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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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 AUG 1, 2011, and ending JUL 31, 2012

Name of foundation LORINE J. AND ALAN D. BOOTH FOUNDATION		A Employer identification number 22-3864179
Number and street (or P.O. box number if mail is not delivered to street address) 2291 EAST PLACITA SIN MUERTE		B Telephone number (520) 531-8022
City or town, state, and ZIP code TUCSON, AZ 85718		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 281,425.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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		2,900.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		7,088.	7,088.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,121.			
b Gross sales price for all assets on line 6a 208,234.					
7 Capital gain net income (from Part IV, line 2)			6,121.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		16,109.	13,209.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		2,900.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		821.	821.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		2,928.	2,828.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		6,649.	3,649.		0.
25 Contributions, gifts, grants paid		57,000.			57,000.
26 Total expenses and disbursements. Add lines 24 and 25		63,649.	3,649.		57,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-47,540.			
b Net investment income (if negative, enter -0-)			9,560.		
c Adjusted net income (if negative, enter -0-)				N/A	

123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

A

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing		78.	78.	
	2 Savings and temporary cash investments	27,756.	11,849.	11,849.	
	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				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 5	0.	32,106.	31,693.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 6	406,766.	342,949.	237,805.	
	14 Land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	434,522.	386,982.	281,425.	
	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				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>	27 Capital stock, trust principal, or current funds	0.	0.	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	434,522.	386,982.	
		30 Total net assets or fund balances	434,522.	386,982.	
	31 Total liabilities and net assets/fund balances	434,522.	386,982.		

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	434,522.
2 Enter amount from Part I, line 27a	2	-47,540.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	386,982.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	386,982.

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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 208,234.		202,113.	6,121.

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			
b			
c			
d			
e			6,121.

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	6,121.
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). If (loss), enter -0- in Part I, line 8 }	3	N/A

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 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	33,333.	346,260.	.096266
2009	33,333.	342,812.	.097234
2008	0.	342,910.	.000000
2007	210,773.	620,969.	.339426
2006	73,568.	725,698.	.101376

2 Total of line 1, column (d)	2	.634302
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	.126860
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	309,474.
5 Multiply line 4 by line 3	5	39,260.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	96.
7 Add lines 5 and 6	7	39,356.
8 Enter qualifying distributions from Part XII, line 4	8	57,000.

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

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. 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		1	96.
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	0.
3 Add lines 1 and 2		3	96.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	96.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		96.
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 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
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) <input type="checkbox"/> OH		
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

N/A

SEE STATEMENT 7

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 **▶ N/A**

14 The books are in care of **▶ ALAN D. BOOTH** Telephone no. **▶ 520-531-8022**
 Located at **▶ 2291 E PLACITA SIN MUERTE, TUCSON, AZ** ZIP+4 **▶ 85718**

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** **N/A**

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **Yes** ☐ **No** ☒
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country **▶**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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)?	N/A	
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?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____ , _____ , _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

Form 990-PF (2011)

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)?

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

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

7b

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

N/A

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.

(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
ALAN D BOOTH	TRUSTEE			
2291 EAST PLACITA SIN MUERTE		0.00	0.	0.
TUCSON, AZ 85718				
KATHLEEN C BOOTH	TRUSTEE			
910 OAK MEADOW DRIVE		0.00	0.	0.
DRIPPING SPRINGS, TX 78620				
STACEY R BOOTH	TRUSTEE			
2895 AMES ST		0.00	0.	0.
WHEAT RIDGE, CO 80214				

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

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

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

0

Form 990-PF (2011)

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	275,776.
b	Average of monthly cash balances	1b	18,858.
c	Fair market value of all other assets	1c	19,553.
d	Total (add lines 1a, b, and c)	1d	314,187.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	314,187.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,713.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	309,474.
6	Minimum investment return. Enter 5% of line 5	6	15,474.

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	15,474.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	96.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	96.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,378.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	15,378.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	15,378.

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	57,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	57,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	96.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	56,904.

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.

