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

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

OMB No 1545-0052

2011

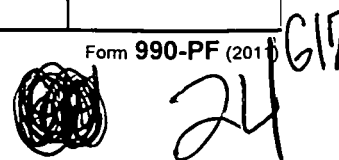
For calendar year 2011 or tax year beginning 12/1/2011, and ending 11/30/2012

Name of foundation The Austin Foundation, Inc		A Employer identification number 14-1777852
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd	Room/suite 123	B Telephone number (see instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,511,873	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	12	12		
	4 Dividends and interest from securities	55,722	55,722		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	71,969			
	b Gross sales price for all assets on line 6a 921,057				
	7 Capital gain net income (from Part IV, line 2)		71,969		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	22	22			
12 Total. Add lines 1 through 11	127,725	127,725			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	17,284	17,284		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,413			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	16,053	343		15,710
	24 Total operating and administrative expenses. Add lines 13 through 23	36,750	17,627		15,710
	25 Contributions, gifts, grants paid	98,200			98,200
26 Total expenses and disbursements Add lines 24 and 25	134,950	17,627		113,910	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-7,225				
b Net investment income (if negative, enter -0-)		110,098			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.
(HTA)

Form 990-PF (2011)



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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	67,594	43,907	43,907
	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)			
	b Investments—corporate stock (attach schedule)	1,943,552	2,038,709	2,168,453
	c Investments—corporate bonds (attach schedule)	322,000	245,000	248,371
	11 Investments—land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	50,764	49,069	51,142	
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)	2,383,910	2,376,685	2,511,873	
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)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,383,910	2,376,685	
	30 Total net assets or fund balances (see instructions)	2,383,910	2,376,685	
31 Total liabilities and net assets/fund balances (see instructions)	2,383,910	2,376,685		

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	2,383,910
2 Enter amount from Part I, line 27a	2	-7,225
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,376,685
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,376,685

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 Passthrough K1 Capital Gain				
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 921,057		847,714	73,343	
b			-1,374	
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			73,343	
b			-1,374	
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	71,969
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.

(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	110,881	2,587,369	0.042855
2009	115,532	2,483,653	0.046517
2008	146,831	2,244,287	0.065424
2007	174,916	2,942,645	0.059442
2006	152,312	3,314,315	0.045956
2 Total of line 1, column (d)			2 0.260194
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 0.052039
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,495,059
5 Multiply line 4 by line 3			5 129,840
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,101
7 Add lines 5 and 6			7 130,941
8 Enter qualifying distributions from Part XII, line 4 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			8 113,910

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,202	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	2,202	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,202	
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,971		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	231		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d		7	2,202	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	0	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶				
14	The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754			
	Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 ▶ 20____, 20____, 20____, 20____		
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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(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"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A	
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"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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 ATTACHMENT				

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				
		00		
		00		
		00		
		00		
		00		

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
.....	
2	
.....	
3	
.....	
4	
.....	

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

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

	Amount
1	
.....	
2	
.....	
All other program-related investments See instructions	
3	
.....	
Total. Add lines 1 through 3	▶ 0

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	2,435,447
b	Average of monthly cash balances	1b	97,608
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,533,055
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	
3	Subtract line 2 from line 1d	3	2,533,055
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	37,996
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,495,059
6	Minimum investment return. Enter 5% of line 5	6	124,753

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	124,753
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,202
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	2,202
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	122,551
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	122,551
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	122,551

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	113,910
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	113,910
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	113,910

