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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

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

For calendar year 2011, or tax year beginning 12-01-2011, and ending 11-30-2012

G Check all that apply Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation
THE ROGER JAMES CHARITABLE FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) PO Box 1501 NJ2-130-03-31 Room/suite

City or town, state, and ZIP code
Pennington, NJ 085341501

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 9,479,979** **J** Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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 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.	265,699	245,652		
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	236,084			
b	Gross sales price for all assets on line 6a 4,331,050				
7	Capital gain net income (from Part IV, line 2)		236,084		
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	501,783	481,736		

13	Compensation of officers, directors, trustees, etc	80,363	32,145	48,218
14	Other employee salaries and wages			
15	Pension plans, employee benefits			
16a	Legal fees (attach schedule)			
b	Accounting fees (attach schedule)			
c	Other professional fees (attach schedule)			
17	Interest			
18	Taxes (attach schedule) (see page 14 of the instructions)	15,978	1,656	
19	Depreciation (attach schedule) and depletion			
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule)	25		25
24	Total operating and administrative expenses.			
	Add lines 13 through 23	96,366	33,801	48,243
25	Contributions, gifts, grants paid	457,176		457,176
26	Total expenses and disbursements. Add lines 24 and 25	553,542	33,801	505,419

27	Subtract line 26 from line 12			
a	Excess of revenue over expenses and disbursements	-51,759		
b	Net investment income (if negative, enter -0-)		447,935	
c	Adjusted net income (if negative, enter -0-)			

	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	1	2	2	
	2 Savings and temporary cash investments	278,292	651,195	651,195	
	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 page 15 of the 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				
	10a Investments—U S and state government obligations (attach schedule)	2,559,231	2,474,049	2,656,291	
	b Investments—corporate stock (attach schedule)	3,790,226	3,656,880	4,199,157	
	c Investments—corporate bonds (attach schedule)	1,921,461	1,714,109	1,877,855	
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	83,359	77,059	95,479		
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)	8,632,570	8,573,294	9,479,979		
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	
	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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	8,632,570	8,573,294		
	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 page 17 of the instructions)	8,632,570	8,573,294		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,632,570	8,573,294			
Net Assets or Fund Balances					

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	8,632,570
2	Enter amount from Part I, line 27a	2	-51,759
3	Other increases not included in line 2 (itemize) ►	3	3,064
4	Add lines 1, 2, and 3	4	8,583,875
5	Decreases not included in line 2 (itemize) ►	5	10,581
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,573,294

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 See Additional Data Table				
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 See Additional Data Table				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a See Additional Data Table				
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	236,084
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 pages 13 and 17 of the 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 page 18 of 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	504,905	8,981,528	000 056216
2009	498,542	8,643,524	000 057678
2008	863,204	8,289,026	000 104138
2007	557,873	9,913,487	000 056274
2006			
2 Total of line 1, column (d).			2 000 274306
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			3 000 068577
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.			4 9,152,376
5 Multiply line 4 by line 3.			5 627,642
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 4,479
7 Add lines 5 and 6.			7 632,121
8 Enter qualifying distributions from Part XII, line 4.			8 505,419

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	8,959
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		2	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	8,959
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
3	Add lines 1 and 2.		5	8,959
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		7	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		8	
6	Credits/Payments		9	
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	10,044	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.	7	10,044	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,085	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		1,085

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)?		Yes	No
1c	<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>		Yes	No
d	Did the foundation file Form 1120-POL for this year?		Yes	No
e	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"/> \$ _____		Yes	No
2	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		Yes	No
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>		Yes	No
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>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
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>		Yes	No
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?		Yes	No
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>		Yes	No
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> WA		Yes	No
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>		Yes	No
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 on page 27)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► N/A				
14	The books are in care of ► _____ Telephone no ► (609) 274-6834 Located at ► 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP +4 ► 085341501			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ► 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 ►				

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 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 page 20 of the instructions)?	1b	No
c	Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>		
1c	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	No
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 page 20 of the instructions)	2b	
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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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	No

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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 page 22 of the instructions). . . . (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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
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 type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		7b	No
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?			

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 page 22 of the 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
MLTC A DIVISION OF BANK AMERICA N PO BOX 1501 PENNINGTON, NJ 085341501	TRUSTEE 002 00	80,363		

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
Total number of other employees paid over \$50,000.				<input checked="" type="checkbox"/>

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 page 23 of the instructions). If none, enter "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.

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

1	NONE	
2		
All other program-related investments See page 24 of the instructions		
3		

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	8,887,315
b Average of monthly cash balances.	1b	404,437
c Fair market value of all other assets (see page 24 of the instructions).	1c	0
d Total (add lines 1a, b, and c).	1d	9,291,752
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	9,291,752
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) <input checked="" type="checkbox"/>	4	139,376
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,152,376
6 Minimum investment return. Enter 5% of line 5.	6	457,619

Part XI Distributable Amount (see page 25 of the 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	457,619
2a Tax on investment income for 2011 from Part VI, line 5.	2a	8,959
b Income tax for 2011 (This does not include the tax from Part VI).	2b	
c Add lines 2a and 2b.	2c	8,959
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	448,660
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4.	5	448,660
6 Deduction from distributable amount (see page 25 of the instructions).	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	448,660

Part XII Qualifying Distributions (see page 25 of the 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 <input checked="" type="checkbox"/>	1a	505,419
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	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required).	3a	
b Cash distribution test (attach the required schedule).	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	505,419
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 page 26 of the instructions).	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	505,419

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				448,660
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.	82,691			
c From 2008.	452,889			
d From 2009.	72,132			
e From 2010.	65,873			
f Total of lines 3a through e.	673,585			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 505,419				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2011 distributable amount.				448,660
e Remaining amount distributed out of corpus	56,759			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	730,344			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	730,344			
10 Analysis of line 9				
a Excess from 2007.	82,691			
b Excess from 2008.	452,889			
c Excess from 2009.	72,132			
d Excess from 2010.	65,873			
e Excess from 2011.	56,759			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

ROGER JAMES

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	457,176
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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?

a Transfers from the reporting foundation to a noncharitable exempt organization or

b Other transactions

- (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.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

