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INTERNAL REVENUE SERVICE

Form 990-PF

 Department of the Treasury
 Internal Revenue Service

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

Treated as a Private Foundation

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

OMB No 1545-0052

2011

07/31/2012

For calendar year 2011 or tax year beginning

08/01, 2011, and ending

Name of foundation

MARIA & OTTO KOEHLER FOUNDATION

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

BANK OF AMERICA, N.A. P.O. BOX 831041
A Employer identification number
74-2131195
B Telephone number (see instructions)
(800) 357-7094

City or town, state, and ZIP code

DALLAS, TX 75283-1041
C If exemption application is pending, check here ►
**D 1 Foreign organizations, check here ►
2 Foreign organizations meeting the 85% test, check here and attach computation ►**
E If private foundation status was terminated under section 507(b)(1)(A), check here ►
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►
G Check all that apply:

<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 6,994,318.
J Accounting method:

<input checked="" type="checkbox"/>	Cash	<input type="checkbox"/>	Accrual
<input type="checkbox"/>	Other (specify) _____	(Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
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		133,211.	133,211.		STMT 1
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		314,441.			
b Gross sales price for all assets on line 6a	4,246,792.				
7 Capital gain net income (from Part IV, line 2)			314,441.		
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		447,652.	447,652.		
13 Compensation of officers, directors, trustees, etc.		55,991.	33,594.		22,397.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 14		3,500.	NONE	NONE	3,500.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 15		21,862.	4,820.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		18.			18.
22 Printing and publications		223.			223.
23 Other expenses (attach schedule) STMT 16		40,354.	11,220.		29,134.
24 Total operating and administrative expenses.					
Add lines 13 through 23		121,948.	49,634.	NONE	55,272.
25 Contributions, gifts, grants paid		294,500.			294,500.
26 Total expenses and disbursements. Add lines 24 and 25		416,448.	49,634.	NONE	349,772.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements . . .		31,204.			
b Net investment income (if negative, enter -0-) . . .			398,018.		
c Adjusted net income (if negative, enter -0-) . . .					

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	367,387.	354,477.	354,477.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	Less. allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule).	450,093.	247,785.	291,750.
	b Investments - corporate stock (attach schedule)	3,803,439.	4,046,070.	4,316,703.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	1,912,387.	1,927,986.	2,031,388.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,533,306.	6,576,318.	6,994,318.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <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	6,533,306.	6,576,318.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	6,533,306.	6,576,318.	
	31 Total liabilities and net assets/fund balances (see instructions)	6,533,306.	6,576,318.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,533,306.
2 Enter amount from Part I, line 27a	2	31,204.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 17	3	18,011.
4 Add lines 1, 2, and 3	4	6,582,521.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 18	5	6,203.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,576,318.

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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 4,241,011.		3,932,269.	308,742.		
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			308,742.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	314,441.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ }		3		

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	341,887.	7,500,531.	0.045582
2009	392,620.	6,751,178.	0.058156
2008	318,402.	6,158,918.	0.051698
2007	525,663.	8,689,850.	0.060492
2006	527,685.	8,927,487.	0.059108
2 Total of line 1, column (d)		2	0.275036
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	0.055007
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4	7,077,684.
5 Multiply line 4 by line 3		5	389,322.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	3,980.
7 Add lines 5 and 6		7	393,302.
8 Enter qualifying distributions from Part XII, line 4		8	349,772.

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)	1	7,960.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input 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-)	3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits/Payments a 2011 estimated tax payments and 2010 overpayment credited to 2011 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld	6a 9,629. 6b NONE 6c NONE 6d	2 3 7,960. 4 NONE 5 7,960.
7 Total credits and payments Add lines 6a through 6d			
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ► 1,669. Refunded ► 11			

Part VII-A Statements Regarding Activities

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?	Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	X	
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
1c 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? <i>If "Yes," attach a detailed description of the activities</i>	X	
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX		
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? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

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Part VII-A Statements Regarding Activities (continued)

11		X	
12		X	
13	X		
Website address ► <u>NONE</u>			
14	The books are in care of ► <u>BANK OF AMERICA, N.A.</u> Telephone no ► <u>(214) 209-6477</u> Located at ► <u>901 MAIN ST - 19TH FL, DALLAS, TX</u> ZIP + 4 ► <u>75202-3714</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. ► <u>15</u>		
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 ►	Yes	No

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

	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 checked="" type="checkbox"/>	Yes	<input type="checkbox"/>	No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X		
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?	<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)	2b	X		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes		
(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)	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes		
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)?	<input type="checkbox"/>		5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/>	<input type="checkbox"/> Yes		
	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?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/>		6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>	<input checked="" type="checkbox"/> No	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 19		55,991.	-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
1NONE	
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
1NONE	
2	
All other program-related investments See instructions	
3NONE	
Total. Add lines 1 through 3 ►	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a Average monthly fair market value of securities	1a 7,185,823.
b Average of monthly cash balances	1b -357.
c Fair market value of all other assets (see instructions)	1c NONE
d Total (add lines 1a, b, and c)	1d 7,185,466.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2 Acquisition indebtedness applicable to line 1 assets	2 NONE
3 Subtract line 2 from line 1d	3 7,185,466.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 107,782.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 7,077,684.
6 Minimum investment return. Enter 5% of line 5	6 353,884.

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	1 353,884.
2a Tax on investment income for 2011 from Part VI, line 5	2a 7,960.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b
c Add lines 2a and 2b	2c 7,960.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3 345,924.
4 Recoveries of amounts treated as qualifying distributions	4 15,000.
5 Add lines 3 and 4	5 360,924.
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	7 360,924.

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 349,772.
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	4 349,772.
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 N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 349,772.

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				360,924.
2 Undistributed income, if any, as of the end of 2011			NONE	
a Enter amount for 2010 only				
b Total for prior years 20 09 , 20 20		NONE		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	82,837.			
b From 2007	95,766.			
c From 2008	13,267.			
d From 2009	59,415.			
e From 2010	NONE			
f Total of lines 3a through e	251,285.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 349,772.			NONE	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				349,772.
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))	11,152.			11,152.
6 Enter the net total of each column as indicated below:	240,133.			
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			NONE	
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
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)	71,685.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	168,448.			
10 Analysis of line 9				
a Excess from 2007	95,766.			
b Excess from 2008	13,267.			
c Excess from 2009	59,415.			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling	►			
b Check box to indicate whether the foundation is a private operating foundation described in section	4942(j)(3) or 4942(j)(5)			
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(ii)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

NONE

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

NONE

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

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

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

SEE STATEMENT 20

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

SEE ATTACHED STATEMENT FOR LINE 2

- c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 39				
Total			► 3a	294,500.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debit-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					
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)				447,652.	
13 Total Add line 12, columns (b), (d), and (e)				13	447,652.

Part A: M&P Relationships of Activities to the Assessment Instruments of External Performance

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

- | | | | | | | | | | | | | | | | | | | | | | | |
|-------|---|--|-----|----|-------|---|-------|---|-------|---|-------|---|-------|---|-------|---|-------|---|-------|---|----|---|
| 1 | <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash
 (2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization
 (2) Purchases of assets from a noncharitable exempt organization
 (3) Rental of facilities, equipment, or other assets
 (4) Reimbursement arrangements
 (5) Loans or loan guarantees
 (6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 50%;">Yes</td> <td style="width: 50%;">No</td> </tr> </table>
<table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 50%;">1a(1)</td> <td style="width: 50%;">X</td> </tr> </table> <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 50%;">1a(2)</td> <td style="width: 50%;">X</td> </tr> </table> <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 50%;">1b(1)</td> <td style="width: 50%;">X</td> </tr> </table> <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 50%;">1b(2)</td> <td style="width: 50%;">X</td> </tr> </table> <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 50%;">1b(3)</td> <td style="width: 50%;">X</td> </tr> </table> <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 50%;">1b(4)</td> <td style="width: 50%;">X</td> </tr> </table> <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 50%;">1b(5)</td> <td style="width: 50%;">X</td> </tr> </table> <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 50%;">1b(6)</td> <td style="width: 50%;">X</td> </tr> </table> <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 50%;">1c</td> <td style="width: 50%;">X</td> </tr> </table> | Yes | No | 1a(1) | X | 1a(2) | X | 1b(1) | X | 1b(2) | X | 1b(3) | X | 1b(4) | X | 1b(5) | X | 1b(6) | X | 1c | X |
| Yes | No | | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | X | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | X | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | X | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | X | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | X | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | X | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | X | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | X | | | | | | | | | | | | | | | | | | | | | |
| 1c | X | | | | | | | | | | | | | | | | | | | | | |

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 ii Yes, complete the following schedule.	(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign _____
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.