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				122,551
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			113,269	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>113,910</u>				
a Applied to 2010, but not more than line 2a			113,269	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				641
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				121,910
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 <i>Paid during the year</i>				
AMERICAN NATIONAL RED CROSS P O BOX 97089 WASHINGTON DC 20090	N/A	509(a)(1)	General & Unrestricted	5,000
AMERICAN UNIVERSITY-- WAMU 88 5 4400 MASSACHUSETTS AVE , N W WASHINGTON DC 20016	N/A	509(a)(1)	General & Unrestricted	4,000
BLOOMINGTON PEACE CHOIR 8149 N DENNY BLOOMINGTON IN 47404	N/A	509(a)(1)	General & Unrestricted	7,000
BLUE RIDGE AREA FOOD BANK INC PO BOX 937 VERONA VA 24482	N/A	509(a)(1)	General & Unrestricted	10,000
CENTRAL VIRGINIA FOODBANK 1415 RHOADMILLER ST RICHMOND VA 23220	N/A	509(a)(2)	General & Unrestricted	10,000
CHLDNRN FIRST OF BUNCOMBE CO 50 S FRENCH BROAD AVE STE 246 ASHEVILLE NC 28801	N/A	509(a)(1)	General & Unrestricted	3,000
COMMONWEALTH PBLC BROADCASTING CORP 23 SESAME ST RICHMOND VA 23235	N/A	509(a)(1)	WCVE - Television Station	1,000
GRAHAM CHILDREN'S HEALTH SERVICES INC 202 MEDICAL CAMPUS DR BURNSVILLE NC 28714	N/A	509(a)(1)	Teen Health Program with Blue Ridge Fitness	3,000
GRAHAM CHILDREN'S HEALTH SERVICES INC 202 MEDICAL CAMPUS DR BURNSVILLE NC 28714	N/A	509(a)(1)	HP Program for Yancey County At Risk Youth	10,000
GREATER WA EDU TELECOM ASSC 3939 CAMPBELL AVE ARLINGTON VA 22206	N/A	509(a)(2)	Television Department and Radio Department	4,000
HAMAATSA INC PO BOX 66707 ALBUQUERQUE NM 87193	N/A	509(a)(1)	Woven Stone Wall Program	1,200
Total See Attached Statement			▶ 3a	98,200
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HOPE FOR HORSES

Street

PO BOX 1449

City

LEICESTER

State

NC

Zip Code

28748

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

4,000

Name

MARSHFIELD CLINIC

Street

1000 N OAK AVE

City

MARSHFIELD

State

WI

Zip Code

54449

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

NATIONAL PUBLIC RADIO INC

Street

635 MASS AVE NW

City

WASHINGTON

State

DC

Zip Code

20001

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

OXFAM-AMERICA INC

Street

P O BOX 1211

City

ALBERT LEA

State

MN

Zip Code

56007

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

PRESIDENT & FELLOWS OF MIDDLEBURY COLLEGE

Street

5 COURT ST

City

MIDDLEBURY

State

VT

Zip Code

05753

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Middlebury Language School and the General Fund

Amount

3,000

Name

READING IS FUNDAMENTAL INC

Street

1730 RHODE ISLAND 11TH FL

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SIDWELL FRIENDS SCHOOL

Street

3825 WISC AVE NW

City

WASHINGTON

State

DC

Zip Code

20016

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Annual Fund

Amount

1,000

Name

ST MARK'S EPISCOPAL CHURCH

Street

700 E MILL ST

City

BEAVER DAM

State

WI

Zip Code

53916

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

TOE RIVER ARTS COUNCIL INC

Street

P O. BOX 882

City

BURNSVILLE

State

NC

Zip Code

28714

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Education or School Programs

Amount

5,000

Name

UNITED NEGRO COLLEGE FUND INC

Street

8260 WILLOW OAKS CORP DR PO BOX 10

City

FAIRFAX

State

VA

Zip Code

22031

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

UNITED STATES FUND FOR UNICEF

Street

125 MAIDEN LN 10TH FLR

City

NEW YORK

State

NY

Zip Code

10038

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

WESTERN NORTH CAROLINA PUBLIC RADIO INC

Street

73 BROADWAY ST

City

ASHEVILLE

State

NC

Zip Code

28801

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

YANCEY COUNTY PUBLIC LIBRARY

Street

18 TOWN SQ

City

BURNSVILLE

State

NC

Zip Code

28714

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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			14	12	
4	Dividends and interest from securities			14	55,722	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	71,969	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>K-1 Pass-Through Income</u>			14	22	
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		127,725	0
13	Total. Add line 12, columns (b), (d), and (e)				13	127,725