Form 990-PF (2011)

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				15,378.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years*		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	38,258.			
b From 2007	180,179.			
c From 2008				
d From 2009	16,384.			
e From 2010	16,836.			
f Total of lines 3a through e	251,657.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$	57,000.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				15,378.
e Remaining amount distributed out of corpus	41,622.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	293,279.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	38,258.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	255,021.			
10 Analysis of line 9:				
a Excess from 2007	180,179.			
b Excess from 2008				
c Excess from 2009	16,384.			
d Excess from 2010	16,836.			
e Excess from 2011	41,622.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JOELLE DUFFORT 12521 N LANTERN WAY ORO VALLEY, AZ 85755-8954	NONE	N/A	PRIZE/AWARD	30,000.
HANAH ORTH 3952 CAMINO ENSENADA DEL PANTANO TUCSON, AZ 85730-5090	NONE	N/A	PRIZE/AWARD	27,000.
Total			3a	57,000.
b Approved for future payment				
NONE				
Total			3b	0.

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. | | |

[illegible]

- 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
N/A		

**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.

Signature of officer or trustee

Date _____

► TRUSTEE
Title

May the IRS discuss this return with the preparer

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

PAMELA Z STENGER

Firm's name ▶ FLUSCHE, VAN BEVEREN, KILGORE PC

Firm's EIN ▶ 74-2444319

Firm's address ► 800 N SHORELINE BLVD, SUITE 450N
CORPUS CHRISTI, TX 78401

Phone no. 361.880.5600

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 DREYFUS ADV FUNDS INC MIDCAP OPPORTUNISTIC MID CA		P	03/08/11	10/06/11
b MORGAN STANLEY INSTITUTIONAL FUND INC GLOBAL REAL		P	12/15/10	10/31/11
c SEE ATTACHED - LPL REALIZED GAIN/LOSS SCHEDULE -		P	09/08/10	01/16/12
d SEE ATTACHED - LPL REALIZED GAIN/LOSS SCHEDULE -		P	08/01/11	01/31/12
e SEE ATTACHED - MORGAN STANLEY REALIZED GAIN/LOSS		P	09/08/10	01/23/12
f SEE ATTACHED - MORGAN STANLEY REALIZED GAIN/LOSS		P	03/08/11	01/23/12
g SEE ATTACHED - MORGAN STANLEY REALIZED GAIN/LOSS		P	12/15/10	03/05/12
h SEE ATTACHED - MORGAN STANLEY REALIZED GAIN/LOSS		P	03/08/11	03/05/12
i SEE ATTACHED - MORGAN STANLEY REALIZED GAIN/LOSS		P	03/08/11	06/12/12
j SEE ATTACHED - MORGAN STANLEY REALIZED GAIN/LOSS		P	01/25/12	06/12/12
k UNIT FT CAPITAL STRENGTH 8 - 1		P	01/25/12	07/06/12
l				
m				
n				
o				

(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 12,294.		15,700.	-3,406.
b 14,732.		15,215.	-483.
c 3.		3.	0.
d 39,337.		38,468.	869.
e 41,127.		34,191.	6,936.
f 54,094.		52,464.	1,630.
g 2,045.		2,103.	-58.
h 17,714.		16,906.	808.
i 11,075.		10,797.	278.
j 15,800.		16,254.	-454.
k 13.		12.	1.
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-3,406.
b			-483.
c			0.
d			869.
e			6,936.
f			1,630.
g			-58.
h			808.
i			278.
j			-454.
k			1.
l			
m			
n			
o			

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	6,121.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
LINSICO PRIVATE LEDGER	5,621.	0.	5,621.
MORGAN STANLEY	1,467.	0.	1,467.
TOTAL TO FM 990-PF, PART I, LN 4	7,088.	0.	7,088.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,900.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,900.	0.		0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2010 FEDERAL INCOME TAX - FORM 990PF	821.	821.		0.
TO FORM 990-PF, PG 1, LN 18	821.	821.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	2,828.	2,828.		0.
FILING FEES	100.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,928.	2,828.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS	32,106.	31,693.
TOTAL TO FORM 990-PF, PART II, LINE 10B	32,106.	31,693.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INSURANCE POLICY	COST	130,000.	19,553.
MUTUAL FUNDS	COST	212,949.	218,252.
TOTAL TO FORM 990-PF, PART II, LINE 13		342,949.	237,805.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	7
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EXPLANATION

ACCORDING TO THE ATTORNEY GENERAL OF OHIO, NON-PROFIT ORGANIZATIONS LOCATED IN OHIO THAT FILE THE FEDERAL TAX FORM 990-PF DO NOT HAVE TO SUBMIT A COPY OF THE FEDERAL TAX FORM 990-PF TO THE ATTORNEY GENERAL OF OHIO. IN LIEU OF A COPY OF THE FEDERAL FORM 990-PF, THE ATTORNEY GENERAL OF OHIO REQUIRES THAT AN ANNUAL REPORT BE FILED ONLINE WITH THE ATTORNEY GENERAL OF OHIO USING THEIR ONLINE SYSTEM.