Sign Here correct and complete Declaration of preparer (other

Signature of officer or trustee
BANK OF AMERICA N A

| 03/09/2013

TRUSTEE

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

BANK OF AMERICA, N.A.					
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS --	NET INVESTMENT INCOME --
AT&T INC	385.	385.
AU OPTRONICS CORP SPONSORED ADR	95.	95.
AARONS INC CL A COM	2.	2.
ABBOTT LABS	13.	13.
ABERCROMBIE & FITCH CO CL A	26.	26.
ADVANCED SEMICONDUCTOR ENGR INC SPONSORE	50.	50.
AETNA INC NEW COM	32.	32.
AGILENT TECHNOLOGIES INC	57.	57.
AGRIUM INC COM	6.	6.
AIR PRODS & CHEMS INC	52.	52.
ALLEGHENY TECHNOLOGIES INC	29.	29.
ALLERGAN INC	57.	57.
ALLIANZ SE SPONSORED ADR REPSTG 1/10 SH	458.	458.
AMERICA MOVIL S A DE C V SPONSORED ADR R	44.	44.
AMERICAN CAP AGY CORP COM	50.	50.
AMERICAN ELEC PWR INC	290.	290.
AMERICAN EXPRESS CO	146.	146.
AMERICAN TOWER CORP CL A	149.	149.
AMERICAN TOWER CORP COM	90.	90.
AMGEN INC COM	306.	306.
AMPHENOL CORP NEW CL A	4.	4.
AMTRUST FINL SVCS INC COM	42.	42.
ANADARKO PETE CORP	19.	19.
ANALOGIC CORP	14.	14.
ANGLOGOLD LTD SPON ADR (SO AF/US ISIN #U	555.	555.
AON CORP	235.	235.
APACHE CORP	332.	332.
APACHE CORP CONV PFD SER D 6.000%	90.	90.
APPLIED MATLS INC	32.	32.
ARCELORMITTAL SA LUXEMBOURG NY REGISTRY	36.	36.
ARES CAP CORP COM	60.	60.
ASAHI GLASS ADR	211.	211.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INCOME	NET INVESTMENT
ASAHI KASEI CORP UNSPON ADR	83.	83.	
ASTRAZENECA PLC-SPONS ADR (UK/USD) ISIN	675.	675.	
ATMOS ENERGY CORP	492.	492.	
AUSTRALIA & NEW ZEALAND BKG GROUP LTD SP	67.	67.	
AVIVA PLC SPON ADR	208.	208.	
BB&T CORPORATION	133.	133.	
BASF SE SPONSORED ADR	254.	254.	
BG GROUP PLC- SPON ADR ISIN US0554342032	45.	45.	
BP AMOCO P L C SPONSORED ADR	373.	373.	
BNP PARIBAS SPONSORED ADR REPSTG 1/4 SH	236.	236.	
BANCO BILBAO VIZCAYA ARGENTARIA S A SPON	95.	95.	
BANCO DO BRASIL S A SPONSORED ADR	232.	232.	
BARD C R INC	41.	41.	
BARCLAYS PLC ADR	107.	107.	
BARRICK GOLD CORP	407.	407.	
BAUER A G SPONSORED ADR	225.	225.	
BERKSHIRE HILLS BANCORP INC COM	76.	76.	
BEST BUY INC	106.	106.	
BLACKBAUD INC COM	58.	58.	
BLACKROCK INC	3.	3.	
BOEING CO	116.	116.	
BOFA CASH RESERVES CAPITAL CLASS	549.	549.	
BOSTON PRIVATE FINL HLDGS INC COM	19.	19.	
BRIDGESTONE CORP ADR	100.	100.	
BRISTOL MYERS SQUIBB CO COM	248.	248.	
BRITISH AMERICAN TOBACCO PLC (UK/US\$) IS	113.	113.	
BRITISH LD CO PLC SPONSORED ADR	47.	47.	
CF INDS HLDGS INC COM	87.	87.	
C H ROBINSON WORLDWIDE INC COM	35.	35.	
CLEO CORPORATION	203.	203.	
CSX CORP	218.	218.	
CVS CAREMARK CORP COM	399.	399.	
CA INC COM	1,244.	1,244.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CABOT CORP	19.	19.
CALLAWAY GOLF CO	10.	10.
CANADIAN NAT RES LTD COM	285.	285.
CARDINAL HEALTH INC	6.	6.
CARNIVAL CORP PAIRED CTF 1 COM	107.	107.
CATHAY PAC AWYS LTD SPONSORED ADR	116.	116.
CHEMED CORP COM	55.	55.
CHESAPEAKE ENERGY CORP	59.	59.
CHEVRONTEXACO CORP COM	441.	441.
CHINA PETE & CHEM CORP SPONSORED ADR REP	33.	33.
CHURCH & DWIGHT INC	147.	147.
CISCO SYS INC	529.	529.
CITIGROUP INC NEW COM	38.	38.
CITY NATIONAL CORP COM	24.	24.
CLARCOR INC	71.	71.
CLIFFS NAT RES INC COM	113.	113.
COACH INC COM	255.	255.
COCA COLA CO	467.	467.
COGNEX CORP COM	45.	45.
COHEN & STEERS INC COM	54.	54.
COHU INC COM	17.	17.
COLUMBIA BKG SYS INC COM	62.	62.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	809.	809.
COMCAST CORP NEW CL A COM	6.	6.
COMERICA INC	105.	105.
COMPANHIA DE SANEAMENTO BASICO DO ESTADO	128.	128.
COMPASS MINERALS INTL INC COM	76.	76.
CONOCOPHILLIPS COM	32.	32.
CORN PRODUCTS INTERNATIONAL INC	48.	48.
COSTCO WHSL CORP NEW COM	46.	46.
CREDIT SUISSE GROUP SPONSORED ADR	283.	283.
CUMMINS ENGINE INC	446.	446.
DR HORTON	102.	102.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
 =====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS --	NET INCOME INVESTMENT INCOME -----
DAIMLER AG SPONSORED ADR COM	442.	442.
DANAHER CORP	41.	41.
DARDEN RESTAURANTS INC	561.	561.
DEUTSCHE LUFTHANSA AG SPONSORED ADR	145.	145.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	132.	132.
DILLARDS INC CL A	2.	2.
DISCOVER FINL SVCS COM	41.	41.
DOMTAR CORP NEW COM	4.	4.
DONNELLEY R R & SONS CO	39.	39.
DOW CHEM CO	258.	258.
EMC CORP CONV SR NT	6.	6.
ENI SPA SPONSORED ADR	152.	152.
EOG RESOURCES INC	41.	41.
EAST JAPAN RY CO ADR	39.	39.
EASTMAN CHEM CO	278.	278.
EATON CORP	432.	432.
EATON VANCE CORP COM NON VTG	198.	198.
EL PASO CORP COM	8.	8.
ENERGEN CORP	36.	36.
ENTERGY CORP NEW COM	64.	64.
EQUITY RESIDENTIAL SH BEN INT	32.	32.
EXELON CORP COM	90.	90.
EXPEDIA INC COMMON STOCK	9.	9.
EXPEDIA INC DEL NEW COM	3.	3.
EXPEDITORS INTL WASH INC	95.	95.
EXXARO RES LTD SPONSORED ADR	28.	28.
EXXON MOBIL CORPORATION	2.	2.
FEI CO COM	14.	14.
FMC CORP COM NEW	32.	32.
FAMILY DLR STORES INC	131.	131.
FEDERAL HOME LN MTG CORP NT	10,250.	10,250.
FEDEX CORP	24.	24.
FIFTH THIRD BANCORP COM	26.	26.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIRST NIAGARA FINL GP INC	160.	160.
FLUOR CORP NEW COM	82.	82.
FORD MTR CO DEL COM	17.	17.
FUJITSU LTD ADR 5 COM	155.	155.
GATX CORP	252.	252.
GDF SUEZ SPONSORED ADR	269.	269.
GAMESTOP CORP CL A COM	39.	39.
GANNETT INC	52.	52.
GARDNER DENVER MACHINERY INC	21.	21.
GAZPROM O A O SPONSORED ADR	145.	145.
GENERAL DYNAMICS CORP	210.	210.
GENERAL ELEC CO	136.	136.
GENERAL MILLS INC	21.	21.
GENUINE PARTS CO	76.	76.
GLACIER BANCORP INC	148.	148.
GLAXO WELLCOME PLC	232.	232.
GLOBAL PMTS INC COM	15.	15.
GOLDMAN SACHS GROUP INC	372.	372.
GOODRICH B F CO	102.	102.
GRAINGER W W INC	35.	35.
GROUP 1 AUTOMOTIVE INC	54.	54.
GUESS INC COM	74.	74.
HSBC HLDGS PLC SPON ADR NEW	117.	117.
HALLIBURTON * COM	315.	315.
HANCOCK HLDG CO	44.	44.
HANNOVER RUECKVERSICHERUNG AG SPONSORED	435.	435.
HANOVER INS GROUP INC COM	89.	89.
HARRIS CORP DEL COM	45.	45.
HARRIS TEETER SUPERMARKETS INC COM	29.	29.
HARSCO CORP	153.	153.
HARTFORD FINANCIAL SVCS GRP	560.	560.
HEALTHCARE SVCS GROUP INC COM	107.	107.
HEARTLAND EXPRESS INC COM	28.	28.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HEINZ H J CO	81.	81.
HESS CORP COM	37.	37.
HEWLETT PACKARD CO COM	200.	200.
HILL ROM HLDGS INC COM	4.	4.
HOLLYFRONTIER CORP COM	752.	752.
HOME DEPOT INC	165.	165.
HONEYWELL INTERNATIONAL INC	226.	226.
HUMANA INC	3.	3.
HUNT J B TRANS SVCS INC	57.	57.
IAC / INTERACTIVECORP PAR \$.001 COM	63.	63.
IBERIABANK CORP COM	142.	142.
IMPERIAL TOBACCO GROUP ADR UNITED KINGDO	288.	288.
INTEL CORP	165.	165.
INTEGRYS ENERGY GROUP INC COM	408.	408.
INTERNATIONAL BUSINESS MACHS	55.	55.
INTERNATIONAL GAME TECHNOLOGY	120.	120.
INTERSTIL CORP CL A	12.	12.
INTUIT INC	198.	198.
ISHARES BARCLAYS AGENCY BOND FUND	353.	353.
ISHARES TBOXX \$ HIGH YIELD CORP BD FUND	10,175.	10,175.
ISHARES BARCLAYS 1-3 YR CR BD FUND	8,802.	8,802.
J P MORGAN CHASE & CO COM	1,400.	1,400.
J2 GLOBAL COMMUNICATIONS INC COM NEW	145.	145.
JEFFERIES GROUP INC NEW	95.	95.
JOHNSON & JOHNSON	116.	116.
JOHNSON CTLS INC	50.	50.
JONES LANG LASALLE INC	29.	29.
JOY GLOBAL INC COM	270.	270.
KB FINL GROUP INC SPONSORED ADR REPSTG 1	66.	66.
KAYNE ANDERSON MLP INV'T CO	202.	202.
KELLOGG CO	123.	123.
KEYCORP NEW	121.	121.
KINDER MORGAN INC DEL COM	158.	158.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KOHLS CORP COM	51.	51.
KOMATSU LTD (JAPAN US\$) SPONS ADR (KMTUY	88.	88.
KONINKLIJKE AHOLD NV SPONSORED ADR 2007	296.	296.
KONICA MINOLTA HLDGS INC ADR	82.	82.
KRAFT FOODS INC CL A COM	123.	123.
KROGER CO	58.	58.
KURARAY CO LTD UNSPONSORED ADR	89.	89.
LANDAUER INC COM	124.	124.
LAS VEGAS SANDS CORP	120.	120.