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

[illegible]

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

- | | | | |
|--|--------------|-----|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee _____

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

Jeffrey D. Haskell

Jeffrey D. Haskell

2/27/2013

Check ☐ if
self-employed

P01345770

Firm's name	► Foundation Source
-------------	---------------------

Firm's EIN ▶ 51-0398347

Firm's address ► 55 Walls Drive, Fairfield, CT 06824

Phone no	(800) 839-1754
----------	----------------

Form 990-PF, Part I, Line 11 - Other Income

TOTAL.		22	22	0
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
1	DB COMMODITY INDEX TRACKING FUND K-1 Pass-Through Share of Income/(Loss)	22	22	0
2				
3				
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL.		17,284	17,284	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	17,284	17,284		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

TOTAL:		3,413	0	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated Tax for 2012	1,800	0	0	0
2	IRS Excise Tax Payment with 1st ext 990-PF	1,613	0	0	0
3					
4					
5					
6					
7					
8					
9					
10					

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

TOTAL.		16,053	343	0	15,710
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Administrative Fees	15,460	0	0	15,460
2	DB COMMODITY INDEX TRACKING FUND K-1 Pass-Through Share of Expenses	343	343	0	0
3	State and Local Filing Fees	250	0	0	250
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		TOTAL:		2,038,709	2,168,453
	Description	Shares	Book Value End of Year	FMV End of Year	
1	ADOBE SYSTEMS, INC (ADBE)	35	1,146	1,211	
2	ALTERA CORPORATION (ALTR)	65	2,247	2,105	
3	AMAZON COM (AMZN)	25	4,666	6,301	
4	AMERICAN EXPRESS CO (AXP)	20	1,108	1,118	
5	ANADARKO PETROLEUM CORP (APC)	35	2,635	2,562	
6	APPLE INC (AAPL)	30	17,978	17,558	
7	ASTON OPTIMUM MID CAP FUND CLASS I (ABMIX)	783	21,856	26,719	
8	AT&T CORP COM NEW(T)	50	1,691	1,707	
9	AUTOZONE INC (AZO)	5	1,968	1,919	
10	BAIDU COM - ADR (BIDU)	10	1,137	963	
11	BANK OF AMERICA CORP (BAC)	250	2,360	2,465	
12	BROADCOM CORPORATION (BRCM)	40	1,436	1,295	
13	CAMERON INTERNATIONAL CORP (CAM)	30	1,529	1,619	
14	CARDINAL HEALTH INC (CAH)	100	5,157	4,045	
15	CARNIVAL CORP (CCL)	30	1,130	1,160	
16	CBS CORP CL B (CBS)	95	3,233	3,418	
17	CELGENE CORP (CELG)	35	2,656	2,751	
18	CISCO SYSTEMS INC (CSCO)	300	1,554	5,673	
19	CITIGROUP INC (C)	105	3,463	3,630	
20	CME GROUP, INC (CME)	50	2,874	2,764	
21	COLUMBIA FDS SER TR II MASS ASIA PC JP R5 (TAPRX)	4,347	59,010	55,689	
22	COMCAST CORP CL A (CMCSA)	75	2,626	2,790	
23	COSTCO WHOLESALE CORP NEW (COST)	15	1,430	1,559	
24	COVIDIEN LTD (COV)	50	2,964	2,906	
25	CSX CORP (CSX)	120	2,626	2,371	
26	DOW CHEMICAL PV (DOW)	35	1,009	1,057	
27	DREYFUS PREMIER EMERGING MARKETS DEBT LOCAL CURREN (DDBIX)	3,501	51,830	53,185	
28	DU PONT DE NEMOURS (DD)	75	3,963	3,236	
29	EATON VANCE FLOATING RATE FUND INSTI SHARE (EIBLX)	6,813	61,927	61,995	
30	EATON VANCE GLOBAL MACRO FD CL I (EIGMX)	8,007	82,415	78,306	
31	EMC CORP-MASS (EMC)	300	5,304	7,446	
32	EOG RESOURCES INC (EOG)	25	2,945	2,941	
33	EXXON MOBIL CORP (XOM)	100	2,655	8,814	
34	FREEPORT-MCMORAN COPPER & GOLD INC (FCX)	100	4,420	3,901	
35	GATEWAY FUND CLASS Y (GTEYX)	4,689	126,702	127,734	
36	GENERAL ELECTRIC CO (GE)	200	2,533	4,226	
37	GENERAL MILLS INC (GIS)	100	2,247	4,099	
38	GENERAL MOTORS (GM)	70	1,794	1,812	
39	GOLDMAN SACHS GROUP (GS)	35	4,019	4,123	
40	GOOGLE INC CL A (GOOG)	5	3,041	3,492	
41	HIGHBRIDGE DYNAMIC COMMOD STRATEGY FUND - SEL (HDCSX)	1,801	25,460	26,936	

