) (see instructions) STMT 4

896.

487.

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) STMT 5

4.

4.

24 Total operating and administrative expenses.

Add lines 13 through 23

42,399.

35,639.

NONE

6,351.

25 Contributions, gifts, grants paid

167,400.

167,400.

26 Total expenses and disbursements. Add lines 24 and 25

209,799.

35,639.

NONE

173,751.

27 Subtract line 26 from line 12.

a Excess of revenue over expenses and disbursements

-13,890.

b Net investment income (if negative, enter -0-)

160,251.

c Adjusted net income (if negative, enter -0-)

For Paperwork Reduction Act Notice, see instructions.

JSA

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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	NONE	NONE		
	2	Savings and temporary cash investments	394,314.	256,752.	256,752.	
	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) ▶ *		NONE		
		Less: allowance for doubtful accounts ▶	NONE	NONE	NONE	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	99,851.	99,851.	101,165.	
	b	Investments - corporate stock (attach schedule)	3,152,460.	3,276,742.	3,377,820.	
	c	Investments - corporate bonds (attach schedule)	202,521.	202,521.	205,237.	
	Liabilities	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	NONE	NONE	
12		Investments - mortgage loans	NONE	NONE		
13		Investments - other (attach schedule)	NONE	NONE	NONE	
14		Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)	NONE	NONE	NONE	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,849,146.	3,835,866.	3,940,974.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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)					
Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>	27	Capital stock, trust principal, or current funds	3,849,146.	3,835,866.	
		28	Paid-in or capital surplus, or land, bldg, and equipment fund			
		29	Retained earnings, accumulated income, endowment, or other funds	NONE		
		30	Total net assets or fund balances (see instructions)	3,849,146.	3,835,866.	
		31	Total liabilities and net assets/fund balances (see instructions)	3,849,146.	3,835,866.	

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	3,849,146.
2	Enter amount from Part I, line 27a	2	-13,890.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	649.
4	Add lines 1, 2, and 3	4	3,835,905.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	39.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,835,866.

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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 1,547,428.		1,443,696.	103,732.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			103,732.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	104,096.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	93,742.	3,233,966.	0.028987
2009	90,123.	1,975,823.	0.045613
2008	60,851.	1,807,141.	0.033673
2007	301.	2,230,973.	0.000135
2006			

2 Total of line 1, column (d)	2	0.108408
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	0.027102
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,945,503.
5 Multiply line 4 by line 3	5	106,931.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,603.
7 Add lines 5 and 6	7	108,534.
8 Enter qualifying distributions from Part XII, line 4	8	173,751.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	1,603.
Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	1,603.
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	1,603.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
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		NONE
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		9.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,612.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>BANK OF AMERICA, N.A.</u> Telephone no. <u>(877) 446-1410</u>			
	Located at <u>PO BOX 40200, FL9-100-10-19, JACKSONVILLE, FL</u> ZIP + 4 <u>32203-0200</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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 <u></u>	16	Yes	No 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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years <u></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)	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. <u></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)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		-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		NONE	NONE	NONE

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	NONE	
2		
3		
4		

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

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

Amount

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,617,238.
b	Average of monthly cash balances	1b	388,349.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,005,587.
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	4,005,587.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	60,084.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,945,503.
6	Minimum investment return. Enter 5% of line 5	6	197,275.

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	197,275.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,603.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,603.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	195,672.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	195,672.
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	195,672.

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	173,751.
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	173,751.
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	1,603.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	172,148.

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				195,672.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			161,289.	
b Total for prior years: 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		2,340.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>173,751.</u>				
a Applied to 2010, but not more than line 2a			161,289.	
b Applied to undistributed income of prior years (Election required - see instructions)	STMT 9	2,340.		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				10,122.
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				
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				
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				185,550.
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			

NOT APPLICABLE

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

4942(j)(3) or	4942(j)(5)
---------------	------------

(4) Gross investment income

16 -

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 23				
Total			▶ 3a	167,400.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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	91,813.	
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	104,096.	
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)				195,909.	
13 Total. Add line 12, columns (b), (d), and (e)				195,909.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	5,635.	5,635.
FOREIGN DIVIDENDS	5,944.	5,944.
NONDIVIDEND DISTRIBUTIONS	19.	
DOMESTIC DIVIDENDS	33,579.	33,579.
OTHER INTEREST	4,927.	4,927.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	549.	549.
NONQUALIFIED FOREIGN DIVIDENDS	432.	432.
NONQUALIFIED DOMESTIC DIVIDENDS	40,728.	40,728.
	-----	-----
TOTAL	91,813.	91,794.
	=====	=====