ESTEE LAUDER COMPANIES CL A	222.	222.
LILLY ELI & CO	13.	13.
LIMITED BRANDS INC COM	53.	53.
LINCOLN NATL CORP IND	123.	123.
LOCKHEED MARTIN CORPORATION	60.	60.
LOEWS CORP	150.	150.
LORILLARD INC COM	302.	302.
MACYS INC COM	128.	128.
MAGNA INTL INC CL A	109.	109.
MARATHON OIL CORP COM	29.	29.
MARKETAXES HLDGS INC COM	29.	29.
MATTHEWS INTL CORP	10.	10.
MCDONALDS CORP	717.	717.
MCGRAW HILL COS INC COM	21.	21.
MEAD JOHNSON NUTRITION CO COM	401.	401.
MEADOWBROOK INS GROUP INC COM	48.	48.
MERCADOLIBRE INC COM	10.	10.
MERCK & CO INC NEW COM	1,079.	1,079.
MERIDIAN BIOSCIENCE INC COM	65.	65.
METLIFE INC	676.	676.
MICROSOFT CORP	913.	913.
mitsubishi corp SPONSORED ADR	265.	265.
mitsubishi ufj financial group inc adr	71.	71.
mitsui & co ltd SPONSORED ADR	76.	76.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONRO MUFFLER BRAKE INC COM	49.	49.
MONSANTO CO NEW COM	800.	800.
MOSAIC CO NEW COM	22.	22.
MOTOROLA SOLUTIONS INC NEW COM	331.	331.
MTN GROUP LTD SPONSORED ADR	188.	188.
MURPHY OIL CORP COM	55.	55.
NATIONAL AUSTRALIA BK LTD SPONSORED ADR	515.	515.
NATIONAL OILWELL VARCO INC COM	185.	185.
NEW WORLD DEV LTD SPONSORED ADR	118.	118.
NEWMARKET CORP COM	62.	62.
NEWMONT MINING CORP	9.	9.
NEXEN INC	61.	61.
NIKE INC CL B	490.	490.
NIPPON TELE & TEL CORP SPONSORED ADR	155.	155.
NISSAN MOTOR CO LTD ADR	150.	150.
NOBLE ENERGY INC COM	209.	209.
NORDSON CORP	56.	56.
NORDSTROM INC	45.	45.
NOVARTIS AG ADR ISIN #US66987V1098	328.	328.
NUCOR CORP	41.	41.
OCCIDENTAL PETROLEUM CORP	935.	935.
OIL CO LUKOIL SPONSORED ADR	122.	122.
OLD REP INTL CORP	167.	167.
ONEOK INC	414.	414.
ORACLE SYS CORP	220.	220.
PG&E CORP COM	128.	128.
PNC BK CORP	234.	234.
PPG IND'S INC	310.	310.
PACCAR INC COM	514.	514.
PARKER HANNIFIN CORP	21.	21.
PDG RLTY S A EMPREENDIMENTOS E PARTICIPA	75.	75.
PEGASYSYSTEMS INC	10.	10.
PEPSICO INC	129.	129.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PETROLEO BRASILEIRO SA PETROBRAS SPONSORED	95.	95.
PETROLEO BRASILEIRO SA PETROBR SPONSORED	52.	52.
PFIZER INC	2,172.	2,172.
PHILIP MORRIS INTL INC COM	1,226.	1,226.
PITNEY BOWES INC	774.	774.
POLARIS INDUSTRIES INC	186.	186.
POWER INTEGRATIONS INC	15.	15.
PRAXAIR INC	531.	531.
PRECISION CASTPARTS CORP	25.	25.
PRICE T ROWE GROUP INC COM	118.	118.
PROASSURANCE CORP COM	82.	82.
PROCTER & GAMBLE CO	300.	300.
PROGRESSIVE CORP OHIO COM	255.	255.
PROTECTIVE LIFE CORP	20.	20.
PRUDENTIAL PLC SPON ADR (UK)	243.	243.
PUBLIC SVC ENTERPRISE GROUP	73.	73.
PUBLIC STORAGE INC	11.	11.
QUALCOMM INC	571.	571.
QUEST DIAGNOSTICS INC	8.	8.
RPC INC COM	163.	163.
RANGE RES CORP COM	18.	18.
RAYMOND JAMES FINL INC	238.	238.
RAYTHEON CO COM NEW	623.	623.
REED ELSEVIER NV SPONSORED ADR NEW	212.	212.
REINSURANCE GROUP AMER INC COM	209.	209.
REPUBLIC SERVICES INC CL A	470.	470.
REXAM PLC NEW SPONSORED ADR	158.	158.
RIO TINTO PLC SPONSORED ADR	224.	224.
RITCHIE BROS AUCTIONEERS INC COM	30.	30.
ROCHE HLDG LTD SPONSORED ADR	328.	328.
ROCKWELL INTL CORP	273.	273.
ROCKVILLE FINL INC NEW COM	29.	29.
ROLLS-ROYCE PLC SPONSORED ADR	109.	109.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INCOME	NET INVESTMENT
ROSS STORES INC	62.	62.	
ROYAL DSM N V SPONSORED ADR	40.	40.	
ROYAL DUTCH SHELL PLC	115.	115.	
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	389.	389.	
RUDDICK CORP	56.	56.	
RYLAND GROUP INC	15.	15.	
SLM CORP COM	16.	16.	
SAFeway INC COM NEW	128.	128.	
SANOFI SPONSORED ADR	1,721.	1,721.	
SCHLUMBERGER LTD FOREIGN	276.	276.	
SCHNITZER STL INDs INC CL A 00	28.	28.	
SCHULMAN A INC	67.	67.	
SCOTT'S MIRACLE GRO CO CL A COM	149.	149.	
SEMPRA ENERGY	94.	94.	
SHARP CORP ADR	44.	44.	
SIGMA ALDRICH CORP	23.	23.	
SILGAN HOLDINGS INC	54.	54.	
SIMON PPTY GROUP INC NEW COM	41.	41.	
SMITH & NEPHEW PLC SPDN ADR NEW	53.	53.	
SNAP-ON INC	192.	192.	
SOLERA HLDGS INC COM	26.	26.	
SONY CORP ADR * COMMON	34.	34.	
SOTHEBYS HLDGS INC CL A	54.	54.	
SOUTHWEST AIRLS CO	1.	1.	
STANCORP FINL GROUP INC	142.	142.	
STARBUCKS CORP COM	435.	435.	
STARWOOD HOTELS & RESORTS WORLDWIDE INC	192.	192.	
STATOIL ASA SPONSORED ADR	292.	292.	
STRYKER CORP	20.	20.	
SUMITOMO MITSUI FINL GROUP INC SPONSORED	106.	106.	
SUMITOMO MITSUI TR HLDGS INC ADR	96.	96.	
SUNCOR ENERGY INC NEW COM	120.	120.	
SVENSKA CELLULOSA AKTIEBOLAGET SCA SP. A	275.	275.	
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INCOME	NET INVESTMENT
SYNTEL INC COM	5.	5.	5.
TJX COS INC NEW	588.	588.	588.
TALISMAN ENERGY INC CANADIAN	636.	636.	636.
TAUBMAN CTRS INC COM	4.	4.	4.
TELECOM CORP NEW ZEALAND LTD SPONSORED A	92.	92.	92.
TELEFLEX INC *COMMON	75.	75.	75.
TELENOR ASA ADR	341.	341.	341.
TELSTRA LTD SPONSORED ADR FINAL INSTALME	101.	101.	101.
TEVA PHARMACEUTICAL INDs LTD ADR (GERMAN	584.	584.	584.
TEXAS INSTRS INC	44.	44.	44.
TEXAS ROADHOUSE INC COM	107.	107.	107.
TEXTRON INC	6.	6.	6.
3M CO COM	122.	122.	122.
TIFFANY & COMPANY COMMON	194.	194.	194.
TIME WARNER INC NEW COM	1,119.	1,119.	1,119.
TORCHMARK CORP	104.	104.	104.
TORO CO	73.	73.	73.
TORTOISE ENERGY INFRASTRUCTURE CORP COM	120.	120.	120.
TOYOTA AMTR CP ADR 2 CUSIP NO: 892331-30	62.	62.	62.
TRACTOR SUPPLY CO COM	17.	17.	17.
TRICO BANCSHARES COM	18.	18.	18.
TUPPERWARE CORP	159.	159.	159.
TYSON FOODS INC CL A	52.	52.	52.
US BANCORP DEL COM NEW	578.	578.	578.
URS CORP NEW	109.	109.	109.
U S PHYSICAL THERAPY INC COM	74.	74.	74.
UMPQUA HLDGS CORP COM	82.	82.	82.
UNION PAC CORP	1,085.	1,085.	1,085.
UNITED PARCEL SERVICE CL B	142.	142.	142.
UNITED STATES TREAS NTS DTD 11/15/05	2,250.	2,250.	2,250.
UNITED STATES TREAS NT DTD 11/15/06 4 .62	9,250.	9,250.	9,250.
UNITED TECHNOLOGIES CORP	185.	185.	185.
UNITEDHEALTH GROUP INC	109.	109.	109.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNIVERSAL FST PRODS INC	41.	41.
UNUMPROVIDENT CORP	442.	442.
U S ECOLOGY INC COM	107.	107.
V F CORP	187.	187.
VALE S A PFD ADR REPSTG 1 PREF A SHR	348.	348.
VALERO ENERGY CORP - NEW	34.	34.
VALSPAR CORP	227.	227.
VANGUARD FTSE EMERGING MKTS ETF	13,833.	13,833.
VANGUARD REIT ETF	2,420.	2,420.
VERIZON COMMUNICATIONS	129.	129.
VIACOM INC CL B COM	861.	861.
VICOR CORP	62.	62.
VISA INC CL A COM	210.	210.
VODAFONE GROUP PLC SPONSORED ADR	820.	820.
VOLKSWAGEN AG SPONSORED ADR	196.	196.
WD 40 CO	96.	96.
WAL MART STORES INC	2.	2.
WATTS IND INC CL A	40.	40.
WAUSAU-MOSINEE PAPER CORP	38.	38.
WELLS FARGO COMPANY	1,374.	1,374.
WELLS FARGO & CO NEW PFD DEP SHS SER J	380.	380.
WEST PHARMACEUTICAL SVCS INC INC	57.	57.
WILLIAMS COS INC DEL COM	98.	98.
WYNN RESORTS LTD COM	1,099.	1,099.
XCEL ENERGY INC COM	90.	90.
XILINX INC	204.	204.
XSTRATA PLC ADR	174.	174.
YUM BRANDS INC COM	631.	631.
ZURICH FINL SVCS SPONSORED ADR	705.	705.
AON PLC COM	85.	85.
ACCENTURE PLC CL A COM	421.	421.
COVIDIEN PLC COM	78.	78.
SEADRILL LTD COM	324.	324.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ACE LTD COM	131.	131.
TE CONNECTIVITY LTD COM	67.	67.
TYCO INTL LTD NEW F COM	56.	56.
ASML HLDGS N V NY REG SHS ADR	141.	141.
LYONDELLBASELL INDUSTRIES NV CL A COM	26.	26.
AVAGO TECHNOLOGIES LTD COM	24.	24.
TOTAL	133,211.	133,211.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	3,500.			3,500.
TOTALS	3,500.	NONE	NONE	3,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,395.	2,395.
EXCISE TAX - PRIOR YEAR	7,436.	
FEDERAL EXCISE ESTIMATES	9,606.	
FOREIGN TAXES ON QUALIFIED FOR	1,002.	1,002.
FOREIGN TAXES ON NONQUALIFIED	1,423.	1,423.
TOTALS	21,862.	4,820.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER INVESTMENT FEE ADVISORY FEE - INVESTMENT GRANTMAKING FEES	408. 10,812. 29,134.	408. 10,812. 29,134.	
TOTALS	40,354.	11,220.	29,134.