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

			TOTAL:	2,038,709	2,168,453
	Description	Shares	Book Value End of Year	FMV End of Year	
42	HOME DEPOT INC (HD)	50	2,953	3,254	
43	HONEYWELL INTERNATIONAL INC (HON)	65	3,728	3,986	
44	HUMANA INC (HUM)	25	1,762	1,635	
45	ISHARES TR S & P MIDCAP 400 INDEX FD (IJH)	675	48,782	67,581	
46	ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD (IWF)	405	24,150	26,681	
47	JOHNSON CONTROLS INC (JCI)	70	2,296	1,928	
48	JP MORGAN EXPANSION INDEX SELECT FUND (PGMIX)	6,314	53,790	69,325	
49	JP MORGAN INFLATION MANAGED BOND SEL CL (JRBSX)	4,759	50,924	51,828	
50	JP MORGAN SHORT DURATION BOND SELECT FUND (HLLVX)	26,054	284,649	286,857	
51	JP MORGAN US REAL ESTATE FD SELECT SHS (SUIEX)	1,560	23,535	27,559	
52	JPMORGAN EMERGING MKTS EQUITY FD (JEMSX)	1,455	30,460	33,226	
53	JPMORGAN HIGH YIELD BOND FUND SELECT (OHYFX)	14,657	118,930	119,015	
54	JPMORGAN INTERNATIONAL CURRENCY INCOME FD (JCISX)	4,552	52,988	51,167	
55	JPMORGAN INTERNATIONAL VALUE SELECT (JIESX)	2,867	37,875	36,183	
56	JPMORGAN MARKET NEUTRAL FUND SELECT (JMNSX)	3,462	51,000	51,588	
57	KINDER MORGAN INC (KMI)	35	1,273	1,183	
58	LENNAR CORP (LEN)	30	1,081	1,141	
59	LOWES COMPANIES INC (LOW)	150	4,066	5,414	
60	MARATHON PETROLEUM CORP (MPC)	40	2,147	2,382	
61	MASCO CORP (MAS)	100	1,559	1,696	
62	MERCK & CO INC (MRK)	300	10,609	13,290	
63	METLIFE INC (MET)	90	3,422	2,987	
64	MICROSOFT CORPORATION (MSFT)	300	1,854	7,985	
65	NETAPP, INC (NTAP)	40	1,854	1,268	
66	OCCIDENTAL PETE CORP (OXY)	60	5,503	4,513	
67	ORACLE CORP (ORCL)	400	1,282	12,872	
68	PAYDEN HIGH INCOME FUND CLASS R (PYHRX)	14,756	107,047	107,720	
69	PEPSICO INC (PEP)	30	2,111	2,106	
70	PFIZER INC (PFE)	300	10,287	7,506	
71	PHILIP MORRIS INTL (PM)	20	1,760	1,798	
72	PHILLIPS 66 (PSX)	30	1,427	1,571	
73	PIONEER NAT RES CO (PXD)	20	2,218	2,140	
74	PRIMECAP ODYSSEY STOCK FUND (POSKX)	3,411	48,670	54,706	
75	PROCTER GAMBLE CO (PG)	65	2,443	4,539	
76	PRUDENTIAL FINCL INC (PRU)	50	2,644	2,606	
77	QUALCOMM INC (QCOM)	70	4,323	4,453	
78	RS INTERNATIONAL GROWTH FUND Y (RSIGX)	3,061	51,000	53,908	
79	SCHLUMBERGER LTD (SLB)	175	4,611	12,534	
80	SPDR GOLD TR GOLD SHS (GLD)	309	40,968	51,309	
81	T ROWE PRICE NEWASIA FUND (PRASX)	3,406	48,670	56,810	
82	TARGET CORPORATION (TGT)	40	2,478	2,525	

