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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation Robert and Martha Trussell Family Foundation		A Employer identification number 20-3992488			
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		B Telephone number (see instructions) (800) 839-1754			
City or town, state, and ZIP code Wilmington, DE 198091377		C If exemption application is pending, check here <input checked="" type="checkbox"/> <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 checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <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 checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,224,726		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	27,434	27,434		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	30,675			
	b Gross sales price for all assets on line 6a 967,538				
	7 Capital gain net income (from Part IV, line 2) . . .		30,675		
	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)	78,420	75,348			
12 Total. Add lines 1 through 11	136,529	133,457			
Operating and Administrative Expenses	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)	14,446	14,446		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,878	378		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	17,158	234		16,858
	24 Total operating and administrative expenses.	34,482	15,058		16,858
25 Contributions, gifts, grants paid	338,200			338,200	
26 Total expenses and disbursements. Add lines 24 and 25	372,682	15,058		355,058	
27 Subtract line 26 from line 12	-236,153				
a Excess of revenue over expenses and disbursements		118,399			
b Net investment income (if negative, enter -0-) . . .					
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				
	2 Savings and temporary cash investments	154,371	26,442	26,442	
	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)	19,746	16,052	16,281	
	b Investments—corporate stock (attach schedule)	889,886	715,074	664,412	
	c Investments—corporate bonds (attach schedule)	136,768	136,768	181,843	
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	1,260,083	1,335,365	1,335,748		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►					
15 Other assets (describe ►)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,460,854	2,229,701	2,224,726		
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				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	2,460,854	2,229,701		
30 Total net assets or fund balances (see page 17 of the instructions)	2,460,854	2,229,701			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,460,854	2,229,701			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,460,854
2	Enter amount from Part I, line 27a	2	-236,153
3	Other increases not included in line 2 (itemize) ►	3	5,000
4	Add lines 1, 2, and 3	4	2,229,701
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,229,701

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)
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1 a Publicly-traded Securities			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 967,538		936,863	30,675
b			
c			
d			
e			

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

(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			30,675
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	30,675
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8

3

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

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

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

 Yes No

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

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))
2011	1,747,096	3,270,944	000 534126
2010	449,775	4,412,820	000 101925
2009	644,067	4,792,715	000 134385
2008	516,138	6,487,486	000 079559
2007	609,196	7,347,727	000 082909

2 Total of line 1, column (d).	2	000 932904
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 186581
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,464,563
5 Multiply line 4 by line 3.	5	459,841
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,184
7 Add lines 5 and 6.	7	461,025
8 Enter qualifying distributions from Part XII, line 4.	8	355,058

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 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	2,368
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	2,368
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	2,368
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,500
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	2,500
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	3
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	129
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 129 Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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	
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	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
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	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <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		No
12		No
13	Yes	

Website address ►

14 The books are in care of ►co Foundation Source Telephone no ►(800) 839-1754
Located at ►501 Silverside Road Suite 123 Wilmington DE ZIP+4 ►198091377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year ►

16 At any time during calendar year 2012, 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

See 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? ► 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? ► Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b 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)? Organizations relying on a current notice regarding disaster assistance check here. ►	1b	
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2a	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	
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? ► Yes <input checked="" type="checkbox"/> No	3a	
b If "Yes," did it have excess business holdings in 2012 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 2012).	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 2012?	4b	No

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

- | | |
|---|--|
| <p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(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</p> | <p>5b <input type="checkbox"/> No</p> |
| <p>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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> | |
| <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i> <input checked="" type="checkbox"/></p> | |
| <p>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</p> | |
| <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> | |
| <p>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</p> | |
| <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?</p> | |

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

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

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
Martha O Trussell	Dir / Sec 001 00	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809				
Robert B Trussell	Pres / Dir / Treas 001 00	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809				

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

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"

