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

Department of the Treasury  
Internal Revenue Service

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

**2011**

For calendar year **2011** or tax year beginning **December 1, 2011**, and ending **November 30, 2012**

Name of foundation <b>The 3 Roots Foundation</b>		A Employer identification number <b>52-2389179</b>	
Number and street (or P.O. box number if mail is not delivered to street address) <b>13809 Research Blvd.</b>		Room/suite <b>810</b>	B Telephone number (see instructions) <b>512-401-6550</b>
City or town, state, and ZIP code <b>Austin, Texas 78750</b>		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) <b>\$ 1,009,734</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		
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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)	100,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0			
	4 Dividends and interest from securities	28,791	28,791	28,791	
	5a Gross rents	0			
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,452			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		9,452		
	8 Net short-term capital gain			0	
	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 <b>Total. Add lines 1 through 11</b>	<b>138,243</b>	<b>38,243</b>	<b>28,791</b>		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	6,483	2,983	2,983	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	341	341	341	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 <b>Total operating and administrative expenses. Add lines 13 through 23</b>	<b>6,824</b>	<b>3,324</b>	<b>3,324</b>	
	25 Contributions, gifts, grants paid	44,848			44,848
26 <b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>51,672</b>	<b>3,324</b>	<b>3,324</b>	<b>44,848</b>	
27 Subtract line 26 from line 12:					
a <b>Excess of revenue over expenses and disbursements</b>	<b>86,571</b>				
b <b>Net investment income</b> (if negative, enter -0-)		<b>34,919</b>			
c <b>Adjusted net income</b> (if negative, enter -0-)			<b>25,467</b>		

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<b>Part II Balance Sheets</b>		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		
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	55,738	96,380	96,380		
	<b>2</b> Savings and temporary cash investments . . . . .					
	<b>3</b> Accounts receivable ▶ . . . . .					
	Less: allowance for doubtful accounts ▶ . . . . .					
	<b>4</b> Pledges receivable ▶ . . . . .					
	Less: allowance for doubtful accounts ▶ . . . . .					
	<b>5</b> Grants receivable . . . . .					
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ . . . . .					
	Less: allowance for doubtful accounts ▶ . . . . .					
	<b>8</b> Inventories for sale or use . . . . .					
	<b>9</b> Prepaid expenses and deferred charges . . . . .					
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule) . . . . .					
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	740,819	783,381	845,173		
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	56,403	59,520	68,181		
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ . . . . .					
Less: accumulated depreciation (attach schedule) ▶ . . . . .						
<b>12</b> Investments—mortgage loans . . . . .						
<b>13</b> Investments—other (attach schedule) . . . . .						
<b>14</b> Land, buildings, and equipment: basis ▶ . . . . .						
Less: accumulated depreciation (attach schedule) ▶ . . . . .						
<b>15</b> Other assets (describe ▶ . . . . .)						
<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	852,960	939,281	1,009,734			
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	250	0			
	<b>18</b> Grants payable . . . . .					
	<b>19</b> Deferred revenue . . . . .					
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .					
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b> Other liabilities (describe ▶ . . . . .)					
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	250	0			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	<b>24</b> Unrestricted . . . . .					
	<b>25</b> Temporarily restricted . . . . .					
	<b>26</b> Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>					
	<b>27</b> Capital stock, trust principal, or current funds . . . . .					
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .					
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .	852,710	939,281			
	<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	852,710	939,281			
	<b>31 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	852,710	939,281			

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
<b>1</b> 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) . . . . .		<b>1</b>	852,710
<b>2</b> Enter amount from Part I, line 27a . . . . .		<b>2</b>	86,571
<b>3</b> Other increases not included in line 2 (itemize) ▶ . . . . .		<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .		<b>4</b>	939,281
<b>5</b> Decreases not included in line 2 (itemize) ▶ . . . . .		<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .		<b>6</b>	939,281

**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.)
<b>1a</b>	See attached schedule - Schedule 7			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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))
(f) 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		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	Capital gain net income or (net capital loss) <span style="font-size: small;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>		<b>2</b>	9,452
<b>3</b>	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		<b>3</b>	-2,065

**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.

<b>1</b> Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	38,798	902,614	.05
2009	37,026	777,627	.05
2008	32,902	742,488	.05
2007	29,013	662,995	.05
2006	26,000	509,540	.04
<b>2</b>	<b>Total</b> of line 1, column (d)		<b>2</b> .24
<b>3</b>	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		<b>3</b> .05
<b>4</b>	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		<b>4</b> 934,469
<b>5</b>	Multiply line 4 by line 3		<b>5</b> 46,723
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)		<b>6</b> 349
<b>7</b>	Add lines 5 and 6		<b>7</b> 47,072
<b>8</b>	Enter qualifying distributions from Part XII, line 4		<b>8</b> 44,848