Account Detail as of February 29, 2012

DIVIDEND AND INTEREST SUMMARY

Description	January 31, 2012	February 29, 2012	Year-to-Date
Insured Cash Account	\$0.02	—	\$0.02
Mutual Funds	104.37	37.35	141.72
Unit Investment Trusts	150.61	—	150.61
TOTAL DIVIDENDS AND INTEREST	\$255.00	\$37.35	\$292.35

CAPITAL GAINS AND OTHER DISTRIBUTION SUMMARY

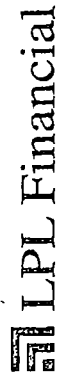
Description	January 31, 2012	February 29, 2012	Year-to-Date
Liquidation	\$17.48	—	\$17.48
TOTAL CAPITAL GAINS AND OTHER DISTRIBUTIONS	\$17.48	—	\$17.48

YEAR-TO-DATE LONG-TERM REALIZED GAIN/LOSS

Closing Date	Transaction Type	Description/Security ID	Date Acquired	Quantity	Acquisition Price	Cost Basis	Sale Price	Proceeds	Gain or Loss
01/06/12	Sell	FIRST TRUST UNIT 2475 CAP STRENGTH SER 8 MONTHLY FEE REIN	09/08/10	-0.25	\$10.15	\$2.55	\$12.08	\$3.02	\$0.47
TOTAL YEAR-TO-DATE LONG-TERM REALIZED GAIN/LOSS						\$2.55	\$3.02	\$0.47	

YEAR-TO-DATE SHORT-TERM REALIZED GAIN/LOSS

Closing Date	Transaction Type	Description/Security ID	Date Acquired	Quantity	Acquisition Price	Cost Basis	Sale Price	Proceeds	Gain or Loss
01/06/12	Sell	FIRST TRUST UNIT 3137 TARGET GLOBL DIV LEADERS 4Q11 MONTHLY FEE REIN	11/07/11	-0.372	\$11.05	\$4.02	\$10.81	\$4.02	—
01/17/12	Sell		01/06/12	-0.948	10.80	10.23	11.01	10.44	0.21
Total				-1.32		14.25	14.46	14.46	0.21
YEAR-TO-DATE SHORT-TERM REALIZED GAIN/LOSS continue on page 5									



Questions? Contact House Account
(800)558-7567

Account Detail / Investment Account Strategic Asset Management 6691-4173

Page 5 of 10
66914173



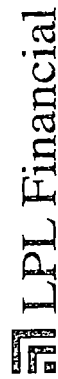
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Account Detail as of February 29, 2012

YEAR-TO-DATE SHORT-TERM REALIZED GAIN/LOSS (continued)

Closing Date	Transaction Type	Description/Security ID	Date Acquired	Quantity	Acquisition Price	Cost Basis	Sale Price	Proceeds	Gain or Loss
01/13/12	Sell	GOLDMAN SACHS TRUST SMALL CAP VALUE FUND CLASS IR GSQTX	03/08/11	-302 746	41 52	12,574 50	39.71	12,017 64	-556.86
01/13/12	Sell		12/08/11	-5,311	38 28	203.32	39.71	210 82	7.50
01/13/12	Sell		12/08/11	-1,519	38.28	58 16	39.71	60 30	2.14
Total				-309,576		12,835 98		12,288.76	-547.22
01/13/12	Sell	GOLDMAN SACHS TRUST CORE FIXED INCOME CLASS IR GDFX	03/08/11	-2,570 552	9 78	25,144 50	10.33	26,549.38	1,404 88
01/13/12	Sell		04/01/11	-2 918	9 79	28 57	10 33	30 13	1.56
01/13/12	Sell		05/02/11	-4 843	9 91	47 99	10 33	50 02	2 03
01/13/12	Sell		05/02/11	-0 502	9 79	4 91	10.33	5.18	0 27
01/13/12	Sell		06/01/11	-5,037	10 02	50 47	10 33	52 02	1.55
01/13/12	Sell		07/01/11	-5 306	9.95	52 79	10.33	54.80	2 01
01/13/12	Sell		08/01/11	-5 31	10 09	53.58	10.33	54 84	1.26
01/13/12	Sell		09/01/11	-4,704	10 20	47 98	10 33	48.58	0 60
01/13/12	Sell		10/03/11	-4,533	10 23	46 37	10.33	46.82	0 45
01/13/12	Sell		11/01/11	-4 851	10 22	49.58	10.33	50.11	0 53