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

DESCRIPTION	AMOUNT
ROC ADJUSTMENT - 2011	1,762.
Y/E SALES ADJUSTMENT - 2010	1,249.
GRANT RECOVERY - 2010	15,000.
TOTAL	18,011.

STATEMENT 17

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

DESCRIPTION	AMOUNT
NET ROUNDING	18.
ROC ADJUSTMENT - 2010	1,263.
Y/E SALES ADJUSTMENT - 2011	4,188.
ROC BASIS ADJUSTMENT - 2011 SALES	707.
DISALLOWED WASH SALE LOSS - 2011	27.
TOTAL	6,203.

STATEMENT 18

MARCIA & OTTO KOEHLER FOUNDATION

74-2131195

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

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

P.O.BOX 830241
DALLAS, TX 75283-0241

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 55,991.

TOTAL COMPENSATION: 55,991.

=====

STATEMENT 19

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

74-2131195

RECIPIENT NAME:

JENAE GUILLORY - BANK OF AMERICA
ADDRESS:

P.O. BOX 830241
DALLAS, TX 75283-0241

RECIPIENT'S PHONE NUMBER: 214-209-6477

FORM, INFORMATION AND MATERIALS:

THERE IS NO PARTICULAR FORM FOR THE
APPLICATION

SUBMISSION DEADLINES:

JUNE 1

RESTRICTIONS OR LIMITATIONS ON AWARDS:

ORGANIZATIONS EXEMPT UNDER IRC SECTION 501(C) (3)

STATEMENT 20

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

74-2131195

=====

RECIPIENT NAME:

ALAMO CHILDREN'S ADVOCACY
CENTER dba CHILDSAFE

ADDRESS:

7130 W US HWY 90
SAN ANTONIO, TX 78227

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SERVICES FOR CHILD VICTIMS OF SEXUAL ABUSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C) (3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ALAMO PUBLIC TELECOMMUNICATIONS
COUNCIL

ADDRESS:

501 BROADWAY ST
SAN ANTONIO, TX 78215

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT 'ANTI-BULLYING INITIATIVE'

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C) (3)

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

ANY BABY CAN OF SAN ANTONIO, INC.

ADDRESS:

217 HOWARD ST
SAN ANTONIO, TX 78212

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT CRITICAL NEEDS OF DISABLED CHILDREN

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C) (3)

AMOUNT OF GRANT PAID 5,000.

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

74-2131195

RECIPIENT NAME:

AVANCE - SAN ANTONIO

ADDRESS:

2300 W COMMERCE ST, SUITE 3
SAN ANTONIO, TX 78207

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

EARLY CHILDHOOD EDUCATION SUPPLIES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:

BOY SCOUTS OF AMERICA-ALAMO AREA

ADDRESS:

2226 N W MILITARY HIGHWAY
SAN ANTONIO, TX 78213

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SCOUTREACH PROGRAM IN BEXAR COUNTY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

CHILD ADVOCATES SAN ANTONIO

ADDRESS:

406 SAN PEDRO
SAN ANTONIO, TX 78212

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

RECRUITING, TRAINING & SUPERVISING VOLUNTEERS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

STATEMENT 22

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

74-2131195

RECIPIENT NAME:

CHILDREN'S SHELTER

ADDRESS:

2939 W WOODLAWN AVE
SAN ANTONIO, TX 78228

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

ART SUPPLIES FOR RESIDENTIAL TREATMENT CENTER

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

BOYS AND GIRLS CLUBS OF SAN ANTONIO

ADDRESS:

600 S W 19TH ST
SAN ANTONIO, TX 78207

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

COMMUNITIES IN SCHOOLS OF SAN
ANTONIO

ADDRESS:

1616 E COMMERCE ST, BLDG 1
SAN ANTONIO, TX 78205

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT FOR PARENT & FAMILY OUTREACH PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

STATEMENT 23

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

74-2131195

=====

RECIPIENT NAME:
DAUGHTERS OF CHARITY SERVICES
ADDRESS:
7607 SOMERSET RD
SAN ANTONIO, TX 78211
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
EQUIPMENT RELATED TO SENIOR FOOD DISTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 4,400.

RECIPIENT NAME:
FRIENDS OF HOSPICE SAN ANTONIO
ADDRESS:
P.O. BOX 40487
SAN ANTONIO, TX 78229
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT HOSPICE CARE FOR THE UNINSURED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
GIRL SCOUTS OF SOUTHWEST TEXAS
ADDRESS:
10443 GULFDALE
SAN ANTONIO, TX 78216
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
AT-RISK GIRLS TO BUILD LEADERSHIP SKILLS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 5,000.

STATEMENT 24

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

74-2131195

RECIPIENT NAME:

FAMILY SERVICE ASSOCIATION OF SAN
ANTONIO

ADDRESS:

702 SAN PEDRO
SAN ANTONIO, TX 78212

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PROVIDE PERSONAL CARE ASSISTANCE TO SENIORS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

GUIDE DOGS OF TEXAS, INC.

ADDRESS:

1503 ALLENA DR
SAN ANTONIO, TX 78213

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

MC NAY ART MUSEUM

ADDRESS:

P.O. BOX 6069
SAN ANTONIO, TX 78209

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

'ANDY WARHOL: FAME & MISFORTUNE' EXHIBIT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 20,000.

STATEMENT 25

MARCIAS & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

74-2131195

=====

RECIPIENT NAME:

MERCED HOUSING TEXAS

ADDRESS:

212 W LAUREL
SAN ANTONIO, TX 78212

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PROVIDE AFFORDABLE HOUSING FOR FAMILIES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C) (3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SAN ANTONIO CHRISTIAN DENTAL
CLINIC, INC.

ADDRESS:

112 AUDITORIUM CIRCLE
SAN ANTONIO, TX 78205

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

DENTAL PROSTHETICS FOR INDIGENT & HOMELESS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C) (3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SAN ANTONIO EDUCATION
PARTNERSHIP

ADDRESS:

206 SAN PEDRO AVE, SUITE 200
SAN ANTONIO, TX 78205-1133

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT CAREER PLANNING AND FINANCIAL AID

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C) (3)

AMOUNT OF GRANT PAID 5,000.