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	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
BK OF AMERICA, INVESTMENT MGMT	35,148.	35,148.	
BK OF AMERICA, GRANTMAKING	5,101.		5,101.
	-----	-----	-----
TOTALS	40,249.	35,148.	5,101.
	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	67.	67.
FEDERAL TAX PAYMENT - PRIOR YE	409.	
FOREIGN TAXES ON QUALIFIED FOR	373.	373.
FOREIGN TAXES ON NONQUALIFIED	47.	47.
	-----	-----
TOTALS	896.	487.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT EXPENSE	4.	4.
TOTALS	----- 4. =====	----- 4. =====

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

DESCRIPTION -----	AMOUNT -----
ACCRUED INT PAID FROM PRIOR YEAR	643.
ROUNDING	6.

TOTAL	649.
	=====

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

SALES ADJUSTMENT

39.

TOTAL

39.
=====

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

OFFICER NAME:

MARY ANN ELLIOTT

ADDRESS:

3800 POWELL LN APT 721

FALLS CHURCH, VA 22041-3666

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

OFFICER NAME:

JAMES RAY ELLIOTT JR

ADDRESS:

3800 POWELL LN APT 721

FALLS CHURCH, VA 22041-3666

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 12

OFFICER NAME:

DANIEL KEITH ELLIOTT

ADDRESS:

3800 POWELL LN APT 721

FALLS CHURCH, VA 22041-3666

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 12

OFFICER NAME:

SHARON ELLIOTT HENSELY

ADDRESS:

3800 POWELL LN APT 721

FALLS CHURCH, VA 22041-3666

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 12

990PF, PART XIII, LINE 4(b) ELECTION UNDER SEC. 53.4942(a)-3(d)(2)

=====

Pursuant to IRC Section 4942(h)(2) and Regulation 53.4942(a)-3(d)(2), the foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of undistributed income for the tax year ending 6/30/2010 in the amount of \$2340.00

RECIPIENT NAME:

MS. SARAH D. KAY, BANK OF AMERICA, N.A.

ADDRESS:

P. O. BOX 26688 (VA2-300-12-92)

RICHMOND, VA 23261-6688

RECIPIENT'S PHONE NUMBER: 804-788-2673

FORM, INFORMATION AND MATERIALS:

SEE ATTACHED

SUBMISSION DEADLINES:

SEE ATTACHED

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHED

=====

RECIPIENT NAME:

UNCP AT PEMBROKE

ADDRESS:

PO BOX 1510

PEMBROKE, NC 28372-1510

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MARY EDWARDS/MARY ELLIOTT SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

WILD VIRGINIA

ADDRESS:

PO BOX 1065

CHARLOTTESVILLE, VA 22902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

VEGAN OUTREACH

ADDRESS:

PO BOX 30865

TUCSON, AZ 85751-0865

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SMILE TRAIN
ADDRESS:
P. O. BOX 96231
WASHINGTON, DC 20090
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
FATHER FLANAGAN'S BOYS TOWN
ADDRESS:
200 FLANAGAN BLVD., PO BOX 8000
BOYS TOWN, NE 68010
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
CHANDLER'S GROVE UNITED
METHODIST CHURCH
ADDRESS:
2510 BADIN LAKE ROAD
NEW LONDON, NC 28127
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOOD PANTRY
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

JILLS HOUSE INC

ADDRESS:

8925 LEESBURG PIKE

VIENNA, VA 22182

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,200.

RECIPIENT NAME:

VIRGINIA ORGANIZING PROJECT

VAFW

ADDRESS:

14031 INDEPENDENCE RD.

ASHLAND, VA 23005

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

THE 500-YEAR FOREST

FOUNDATION

ADDRESS:

65 FOREST AT DUKE DRIVE

DURHAM, NC 27705

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

FOUNDATION

AMOUNT OF GRANT PAID 3,500.