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		
<p>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 or fiduciary) is based on all information of which preparer has any knowledge.</p>				
<p>*****</p>	<p>2013-04-09</p>	<p>*****</p>		
<p>Signature of officer or trustee</p>	<p>Date</p>	<p>Title</p>		
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature DONALD J ROMAN</p>	<p>Date 2013-04-09</p>	<p>Check if self-employed <input checked="" type="checkbox"/></p>	<p>PTIN</p>
	<p>Firm's name PRICEWATERHOUSECOOPERS LLP</p>	<p>600 GRANT STREET</p>	<p>Firm's EIN █</p>	
	<p>Firm's address PITTSBURGH, PA 15219</p>	<p>Phone no (412) 355-6000</p>		

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
MURPHY OIL CORP		2011-03-15	2012-06-13
MURPHY OIL CORP		2011-03-15	2012-06-12
MURPHY OIL CORP		2011-03-14	2012-06-12
MURPHY OIL CORP		2011-03-14	2012-06-11
MURPHY OIL CORP		2011-03-14	2012-06-08
MURPHY OIL CORP		2011-03-14	2012-06-07
MOTOROLA SOLUTIONS INC		2011-02-01	2012-06-15
MOTOROLA SOLUTIONS INC		2011-02-01	2012-06-14
MOTOROLA SOLUTIONS INC		2011-01-31	2012-06-14
MOTOROLA SOLUTIONS INC		2011-01-31	2012-06-13
MOTOROLA SOLUTIONS INC		2010-10-25	2012-06-13
MOTOROLA SOLUTIONS INC		2010-10-25	2012-03-14
MOTOROLA SOLUTIONS INC		2010-10-25	2012-03-13
MOTOROLA SOLUTIONS INC		2010-09-14	2012-03-13
KROGER CO		2008-03-17	2012-07-12
KROGER CO		2008-03-17	2012-07-11
MOTOROLA SOLUTIONS INC		2010-09-13	2012-03-13
MOTOROLA SOLUTIONS INC		2010-09-13	2012-03-12
MOTOROLA SOLUTIONS INC		2010-09-13	2011-12-29
MARATHON OIL CORP		2009-07-06	2011-12-29
LORILLARD INC		2011-10-11	2012-09-25
LORILLARD INC		2011-10-11	2012-09-24
LORILLARD INC		2011-10-10	2012-09-24
LORILLARD INC		2011-10-10	2011-12-29
LOCKHEED MARTIN CORP		2011-04-06	2012-09-25
LOCKHEED MARTIN CORP		2011-04-05	2012-09-25
LOCKHEED MARTIN CORP		2011-04-04	2012-09-25
LOCKHEED MARTIN CORP		2011-04-04	2012-09-24
LOCKHEED MARTIN CORP		2008-08-18	2012-09-24
LOCKHEED MARTIN CORP		2008-08-18	2012-09-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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LOCKHEED MARTIN CORP		2008-02-04	2012-09-18
LOCKHEED MARTIN CORP		2008-01-22	2012-09-18
LOCKHEED MARTIN CORP		2008-01-22	2012-09-17
LIMITED BRANDS INC		2010-06-02	2012-06-29
LIMITED BRANDS INC		2010-06-02	2012-06-28
LIMITED BRANDS INC		2010-06-02	2012-06-27
LIMITED BRANDS INC		2010-06-01	2012-06-26
LIMITED BRANDS INC		2010-06-02	2012-06-26
LIMITED BRANDS INC		2010-06-01	2012-06-26
LIMITED BRANDS INC		2010-06-01	2011-12-29
L-3 COMMNCTNS HLDGS		2008-03-17	2012-08-17
L-3 COMMNCTNS HLDGS		2008-02-04	2012-08-17
L-3 COMMNCTNS HLDGS		2008-02-04	2012-08-16
L-3 COMMNCTNS HLDGS		2008-01-22	2012-08-16
L-3 COMMNCTNS HLDGS		2008-01-22	2012-08-15
L-3 COMMNCTNS HLDGS		2008-01-02	2012-08-15
L-3 COMMNCTNS HLDGS		2008-01-02	2012-08-14
L-3 COMMNCTNS HLDGS		2008-01-02	2012-08-13
L-3 COMMNCTNS HLDGS		2007-12-19	2012-08-13
KROGER CO		2011-03-28	2012-07-17
KROGER CO		2011-03-28	2012-07-16
KROGER CO		2011-03-28	2012-07-13
KROGER CO		2011-02-28	2012-07-13
KROGER CO		2011-02-28	2012-07-12
KROGER CO		2008-02-04	2012-07-11
KROGER CO		2008-01-22	2012-07-11
KROGER CO		2008-01-22	2012-07-10
KROGER CO		2008-01-22	2012-07-09
KROGER CO		2008-01-02	2012-07-09
JOHNSON AND JOHNSON COM		2009-05-22	2012-09-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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JOHNSON AND JOHNSON COM		2008-03-17	2012-09-24
JOHNSON AND JOHNSON COM		2008-02-04	2012-09-24
JOHNSON AND JOHNSON COM		2008-02-04	2012-02-06
JOHNSON AND JOHNSON COM		2008-01-22	2012-02-06
JOHNSON AND JOHNSON COM		2008-01-02	2012-02-06
JPMORGAN CHASE CO		2007-12-26	2011-12-29
INTL PAPER CO		2011-10-03	2012-06-29
INTL PAPER CO		2011-10-03	2012-06-28
INTL PAPER CO		2010-05-25	2012-06-28
INTL PAPER CO		2010-05-25	2012-06-27
INTL PAPER CO		2010-05-25	2012-06-26
INTL PAPER CO		2010-05-24	2012-06-26
INTL PAPER CO		2010-03-03	2012-06-26
INTL PAPER CO		2010-03-02	2012-06-26
INTL PAPER CO		2010-03-02	2012-06-26
INTL PAPER CO		2010-03-01	2012-06-26
INTL PAPER CO		2009-05-22	2012-06-26
INTL PAPER CO		2009-05-22	2011-12-29
INTL PAPER CO		2008-03-17	2011-12-29
IBM CORP		2008-02-21	2012-11-29
IBM CORP		2008-01-03	2012-11-29
IBM CORP		2007-12-26	2012-11-29
IBM CORP		2007-12-26	2011-12-29
HERSHEY COMPANY		2010-11-15	2012-09-13
HERSHEY COMPANY		2010-11-15	2012-09-12
HERSHEY COMPANY		2010-11-15	2012-09-11
HERSHEY COMPANY		2010-11-15	2012-09-10
HERSHEY COMPANY		2010-11-15	2011-12-29
GOLDMAN SACHS GROUP INC		2007-12-26	2011-12-29
GENERAL ELEC CAP CORP		2010-01-11	2011-12-29