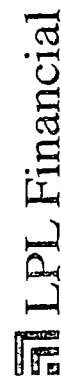
YEAR-TO-DATE SHORT-TERM REALIZED GAIN/LOSS continue on page 7



Account Detail as of February 29, 2012

YEAR-TO-DATE SHORT-TERM REALIZED GAIN/LOSS (continued)

Closing Date	Transaction Type	Description/Security ID	Date Acquired	Quantity	Acquisition Price	Cost Basis	Sale Price	Proceeds	Gain or Loss
01/13/12	Sell	GOLDMAN SACHS TRUST (continued)	12/01/11	-4 414	10 20	45 02	10 33	45 59	0 57
01/13/12	Sell		01/03/12	-4 459	10 29	45 88	10 33	46 07	0 19
Total				-2,617 429		25,617.64		27,033.54	1,415.90
TOTAL YEAR-TO-DATE SHORT-TERM REALIZED GAIN/LOSS						\$38,467.87		\$39,336.76	\$868.89
TOTAL YEAR-TO-DATE REALIZED GAIN/LOSS						\$38,470.42		\$39,339.78	\$869.36



Questions? Contact House Account
(800)558-7567

Account Detail / Investment Account Strategic Asset Management 6691-4173

Page 7 of 10
66914173



033289 LIDD0004 022077

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period January 1-31, 2012

Activity

Portfolio Management: Active Assets Account
400-025412-200 ALAN D BOOTH TTEE
LORINE & ALAN BOOTH FOUNDATION U/A

SECURITY ACTIVITY

SECURITY TRANSFERS (CONTINUED)

Date	Activity Type	Security (Symbol)	Comments	Quantity	Accrued Interest	Amount
1/13	Transfer into Account	UNIT FT GLB DIV LDR 4TH QRT 11	FROM LPL FINANCIAL CORPORATI	13 000		142 52
Total Security Transfers						\$247,564.01

CORPORATE ACTIONS

Date	Activity Type	Description	Comments	Quantity
1/31	Exchange Delivered Out	DREYFUS CORE EQUITY A		1,846 591
1/31	Exchange Received In	DREYFUS CORE EQUITY I		1,810 159

REALIZED GAIN/(LOSS) DETAIL

LONG-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
UNIT FT CAPITAL STRENGTH 8	09/08/10	01/23/12	1,478,750	\$18,287 26	\$15,040.16	\$3,247 10	A
	11/26/10	01/23/12	3 078	38.06	34 61	3.45	A
	12/27/10	01/23/12	2 557	31 62	29 20	2 42	A
WASATCH LONG SHORT FUND	09/08/10	01/23/12	1,700,925	22,758.36	19,076.72	3,681 64	A
	10/01/10	01/23/12	0 493	6 60	5.79	0 81	A
	12/29/10	01/23/12	0 364	4 87	4 59	0 28	A
Long-Term This Period				\$41,126.77	\$34,191.07	\$6,935.70	
Long-Term Year to Date				\$41,126.77	\$34,191.07	\$6,935.70	

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
DREYFUS CORE EQUITY I	03/08/11	01/23/12	1,837 719	32,693 00	31,424 99	1,268 01	A
	12/08/11	01/23/12	24 389	433.90	419.00	14 90	A
	01/25/11	01/23/12	1,956	24.19	23 01	1 18	A
UNIT FT CAPITAL STRENGTH 8	02/25/11	01/23/12	1 672	20.68	19 77	0 91	A
	03/25/11	01/23/12	2,210	27.33	25.60	1 73	A
	04/25/11	01/23/12	1 635	20 22	19 23	0 99	A

CONTINUED

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period January 1-31, 2012

Activity **Portfolio Management Active Assets Account** **ALAN D BOOTH TTEE**
400-025412-200 **LORINE & ALAN BOOTH FOUNDATION U/A**