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

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

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>		349
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		
<b>3</b>	Add lines 1 and 2	<b>3</b>		349
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>		349
<b>6</b>	Credits/Payments:			
<b>a</b>	2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>		
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments Add lines 6a through 6d	<b>7</b>		0
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		349
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		0
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<input checked="" type="checkbox"/>
<b>b</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>		<input checked="" type="checkbox"/>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<input checked="" type="checkbox"/>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ▶ \$ _____ <b>(2)</b> On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> 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>		<input checked="" type="checkbox"/>
<b>3</b> 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>		<input checked="" type="checkbox"/>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		<input checked="" type="checkbox"/>
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
<b>6</b> 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?	<input checked="" type="checkbox"/>	
<b>7</b> 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>	<input checked="" type="checkbox"/>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
<b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
<b>9</b> 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>		<input checked="" type="checkbox"/>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<input checked="" type="checkbox"/>

**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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ NA	13	✓	
14	The books are in care of ▶ D. Mark von Waaden Located at ▶ 13809 Research Blvd #810, Austin, Texas	Telephone no. ▶	512-401-6550	
		ZIP+4 ▶	78750	
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		<input type="checkbox"/>
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		✓

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

		Yes	No
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>			
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? ( <b>Exception.</b> 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	
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	✓
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 <b>not</b> 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	✓
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 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i> )	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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

**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 2				

**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				

**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		
.....		
.....		
.....		
.....		
.....		
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . . ▶		

**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
<b>1</b> NA	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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	
<b>1</b> NA		
<b>2</b>		
All other program-related investments. See instructions		
<b>3</b>		
<b>Total.</b> Add lines 1 through 3 . . . . . ▶		

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	872,640
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	76,059
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	948,699
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	948,699
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	14,230
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	934,469
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	46,723

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	46,723
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5 . . . . .	<b>2a</b>	349
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	349
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	46,374
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	46,374
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	46,374

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	44,848
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	44,848
<b>5</b>	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) . . . . .	<b>5</b>	349
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	44,499

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				<b>46,374</b>
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .			<b>44,848</b>	
<b>b</b> Total for prior years: 20 __, 20 __, 20 __				
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .				
<b>b</b> From 2007 . . . . .				
<b>c</b> From 2008 . . . . .				
<b>d</b> From 2009 . . . . .				
<b>e</b> From 2010 . . . . .				
<b>f</b> <b>Total</b> of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>44,848</u>				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			<b>44,848</b>	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				<b>46,374</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .				
<b>b</b> Excess from 2008 . . . . .				
<b>c</b> Excess from 2009 . . . . .				
<b>d</b> Excess from 2010 . . . . .				
<b>e</b> Excess from 2011 . . . . .				

**Part XIV Private Operating Foundations** (see 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 . . . . . ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

**1 Information Regarding Foundation Managers:**

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

See Statement 3

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

None

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

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

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

Monica D. Tovar-von Waaden. 13809 Research Blvd #810, Austin, Texas 78750. 512-401-6550

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

Available upon request

**c** Any submission deadlines:

Available upon request

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

Available upon request

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
Center for Child Protection 8509 FM 969, Bldg 2, Austin, Texas 78724	NA		Unrestricted grant to assist victims of child abuse during investigation and prosecution of their cases	20,000
Lutheran Social Services 8305 Cross Park Dr, Austin, Texas 78754	NA		Unrestricted grant for New Life Treatment Cntr	19,000
Helping Hands Children's Home 3804 Ave. B, Austin, Texas 78751	NA		Unrestricted grant to assist children	4,000
Miracle League PO Box 200277, Austin, Texas 78720	NA		Unrestricted grant to assist children thru sports	1,848
<b>Total</b> . . . . . ▶ <b>3a</b>				<b>44,848</b>
<b>b</b> <i>Approved for future payment</i>				
None				
<b>Total</b> . . . . . ▶ <b>3b</b>				





# Schedule of Contributors

**2011**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

The 3 Roots Foundation

Employer identification number

52-2389179

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)( ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

### General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

### Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$  % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ .....