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FREEPRT-MCMRAN CPR GLD		2010-06-15	2012-10-04
FREEPRT-MCMRAN CPR GLD		2010-06-14	2012-10-04
FREEPRT-MCMRAN CPR GLD		2010-04-26	2012-10-04
FEDERAL NATL MTG ASSOC		2011-07-26	2012-08-02
FEDERAL NATL MTG ASSOC		2009-05-22	2012-08-02
FEDERAL NATL MTG ASSOC		2009-01-27	2012-08-02
U S TREASURY NOTE		2010-03-16	2012-02-27
U S TREASURY NOTE		2010-03-16	2011-12-29
U S TREASURY NOTE		2009-09-17	2012-02-27
U S TREASURY NOTE		2009-09-17	2011-12-29
U S TREASURY BOND		2010-06-11	2012-02-27
U S TREASURY BOND		2010-06-11	2011-12-29
U S TREASURY BOND		2009-05-22	2012-02-24
U S TREASURY BOND		2009-02-24	2012-02-24
U S TREASURY BOND		2009-02-24	2011-12-29
U S TREASURY BOND		2009-06-24	2011-12-29
TRAVELERS COS INC		2008-01-22	2011-12-29
TARGET CORP COM		2010-04-07	2012-09-25
TARGET CORP COM		2010-04-06	2012-09-25
TARGET CORP COM		2010-04-06	2012-09-24
TARGET CORP COM		2010-04-05	2012-09-24
TARGET CORP COM		2010-03-03	2012-09-24
TARGET CORP COM		2010-03-02	2012-09-24
SYMANTEC CORP COM		2010-11-02	2012-11-02
SYMANTEC CORP COM		2010-11-02	2012-11-01
SYMANTEC CORP COM		2010-11-01	2012-11-01
SYMANTEC CORP COM		2010-09-27	2012-11-01
SYMANTEC CORP COM		2010-09-27	2012-10-31
SPRINT NEXTEL CORP		2011-07-11	2012-06-29
SPRINT NEXTEL CORP		2011-07-11	2012-06-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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SPRINT NEXTEL CORP		2011-07-11	2012-06-27
SPRINT NEXTEL CORP		2011-07-11	2012-06-26
SPRINT NEXTEL CORP		2011-07-11	2012-06-26
SHELL INTERNATIONAL FIN		2009-09-17	2011-12-29
LYONDELLBASELL INDUSTRIE		2011-08-09	2012-03-06
LYONDELLBASELL INDUSTRIE		2011-08-09	2012-03-05
LYONDELLBASELL INDUSTRIE		2011-08-08	2012-03-05
LYONDELLBASELL INDUSTRIE		2011-08-08	2011-12-29
NABORS INDUSTRIES LTD		2009-11-25	2012-08-29
NABORS INDUSTRIES LTD		2009-11-24	2012-08-29
NABORS INDUSTRIES LTD		2009-11-24	2012-08-28
NABORS INDUSTRIES LTD		2009-11-23	2012-08-28
WESTERN UN CO		2011-06-16	2012-11-15
WESTERN UN CO		2011-06-15	2012-11-15
WESTERN UN CO		2011-06-15	2012-11-14
WESTERN UN CO		2011-06-14	2012-11-14
SPDR GOLD TRUST		2010-10-14	2011-12-09
SPDR GOLD TRUST		2010-10-14	2011-12-09
RAYTHEON CO DELAWARE NEW		2008-01-22	2011-12-29
RAYTHEON CO DELAWARE NEW		2008-01-02	2011-12-29
PRUDENTIAL FINANCIAL INC		2012-01-31	2012-11-01
PRUDENTIAL FINANCIAL INC		2012-01-30	2012-11-01
PRUDENTIAL FINANCIAL INC		2012-01-30	2012-10-31
PRUDENTIAL FINANCIAL INC		2010-05-25	2012-10-31
PRUDENTIAL FINANCIAL INC		2010-05-24	2012-10-31
PHILLIPS 66 SHS		2010-02-18	2012-05-08
PHILLIPS 66 SHS		2010-02-17	2012-05-08
PHILLIPS 66 SHS		2010-02-16	2012-05-08
PHILLIPS 66 SHS		2009-05-22	2012-05-08
PHILLIPS 66 SHS		2009-05-22	2012-05-07