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

74-2131195

RECIPIENT NAME:
SAN ANTONIO FOOD BANK

ADDRESS:
5200 OLD HIGHWAY 90 W
SAN ANTONIO, TX 78227

RELATIONSHIP:
N/A

PURPOSE OF GRANT:
PROVIDE LOW-INCOME CHILDREN MEALS

FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SAN ANTONIO METROPOLITAN
MINISTRIES

ADDRESS:
5254 BLANCO ROAD
SAN ANTONIO, TX 78216

RELATIONSHIP:
N/A

PURPOSE OF GRANT:
SUPPORT CAMP SAMM FOR HOMELESS CHILDREN

FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 8,500.

RECIPIENT NAME:
PREVENT BLINDNESS TEXAS

ADDRESS:
ONE HAVEN FOR HOPE WAY BLDG 1 #200
SAN ANTONIO, TX 78207

RELATIONSHIP:
N/A

PURPOSE OF GRANT:
CHILDREN'S VISION SCREENING PROGRAM

FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 2,500.

STATEMENT 27

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

74-2131195

RECIPIENT NAME:
RESPITE CARE OF SAN ANTONIO INC
ADDRESS:
P.O. BOX 12633
SAN ANTONIO, TX 78212
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MEDICAL SUPPORT FOR CHILDREN IN PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 11,000.

RECIPIENT NAME:
SAN ANTONIO BOTANICAL SOCIETY
ADDRESS:
P.O. BOX 6569
SAN ANTONIO, TX 78209
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT EDUCATIONAL PROGRAMS AT GARDEN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SAN ANTONIO MUSEUM OF ART
ADDRESS:
200 W JONES AVE
SAN ANTONIO, TX 78215
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
'APHRODITE & THE GODS OF LOVE' EXHIBIT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 20,000.

STATEMENT 28

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

74-2131195

=====

RECIPIENT NAME:

SETON HOME

ADDRESS:

1115 MISSION ROAD
SAN ANTONIO, TX 78210

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

'LIVING INDEPENDENTLY FOR FAMILIES EVERYDAY'

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C) (3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SOUTHWEST SCHOOL OF ART & CRAFT

ADDRESS:

300 AUGUSTA
SAN ANTONIO, TX 78205

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SCHOLARSHIPS FOR SUMMER ART CAMP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C) (3)

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

SPAY-NEUTER ASSISTANCE PROGRAM

ADDRESS:

P.O. BOX 70286
HOUSTON, TX 77270

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT MOBILE CLINIC PROJECT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C) (3)

AMOUNT OF GRANT PAID 1,500.

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

74-2131195

RECIPIENT NAME:
SUNSHINE COTTAGE SCHOOL FOR DEAF
CHILDREN

ADDRESS:
103 TULETA
SAN ANTONIO, TX 78212

RELATIONSHIP:
N/A

PURPOSE OF GRANT:
PROVIDE LOANER HEARING AIDS FOR INFANTS

FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
UNICORN CENTERS, INC.

ADDRESS:
4630 HAMILTON WOLFE
SAN ANTONIO, TX 78229

RELATIONSHIP:
N/A

PURPOSE OF GRANT:
SUPPORT NEEDS OF RESIDENTS

FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
THE WITTE MUSEUM

ADDRESS:
3801 BROADWAY
SAN ANTONIO, TX 78209

RELATIONSHIP:
N/A

PURPOSE OF GRANT:
SUPPORT FOR EXHIBITS AND PROGRAMS

FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 20,000.

STATEMENT 30

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

74-2131195

RECIPIENT NAME:

TEXAS PUBLIC RADIO

ADDRESS:

8401 DATAPPOINT DR
SAN ANTONIO, TX 78229

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

FUND RECORDING OF 2011-2012 SYMPHONY SEASON

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

ST PETER - ST JOSEPH CHILDREN'S
HOME

ADDRESS:

919 MISSION RD
SAN ANTONIO, TX 78210

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT VICTIM'S ADVOCACY SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SAN ANTONIO ZOOLOGICAL SOCIETY

ADDRESS:

3903 N SAINT MARY'S ST
SAN ANTONIO, TX 78212

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT SCHOOL GROUP FUNDING FOR 2011-2012

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 6,000.

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

74-2131195

RECIPIENT NAME:

AMERICAN RED CROSS OF SAN ANTONIO

ADDRESS:

3642 E HOUSTON ST
SAN ANTONIO, TX 78219

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

DISASTER RELIEF & VOLUNTEER TRAINING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CHILDREN'S FINE ARTS SERIES

ADDRESS:

3201 WEST AVE
SAN ANTONIO, TX 78213

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT CHILDREN'S THEATER PRODUCTIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 1,600.

RECIPIENT NAME:

CIBOLO NATURE CENTER

ADDRESS:

P.O. BOX 9
BOERNE, TX 78006

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT FOR 'KIDS ON THE CREEK' EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

74-2131195

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RECIPIENT NAME:
MISSION ROAD DEVELOPMENTAL
CENTER
ADDRESS:
8706 MISSION RD
SAN ANTONIO, TX 78214
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
PALMER DRUG ABUSE PROGRAM
ADDRESS:
P.O. BOX 782155
SAN ANTONIO, TX 78278
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT RECOVERY & PREVENTION ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SAN ANTONIO GOLF ASSOCIATION
ADDRESS:
ONE VALERO WAY D-1 195
SAN ANTONIO, TX 78249
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
LIFE SKILLS EDUCATION FOR AT-RISK YOUTH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 2,500.

MARCIAS & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

74-2131195

=====

RECIPIENT NAME:
SAN ANTONIO RIVER FOUNDATION
ADDRESS:
P.O. BOX 830045
SAN ANTONIO, TX 78283
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
ARTISTIC ENHANCEMENTS IN THE CONFLUENCE PARK
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
SAN ANTONIO LIGHTHOUSE FOR
BLIND
ADDRESS:
2305 ROOSEVELT AVE
SAN ANTONIO, TX 78210
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
PURCHASE EQUIPMENT & VISION ADAPTIVE AIDS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SYMPHONY SOCIETY OF SAN ANTONIO
ADDRESS:
P.O. BOX 658
SAN ANTONIO, TX 78212
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
OPERATING SUPPORT FOR 2011-2012 SEASON
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 10,000.

STATEMENT 34

MARCI & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

74-2131195

RECIPIENT NAME:

YOUTH ORCHESTRA OF SAN ANTONIO

ADDRESS:

106 AUDITORIUM CIR, SUITE 130
SAN ANTONIO, TX 78205

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

FLAGSHIP YOUTH ORCHESTRA: YOSA PHILHARMONIC

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

AUTISM SERVICE CENTER OF SAN
ANTONIO

ADDRESS:

701 S ZARZAMORA
SAN ANTONIO, TX 78207

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

BEHAVIOR THERAPY FOR LOW-INCOME AUTISTIC

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

KIPP ASPIRE ACADEMY

ADDRESS:

735 FREDERICKSBURG RD
SAN ANTONIO, TX 78201

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT 'IMPROVING STUDENT SUCCESS'

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

STATEMENT 35

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

74-2131195

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RECIPIENT NAME:
JUNIOR ACHIEVEMENT OF SOUTH
TEXAS, INC.
ADDRESS:
403 E RAMSEY, SUITE 201
SAN ANTONIO, TX 78216
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT ECONOMIC EDUCATION PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C) (3)
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
HEALY-MURPHY CENTER
ADDRESS:
618 LIVE OAK
SAN ANTONIO, TX 78202
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
EDUCATIONAL PROGRAMS FOR AT-RISK YOUTH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C) (3)
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
I CARE SAN ANTONIO
ADDRESS:
1 HAVEN FOR HOPE WAY, SUITE 200
SAN ANTONIO, TX 78207
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
PROVIDE EYE CARE FOR LOW INCOME & HOMELESS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C) (3)
AMOUNT OF GRANT PAID 2,500.

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

74-2131195

=====

RECIPIENT NAME:
SOCIETY OF ST. VINCENT DE PAUL
ADDRESS:
P.O. BOX 831074
SAN ANTONIO, TX 78283
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT OPERATION OF THE FOOD PANTRY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SAN ANTONIO FAMILY ENDEAVORS
ADDRESS:
535 BANDERA RD
SAN ANTONIO, TX 78228
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT THERAPEUTIC ART FOR THE MENTALLY ILL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
CHILDREN'S CHORUS OF SAN ANTONIO
ADDRESS:
P O BOX 460042
SAN ANTONIO, TX 78246
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MUSIC EXP FOR HAVEN FOR HOPE HOMELESS RESIDE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 2,500.

STATEMENT 37

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

74-2131195

=====

RECIPIENT NAME:

BOYSVILLE, INC

ADDRESS:

8555 E LOOP 1604 N
CONVERSE, TX 78109-2915

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

ASSISTANCE TO EMERGENCY SHELTERS ON CAMPUS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

CLARITY CHILD GUIDANCE CENTER

ADDRESS:

8535 TOM SLICK
SAN ANTONIO, TX 78229-3363

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

MENTAL HEALTH TREATMENT FOR UNINSURED CHILDREN

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

PROJECT MEND

ADDRESS:

5727 IH 10 WEST
SAN ANTONIO, TX 78201-2829

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

TO PROVIDE REFURBISHED MEDICAL EQUIPMENT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 1,500.

MARCIA & OTTO KOEHLER FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

74-2131195

RECIPIENT NAME:

SPECIAL OLYMPICS TEXAS

ADDRESS:

10223 MCALLISTER FREEWAY #100

SAN ANTONIO, TX 78216

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SPORTS TRAINING & EVENTS - SAN ANTONIO AREA

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 2,500.

TOTAL GRANTS PAID: 294,500.

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STATEMENT 39

FEDERAL FOOTNOTES

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FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

► 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).

2011

Name of estate or trust

Employer identification number

MARCIA & OTTO KOEHLER FOUNDATION

74-2131195

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	61,686.			
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	61,686.			