=====

RECIPIENT NAME:

CENTRAL VA LAND CONSERVANCY

ADDRESS:

P. O. BOX 12105

LYNCHBURG, VA 24506

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

THE SCLERODERMA FDN

ADDRESS:

300 ROSEWOOD DRIVE, STE 105

DANVERS, MA 01923

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

BADIN LAKE VOLUNTEER

FIRE DEPT

ADDRESS:

625 BLAINE ROAD

NEW LONDON, NC 28127

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

WAKE THE WORLD

ADDRESS:

339 LEGEND DR
ASHEBORO, NC 27205

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

RODEHEAVER BOYS RANCH

ADDRESS:

380 BOYS RANCH ROAD
PALATKA, FL 32177

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SPECIAL NEEDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

AFCEA EDUCATIONAL FDN

ADDRESS:

4400 FAIR LAKES COURT
FAIRFAX, VA 22033-3899

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
CHURCH OF THE RESURRECTION
ADDRESS:
2000 P ST. NW
WASHINGTON, DC 20036
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SPECIAL NEEDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
THE NATURE FOUNDATION
ADDRESS:
4245 NORTH FAIRFAX DR., STE. 100
ARLINGTON, VA 22203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACTIVITIES IN VIRGINIA
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
KIDSVILLE
ADDRESS:
739 THIMBLE SHOALS BLVD., #704
NEWPORT NEWS, VA 23606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
PROMISE PLACES
ADDRESS:
PO BOX 2400 #159
VIRGINIA BEACH, VA 23450-2400
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
BUILDING FUND
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
FOR KIDS
ADDRESS:
PO BOX 6044
NORFOLK, VA 23508
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
ST. MATTHEWS ANGLICAN CHURCH
ADDRESS:
215 MAIN ST., PO BOX 11315
NEWPORT NEWS, VA 23601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TRIBUTE FUND
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,700.

=====

RECIPIENT NAME:

FIRST BAPTIST CHURCH

ADDRESS:

12716 WARWICK BLVD.

NEWPORT NEWS, VA 23606

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ROMANIA PROJECT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

UNCP FOUNDATION

ADDRESS:

PO BOX 1510

PEMBROKE, NC 28372

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

LADIES OF CHANDLER'S GROVE UMC

ADDRESS:

2510 BADIN LAKE RD.

NEW LONDON, NC 28127

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
ALPHA PREGNANCY SUPPORT
ADDRESS:
PO BOX 1385/198 EAST 2ND AVE.
LEXINGTON, NC 27293
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
THE TUSCARORA TRIBE OF NC
ADDRESS:
3865 NC HIGHWAY 710
PEMBROKE, NC 28372
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SPROUT THERAPEUTIC RIDING
& EDUCATION CENTER
ADDRESS:
40685 JOHN MOSBY HWY
ALDIE, VA 20120
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

BOY SCOUTS OF AMERICA

ADDRESS:

525 FOOTHILL BLVD

SALT LAKE CITY, UT 84113

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

POPULATION ACTION INTERNATIONAL

ADDRESS:

1300 19TH ST., NW, STE. 200

WASHINGTON, DC 20036-1624

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

CHURCH OF THE RESURRECTION

ADDRESS:

1825 COLLEGE AVE., STE. 160

WHEATON, IL 60187

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHICAGO PLANT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SPECIAL OPERATIONS WARRIOR
FOUNDATION
ADDRESS:
4409 EL PRADO RD.
TAMPA, FL 33629
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
WEST HAMPTON BAPTIST
CHURCH
ADDRESS:
621 ABERDEEN RD
HAMPTON, VA 23661
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
YOUTH MINISTRY
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
ADVOCATS
ADDRESS:
600 FRIENDSHIP WAY, APT. 104
CULPEPPER, VA 22701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUND/MEDICAL CARE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
ORPHAN HELPERS
ADDRESS:
813 FORREST DR., STE A
NEWPORT NEWS, VA 23606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
BADIN AREA RESCUE
KENNELS (BARK)
ADDRESS:
2496 BLAINE ROAD
NEW LONDON, NC 28127-7677
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
FRIENDS OF THE BLUE RIDGE
PARKWAY
ADDRESS:
P.O. BOX 20986
ROANOKE, VA 24018
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SAVE THE PARKWAY VIEWS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

THE MORNINGSTAR FOUNDATION

26-1557579

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

=====

RECIPIENT NAME:

SLAB MINISTRY

ADDRESS:

P.O. BOX 2323

BORREGO SPRINGS, CA 92004

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHILDREN'S EDUCATION

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

TOTAL GRANTS PAID:

167,400.

=====

**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 MORNINGSTAR FOUNDATION

Employer identification number

26-1557579

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 -4,296.
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 -4,296.

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					364.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 108,028.
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					12 108,392.