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PHILLIPS 66 SHS		2008-06-10	2012-05-07
PHILLIPS 66 SHS		2008-06-02	2012-05-07
PHILIP MORRIS INTL INC		2011-10-17	2011-12-29
PEPSICO INC		2011-07-26	2012-06-12
PEPSICO INC		2008-12-04	2012-06-12
PEPSICO INC		2008-11-24	2012-06-12
PEPSICO INC		2008-11-24	2011-12-29
NORTHROP GRUMMAN CORP		2009-08-05	2012-09-24
NORTHROP GRUMMAN CORP		2009-08-05	2012-09-21
NORTHROP GRUMMAN CORP		2009-08-04	2012-09-21
NORTHROP GRUMMAN CORP		2009-08-04	2012-09-20
NORTHROP GRUMMAN CORP		2009-08-04	2012-09-19
NORTHROP GRUMMAN CORP		2009-08-04	2012-09-18
NORTHROP GRUMMAN CORP		2009-08-04	2012-09-17
SARA LEE CORP COM		2010-06-23	2012-03-14
SARA LEE CORP COM		2010-06-22	2012-03-13
SARA LEE CORP COM		2010-06-22	2012-03-12
SARA LEE CORP COM		2010-06-21	2012-03-12
SAFEWAY INC NEW		2008-03-17	2012-07-11
SAFEWAY INC NEW		2008-02-04	2012-07-11
SAFEWAY INC NEW		2008-02-04	2012-07-10
SAFEWAY INC NEW		2008-01-22	2012-07-10
SAFEWAY INC NEW		2008-01-22	2012-07-09
SAFEWAY INC NEW		2008-01-02	2012-07-09
SPDR GOLD TRUST		2010-10-14	2011-12-29
WESTERN UN CO		2011-06-14	2012-11-13
WESTERN UN CO		2011-06-13	2012-11-13
WELLPOINT INC		2008-10-27	2012-06-29
WELLPOINT INC		2008-10-27	2012-06-28
WELLPOINT INC		2008-10-27	2012-06-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
WELLPOINT INC		2008-03-17	2012-06-26
WELLPOINT INC		2008-02-04	2012-06-26
WELLPOINT INC		2008-01-22	2012-06-26
WELLPOINT INC		2008-10-27	2012-06-26
WELLPOINT INC		2008-03-17	2012-06-26
WELLPOINT INC		2008-01-22	2012-06-12
WELLPOINT INC		2008-01-22	2012-06-11
WELLPOINT INC		2008-01-02	2012-06-11
VERIZON COMMUNICATNS COM		2009-04-06	2012-06-29
VERIZON COMMUNICATNS COM		2009-04-06	2012-06-28
VERIZON COMMUNICATNS COM		2009-04-06	2012-06-27
VERIZON COMMUNICATNS COM		2009-04-06	2012-06-26
VERIZON COMMUNICATNS COM		2009-04-06	2012-06-26
VALERO ENERGY CORP NEW		2011-11-14	2012-06-11
VALERO ENERGY CORP NEW		2011-11-14	2011-12-29
UNUM GROUP		2009-05-22	2012-06-29
UNUM GROUP		2009-05-22	2012-06-28
UNUM GROUP		2008-10-22	2012-06-28
UNUM GROUP		2008-10-22	2012-06-27
UNUM GROUP		2008-10-22	2012-06-26
UNUM GROUP		2008-10-15	2012-06-26
UNUM GROUP		2008-10-22	2012-06-26
UNITEDHEALTH GROUP INC		2010-12-13	2012-06-04
U S TREASURY NOTE		2012-06-12	2012-08-02
U S TREASURY NOTE		2012-06-12	2012-07-16
U S TREASURY NOTE		2011-11-17	2012-08-02
U S TREASURY NOTE		2011-11-17	2011-12-29
U S TREASURY NOTE		2011-08-25	2011-12-29
U S TREASURY NOTE		2011-05-27	2011-12-29
ENGILITY HOLDINGS INC		2008-01-02	2012-07-24

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ENGILITY HOLDINGS INC		2008-01-02	2012-07-24
ENGILITY HOLDINGS INC		2007-12-19	2012-07-24
DR PEPPER SNAPPLE GROUP		2010-07-14	2012-04-25
DR PEPPER SNAPPLE GROUP		2010-07-14	2012-04-24
DR PEPPER SNAPPLE GROUP		2010-07-13	2012-04-24
DR PEPPER SNAPPLE GROUP		2010-07-13	2012-04-23
DR PEPPER SNAPPLE GROUP		2010-07-12	2012-04-23
DISH NETWORK CORPATION		2011-07-19	2012-09-20
DISH NETWORK CORPATION		2011-07-19	2012-09-19
DISH NETWORK CORPATION		2011-07-19	2012-09-18
DISH NETWORK CORPATION		2011-07-18	2012-09-18
DISH NETWORK CORPATION		2011-07-18	2012-09-17
DISCOVER FINL SVCS		2011-05-17	2012-10-22
DISCOVER FINL SVCS		2011-05-16	2012-10-22
DISCOVER FINL SVCS		2011-05-16	2012-03-26
DELL INC		2011-03-01	2012-07-26
DELL INC		2011-02-28	2012-07-26
DELL INC		2011-02-28	2012-07-25
DELL INC		2011-02-28	2012-07-24
DELL INC		2011-02-28	2012-07-23
CREDIT SUISSE FB USA INC		2007-12-26	2011-12-29
CONOCOPHILLIPS		2010-02-18	2012-07-11
CONOCOPHILLIPS		2010-02-18	2012-07-10
CONOCOPHILLIPS		2010-02-17	2012-07-10
CONOCOPHILLIPS		2010-02-16	2012-07-10
CONOCOPHILLIPS		2010-02-16	2012-07-09
CONOCOPHILLIPS		2009-05-22	2012-07-09
CONOCOPHILLIPS		2008-06-10	2012-07-09
U S TREASURY NOTE		2010-10-28	2012-10-26
U S TREASURY NOTE		2010-10-28	2012-09-10