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					5,689.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	247,056.			
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.			
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	252,755.			

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

Schedule D (Form 1041) 2011

Part III	Summary of Parts I and II	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		61,686.
14	Net long-term gain or (loss):			
a	Total for year	14a		252,755.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		10.
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		314,441.

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	27		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22			
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

MARCIA & OTTO KOEHLER FOUNDATION
74-2131195
Balance Sheet
07/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
002535300	AARONS INC	161.000	4,199.46	4,722.13
002824100	ABBOTT LABS	249 000	15,902.99	16,511.19
G1151C101	ACCENTURE PLC	301 000	16,260.27	18,150.30
00507V109	ACTIVISION BLIZZARD INC	967 000	12,337.37	11,633.01
00130H105	AES CORP	476.000	6,300.77	5,740.56
00817Y108	AETNA INC	47.000	1,836.83	1,694.82
00846U101	AGILENT TECHNOLOGIES INC	285 000	10,432.23	10,912.65
009128307	AIR METHODS CORP COM	63.000	5,119.99	6,868.89
00971T101	AKAMAI TECHNOLOGIES INC	454 000	12,842.57	15,971.72
018490102	ALLERGAN INC	263 000	19,110.10	21,584.41
018805101	ALLIANZ SE	786.000	13,152.13	7,849.78
023135106	AMAZON COM INC	175 000	34,868.11	40,827.50
02364W105	AMERICA MOVIL S A B DE C V	295.000	7,174.67	7,873.55
02503X105	AMERICAN CAP AGY CORP	54 000	1,638.50	1,897.56
02503Y103	AMERICAN CAP LTD	219.000	2,004.46	2,181.24
025537101	AMERICAN ELEC PWR INC	40 000	1,261.40	1,689.60
026874784	AMERICAN INTL GROUP INC	588.000	18,620.25	18,386.76
035128206	ANGLOGOLD ASHANTI LTD	907.000	34,303.93	30,847.07
03524A108	ANHEUSER BUSCH INBEV SA/NV	128.000	8,828.01	10,140.16
03662Q105	ANSYS INC	221 000	13,545.53	13,251.16
G0408V102	AON PLC	522.000	25,619.76	25,682.40
037411105	APACHE CORP	382 000	26,408.87	32,897.84
037833100	APPLE INC	249.000	71,515.30	152,079.24
038222105	APPLIED MATLS INC	331.000	4,057.71	3,604.59
043400100	ASAHI KASEI CORP	742.000	8,613.66	7,942.37
N07059186	ASML HLDGS N V NY REG SHS	330.000	14,563.10	18,975.00
00206R102	AT&T INC	311 000	9,969.26	11,793.12
052769106	AUTODESK INC	369.000	12,607.40	12,516.48
053332102	AUTOZONE INC	23 000	7,951.55	8,630.29
056752108	BAIDU INC	158 000	6,797.27	19,042.16
059578104	BANCO DO BRASIL S A	498.000	7,068.93	5,259.88
067383109	BARD C R INC	109 000	9,358.33	10,601.34
067901108	BARRICK GOLD CORP	657 000	14,971.80	21,602.16
055262505	BASF SE	100.000	8,526.56	7,325.30

MARICIA & OTTO KOEHLER FOUNDATION
74-2131195
Balance Sheet
07/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
072730302	BAYER A G	105 000	7,561.26	8,005.83
084670702	BERKSHIRE HATHAWAY INC DEL	27 000	2,147.23	2,290.68
086516101	BEST BUY INC	661 000	14,227.36	11,957.49
088606108	BHP BILLITON LTD	125.000	9,012.25	8,292.50
090572207	BIO RAD LABS INC	94.000	8,730.53	9,043.74
09062X103	BIOGEN IDEC INC	295 000	32,712.17	43,019.85
09180C106	BJS RESTAURANTS INC	91 000	3,439.25	3,601.78
09227Q100	BLACKBAUD INC	243.000	7,244.95	6,556.14
09247X101	BLACKROCK INC	5 000	903.97	851.30
05565A202	BNP PARIBAS	316.000	10,664.83	5,870.65
097023105	BOEING CO	132.000	9,429.02	9,756.12
099724106	BORG WARNER INC	348 000	25,597.47	23,350.80
101137107	BOSTON SCIENTIFIC CORP	268.000	1,575.46	1,385.56
055622104	BP P L C	202 000	7,914.61	8,059.80
110122108	BRISTOL MYERS SQUIBB CO	365 000	12,096.30	12,994.00
12673P105	CA INC	2185 000	55,878.51	52,592.95
134429109	CAMPBELL SOUP CO	27 000	898.49	893.97
136385101	CANADIAN NAT RES LTD	968.000	32,230.71	26,378.00
14161H108	CARDTRONICS INC	241.000	6,577.90	7,473.41
14964U108	CAVIUM INC	165.000	5,357.45	4,458.30
12504L109	CBRE GROUP INC	808 000	16,858.84	12,588.64
156782104	CERNER CORP	135 000	9,572.20	9,979.20
125269100	CF INDS HLDGS INC	32.000	5,739.88	6,264.32
M22465104	CHECK POINT SOFTWARE TECH LTD	144 000	8,102.96	6,994.08
166764100	CHEVRON CORP	130 000	10,922.06	14,245.40
17275R102	CISCO SYS INC	2149.000	38,144.25	34,276.55
172967424	CITIGROUP INC	981.000	36,639.31	26,614.53
177376100	CITRIX SYS INC	132 000	9,707.14	9,593.76
179895107	CLARCOR INC	196 000	9,687.03	9,476.60
184692101	CLEARBRIDGE ENERGY MLP FUND	109 000	2,411.12	2,593.11
12561W105	CLECO CORP NEW	304.000	10,929.89	13,303.04
18683K101	CLIFFS NAT RES INC	21.000	956.59	858.69
189754104	COACH INC	142 000	8,626.32	7,004.86
191216100	COCA COLA CO	357 000	24,660.75	28,845.60

MARCIA & OTTO KOEHLER FOUNDATION
74-2131195
Balance Sheet
07/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
192422103	COGNEX CORP	204 000	7,161.30	6,895.20
19247A100	COHEN & STEERS INC	247.000	7,218.67	8,151.00
192576106	COHU INC	280.000	2,994.80	2,408.00
19765H636	COLUMBIA MARSICO INTERNATIONAL	31969 027	423,609.91	340,150.45
20030N101	COMCAST CORP	34.000	984.62	1,106.70
200340107	COMERICA INC	319.000	8,539.47	9,636.99
20451N101	COMPASS MINERALS INTL INC	64 000	4,799.96	4,629.76
20825C104	CONOCOPHILLIPS	161.000	8,599.33	8,764.84
22160N109	COSTAR GROUP INC	68.000	4,482.15	5,612.04
222816100	COVANCE INC	227 000	10,367.95	10,655.38
G2554F113	COVIDIEN PLC	173 000	7,813.61	9,667.24
22544R305	CREDIT SUISSE COMMODITY-RETURN	38938 613	320,464.78	322,801.10
225401108	CREDIT SUISSE GROUP	463 000	12,160.87	7,898.78
228227104	CROWN CASTLE INTL CORP	340 000	19,216.76	21,039.20
126408103	CSX CORP	839 000	18,166.53	19,246.66
229678107	CUBIST PHARMACEUTICALS INC	193 000	8,260.26	8,310.58
231021106	CUMMINS INC	202 000	19,258.78	19,371.80
126650100	CVS CAREMARK CORP	393 000	11,799.21	17,783.25
23331A109	D R HORTON INC	1365.000	17,288.27	24,064.95
233825108	DAIMLER AG	154 000	9,621.92	7,721.10
235851102	DANAHER CORP DEL	395 000	18,436.68	20,859.95
237194105	DARDEN RESTAURANTS INC	312 000	13,186.90	15,968.16
24702R101	DELL INC	299 000	4,995.21	3,552.12
25030W100	DESARROLLADORA HOMEX S A DE	384.000	7,441.88	4,554.24
251561304	DEUTSCHE LUFTHANSA A G	447.000	7,046.12	5,642.48
25271C102	DIAMOND OFFSHORE DRILLING INC	9 000	540.75	588.78
254067101	DILLARDS INC	17 000	1,071.23	1,108.91
254709108	DISCOVER FINL SVCS	204.000	6,275.47	7,335.84
25470F104	DISCOVERY COMMUNICATIONS INC	155.000	8,239.95	7,847.65
25470M109	DISH NETWORK CORP	179 000	5,290.93	5,506.04
256677105	DOLLAR GEN CORP	293 000	15,538.76	14,945.93
256746108	DOLLAR TREE INC	94 000	3,936.78	4,731.96
257559203	DOMTAR CORP	18.000	1,387.03	1,329.48
257867101	DONNELLEY R R & SONS CO	121 000	1,550.00	1,466.52