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		-4,296.
14 Net long-term gain or (loss):			
a Total for year	14a		108,392.
b Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		104,096.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2011

Department of the Treasury
Internal Revenue Service

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

2011

Name of estate or trust

Employer identification number

THE MORNINGSTAR FOUNDATION

26-1557579

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

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-4,296.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

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 MORNINGSTAR FOUNDATION

26-1557579

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 175. TIDEWATER INC	03/04/2008	07/13/2011	9,729.00	9,794.00	-65.00
215. ADOBE SYS INC	04/25/2008	02/06/2012	6,925.00	7,862.00	-937.00
135. ADOBE SYS INC	04/17/2009	02/06/2012	4,348.00	3,279.00	1,069.00
1250. ADVANCED MICRO DEVIC	12/23/2010	02/06/2012	8,631.00	10,041.00	-1,410.00
250. AKAMAI TECHNOLOGIES I	08/06/2010	02/06/2012	8,389.00	9,963.00	-1,574.00
75. ALLIANT TECHSYSTEMS IN	04/22/2008	02/06/2012	4,377.00	7,929.00	-3,552.00
200. ALPHA NATURAL RESOURC	12/23/2010	02/06/2012	4,657.00	11,131.00	-6,474.00
225. AON CORP	03/27/2008	02/06/2012	10,804.00	8,973.00	1,831.00
125. APACHE CORP	04/17/2009	02/06/2012	12,638.00	8,591.00	4,047.00
250. AVON PRODS INC	03/04/2008	02/06/2012	4,625.00	9,532.00	-4,907.00
150. AVON PRODS INC	01/26/2009	02/06/2012	2,775.00	3,031.00	-256.00
20. CME GROUP INC COM	03/04/2008	02/06/2012	5,456.00	10,054.00	-4,598.00
300. CISCO SYS INC	07/18/2008	02/06/2012	5,986.00	6,488.00	-502.00
200. CISCO SYS INC	07/07/2009	02/06/2012	3,991.00	3,655.00	336.00
125. COLGATE PALMOLIVE CO	03/04/2008	02/06/2012	11,414.00	9,586.00	1,828.00
400. COMCAST CORP NEW CL A	10/17/2008	02/06/2012	10,806.00	6,147.00	4,659.00
600. CORNING INC	05/05/2009	02/06/2012	8,103.00	9,087.00	-984.00
120. COVANCE INC	03/04/2008	02/06/2012	5,484.00	10,136.00	-4,652.00
100. DUN & BRADSTREET CORP	05/01/2009	02/06/2012	8,427.00	8,013.00	414.00
80. ENTERGY CORP NEW COM	10/17/2008	02/06/2012	5,490.00	6,190.00	-700.00
300. EXPRESS SCRIPTS INC C	03/04/2008	02/06/2012	15,587.00	9,227.00	6,360.00
100. EXXON MOBIL CORPORATI	04/03/2008	02/06/2012	8,493.00	8,868.00	-375.00
50. EXXON MOBIL CORPORATIO	09/03/2008	02/06/2012	4,247.00	3,879.00	368.00
66. FRONTIER COMMUNICATION	01/13/2009	02/06/2012	285.00	485.00	-200.00
50. GOLDMAN SACHS GROUP IN	09/03/2008	02/06/2012	5,866.00	8,208.00	-2,342.00

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

Schedule D-1 (Form 1041) 2011

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Employer identification number