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U S TREASURY NOTE		2010-10-28	2011-12-29
U S TREASURY NOTE		2010-10-28	2011-12-29
U S TREASURY NOTE		2010-06-11	2011-12-29
U S TREASURY NOTE		2011-07-26	2012-02-27
FEDERAL NATL MTG ASSOC		2009-01-27	2012-06-12
FEDERAL NATL MTG ASSOC		2009-01-27	2011-12-29
FEDERAL NATL MTG ASSOC		2007-12-26	2011-12-29
FEDERAL HOME LN MTG CORP		2008-07-08	2011-12-29
EXPRESS SCRIPTS HLDG CO		2012-07-16	2012-11-14
EXPRESS SCRIPTS HLDG CO		2012-07-13	2012-11-14
EXPRESS SCRIPTS HLDG CO		2012-07-12	2012-11-14
EXPRESS SCRIPTS HLDG CO		2012-07-11	2012-11-14
EXPRESS SCRIPTS HLDG CO		2012-07-10	2012-11-14
EXPRESS SCRIPTS HLDG CO		2012-07-10	2012-11-13
EXPRESS SCRIPTS HLDG CO		2012-07-09	2012-11-13
ENGILITY HOLDINGS INC		2012-08-01	2012-08-01
ENGILITY HOLDINGS INC		2008-03-17	2012-07-25
ENGILITY HOLDINGS INC		2008-02-04	2012-07-25
ENGILITY HOLDINGS INC		2008-02-04	2012-07-25
ENGILITY HOLDINGS INC		2008-01-22	2012-07-25
ENGILITY HOLDINGS INC		2008-01-22	2012-07-24
ENGILITY HOLDINGS INC		2008-01-22	2012-07-24
ENGILITY HOLDINGS INC		2008-01-02	2012-07-24
AMERIPRISE FINL INC		2011-01-12	2012-10-24
AMERIPRISE FINL INC		2011-01-12	2012-10-23
AMERIPRISE FINL INC		2011-01-11	2012-10-23
AMERIPRISE FINL INC		2011-01-11	2012-10-22
ALTERA CORP COM		2010-11-08	2012-01-04
ATT INC		2008-02-20	2011-12-29
ATT INC		2008-11-17	2012-09-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ALTERA CORP COM		2010-11-08	2012-01-03
AETNA INC NEW		2009-05-22	2012-08-30
AETNA INC NEW		2009-05-22	2012-08-29
AETNA INC NEW		2008-03-17	2012-08-29
AETNA INC NEW		2008-03-17	2012-08-28
AETNA INC NEW		2008-02-04	2012-08-28
AETNA INC NEW		2008-01-22	2012-08-28
AETNA INC NEW		2008-01-22	2012-08-27
AETNA INC NEW		2008-01-22	2012-06-11
AETNA INC NEW		2008-01-02	2012-06-11
ACTIVISION BLIZZARD INC		2011-08-16	2012-02-14
ACTIVISION BLIZZARD INC		2011-08-16	2012-02-13
ACTIVISION BLIZZARD INC		2011-08-15	2012-02-13
ACTIVISION BLIZZARD INC		2011-08-15	2011-12-29
CARDINAL HEALTH INC OHIO		2010-03-03	2012-07-10
CARDINAL HEALTH INC OHIO		2010-03-03	2012-07-09
CARDINAL HEALTH INC OHIO		2010-03-02	2012-07-09
CARDINAL HEALTH INC OHIO		2010-03-02	2012-06-29
CARDINAL HEALTH INC OHIO		2010-03-02	2012-06-28
CARDINAL HEALTH INC OHIO		2010-03-02	2012-06-27
CARDINAL HEALTH INC OHIO		2010-03-02	2012-06-26
CARDINAL HEALTH INC OHIO		2010-03-01	2012-06-26
CARDINAL HEALTH INC OHIO		2010-03-01	2012-06-26
CARDINAL HEALTH INC OHIO		2010-03-01	2012-06-12
CAPITAL ONE FINL		2010-04-05	2012-01-31
CAPITAL ONE FINL		2010-03-30	2012-01-31
CAPITAL ONE FINL		2010-03-30	2012-01-30
CAPITAL ONE FINL		2010-03-29	2012-01-30
CONOCOPHILLIPS		2008-06-02	2012-07-09
CONAGRA FOODS INC		2009-06-24	2012-06-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CONAGRA FOODS INC		2009-06-24	2012-06-15
CONAGRA FOODS INC		2009-06-23	2012-06-15
CONAGRA FOODS INC		2009-06-23	2012-06-14
CONAGRA FOODS INC		2009-06-23	2012-06-13
CLIFFS NATURAL RESOURCES		2011-07-11	2012-10-04
CLIFFS NATURAL RESOURCES		2011-07-08	2012-10-04
CLIFFS NATURAL RESOURCES		2011-07-07	2012-10-04
CLIFFS NATURAL RESOURCES		2011-07-06	2012-10-04
CLIFFS NATURAL RESOURCES		2011-07-05	2012-10-04
CLIFFS NATURAL RESOURCES		2011-06-01	2012-10-04
CLIFFS NATURAL RESOURCES		2011-05-31	2012-10-04
CLIFFS NATURAL RESOURCES		2011-05-31	2011-12-29
CISCO SYSTEMS INC		2009-02-24	2011-12-29
CHEVRON CORP		2007-12-19	2011-12-29
CARDINAL HEALTH INC OHIO		2010-04-07	2012-07-17
CARDINAL HEALTH INC OHIO		2010-04-06	2012-07-17
CARDINAL HEALTH INC OHIO		2010-04-06	2012-07-16
CARDINAL HEALTH INC OHIO		2010-04-05	2012-07-16
CARDINAL HEALTH INC OHIO		2010-04-05	2012-07-13
CARDINAL HEALTH INC OHIO		2010-04-05	2012-07-12
CARDINAL HEALTH INC OHIO		2010-03-03	2012-07-12
CARDINAL HEALTH INC OHIO		2010-03-03	2012-07-11
APPLE INC		2010-05-03	2011-12-29
APACHE CORP		2012-03-06	2012-08-28
APACHE CORP		2012-03-05	2012-08-28
ANALOG DEVICES INC COM		2011-01-20	2012-11-02
ANALOG DEVICES INC COM		2011-01-20	2012-11-01
ANALOG DEVICES INC COM		2011-01-19	2012-11-01
ANALOG DEVICES INC COM		2011-01-19	2012-10-31
ANALOG DEVICES INC COM		2011-01-18	2012-10-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AMGEN INC COM PV 0 0001		2008-11-03	2012-08-27
AMGEN INC COM PV 0 0001		2008-11-03	2012-08-17
AMGEN INC COM PV 0 0001		2008-11-03	2012-08-16
AMGEN INC COM PV 0 0001		2008-11-03	2012-08-15
AMGEN INC COM PV 0 0001		2008-11-03	2012-08-14
AMGEN INC COM PV 0 0001		2008-11-03	2012-08-13
AMGEN INC COM PV 0 0001		2008-11-03	2012-06-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,888		6,003	-2,115
5,727		8,764	-3,037
631		980	-349
6,387		9,868	-3,481
6,428		9,868	-3,440
3,294		4,969	-1,675
13,400		10,887	2,513
3,639		3,015	624
17,533		14,341	3,192
806		657	149
7,352		5,021	2,331
3,483		2,235	1,248
4,595		2,948	1,647
7,220		4,819	2,401
2,458		2,763	-305
5,432		5,871	-439
10,704		7,076	3,628
18,175		12,050	6,125
6,244		4,473	1,771
10,135		5,882	4,253
5,470		5,427	43
597		590	7
32,833		32,617	216
4,013		4,151	-138
8,142		7,251	891
13,813		12,290	1,523
5,855		5,184	671
12,527		11,179	1,348
17,066		21,604	-4,538
8,423		10,572	-2,149