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262037104	DRIL-QUIP INC	106.000	7,609.48	7,770.86
26483E100	DUN & BRADSTREET CORP DEL NEW	47.000	3,270.56	3,768.93
277432100	EASTMAN CHEM CO	356.000	13,762.18	18,611.68
278265103	EATON VANCE CORP	521.000	12,976.07	13,822.13
28176E108	EDWARDS LIFESCIENCES CORP	122.000	8,468.85	12,346.40
268648102	EMC CORP	1197.000	28,480.30	31,373.37
29364G103	ENTERGY CORP NEW	90.000	5,907.77	6,540.30
G3223R108	EVEREST RE GROUP LTD	17.000	1,749.32	1,728.90
30219G108	EXPRESS SCRIPTS HLDG CO	998.000	51,191.87	57,824.12
30231G102	EXXON MOBIL CORP	162.000	13,123.71	14,069.70
30303M102	FACEBOOK INC	100.000	4,099.32	2,171.00
307000109	FAMILY DLR STORES INC	253.000	15,410.45	16,718.24
31428X106	FEDEX CORP	89.000	8,001.73	8,036.70
30241L109	FEI CO	177.000	7,253.56	8,444.67
345370860	FORD MTR CO DEL	65.000	880.28	600.60
359590304	FUJITSU LTD	322.000	8,919.77	6,390.41
36467W109	GAMESTOP CORP	257.000	6,090.95	4,117.14
361448103	GATX CORP	283.000	11,618.88	11,905.81
36160B105	GDF SUEZ	321.000	8,451.19	7,189.12
369550108	GENERAL DYNAMICS CORP	172.000	11,315.24	10,911.68
369604103	GENERAL ELEC CO	220.000	4,218.72	4,565.00
37045V100	GENERAL MTRS CO	1135.000	33,331.26	22,370.85
37637Q105	GLACIER BANCORP INC	440.000	5,614.66	6,674.80
37940X102	GLOBAL PMTS INC	265.000	11,769.49	11,347.30
38141G104	GOLDMAN SACHS GROUP INC	260.000	38,207.79	26,234.00
38259P508	GOOGLE INC	39.000	22,962.73	24,685.83
384802104	GRAINGER W W INC	67.000	13,259.92	13,723.61
38526M106	GRAND CANYON ED INC	349.000	5,840.90	5,807.36
398905109	GROUP 1 AUTOMOTIVE INC	187.000	9,336.91	10,051.25
402635304	GULFPORT ENERGY CORP	384.000	12,306.97	7,910.40
406216101	HALLIBURTON CO	765.000	26,832.70	25,344.45
41043F208	HANGER INC	303.000	4,876.54	7,808.31
410693105	HANNOVER RUECKVERSICHERUNG	320.000	9,536.00	9,609.92
413160102	HARMONIC INC	660.000	3,568.29	2,798.40

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414585109	HARRIS TEETER SUPERMARKETS INC	209 000	8,479.13	8,640.06
415864107	HARSCO CORP	374.000	7,740.79	7,947.50
416515104	HARTFORD FINL SVCS GROUP INC	1678.000	63,538.24	27,603.10
421906108	HEALTHCARE SVCS GROUP INC	330.000	6,095.46	7,157.70
422347104	HEARTLAND EXPRESS INC	472 000	6,507.61	6,560.80
42330P107	HELIX ENERGY SOLUTIONS GROUP INC	904 000	15,565.07	16,163.52
428236103	HEWLETT PACKARD CO	1062.000	25,951.11	19,370.88
428567101	HIBBETT SPORTS INC	143.000	6,585.44	8,690.11
43365Y104	HITTITE MICROWAVE CORP	159.000	8,565.31	8,056.53
40425J101	HMS HLDGS CORP	318.000	9,746.63	10,942.38
437076102	HOME DEPOT INC	413 000	18,284.38	21,550.34
404280406	HSBC HLDGS PLC	175 000	7,501.62	7,315.00
444859102	HUMANA INC	10 000	790.81	616.00
450828108	IBERIABANK CORP	146 000	7,225.71	6,835.72
44930G107	ICU MED INC	177.000	7,780.92	9,439.41
902104108	II VI INC	268.000	4,955.16	4,673.92
452327109	ILLUMINA INC	309 000	11,254.01	12,814.23
453142101	IMPERIAL TOBACCO GROUP PLC	69.000	4,036.05	5,360.06
456837103	ING GROEP N V	875.000	10,935.74	5,757.50
G47791101	INGERSOLL-RAND CO LTD	370 000	12,537.45	15,691.70
45822P105	INTEGRYS ENERGY GROUP INC	300.000	15,516.56	18,162.00
45865V100	INTERCONTINENTAL EXCHANGE INC	142 000	13,829.23	18,633.24
459902102	INTERNATIONAL GAME TECHNOLOGY	746.000	12,610.96	8,444.72
460254105	INTERNATIONAL RECTIFIER CORP	512 000	10,675.56	8,724.48
46069S109	INTERSIL CORP	48 000	536.35	442.08
461202103	INTUIT	428 000	23,206.11	24,832.56
44984A105	IPC THE HOSPITALIST CO	157.000	7,068.66	6,751.00
464288646	ISHARES	4980.000	513,139.20	524,244.60
464288166	ISHARES BARCLAYS AGENCY BOND	215 000	22,951.25	24,501.19
464288513	ISHARES IBOXX \$ HIGH YIELD CORP	1585.000	133,108.30	145,344.50
46625H100	J P MORGAN CHASE & CO	755 000	31,174.70	27,180.00
472319102	JEFFERIES GROUP INC NEW	664.000	8,373.63	8,326.56
478160104	JOHNSON & JOHNSON	19 000	1,228.86	1,315.18
481165108	JOY GLOBAL INC	575.000	37,333.27	29,865.50

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486606106	KAYNE ANDERSON MLP INV CO	176.000	5,078.74	5,491.20
493267108	KEYCORP NEW	1508.000	11,853.48	12,033.84
49456B101	KINDER MORGAN INC DEL	493.000	19,194.15	17,654.33
500458401	KOMATSU LTD	335.000	9,788.80	7,540.85
500467402	KONINKLIJKE AHOLD NV	563.000	7,653.27	6,860.72
50075N104	KRAFT FOODS INC	423.000	16,712.51	16,797.33
501044101	KROGER CO	93.000	2,281.49	2,061.81
50127R103	KURARAY CO LTD	139.000	6,007.18	4,922.82
51476K103	LANDAUER INC	75.000	3,828.73	4,272.00
517834107	LAS VEGAS SANDS CORP	192.000	8,909.19	6,992.64
518439104	LAUDER ESTEE COS INC	233.000	8,908.99	12,204.54
53217R207	LIFE TIME FITNESS INC	190.000	7,905.95	8,627.90
532457108	LILLY ELI & CO	110.000	4,455.03	4,843.30
532716107	LIMITED BRANDS INC	289.000	13,527.41	13,741.95
534187109	LINCOLN NATL CORP IND	408.000	10,958.40	8,180.40
53578A108	LINKEDIN CORP	242.000	25,268.19	24,841.30
539830109	LOCKHEED MARTIN CORP	60.000	5,419.41	5,356.20
540424108	LOEWS CORP	451.000	16,656.46	17,855.09
544147101	LORILLARD INC	22.000	2,385.32	2,830.08
550021109	LULULEMON ATHLETICA INC	169.000	10,012.69	9,545.12
N53745100	LYONDELLBASELL INDUSTRIES NV	99.000	3,971.18	4,408.47
55616P104	MACYS INC	135.000	3,201.65	4,838.40
565849106	MARATHON OIL CORP	212.000	6,692.84	5,611.64
57060D108	MARKETAXESS HLDGS INC	261.000	7,480.89	7,887.42
G5876H105	MARVELL TECHNOLOGY GROUP LTD	35.000	384.23	394.10
580037109	MCDERMOTT INTL INC	140.000	1,399.12	1,638.00
580135101	MCDONALDS CORP	192.000	10,930.40	17,157.12
580645109	MCGRAW HILL COS INC	48.000	2,247.40	2,254.08
582839106	MEAD JOHNSON NUTRITION CO	316.000	20,838.57	23,055.36
58933Y105	MERCK & CO INC	630.000	18,279.85	27,827.10
589584101	MERIDIAN BIOSCIENCE INC	149.000	2,793.81	2,489.79
59156R108	METLIFE INC	989.000	34,004.78	30,431.53
594918104	MICROSOFT CORP	1798.000	48,738.11	52,987.06
596278101	MIDDLEBY CORP	98.000	8,941.91	9,596.16

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606769305	MITSUBISHI CORP	177 000	8,246.60	7,098.05
610236101	MONRO MUFFLER BRAKE INC	151.000	6,008.29	4,993.57
61166W101	MONSANTO CO	633 000	38,395.55	54,197.46
61945C103	MOSAIC CO	172 000	9,946.41	9,994.92
62474M108	MTN GROUP LTD	310.000	5,795.26	5,621.85
626717102	MURPHY OIL CORP	199 000	11,880.98	10,678.34
G6359F103	NABORS INDS INC	795 000	14,375.24	11,002.80
632525408	NATIONAL AUSTRALIA BK LTD	291 000	5,048.03	7,649.81
637071101	NATIONAL OILWELL VARCO INC	272 000	18,972.19	19,665.60
651290108	NEWFIELD EXPL CO	373 000	16,011.88	11,387.69
65334H102	NEXEN INC	253 000	4,714.74	6,426.20
62913F201	NII HLDGS INC	577 000	12,950.17	3,894.75
654106103	NIKE INC	348 000	25,258.00	32,485.80
654744408	NISSAN MOTORS	350 000	7,291.38	6,668.55
655044105	NOBLE ENERGY INC	238 000	8,240.11	20,808.34
655663102	NORDSON CORP	148 000	7,096.60	7,586.48
66987V109	NOVARTIS A G	87 000	4,569.29	5,099.94
629377508	NRG ENERGY INC	495 000	20,670.75	9,810.90
67103H107	O REILLY AUTOMOTIVE INC	277.000	21,519.31	23,749.98
674599105	OCCIDENTAL PETE CORP DEL	286 000	26,124.55	24,890.58
682680103	ONEOK INC NEW	476 000	19,742.24	21,186.76
68389X105	ORACLE CORP	298 000	9,523.11	8,999.60
693718108	PACCAR INC	358.000	12,580.37	14,323.58
69888P106	PAR PHARMACEUTICAL COS INC	179.000	6,461.83	8,942.84
701094104	PARKER HANNIFIN CORP	72.000	6,122.07	5,783.04
705560100	PEETS COFFEE & TEA INC	76 000	4,523.52	5,730.40
713448108	PEPSICO INC	239.000	15,992.40	17,382.47
71654V408	PETROLEO BRASILEIRO SA PETROBR	311 000	8,138.64	6,104.93
717081103	PFIZER INC	2713 000	51,587.48	65,220.52
718172109	PHILIP MORRIS INTL INC	549.000	32,915.83	50,200.56
723484101	PINNACLE WEST CAP CORP	7 000	373.59	374.78
724479100	PITNEY BOWES INC	751 000	22,525.34	10,033.36
73640Q105	PORTFOLIO RECOVERY ASSOCS INC	89 000	6,253.11	7,536.52
693483109	POSCO	94 000	7,672.04	7,475.82