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	05/26/11	01/23/12	1 827	22.59	22.08	0.51 A	
	06/27/11	01/23/12	3 289	40.67	38.54	2.13 A	
	08/25/11	01/23/12	3 650	45.14	38.78	6.36 A	
	09/26/11	01/23/12	2 962	36.63	32.87	3.76 A	
	10/25/11	01/23/12	1 492	18.45	17.14	1.31 A	
	11/25/11	01/23/12	1 910	23.62	21.83	1.79 A	
	12/27/11	01/23/12	3 012	37.26	35.57	1.69 A	
UNIT FT GLB DIV LDR 4TH QRT 11	11/07/11	01/23/12	1,809 628	20,348.00	20,037.35	310.65 A	
	11/07/11	01/23/12	0 372	4.18	4.10	0.08 A	
	11/25/11	01/23/12	6 288	70.70	65.34	5.36 A	
	12/29/11	01/23/12	6 712	75.47	72.28	3.19 A	
	01/06/12	01/23/12	13 000	146.18	140.38	5.80 A	
WASATCH LONG SHORT FUND	07/01/11	01/23/12	0 437	5.86	5.79	0.07 A	
Short-Term This Period				\$54,094.07	\$52,463.65	\$1,630.42	
Short-Term Year to Date				\$54,094.07	\$52,463.65	\$1,630.42	
Net Realized Gain/(Loss) This Period				\$95,220.84	\$86,654.72	\$8,566.12	
Net Realized Gain/(Loss) Year to Date				\$95,220.84	\$86,654.72	\$8,566.12	

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes. The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney Account. Another financial institution has provided Morgan Stanley Smith Barney the transaction detail for this position.

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period March 1-31, 2012

Activity Portfolio Management Active Assets Account ALAN D BOOTH TTEE
400-025412-200 LORINE & ALAN BOOTH FOUNDATION U/A

MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Credits/(Debits)	
3/9	Automatic Investment	BANK DEPOSIT PROGRAM	\$19,758.97	
3/12	Automatic Redemption	BANK DEPOSIT PROGRAM	(20,000.00)	
3/13	Automatic Investment	BANK DEPOSIT PROGRAM	62.30	
3/14	Automatic Redemption	BANK DEPOSIT PROGRAM	(25.00)	
3/21	Automatic Investment	BANK DEPOSIT PROGRAM	4.57	
3/26	Automatic Investment	BANK DEPOSIT PROGRAM	12.15	
3/27	Automatic Investment	BANK DEPOSIT PROGRAM	0.02	
3/29	Automatic Investment	BANK DEPOSIT PROGRAM	0.57	
NET ACTIVITY FOR PERIOD			\$ (186.42)	

REALIZED GAIN/(LOSS) DETAIL

LONG-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
DREYFUS HIGH YIELD I	12/15/10	03/05/12	97.040	\$627.85	\$638.84	\$(10.99)	A
JP MORGAN HIBRG DYN COMM STRT	12/15/10	03/05/12	55.683	1,013.98	1,023.20	(9.22)	A
MANAGERS AMG FQ GLOBAL ALT A	09/08/10	03/05/12	43.193	402.99	440.56	(37.57)	A
Long-Term This Period				\$2,044.82	\$2,102.60	\$(57.78)	
Long-Term Year to Date				\$43,171.59	\$36,293.67	\$6,877.92	

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
DIAMOND HILL FIN LONG-SHORT A	01/25/12	03/05/12	126.672	1,515.00	1,456.73	58.27	
DREYFUS CORE EQUITY I	01/25/12	03/05/12	118.040	2,193.18	2,119.32	73.86	
DREYFUS OPPORTUNSTC MIDCP VL I	10/06/11	03/05/12	32.550	939.73	947.85	(8.12)	A
DREYFUS STRATEGIC VAL I	06/23/11	03/05/12	63.158	1,821.49	1,837.27	(15.78)	A
FIRST TRUST DJ GL SEL DVD	01/25/12	03/05/12	58.000	1,373.99	1,311.96	62.03	
FIRST TRUST MEGA CAP ALPHADEX	01/25/12	03/05/12	64.000	1,244.77	1,196.80	47.97	
GOLDMAN SACHS CORE FIX INC I	01/31/12	03/05/12	169.033	1,759.63	1,759.63	0.00	
GOLDMAN SACHS SM CAP VAL I	01/31/12	03/05/12	18.004	794.50	779.03	15.47	
JP MORGAN LARGE CAP GRW A	03/08/11	03/05/12	200.093	4,816.25	4,321.48	494.77	A
PUTNAM CAPITAL SPECTRUM Y	03/08/11	03/05/12	49.688	1,255.61	1,175.92	79.69	A