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> The 3 Roots Foundation	<b>Employer identification number</b> 52-2389179
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**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Dennis von Waaden ----- 13809 Research Blvd #810 ----- Austin, Texas 78750 -----	\$ ----- 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Sally von Waaden ----- 13809 Research Blvd #810 ----- Austin, Texas 78750 -----	\$ ----- 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

The 3 Roots Foundation

52-2389179

Form 990-PF Dividends and Interest from Securities Statement 1

JP Morgan Private Bank 28,791

Total to Form 990-PF, Part I, Line 4, Column A 28,791

Form 990-PF Part VIII – List of Officers, Directors Trustees and Managers Statement 2

<u>Name and Address</u>	<u>Title and Ave, Hrs/Wk</u>	<u>Compensation</u>	<u>Expense Account</u>
Dennis C von Waaden 2305 Barton Creek Blvd Austin, TX 78735	Director .5	0.	0
Sally A von Waaden 2305 Barton Creek Blvd Austin, TX 78735	Director 5	0.	0
Matthew D von Waaden 13809 Research Blvd, #810 Austin, TX 78750	Director 5	0.	0
D. Mark von Waaden 13809 Research Blvd #810 Austin, TX 78750	Director 5	0.	0.
Monica D Tovar-von Waaden 13809 Research Blvd #810 Austin, TX 78750	Director 1	0	0
Totals included on 990-PF, Page 6, Part VIII		<u>0</u>	<u>0</u>

Form 990-PF Part XV Line 1a – List of Foundation Managers Statement 3

Name of Manager

Dennis C von Waaden  
Sally A. von Waaden

Form 990-PF Part I, Line 18 Taxes Paid Statement 4

Foreign taxes paid thru JP Morgan	341
Net Investment Income Tax paid	<u>283</u>
Total to Form 990-PF Part I, Line 18	624

Form 990-PF Part I, Line 16c Statement 5

JP Morgan Investment Expense	2,983
Management Fee – Denly Management, LLC	<u>3,500</u>
Total to Form 990-PF Part I, Line 16c	6,483

Form 990-PF Part II, Line 10 Investments, all on Books at Cost

Statement 6

All held in JP Morgan Private Bank Account:

Cullen High Dividend Equity Fund	19,956
BBH FD Inc	30,000
Ishares Russell 1000 Growth	20,144
JPM TR I Growth	35,000
JPM US Large Cap Core	20,817
Neuberger Berman Multi	25,000
SPDR S&P 500	52,501
Ishares Russell Midcap Index	20,790
JP Morgan Mid Cap Value Fund	23,889
Dodge & Cox International Stock	41,273
Manning & Napier Fund	38,051
Vanguard MSCI Europe	9,620
Matthews Pacific Tiger FD	23,427
T Rowe Price International Funds Inc	14,386
Delaware Emerging Markets	10,773
Vanguard Emerging Market ETF	27,719
AIM Invt Fds	25,000
Arbitrage Funds	44,483
Eaton Vance	27,500
Eaton Vance Mut Fds	50,055
Gateway Fund	40,000
JPM US Real Estate	36,371
SPDR Gold Trust	5,570
Highbridge Dynamic	25,000
JPM Str Inc Opp	28,955
Doubleline Fds	20,000
Ridgeworth Fds	18,500
Vanguard FI Secs	26,736
JPM Intl Currency	11,492
Dreyfus/Laurel Emg Mkt	10,374

Total to Line 10b

783,381

Bond Funds:

JP Morgan High Yield Bond Fund	26,915
JP Morgan Short Duration Bond Fund	32,605

Total to Line 10c

59,520

## Capital Gain and Loss Schedule Schedule 7

### Short-Term Covered

Description	Date Acquired		Sales Price	Cost or Other Basis	Gain or Loss Ordinary Income**	
	Date Sold	Units				
EATON VANCE MUT FDS TR FLT RT CL I	Various	03/07/12	49 048	439 96	436.83	3 13
EATON VANCE FLOATING RATE I	Various	05/14/12	28 529	257 90	257 16	0 74
ISHARES MSCI JAPAN INDEX FUND		03/08/12	1,750 000	16,327 31	17,344 60	-1,017 29
		09/18/12				
JPM HIGH YIELD FD - SEL FUND 3580		05/14/12	354 424	2,753 87	2,814 13	-60 26
		06/12/12				
<b>Total Short-Term Covered</b>				<b>19,779.04</b>	<b>20,852.72</b>	<b>-1,073.68</b>