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739276103	POWER INTEGRATIONS INC	154.000	5,531.17	5,426.96
74005P104	PRAXAIR INC	220.000	17,940.08	22,827.20
740189105	PRECISION CASTPARTS CORP	214.000	31,132.31	33,289.84
741503403	PRICELINE COM INC	27.000	6,323.46	17,866.98
74267C106	PROASSURANCE CORP	97.000	7,755.92	8,688.29
742718109	PROCTER & GAMBLE CO	161.000	9,346.71	10,390.94
743315103	PROGRESSIVE CORP OHIO	625.000	11,738.37	12,337.50
74346Y103	PROS HLDGS INC	205.000	3,437.93	2,857.70
743674103	PROTECTIVE LIFE CORP	135.000	3,795.90	3,767.85
744320102	PRUDENTIAL FINL INC	88.000	5,314.58	4,248.64
74435K204	PRUDENTIAL PLC	398.000	10,164.76	9,464.44
744573106	PUBLIC SVC ENTERPRISE GROUP	206.000	6,283.72	6,847.44
745867101	PULTE GROUP INC	2126.000	13,658.27	24,023.80
747525103	QUALCOMM INC	606.000	32,369.81	36,166.08
75281A109	RANGE RES CORP	322.000	20,009.71	20,157.20
754730109	RAYMOND JAMES FINL INC	453.000	13,583.94	15,229.86
755111507	RAYTHEON CO	379.000	15,952.57	21,026.92
75524B104	RBC BEARINGS INC	173.000	7,593.83	8,103.32
758204200	REED ELSEVIER NV	256.000	6,574.52	5,990.40
759351604	REINSURANCE GROUP AMER INC	316.000	15,036.30	17,591.72
760759100	REPUBLIC SVCS INC	712.000	19,324.11	20,598.16
761655406	REXAM PLC	211.000	7,337.78	7,182.23
767204100	RIO TINTO PLC	140.000	7,533.24	6,469.40
767744105	RITCHIE BROS AUCTIONEERS INC	132.000	2,656.83	2,781.24
771195104	ROCHE HLDG LTD	164.000	5,909.86	7,284.06
775043102	ROFIN SINAR TECHNOLOGIES INC	228.000	5,404.88	4,133.64
780259107	ROYAL DUTCH SHELL PLC	134.000	9,676.38	9,455.04
780641205	ROYAL KPN NV	728.000	6,744.55	5,981.25
783764103	RYLAND GROUP INC	166.000	2,565.70	3,964.08
786514208	SAFEWAY INC	334.000	7,083.04	5,193.70
79466L302	SALESFORCE COM INC	52.000	5,572.89	6,466.72
80004C101	SANDISK CORP	170.000	8,179.69	6,992.10
80105N105	SANOFI	1234.000	45,609.96	50,149.76
806857108	SCHLUMBERGER LTD	241.000	18,717.24	17,173.66

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806882106	SCHNITZER STL IND	83.000	4,013.81	2,382.93
80908T101	SCIQUEST INC	149.000	2,154.87	2,535.98
810186106	SCOTTS MIRACLE GRO CO	248.000	11,148.84	9,895.20
826197501	SIEMENS A G	34.000	3,491.84	2,879.46
82669G104	SIGNATURE BK NEW YORK N Y	172.000	10,108.35	11,094.00
827048109	SILGAN HOLDINGS INC	227.000	8,701.09	9,354.67
828806109	SIMON PPTY GROUP INC NEW	41.000	5,999.21	6,580.09
82929R304	SINGAPORE TELECOMMUNICATIONS	242.000	6,000.41	6,962.82
78442P106	SLM CORP	124.000	1,950.51	1,982.76
83175M205	SMITH & NEPHEW PLC	143.000	7,278.84	7,294.43
833034101	SNAP ON INC	282.000	14,926.89	19,113.96
83421A104	SOLERA HLDGS INC	141.000	6,542.07	5,506.05
83616T108	SOURCEFIRE INC	54.000	1,762.67	2,756.70
855244109	STARBUCKS CORP	691.000	25,801.62	31,288.48
85590A401	STARWOOD HOTELS & RESORTS	680.000	32,267.27	36,822.00
85771P102	STATOIL ASA	273.000	7,286.15	6,494.67
P8744Y102	STEINER LEISURE LTD	104.000	4,814.62	4,336.80
860630102	STIFEL FINL CORP	229.000	7,196.51	6,892.90
86562X106	SUMITOMO MITSUI TR HLDGS INC	1703.000	5,487.58	4,928.48
78486Q101	SVB FINL GROUP	125.000	6,009.10	7,226.25
87425E103	TALISMAN ENERGY INC	2752.000	45,346.09	34,042.24
876664103	TAUBMAN CTRS INC	57.000	4,332.28	4,418.64
87927Y102	TELECOM ITALIA S P A	352.000	3,307.22	2,858.24
87944W105	TELENOR ASA	90.000	5,010.99	4,587.48
88076W103	TERADATA CORP	127.000	8,712.99	8,587.74
88157K101	TESCO CORP	346.000	4,425.20	4,010.14
881609101	TESORO CORP	120.000	3,402.42	3,318.00
881624209	TEVA PHARMACEUTICAL INDs LTD	765.000	33,749.83	31,280.85
882681109	TEXAS ROADHOUSE INC	453.000	6,669.32	7,841.43
887317303	TIME WARNER INC	617.000	19,487.09	24,137.04
872540109	TJX COS INC NEW	1640.000	43,797.20	72,619.20
891092108	TORO CO	220.000	6,236.64	8,272.00
89147L100	TORTOISE ENERGY INFRASTRUCTURE	92.000	3,544.34	3,709.44
899896104	TUPPERWARE BRANDS CORP	111.000	6,275.40	5,818.62

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H89128104	TYCO INTL LTD	33 000	1,803.75	1,813.02
902252105	TYLER TECHNOLOGIES INC	152 000	6,025.95	5,931.04
902494103	TYSON FOODS INC	736 000	14,872.64	11,047.36
91732J102	U S ECOLOGY INC	198.000	3,663.34	3,861.00
904214103	UMPQUA HLDGS CORP	357 000	4,498.84	4,455.36
904311107	UNDER ARMOUR INC	206.000	10,332.74	11,214.64
907818108	UNION PAC CORP	325.000	13,257.97	39,848.25
912828EN6	UNITED STATES TREAS NT	50000 000	49,246.09	56,781.50
912828FY1	UNITED STATES TREAS NT	200000 000	198,539.06	234,968.00
91307C102	UNITED THERAPEUTICS CORP DEL	159.000	6,971.14	8,710.02
91324P102	UNITEDHEALTH GROUP INC	212 000	8,920.08	10,831.08
913543104	UNIVERSAL FST PRODS INC	129 000	4,030.06	4,118.97
91529Y106	UNUM GROUP	1244 000	27,457.80	23,499.16
903236107	URS CORP NEW	273 000	9,844.08	9,574.11
902973304	US BANCORP DEL	898.000	21,426.91	30,083.00
918204108	V F CORP	64 000	8,925.77	9,555.20
91913Y100	VALERO ENERGY CORP NEW	227 000	6,400.70	6,242.50
920355104	VALSPAR CORP	379.000	13,698.84	19,025.80
922042858	VANGUARD MSCI EMERGING MKTS	13485 000	426,260.85	539,534.85
922908553	VANGUARD REIT	1650 000	65,447.14	110,121.00
92240G101	VECTREN CORP	32 000	948.96	955.20
92343V104	VERIZON COMMUNICATIONS INC	711 000	29,088.05	32,094.54
92532F100	VERTEX PHARMACEUTICALS INC	222 000	12,801.69	10,769.22
92553P201	VIACOM INC	713.000	26,546.98	33,304.23
92826C839	VISA INC	209.000	18,527.66	26,975.63
928563402	VMWARE INC	85.000	8,666.41	7,714.60
928662303	VOLKSWAGEN AG	247.000	7,312.67	7,896.84
931142103	WAL-MART STORES INC	159.000	11,049.87	11,834.37
929236107	WD-40 CO	110.000	4,404.51	5,285.50
949746101	WELLS FARGO & CO	1994.000	53,587.44	67,417.14
949746879	WELLS FARGO & CO NEW	190 000	3,691.49	5,825.40
955306105	WEST PHARMACEUTICAL SVSC INC	148.000	5,574.95	7,367.44
983134107	WYNN RESORTS LTD	169.000	18,861.31	15,843.75
983919101	XILINX INC	498 000	16,448.49	16,135.20

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98418K105	XSTRATA PLC	2267 000	7,662 71	6,025.69
988498101	YUM BRANDS INC	736.000	39,696.83	47,722.24
989825104	ZURICH INS GROUP LTD	382 000	10,263 42	8,525 48
	Cash/Cash Equivalent	354477.290	354,477 29	354,477 29
	Totals:		6,576,318 39	6,994,317 72