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	
2	
3	
4	

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

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

1	
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 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 1,075,503
b	Average of monthly cash balances.	1b 90,843
c	Fair market value of all other assets (see instructions).	1c 1,335,748
d	Total (add lines 1a, b, and c).	1d 2,502,094
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2
3	Subtract line 2 from line 1d.	3 2,502,094
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) <input checked="" type="checkbox"/>	4 37,531
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 2,464,563
6	Minimum investment return. Enter 5% of line 5.	6 123,228

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1 123,228
2a	Tax on investment income for 2012 from Part VI, line 5.	2a 2,368
b	Income tax for 2012 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 2,368
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 120,860
4	Recoveries of amounts treated as qualifying distributions.	4 5,000
5	Add lines 3 and 4.	5 125,860
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 125,860

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26 <input checked="" type="checkbox"/>	1a 355,058
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	4 355,058
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 355,058

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				125,860
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.	376,710			
b From 2008.	194,568			
c From 2009.	407,487			
d From 2010.	229,134			
e From 2011.	1,583,549			
f Total of lines 3a through e.	2,791,448			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 355,058				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				125,860
e Remaining amount distributed out of corpus	229,198			
5 Excess distributions carryover applied to 2012 (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:	3,020,646			
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 instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	376,710			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,643,936			
10 Analysis of line 9				
a Excess from 2008.	194,568			
b Excess from 2009.	407,487			
c Excess from 2010.	229,134			
d Excess from 2011.	1,583,549			
e Excess from 2012.	229,198			

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 2012, 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 instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

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

- 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	338,200
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities.					
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a K-1 Inc/Loss					
b	Federal Tax Refund					
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e).					136,529
13	Total. Add line 12, columns (b), (d), and (e).					136,529

(See worksheet in line 13 instructions to verify calculations)

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				
AID TO THE CHURCH IN NEED INC 725 LEONARD ST 3RD FLR BROOKLYN, NY 11222	N/A	509a1	General Unrestricted	200
AMERICAN CHESTERTON SOCIETY 4117 PEBBLEBROOK CIR BLOOMINGTON, MN 55437	N/A	509a1	General Unrestricted	500
APOSTOLATE FOR FAMILY CONSECRATION 3375 COUNTY RD 36 BLOOMINGDALE, OH 43910	N/A	509a1	General Unrestricted	500
ARCHDIOCESE FOR THE MILITARY SERVICES 1025 MICHIGAN AVE NE WASHINGTON, DC 20017	N/A	509a1	General Unrestricted	500
AVE MARIA UNIVERSITY INC 5050 AVE MARIA BLVD AVE MARIA, FL 34142	N/A	509a1	General Unrestricted	500
BENEDICTINES OF MARY QUEEN OF APOSTLES 8005 NW 316TH ST GOWER, MO 64454	N/A	509a1	General Unrestricted	500
BLUEGRASS INST FOR PUB POLICY SOLUTIONS PO BOX 11706 LEXINGTON, KY 40577	N/A	509a1	General Unrestricted	2,500
CATHEDRAL OF CHRIST THE KING 299 COLONY BLVD LEXINGTON, KY 40502	N/A	509a1	Sunday Collections	30,000
CATHOLIC ANSWERS INC PO BOX 199000 SAN DIEGO, CA 92159	N/A	509a1	General Unrestricted	2,500
CATHOLIC CHURCH EXTENSION SOCIETY 150 S WACKER DR CHICAGO, IL 60606	N/A	509a1	General Unrestricted	1,000
CATHOLIC FAMILY & HUMAN RIGHTS INSTITUTE 1100 G ST NW STE 450 WASHINGTON, DC 20005	N/A	509a1	General Unrestricted	1,000
CATHOLIC RELIEF SERVICES INC 228 W LEXINGTON ST BALTIMORE, MD 21201	N/A	509a1	General Unrestricted	5,000
CATHOLIC SOCIAL SERVICE BUREAU 1310 W MAIN ST LEXINGTON, KY 40508	N/A	509a1	General Unrestricted	2,500
CATHOLICS UNITED FOR THE FAITH 827 N 4TH ST STEUBENVILLE, OH 43952	N/A	509a1	General Unrestricted	1,000
CHRISTENDOM EDUCATIONAL CORPORATION 134 CHRISTENDOM DR FRONT ROYAL, VA 22630	N/A	509a1	General Unrestricted	1,000