THE MORNINGSTAR FOUNDATION

26-1557579

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 25. GOLDMAN SACHS GROUP IN	05/01/2009	02/06/2012	2,933.00	3,183.00	-250.00
75. INTERNATIONAL BUSINESS	04/03/2008	02/06/2012	14,492.00	8,716.00	5,776.00
250. ISHR MSCI EAFE INDEX	04/25/2008	02/06/2012	13,391.00	18,897.00	-5,506.00
100. ISHR MSCI EAFE INDEX	04/22/2008	02/06/2012	5,356.00	7,507.00	-2,151.00
150. ISHR MSCI EAFE INDEX	04/03/2008	02/06/2012	8,035.00	11,203.00	-3,168.00
250. ISHR MSCI EAFE INDEX	03/27/2008	02/06/2012	13,391.00	18,034.00	-4,643.00
250. ISHR MSCI EAFE INDEX	07/18/2008	02/06/2012	13,391.00	16,748.00	-3,357.00
475. ISHR MSCI EAFE INDEX	07/29/2008	02/06/2012	25,443.00	31,380.00	-5,937.00
300. KROGER CO	09/03/2008	02/06/2012	7,204.00	8,405.00	-1,201.00
200. LIFE TECHNOLOGIES COR	08/27/2009	02/06/2012	9,834.00	9,005.00	829.00
65. LOCKHEED MARTIN CORPOR	10/17/2008	02/06/2012	5,535.00	5,980.00	-445.00
35. LOCKHEED MARTIN CORPOR	05/01/2009	02/06/2012	2,980.00	2,844.00	136.00
100. MONSANTO CO NEW COM	07/07/2009	02/06/2012	7,957.00	7,253.00	704.00
300. NOKIA CORP SPONSORED	03/04/2008	02/06/2012	1,498.00	10,250.00	-8,752.00
125. PEPSICO INC	03/27/2008	02/06/2012	8,300.00	8,876.00	-576.00
165. POTASH CORP SASK INC	03/27/2008	02/06/2012	7,689.00	8,880.00	-1,191.00
135. POTASH CORP SASK INC	04/17/2009	02/06/2012	6,291.00	3,938.00	2,353.00
100. PRAXAIR INC	04/03/2008	02/06/2012	10,798.00	8,821.00	1,977.00
100. PRAXAIR INC	07/07/2009	02/06/2012	10,798.00	6,762.00	4,036.00
125. PRICE T ROWE GROUP IN	09/03/2008	02/06/2012	7,397.00	7,421.00	-24.00
275. QEP RES INC COM	08/06/2010	02/06/2012	8,132.00	9,283.00	-1,151.00
175. RIO TINTO PLC SPONSOR	08/06/2010	02/06/2012	10,914.00	9,617.00	1,297.00
250. SOUTHWESTERN ENERGY C	05/01/2009	02/06/2012	7,774.00	9,756.00	-1,982.00
450. STAPLES INC	07/07/2009	02/06/2012	6,667.00	8,512.00	-1,845.00
125. STATE STREET CORP	03/04/2008	02/06/2012	5,225.00	9,751.00	-4,526.00

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

Schedule D-1 (Form 1041) 2011

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Employer identification number

THE MORNINGSTAR FOUNDATION

26-1557579

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 75. STATE STREET CORP	01/13/2009	02/06/2012	3,135.00	2,898.00	237.00
200. STATE STREET CORP	01/26/2009	02/06/2012	8,360.00	4,064.00	4,296.00
175. UNITED PARCEL SERVICE	05/05/2009	02/06/2012	13,442.00	9,614.00	3,828.00
150. UNITED TECHNOLOGIES C	03/04/2008	02/06/2012	12,052.00	10,312.00	1,740.00
350. VALERO ENERGY CORP -	10/17/2008	02/06/2012	8,647.00	6,516.00	2,131.00
300. YUM BRANDS INC COM	03/04/2008	02/06/2012	19,047.00	10,484.00	8,563.00
175. MEDCO HEALTH SOLUTION	12/23/2010	04/02/2012	13,047.00	10,774.00	2,273.00
285. AT&T INC	03/04/2008	04/04/2012	8,945.00	9,897.00	-952.00
215. AT&T INC	08/27/2009	04/04/2012	6,748.00	5,656.00	1,092.00
175. AMGEN INC COM	05/01/2009	04/04/2012	11,859.00	8,479.00	3,380.00
175. CELGENE CORP	03/30/2011	04/04/2012	13,994.00	9,934.00	4,060.00
125. CHEVRONTXACO CORP CO	12/16/2009	04/04/2012	13,270.00	9,728.00	3,542.00
250. COACH INC COM	04/22/2008	04/04/2012	18,801.00	7,879.00	10,922.00
13. COCA COLA CO	04/03/2008	04/04/2012	952.00	787.00	165.00
150. COSTCO WHOLESALE CORP	03/30/2011	04/04/2012	13,516.00	10,927.00	2,589.00
110. DEERE & CO	03/27/2008	04/04/2012	8,904.00	8,793.00	111.00
100. DEERE & CO	07/29/2008	04/04/2012	8,094.00	7,174.00	920.00
300. WALT DISNEY (HOLDING	03/04/2008	04/04/2012	12,871.00	9,506.00	3,365.00
400. DISCOVER FINL SVCS CO	03/30/2011	04/04/2012	13,170.00	9,943.00	3,227.00
750. E M C CORP MASS	07/29/2008	04/04/2012	22,218.00	10,596.00	11,622.00
100. EXELON CORP COM	04/03/2008	04/04/2012	3,867.00	8,325.00	-4,458.00
100. EXELON CORP COM	05/01/2009	04/04/2012	3,867.00	4,634.00	-767.00
141. EXPRESS SCRIPTS HLDG	12/23/2010	04/04/2012	8,045.00	7,965.00	80.00
700. GENERAL ELEC CO	04/17/2009	04/04/2012	13,737.00	8,692.00	5,045.00
200. GILEAD SCIENCES INC	04/17/2009	04/04/2012	9,573.00	8,921.00	652.00