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,578		5,454	-876
4,212		4,647	-435
16,075		17,577	-1,502
9,395		5,682	3,713
8,466		5,298	3,168
8,380		5,247	3,133
8,497		5,271	3,226
5,976		3,737	2,239
2,947		1,833	1,114
8,354		5,220	3,134
6,905		10,363	-3,458
4,281		6,488	-2,207
898		1,360	-462
10,153		14,370	-4,217
8,810		12,513	-3,703
2,202		3,233	-1,031
11,029		16,063	-5,034
5,823		8,486	-2,663
5,199		7,787	-2,588
11,220		12,257	-1,037
10,944		11,922	-978
5,004		5,411	-407
6,001		6,236	-235
8,449		8,859	-410
5,135		5,818	-683
753		837	-84
11,232		12,579	-1,347
3,293		3,703	-410
7,894		9,114	-1,220
22,426		17,830	4,596

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
15,526		14,450	1,076
4,278		3,945	333
2,481		2,418	63
26,111		26,264	-153
34,205		34,830	-625
15,804		14,674	1,130
17,926		14,397	3,529
14,587		12,198	2,389
1,550		1,208	342
16,161		12,384	3,777
701		539	162
9,506		7,542	1,964
5,524		5,004	520
1,402		1,248	154
7,181		6,338	843
8,539		7,262	1,277
707		356	351
3,699		1,779	1,920
6,097		6,118	-21
25,000		25,000	
75,000		75,000	
74,000		74,000	
11,417		11,009	408
11,185		7,419	3,766
12,900		8,656	4,244
12,985		8,656	4,329
13,068		8,608	4,460
3,898		2,996	902
22,531		21,706	825
22,432		22,009	423

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17,522		14,389	3,133
13,484		11,083	2,401
20,025		20,118	-93
14,492		14,414	78
15,528		15,091	437
127,326		123,780	3,546
147,220		126,460	20,760
16,220		13,940	2,280
71,394		67,875	3,519
5,266		4,991	275
101,100		82,653	18,447
9,065		7,233	1,832
10,837		8,697	2,140
138,714		129,559	9,155
11,219		10,122	1,097
27,428		21,271	6,157
2,923		2,259	664
7,989		6,681	1,308
7,274		6,036	1,238
11,532		9,540	1,992
26,908		22,224	4,684
12,248		9,739	2,509
391		311	80
12,406		11,095	1,311
6,118		5,548	570
19,448		17,329	2,119
10,864		9,120	1,744
35,196		30,068	5,128
5,772		9,900	-4,128
5,302		9,272	-3,970

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,105		9,127	-4,022
5,153		9,233	-4,080
5,464		9,722	-4,258
20,761		17,907	2,854
13,366		10,348	3,018
6,948		5,097	1,851
21,052		14,988	6,064
6,011		5,453	558
4,484		6,441	-1,957
2,286		3,198	-912
16,636		22,863	-6,227
6,291		8,691	-2,400
7,141		11,218	-4,077
16,104		25,519	-9,415
2,451		3,885	-1,434
8,987		14,419	-5,432
30		24	6
2		2	
4,167		5,081	-914
1,275		1,575	-300
17,220		17,182	38
11,518		11,440	78
7,694		7,722	-28
26,103		24,859	1,244
10,772		10,546	226
2,688		2,044	644
5,582		4,295	1,287
5,198		4,022	1,176
2,245		1,560	685
417		287	130

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,111		5,991	-1,880
4,379		6,250	-1,871
5,986		5,131	855
11,642		11,172	470
98,960		84,626	14,334
81,497		65,581	15,916
17,427		14,053	3,374
3,515		2,237	1,278
9,514		5,992	3,522
469		295	174
9,068		5,740	3,328
9,014		5,697	3,317
9,004		5,697	3,307
9,425		5,993	3,432
4,634		3,239	1,395
30,594		21,366	9,228
12,101		8,556	3,545
12,250		8,570	3,680
7,156		11,336	-4,180
1,217		2,149	-932
1,880		3,381	-1,501
7,184		12,953	-5,769
4,638		8,424	-3,786
4,359		8,463	-4,104
6,766		6,029	737
3,613		5,788	-2,175
12,575		19,892	-7,317
12,837		7,936	4,901
12,205		7,415	4,790
12,724		7,295	5,429

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,608		2,519	1,089
1,735		1,984	-249
7,424		8,566	-1,142
10,158		5,852	4,306
3,340		2,325	1,015
5,965		6,885	-920
484		560	-76
7,885		9,981	-2,096
6,359		4,399	1,960
5,804		4,092	1,712
5,784		4,070	1,714
5,792		4,099	1,693
6,181		4,338	1,843
7,804		8,766	-962
6,096		7,565	-1,469
12,359		10,930	1,429
3,906		3,536	370
7,401		6,850	551
11,215		10,237	978
5,061		4,689	372
6,099		6,213	-114
11,890		10,907	983
19,799		13,395	6,404
153,999		133,947	20,052
85,036		84,957	79
34,745		34,300	445
7,061		7,044	17
4,097		3,961	136
15,824		15,200	624
818		880	-62

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
207		352	-145
177		310	-133
5,300		5,323	-23
4,925		4,810	115
9,042		8,806	236
4,797		4,718	79
5,876		5,684	192
4,005		4,043	-38
5,711		5,704	7
9,060		8,839	221
3,438		3,286	152
13,474		12,836	638
1,230		782	448
18,642		11,806	6,836
26,312		19,593	6,719
3,153		4,166	-1,013
10,770		14,369	-3,599
12,185		16,654	-4,469
12,278		16,638	-4,360
26,407		35,576	-9,169
18,925		17,497	1,428
6,776		4,719	2,057
3,012		2,114	898
20,330		14,435	5,895
18,017		12,867	5,150
977		691	286
9,768		6,208	3,560
14,923		20,078	-5,155
54,302		53,024	1,278
68,850		67,031	1,819

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
20,499		20,011	488
3,233		2,985	248
22,983		20,364	2,619
13,911		12,838	1,073
148,418		144,002	4,416
35,607		34,308	1,299
22,959		19,579	3,380
24,917		23,257	1,660
5,225		5,989	-764
5,527		6,290	-763
5,476		6,091	-615
12,109		13,459	-1,350
4,472		4,895	-423
11,998		12,816	-818
16,580		17,532	-952
261		438	-177
153		260	-107
31		52	-21
46		73	-27
310		511	-201
325		535	-210
384		653	-269
8,260		8,827	-567
6,335		6,804	-469
8,446		8,981	-535
14,995		15,716	-721
8,456		7,683	773
19,727		16,734	2,993
41,174		29,101	12,073