CONTINUED

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period March 1-31, 2012

Portfolio Management Active Assets Account
400-025412-200 ALAN D BOOTH TTEE
LORINE & ALAN BOOTH FOUNDATION U/A

Activity

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
Short-Term This Period				\$17,714.15	\$16,905.99	\$808.16	
Short-Term Year to Date				\$71,808.22	\$69,369.64	\$2,438.58	
Net Realized Gain/(Loss) This Period				\$19,758.97	\$19,008.59	\$750.38	
Net Realized Gain/(Loss) Year to Date				\$114,979.81	\$105,663.31	\$9,316.50	

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes. The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney Account. Another financial institution has provided Morgan Stanley Smith Barney the transaction detail for this position.

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period June 1-30, 2012

Activity Portfolio Management Active Assets Account ALAN'D BOOTH-TTEE
400-025412-200 LORINE & ALAN BOOTH FOUNDATION U/A

MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY (CONTINUED)

Date	Activity Type	Description	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments	Credits/(Debits)
6/27	Automatic Investment	BANK DEPOSIT PROGRAM	142 116	\$893 91	\$935.59	\$(41 68)	A	1 20
6/28	Automatic Investment	BANK DEPOSIT PROGRAM	79 435	1,312 26	1,459 66	(147 40)	A	14 44
6/28	Automatic Investment	BANK DEPOSIT PROGRAM	282 112	6,587 32	6,092 88	494 44	A	0 47
6/29	Automatic Investment	BANK DEPOSIT PROGRAM	61 976	561 50	632 15	(70.65)	A	4 49
NET ACTIVITY FOR PERIOD								\$(103.73)

REALIZED GAIN/(LOSS) DETAIL

LONG-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
DREYFUS HIGH YIELD I	12/15/10	06/12/12	142 116	\$893 91	\$935.59	\$(41 68)	A
JP MORGAN HIBRG DYN COMM STRT	12/15/10	06/12/12	79 435	1,312 26	1,459 66	(147 40)	A
JP MORGAN LARGE CAP GRW A	03/08/11	06/12/12	282 112	6,587 32	6,092 88	494 44	A
MANAGERS AMG FQ GLOBAL ALT A	09/08/10	06/12/12	61 976	561 50	632 15	(70.65)	A
PUTNAM CAPITAL SPECTRUM Y	03/08/11	06/12/12	70 860	1,720 47	1,676 98	43 49	A
Long-Term This Period				\$11,075.46	\$10,797.26	\$278.20	
Long-Term Year to Date				\$54,247.05	\$47,090.93	\$7,156.12	

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
DIAMOND HILL FIN LONG-SHORT A	01/25/12	06/12/12	179 166	2,035 33	2,060 41	(25 08)	
DREYFUS CORE EQUITY I	01/25/12	06/12/12	167 970	2,993 22	3,015 77	(22 55)	
DREYFUS OPPORTUNSTC MIDCP VL I	10/06/11	06/12/12	45 755	1,250 94	1,332 38	(81 44)	A
DREYFUS STRATEGIC VAL I	06/23/11	06/12/12	89 056	2,417 87	2,590 64	(172 77)	A
FIRST TRUST DJ GL SEL DVD	01/25/12	06/12/12	83 000	1,809 35	1,877 46	(68 11)	
FIRST TRUST MEGA CAP ALPHADEX	01/25/12	06/12/12	92 000	1,642 16	1,720 40	(78 24)	
GOLDMAN SACHS CORE FIX INC I	01/31/12	06/12/12	244 855	2,573 43	2,548 94	24 49	
GOLDMAN SACHS SM CAP VAL I	01/31/12	06/12/12	25 616	1,077 91	1,108 40	(30.49)	
Short-Term This Period				\$15,800.21	\$16,254.40	\$(454.19)	
Short-Term Year to Date				\$87,608.43	\$85,624.04	\$1,984.39	

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