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THE MORNINGSTAR FOUNDATION

26-1557579

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 20. GOOGLE INC CL A	03/30/2011	04/04/2012	12,742.00	11,700.00	1,042.00
100. HESS CORP COM	03/27/2008	04/04/2012	5,808.00	9,068.00	-3,260.00
50. HESS CORP COM	04/17/2009	04/04/2012	2,904.00	2,794.00	110.00
200. J P MORGAN CHASE & CO	04/03/2008	04/04/2012	8,939.00	9,253.00	-314.00
100. J P MORGAN CHASE & CO	01/13/2009	04/04/2012	4,469.00	2,553.00	1,916.00
12. JOHNSON & JOHNSON	01/26/2009	04/04/2012	787.00	679.00	108.00
125. KIMBERLY CLARK CORP	04/22/2008	04/04/2012	9,300.00	8,035.00	1,265.00
75. KIMBERLY CLARK CORP	05/01/2009	04/04/2012	5,580.00	3,733.00	1,847.00
200. MERCK & CO INC NEW CO	04/25/2008	04/04/2012	7,715.00	8,122.00	-407.00
200. MERCK & CO INC NEW CO	05/01/2009	04/04/2012	7,715.00	4,849.00	2,866.00
200. MICROSOFT CORP	08/27/2009	04/04/2012	6,322.00	4,878.00	1,444.00
39. MICROSOFT CORP	07/07/2009	04/04/2012	1,233.00	880.00	353.00
150. NEXTERA ENERGY INC CO	03/04/2008	04/04/2012	9,266.00	9,303.00	-37.00
120. NIKE INC CL B	04/25/2008	04/04/2012	13,104.00	8,144.00	4,960.00
80. NIKE INC CL B	09/03/2008	04/04/2012	8,736.00	4,880.00	3,856.00
28. PNC BK CORP	12/23/2010	04/04/2012	1,794.00	1,683.00	111.00
100. PRECISION CASTPARTS	07/29/2008	04/04/2012	17,100.00	9,499.00	7,601.00
33. PROCTER & GAMBLE CO	12/23/2010	04/04/2012	2,204.00	2,150.00	54.00
145. TEXAS INSTRS INC	05/05/2009	04/04/2012	4,673.00	2,608.00	2,065.00
150. THERMO ELECTRON CORP	01/13/2009	04/04/2012	8,360.00	5,229.00	3,131.00
450. US BANCORP DEL COM NE	05/05/2009	04/04/2012	14,118.00	8,971.00	5,147.00
275. VERIZON COMMUNICATION	01/13/2009	04/04/2012	10,553.00	8,022.00	2,531.00
230. WASTE MANAGEMENT INC	04/25/2008	04/04/2012	7,987.00	8,128.00	-141.00
70. WASTE MANAGEMENT INC	04/17/2009	04/04/2012	2,431.00	1,893.00	538.00
311. MICROSOFT CORP	07/07/2009	04/23/2012	9,985.00	7,015.00	2,970.00

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Schedule D-1 (Form 1041) 2011