## Capital Gain and Loss Schedule

### Short-Term Non Covered

Description	Date Acquired		Sales Price	Cost or Other Basis	Gain or Loss Ordinary Income**	
	Date Sold	Units				
DREYFUS/LAUREL FDS TR PRM EMRGN MK I	Various	06/12/12	343 496	4,661 24	5,248 10	-586 86
EATON VANCE MUT FDS TR FLT RT CL I	Various	03/07/12	104 819	940 23	941 38	-1 15
EATON VANCE FLOATING RATE I	Various	05/14/12	32 525	294 03	281 26	12 77
JPM HIGH YIELD FD - SEL FUND 3580	Various	06/12/12	44 462	345 47	364 60	-19 13
JPM INTL CURRENCY INCOME FD		07/26/11	423 729	4,567 80	5,000 00	-432 20
		06/12/12				
JPM STR INC OPP FD FUND 3844	Various	03/07/12	30 396	350 17	363 18	-13 01
PROFESSIONALLY MANAGED PORTFOLIOS		12/19/11	14 058	397 42	349 19	48 23
THE OSTERWEIS FUND		08/27/12				
<b>Total Short-Term Non Covered</b>				<b>11,556.36</b>	<b>12,547.71</b>	<b>991.35</b>

## Capital Gain and Loss Schedule

### Long-Term Non Covered

Description	Date Acquired		Sales Price	Cost or Other Basis	Gain or Loss Ordinary Income**	
	Date Sold	Units				
ARBITRAGE FUNDS - I		11/19/10	572 519	7,500 00	7,517 17	-17 17
CL I		06/28/12				
DREYFUS/LAUREL FDS TR PRM EMRGN MK I	Various	06/12/12	209 194	2,838 76	3,108 44	-269 68
EATON VANCE MUT FDS TR FLT RT CL I	Various	03/07/12	682 253	6,119 81	5,986 27	133 54
EATON VANCE FLOATING RATE I	Various	05/14/12	3,692 306	33,378 44	32,176 76	1,201 68
EATON VANCE MUT FDS TR GLOBAL MACRO - I	Various	06/28/12	1,535 312	15,000 00	15,767 79	-767 79
HSBC CONT BUFF EQ SPX 09/19/12		09/02/11	10,000 000	12,000 00	10,000 00	2,000 00
80% CONTIN BARRIER- 10%CPN		09/19/12				
JPM HIGH YIELD FD - SEL FUND 3580	Various	06/12/12	244 615	1,900 66	2,009 84	-109 18
JPM INTL CURRENCY INCOME FD		12/18/09	272 004	2,932 20	2,909 48	22 72
		06/12/12				
JPM STR INC OPP FD FUND 3844	Various	03/07/12	620 646	7,149 83	7,279 47	-129 64
MANNING & NAPIER FUND INC EQUITY SERIES		09/22/10	267 523	5,000 00	4,534 51	465 49
		03/07/12				
MANNING & NAPIER FUND INC EQUITY SERIES	Various	06/12/12	1,520 321	26,848 87	25,465 49	1,383 38
PROFESSIONALLY MANAGED PORTFOLIOS	Various	03/07/12	182 749	5,000 00	4,727 94	272 06
PROFESSIONALLY MANAGED PORTFOLIOS	Various	08/27/12	986 374	27,884 79	20,587 34	7,297 45
SPDR GOLD TRUST		00/00/00	58 000	3 03	0 00	3 03
COST BASIS ALLOC RATE 0 000328284		01/11/12				
SPDR GOLD TRUST		00/00/00	58 000	2 92	0 00	2 92
COST BASIS ALLOC RATE 0 000300711		02/14/12				
SPDR GOLD TRUST		00/00/00	58 000	3 00	0 00	3 00
COST BASIS ALLOC RATE 0 000315215		03/13/12				
SPDR GOLD TRUST		00/00/00	58 000	3 27	0 00	3 27
COST BASIS ALLOC RATE 0 000352592		04/10/12				
SPDR GOLD TRUST		00/00/00	58 000			3 45
COST BASIS ALLOC RATE 0 000395985		05/16/12				

SPDR GOLD TRUST	00/00/00	58 000		2 94
COST BASIS ALLOC RATE 0 000325133	06/12/12			
SPDR GOLD TRUST	00/00/00	58 000		2 96
COST BASIS ALLOC RATE 0 000331733	07/06/12			
SPDR GOLD TRUST	00/00/00	58 000		2 99
COST BASIS ALLOC RATE 0 000328543	08/10/12			
SPDR GOLD TRUST	00/00/00	58 000		3 06
COST BASIS ALLOC RATE 0 000313489	09/12/12			
SPDR GOLD TRUST	00/00/00	58 000		3 39
COST BASIS ALLOC RATE 0 000340007	10/08/12			
SPDR GOLD TRUST	00/00/00	58 000		3 13
COST BASIS ALLOC RATE 0 000321853	11/19/12			
<b>Total Long-Term Non Covered</b>		<b>153,565.58</b>	<b>142,070.50</b>	<b>11,517.00</b>
			<b>Total</b>	<b>9,452</b>
			<b>Total Short</b>	<b>(2,065)</b>
			<b>Total Long</b>	<b>11,517</b>