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
20,617		18,412	2,205
2,796		1,789	1,007
6,363		4,050	2,313
5,778		6,382	-604
5,884		6,554	-670
1,936		2,677	-741
4,219		5,803	-1,584
12,125		16,556	-4,431
4,506		5,590	-1,084
3,863		5,130	-1,267
9,590		8,536	1,054
6,528		5,866	662
11,234		10,131	1,103
3,762		3,362	400
5,595		4,644	951
3,763		3,155	608
1,776		1,497	279
9,093		7,770	1,323
8,356		7,307	1,049
8,177		7,200	977
1,103		962	141
7,680		6,580	1,100
8,327		7,140	1,187
6,937		5,810	1,127
1,364		1,284	80
17,183		16,016	1,167
5,095		4,830	265
15,285		14,570	715
16,009		21,091	-5,082
7,296		5,883	1,413

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,712		6,224	1,488
5,100		4,073	1,027
12,771		10,213	2,558
12,758		10,193	2,565
956		2,384	-1,428
1,950		4,889	-2,939
1,950		4,937	-2,987
1,988		4,907	-2,919
1,568		3,876	-2,308
5,391		12,533	-7,142
5,314		12,537	-7,223
3,356		4,871	-1,515
20,922		17,672	3,250
2,891		2,452	439
3,107		2,617	490
4,298		3,657	641
2,960		2,535	425
2,579		2,227	352
5,606		4,818	788
966		840	126
4,535		3,829	706
5,558		4,644	914
6,072		3,992	2,080
11,194		13,424	-2,230
22,300		27,302	-5,002
12,238		11,888	350
2,446		2,378	68
14,235		13,954	281
1,016		1,022	-6
14,934		15,154	-220

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,661		7,729	2,932
9,316		6,870	2,446
9,306		6,870	2,436
9,368		6,870	2,498
9,219		6,809	2,410
9,115		6,809	2,306
11,431		10,244	1,187

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-2,115
			-3,037
			-349
			-3,481
			-3,440
			-1,675
			2,513
			624
			3,192
			149
			2,331
			1,248
			1,647
			2,401
			-305
			-439
			3,628
			6,125
			1,771
			4,253
			43
			7
			216
			-138
			891
			1,523
			671
			1,348
			-4,538
			-2,149

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-876
			-435
			-1,502
			3,713
			3,168
			3,133
			3,226
			2,239
			1,114
			3,134
			-3,458
			-2,207
			-462
			-4,217
			-3,703
			-1,031
			-5,034
			-2,663
			-2,588
			-1,037
			-978
			-407
			-235
			-410
			-683
			-84
			-1,347
			-410
			-1,220
			4,596

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			1,076
			333
			63
			-153
			-625
			1,130
			3,529
			2,389
			342
			3,777
			162
			1,964
			520
			154
			843
			1,277
			351
			1,920
			-21
			408
			3,766
			4,244
			4,329
			4,460
			902
			825
			423

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			3,133
			2,401
			-93
			78
			437
			3,546
			20,760
			2,280
			3,519
			275
			18,447
			1,832
			2,140
			9,155
			1,097
			6,157
			664
			1,308
			1,238
			1,992
			4,684
			2,509
			80
			1,311
			570
			2,119
			1,744
			5,128
			-4,128
			-3,970

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-4,022
			-4,080
			-4,258
			2,854
			3,018
			1,851
			6,064
			558
			-1,957
			-912
			-6,227
			-2,400
			-4,077
			-9,415
			-1,434
			-5,432
			6
			-914
			-300
			38
			78
			-28
			1,244
			226
			644
			1,287
			1,176
			685
			130

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-1,880
			-1,871
			855
			470
			14,334
			15,916
			3,374
			1,278
			3,522
			174
			3,328
			3,317
			3,307
			3,432
			1,395
			9,228
			3,545
			3,680
			-4,180
			-932
			-1,501
			-5,769
			-3,786
			-4,104
			737
			-2,175
			-7,317
			4,901
			4,790
			5,429

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			1,089
			-249
			-1,142
			4,306
			1,015
			-920
			-76
			-2,096
			1,960
			1,712
			1,714
			1,693
			1,843
			-962
			-1,469
			1,429
			370
			551
			978
			372
			-114
			983
			6,404
			20,052
			79
			445
			17
			136
			624
			-62

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-145
			-133
			-23
			115
			236
			79
			192
			-38
			7
			221
			152
			638
			448
			6,836
			6,719
			-1,013
			-3,599
			-4,469
			-4,360
			-9,169
			1,428
			2,057
			898
			5,895
			5,150
			286
			3,560
			-5,155
			1,278
			1,819

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

**(l) 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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			488
			248
			2,619
			1,073
			4,416
			1,299
			3,380
			1,660
			-764
			-763
			-615
			-1,350
			-423
			-818
			-952
			-177
			-107
			-21
			-27
			-201
			-210
			-269
			-567
			-469
			-535
			-721
			773
			2,993
			12,073

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			2,205
			1,007
			2,313
			-604
			-670
			-741
			-1,584
			-4,431
			-1,084
			-1,267
			1,054
			662
			1,103
			400
			951
			608
			279
			1,323
			1,049
			977
			141
			1,100
			1,187
			1,127
			80
			1,167
			265
			715
			-5,082
			1,413

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			1,488
			1,027
			2,558
			2,565
			-1,428
			-2,939
			-2,987
			-2,919
			-2,308
			-7,142
			-7,223
			-1,515
			3,250
			439
			490
			641
			425
			352
			788
			126
			706
			914
			2,080
			-2,230
			-5,002
			350
			68
			281
			-6
			-220

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			2,932
			2,446
			2,436
			2,498
			2,410
			2,306
			1,187

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CAT ADOPTION TEAM14175 SW GALBREATH DR SHERWOOD, OR 97140	NONE	501(C)(3)	GENERAL OPERATING	91,435
BEST FRIENDS ANIMAL SOCIETY 845 N 100 W 107 OREM, UT 84057	NONE	501(C)(3)	GENERAL OPERATING	91,435
HUMANE SOCIETYPO BOX 11364 PORTLAND, OR 97211	NONE	501(C)(3)	GENERAL OPERATING	91,435
FERAL CAT SPAYNEUTER PROJECT 4001 198TH ST SW LYNNWOOD, WA 98036	NONE	501(C)(3)	GENERAL OPERATING	91,435
FERAL CAT COALITION OF OREGONPO BOX 82734 PORTLAND, OR 97282	NONE	501(C)(3)	GENERAL OPERATING	91,436
Total			► 3a	457,176