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THE MORNINGSTAR FOUNDATION

26-1557579

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 .75 EXPRESS SCRIPTS HLDG C	12/23/2010	05/11/2012	41.00	42.00	-1.00
500. ISHARES LEHMAN TREASU PROTECTED SECURITIES FUND	12/23/2010	06/14/2012	59,941.00	53,632.00	6,309.00
250. ISHARES LEHMAN TREASU PROTECTED SECURITIES FUND	07/18/2008	06/14/2012	29,971.00	26,574.00	3,397.00
150. ISHARES LEHMAN TREASU PROTECTED SECURITIES FUND	09/03/2008	06/14/2012	17,982.00	15,691.00	2,291.00
250. ISHARES LEHMAN TREASU PROTECTED SECURITIES FUND	08/27/2009	06/14/2012	29,971.00	25,473.00	4,498.00
250. ISHARES LEHMAN TREASU PROTECTED SECURITIES FUND	01/13/2009	06/14/2012	29,971.00	24,914.00	5,057.00
100. ISHARES LEHMAN TREASU PROTECTED SECURITIES FUND	10/17/2008	06/14/2012	11,988.00	9,448.00	2,540.00
50. ISHARES BARCLAYS 7-10 FUND	04/03/2008	06/14/2012	5,394.00	4,512.00	882.00
350. ISHARES BARCLAYS 7-10 FUND	03/04/2008	06/14/2012	37,755.00	31,510.00	6,245.00
200. ISHARES BARCLAYS 7-10 FUND	09/03/2008	06/14/2012	21,575.00	17,969.00	3,606.00
150. ISHARES BARCLAYS 7-10 FUND	04/18/2008	06/14/2012	16,181.00	13,327.00	2,854.00
185. ISHARES BARCLAYS 1-3 FUND	01/26/2009	06/14/2012	15,605.00	15,615.00	-10.00
225. AMPHENOL CORP NEW CL	12/16/2009	06/15/2012	12,329.00	9,793.00	2,536.00
325. AUTODESK INC (DEL)	03/04/2008	06/15/2012	10,386.00	9,674.00	712.00
125. AUTODESK INC (DEL)	04/17/2009	06/15/2012	3,994.00	2,293.00	1,701.00
150. DOVER CORP	03/30/2011	06/15/2012	8,285.00	9,736.00	-1,451.00
550. FAIRCHILD SEMICONDUCT	03/30/2011	06/15/2012	7,224.00	10,068.00	-2,844.00
100. FLOWERVE CORP	08/06/2010	06/15/2012	10,658.00	10,238.00	420.00
100. INTERCONTINENTAL EXCH	12/23/2010	06/15/2012	13,337.00	12,001.00	1,336.00
110. LABORATORY CORP AMER	04/22/2008	06/15/2012	9,606.00	8,247.00	1,359.00
250. NORDSTROM INC	12/23/2010	06/15/2012	12,079.00	10,676.00	1,403.00
300. OCEANEERING INTL INC	12/23/2010	06/15/2012	13,342.00	11,240.00	2,102.00
400. PACKAGING CORP AMER C	12/23/2010	06/15/2012	11,130.00	10,391.00	739.00
350. PRINCIPAL FINL GROUP	08/27/2009	06/15/2012	8,909.00	9,658.00	-749.00
150. NOBLE CORP COM	04/22/2008	06/15/2012	4,730.00	8,721.00	-3,991.00

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

Schedule D-1 (Form 1041) 2011

THE MORNINGSTAR FOUNDATION
26-1557579
Balance Sheet
6/29/2012



Cusip	Asset	Units	Basis	Market Value
002824100	ABBOTT LABS	249.000	15,382.66	16,053.03
002824AX8	ABBOTT LABS	50000.000	50,877.50	52,677.00
009158106	AIR PRODS & CHEMS INC	181.000	15,676.54	14,612.13
037833100	APPLE INC	89.000	25,166.84	51,976.00
03875R205	ARBITRAGE FUND	8846.471	116,106.96	115,888.77
053015103	AUTOMATIC DATA PROCESSING INC	300.000	16,652.46	16,698.00
06406HBS7	BANK NEW YORK INC	50000.000	49,737.00	51,797.50
071813109	BAXTER INTL INC	297.000	16,658.27	15,785.55
075887109	BECTON DICKINSON & CO	178.000	13,570.18	13,305.50
084670AU2	BERKSHIRE HATHAWAY INC DEL	50000.000	51,071.50	50,510.50
09247X101	BLACKROCK INC	74.000	14,299.56	12,566.68
097023BB0	BOEING CO	50000.000	50,834.50	50,252.00
171232101	CHUBB CORP	296.000	20,900.01	21,554.72
17275R102	CISCO SYS INC	1090.000	20,986.31	18,715.30
191216100	COCA COLA CO	233.000	15,582.15	18,218.27
19765N468	COLUMBIA INTERMEDIATE BOND FUND	16343.050	131,641.06	153,788.10
219350105	CORNING INC	799.000	10,802.43	10,331.07
229899109	CULLEN / FROST BANKERS INC	212.000	12,121.50	12,187.88
244199105	DEERE & CO	150.000	11,748.43	12,130.50
25271C102	DIAMOND OFFSHORE DRILLING INC	192.000	12,210.01	11,352.96
291011104	EMERSON ELEC CO	284.000	14,070.40	13,228.72
30231G102	EXXON MOBIL CORP	388.000	32,829.36	33,201.16
31398A2S0	FEDERAL NATL MTG ASSN	50000.000	49,837.60	50,416.50
35671D857	FREEPORT-MCMORAN COPPER &	349.000	12,700.31	11,890.43
369550108	GENERAL DYNAMICS CORP	245.000	17,012.59	16,160.20
438516106	HONEYWELL INTL INC	282.000	16,501.95	15,746.88
448108100	HUSSMAN INVT STRATEGIC GROWTH	9826.548	116,880.80	112,907.04
459200101	INTERNATIONAL BUSINESS MACHS	99.000	20,092.07	19,362.42
464287200	ISHARES TR S&P 500 INDEX FUND	5150.000	688,337.71	704,262.50
464287234	ISHARES MSCI EMERGING MKTS	2100.000	72,674.25	82,183.50
464287242	ISHARES IBOXX INV GR CORP	3250.000	320,938.87	382,167.50
464287457	ISHARES	1815.000	151,740.03	153,131.55
464287465	ISHARES MSCI EAFE INDEX	1775.000	103,961.17	88,679.00
464287507	ISHARES S&P MIDCAP 400 INDEX	1000.000	67,317.64	94,170.00