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		TOTAL:	2,038,709	2,168,453
	Description	Shares	Book Value End of Year	FMV End of Year
83	TEXAS INSTRUMENTS INC (TXN)	60	1,968	1,768
84	THE ARBITRAGE FUND CLASS I (ARBNX)	13,485	177,259	174,094
85	TIME WARNER INC (TWX)	150	4,465	7,095
86	UNITED TECHNOLOGIES CORP (UTX)	125	3,863	10,014
87	UNITEDHEALTH GROUP INC (UNH)	60	3,200	3,263
88	VANGUARD INTERMEDIATE-TERM CORPORATE FUND (VFICX)	7,434	72,052	78,060
89	VANGUARD MSCI EMERGING MARKETS ETF (VWO)	1,624	70,788	68,240
90	VERIZON COMMUNICATIONS (VZ)	80	3,307	3,530
91	WELLS FARGO & CO (WFC)	400	9,342	13,204
92	WILLIAMS COS (WMB)	95	2,760	3,120
93	YUM BRANDS INC (YUM)	55	3,832	3,689

Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

			TOTAL:	245,000	248,371
	Description	Shares	Book Value End of Year	FMV End of Year	
1	BARCLAYS BANK PLC RTN NT LKD - 0 000% - 01/14/2013 (06738KMR9)	20,000	20,000	19,008	
2	BARCLAYS BANK PLC SR CMDTY LKD 17 500% 10/09/2013 (06741THL4)	25,000	25,000	24,833	
3	BARCLAYS CAPITAL NOTE-0 00%-09/18/2013 (06738KVA6)	20,000	20,000	19,184	
4	BNP PARIBAS - 0 000% - 06/19/2023 (05567L5Q6)	25,000	25,000	27,125	
5	BNP PARIBAS NT ZERO CPN 00 000% - 10/30/2013 (05574LAV0)	30,000	30,000	29,890	
6	DEUTSCHE BK AG GLBL - 0 00% - 09/05/2013 (2515A1LE9)	25,000	25,000	25,248	
7	DEUTSCHE BK AG GLBL MTN BK EN 0 00% 03/19/2014 (2515A1LR0)	25,000	25,000	24,979	
8	GOLDMAN SACHS GROUP INC 0 000% - 05/08/2013 - INDX NT LKD (38143U2J9)	25,000	25,000	26,169	
9	JP MORGAN CHASE BANK NA 0 000% 09/25/2013SR IDX ZRO LKD (48125V5X4)	25,000	25,000	25,588	
10	UBS AG LONDON BRH SR IDX ZRO LKD - 0 000% - 07/31/2013 (902674LA6)	25,000	25,000	26,347	

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

		TOTAL:	49,069	51,142
	Asset Description	Book Value End of Year	FMV End of Year	
1	DB COMMODITY INDEX TRACKING FUND (DBC)	49,069	51,142	
2				
3				
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

							TOTAL:			
	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct
1	Karen Head	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Director	1	0	0	0
2	Kimberly A Head	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Director	1	0	0	0
3	Stephen Markovits	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	President	1	0	0	0
4										
5										
6										
7										
8										
9										
10										