**TY 2011 All Other Program
Related Investments Schedule**

Name: THE ROGER JAMES CHARITABLE FOUNDATION

EIN: 26-1586251

Software ID: 11000218

Software Version: 2012.0.0

Category	Amount
NONE	

TY 2011 General Explanation Attachment

Name: THE ROGER JAMES CHARITABLE FOUNDATION

EIN: 26-1586251

Software ID: 11000218

Software Version: 2012.0.0

TY 2011 Investments Corporate Bonds Schedule

Name: THE ROGER JAMES CHARITABLE FOUNDATION

EIN: 26-1586251

Software ID: 11000218

Software Version: 2012.0.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CISCO SYSTEMS INC		1,877,855
SHELL INTERNATIONAL FIN	124,391	
GENERAL ELEC CAP CORP	169,009	
GOLDMAN SACHS GROUP INC	185,186	
ATT INC	156,824	
JPMORGAN CHASE CO	168,164	
CREDIT SUISSE FIRST BOSTON USA	134,502	
VERIZON COMMUNICATIONS	189,217	
CITIGROUP INC	96,675	
DEERE COMPANY	190,886	
ANHEUSER-BUSCH INBEV WOR	94,250	
CHEVRON CORP	205,005	

**TY 2011 Investments Corporate
Stock Schedule**

Name: THE ROGER JAMES CHARITABLE FOUNDATION

EIN: 26-1586251

Software ID: 11000218

Software Version: 2012.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
154 shares of APPLE COMPUTER INC COM	193,837	4,199,157
943 shares of CHUBB CORPORATION COM	61,954	
COCA-COLA CO USD	47,695	
EMC CORPMASS USD 0.01	61,038	
DISNEY WALT COMPANY HOLDING CO.	71,868	
784 shares of DOVER CORPORATION	41,157	
1577 shares of FOREST LABORATORIES INC COMMON	53,525	
1951 shares of GAP INC	32,437	
3302 shares of INTERNATIONAL PAPER COMPANY COMMON	69,234	
KLA TENCOR CORP	43,482	
2107 shares of LIMITED INC	21,912	
NIKE INC CL B	54,022	
ORACLE CORPORATION	81,724	
PFIZER INC COM	114,107	
1821 shares of DR PEPPER SNAPPLE GROUP	42,436	
5811 shares of ACTIVISION BLIZZARD INC	39,546	
620 shares of SPDR GOLD TRUST	77,059	
INGERSOLL-RAND PLC	66,539	
AMERICAN INTERNATIONAL	59,461	
TIME WARNER CABLE INC	91,822	
MERCK AND CO INC SHS	98,177	
MASTERCARD INC	100,783	
859 shares of TRAVELERS COS INC	36,396	
3343 shares of DISCOVER FINL SVCS	50,755	
TERADATA CORP DEL	45,425	
1050 shares of PHILIP MORRIS INTL INC	110,704	
CVS CORP	103,243	
1160 shares of ROSS STORES INC	22,315	
1753 shares of WESTERN DIGITAL CORP	51,547	
3017 shares of VALERO ENERGY CORP NEW	54,503	

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS GROUP INC	94,195	
654 shares of MCKESSON CORPORATION	44,816	
1922 shares of ALTERA CORP	38,869	
957 shares of EXXON MOBIL CORP	158,889	
AGILENT TECHNOLOGIES INC	47,058	
1345 shares of VERIZON COMMUNICATIONS INC	67,687	
2148 shares of UNITED HEALTH GROUP INC	66,102	
J P MORGAN CHASE CO	99,983	
US BANCORP DEL	81,399	
1176 shares of RAYTHEON CO	60,689	
1550 shares of CHEVRONTEXACO CORP	140,050	
3M CO	99,793	
3335 shares of MARATHON OIL CORP	40,004	
COMCAST CORP NEW CL A	118,150	
4315 shares of MICROSOFT CORP COM	149,572	
1990 shares of NRG ENERGY INC	67,401	
GOOGLE INC	123,650	
3215 shares of NEWS CORP	62,122	
CITIGROUP INC COM NEW	97,748	

TY 2011 Investments Government Obligations Schedule

Name: THE ROGER JAMES CHARITABLE FOUNDATION

EIN: 26-1586251

Software ID: 11000218

Software Version: 2012.0.0

US Government Securities - End of

Year Book Value: 2,474,049

US Government Securities - End of

Year Fair Market Value: 2,656,291

State & Local Government

**Securities - End of Year Book
Value:**

State & Local Government

**Securities - End of Year Fair
Market Value:**

TY 2011 Investments - Other Schedule

Name: THE ROGER JAMES CHARITABLE FOUNDATION

EIN: 26-1586251

Software ID: 11000218

Software Version: 2012.0.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
		77,059	95,479

TY 2011 Other Decreases Schedule

Name: THE ROGER JAMES CHARITABLE FOUNDATION**EIN:** 26-1586251**Software ID:** 11000218**Software Version:** 2012.0.0

Description	Amount
BOND AMORTIZATION	10,466
PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	115

TY 2011 Other Expenses Schedule

Name: THE ROGER JAMES CHARITABLE FOUNDATION

EIN: 26-1586251

Software ID: 11000218

Software Version: 2012.0.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE AG FEES	25			25

TY 2011 Other Increases Schedule

Name: THE ROGER JAMES CHARITABLE FOUNDATION**EIN:** 26-1586251**Software ID:** 11000218**Software Version:** 2012.0.0

Description	Amount
COST BASIS ADJUSTMENT	260
GAIN ON PY SALES SETTLED AT YEAR END	2,336
PURCHASE OF ACCRUED INTEREST C/O FROM PY	468

TY 2011 Taxes Schedule

Name: THE ROGER JAMES CHARITABLE FOUNDATION**EIN:** 26-1586251**Software ID:** 11000218**Software Version:** 2012.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	1,656	1,656	0	0
PY EXCISE TAX DUE	4,278	0	0	0
ESTIMATED EXCISE TAX PAYMENTS	10,044	0	0	0