THE MORNINGSTAR FOUNDATION

26-1557579

Balance Sheet

6/29/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
464287804	ISHARES S&P SMALLCAP 600 INDEX	1400.000	67,404.74	102,578.00
464288216	ISHARES S&P EMERGING MKTS INFRA	3470.000	121,932.16	110,207.20
46428Q109	ISHARES SILVER	350.000	12,806.01	9,327.50
478160104	JOHNSON & JOHNSON	235.000	13,997.15	15,876.60
50075N104	KRAFT FOODS INC	463.000	17,845.54	17,881.06
641069406	NESTLE S A	309.000	18,673.48	18,461.51
66987V109	NOVARTIS A G	332.000	18,221.46	18,558.80
674599105	OCCIDENTAL PETE CORP DEL	287 000	20,848.06	24,615.99
693475105	PNC FINL SVCS GROUP INC	250.000	14,925.10	15,277.50
713448108	PEPSICO INC	273.000	18,434.83	19,290.18
714199106	PERMANENT PORTFOLIO	2476.421	119,831.08	116,614.66
718172109	PHILIP MORRIS INTL INC	252.000	22,316.71	21,989.52
722005667	PIMCO COMMODITY REALRETURN	10494.321	99,409.95	67,373.54
73935X567	POWERSHARES FTSE RAFI U S 1500	400.000	26,772.00	25,804.00
73935X575	POWERSHARES WATER RESOURCES	500.000	10,523.75	9,065.00
742718109	PROCTER & GAMBLE CO	242.000	15,436.35	14,822.50
747525103	QUALCOMM INC	180.000	10,742.55	10,022.40
78463V107	SPDR GOLD TR	400.000	54,672.98	62,076.00
806857108	SCHLUMBERGER LTD	272.000	18,476.35	17,655.52
832696405	SMUCKER J M CO	214.000	16,916.60	16,161.28
854502101	STANLEY BLACK & DECKER INC	268.000	19,101.82	17,248.48
872540109	TJX COS INC NEW	430.000	17,611.78	18,459.90
87612E106	TARGET CORP	270.000	15,689.98	15,711.30
882508104	TEXAS INSTRS INC	604.000	13,405.33	17,328.76
885215566	THORNBURG INTL VALUE FUND	3968.051	118,256.70	100,034.57
88579Y101	3M CO	185.000	16,259.02	16,576.00
911312106	UNITED PARCEL SVC INC	213.000	16,903.03	16,775.88
912828QH6	UNITED STATES TREAS NT	50000.000	50,013.84	50,748.00
922042858	VANGUARD MSCI EMERGING MKTS	2525.000	113,756.04	100,823.25
922908595	VANGUARD SMALL-CAP GROWTH	350.000	28,847.75	29,319.50
949746101	WELLS FARGO & CO	734.000	24,586.90	24,544.96
962166104	WEYERHAEUSER CO	735.000	15,772.79	16,434.60
988498101	YUM BRANDS INC	247.000	16,984.28	15,911.74
G1151C101	ACCENTURE PLC	266.000	16,612.29	15,983.94

THE MORNINGSTAR FOUNDATION
26-1557579
Balance Sheet
6/29/2012



Cusip	Asset	Units	Basis	Market Value
H84989104	TE CONNECTIVITY LTD	525.000	18,204.84	16,752.75
	Cash/Cash Equivalent	256752.230	256,752.23	256,752.23
		Totals:	3,835,866.09	3,940,973.48