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				
CHRISTIAN APPALACHIAN PROJECT INC 6550 S KY RTE 321 HAGERHILL, KY 41222	N/A	509a2	General Unrestricted	2,000
CHRYSALIS HOUSE INC 1589 HILL RISE DR LEXINGTON, KY 40504	N/A	509a1	General Unrestricted	1,000
DAUGHTERS OF CHARITY OF ST VINCENT DE PAUL ST JOSEPHS PROVINCIAL HOUSE EMMITSBURG, MD 21727	N/A	509a1	General Unrestricted	500
DOMINICAN FRIARS PROVINCE OF ST JOSEPH 141 E 65TH ST NEW YORK, NY 10065	N/A	509a1	General Unrestricted	500
DOMINICAN HIGH SCHOOL 120 E SILVER SPRING DR WHITEFISH BAY, WI 53217	N/A	509a1	General Unrestricted	10,000
DOMINICAT SISTERS OF MARY MOTHER OF THE EUCHARIST 4597 WARREN RD ANN ARBOR, MI 48105	N/A	509a1	General Unrestricted	500
FEED THE CHILDREN INC 333 N MERIDIAN AVE OKLAHOMA CITY, OK 73107	N/A	509a1	General Unrestricted	1,500
FELLOWSHIP OF CATHOLIC UNIVERSITY STUDENTS PO BOX 18710 GOLDEN, CO 80402	N/A	509a1	General Unrestricted	25,000
FOOD FOR THE POOR INC 6401 LYONS RD COCONUT CREEK, FL 33097	N/A	509a1	General Unrestricted	2,500
GOOD COUNSEL INC 411 CLINTON ST HOBOKEN, NJ 07030	N/A	509a1	General Unrestricted	1,000
IHR EDUCATIONAL BROADCASTING - IMMACULATE HEART RADIO 3256 PENRYN RD STE 100 LOOMIS, CA 95650	N/A	509a1	General Unrestricted	10,000
INNOVATIVE MEDIA INC 3719 OLD ALABAMA RD STE 300G 43 ALPHARETTA, GA 30022	N/A	509a1	General Unrestricted	5,000
JUNIOR ACHIEVEMENT OF THE BLUEGRASS 1092 DUVAL ST STE 240 LEXINGTON, KY 40515	N/A	509a1	General Unrestricted	40,000
LEXINGTON PHILHARMONIC SOCIETY INC 161 N MILL ST LEXINGTON, KY 40507	N/A	509a1	General Unrestricted	500
LIFE LEGAL DEFENSE FOUNDATION PO BOX 2105 NAPA, CA 94558	N/A	509a1	General Unrestricted	1,000

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				
MAGGIES PLACE INC PO BOX 1102 PHOENIX, AZ 85001	N/A	509a1	General Unrestricted	2,500
MARYKNOLL SISTERS CHARITABLE TR PO BOX 306 MARYKNOLL, NY 10545	N/A	509a1	General Unrestricted	500
MATER ECCLESIAE FUND FOR VOCATIONS INC 9243 OLD GREEN MOUNTAIN RD ESMONT, VA 22937	N/A	509a1	General Unrestricted	500
MATER ECCLESIAE INC 60 AUSTIN AVE GREENVILLE, RI 02828	N/A	509a1	General Unrestricted	6,000
MATTHEW KELLY FOUNDATION 2330 KEMPER LN CINCINNATI, OH 45206	N/A	509a1	General Unrestricted	7,500
MISSIONARY OBLATES OF MARY IMMACULATE OF TEXAS 327 OBLATE DR SAN ANTONIO, TX 78216	N/A	509a1	General Unrestricted	500
MONKS OF THE MOST BLESSED VIRGIN MARY OF MOUNT CARMEL 35 RD AFW POWELL, WY 82435	N/A	509a1	General Unrestricted	1,000
NATIVITY JESUIT MIDDLE SCHOOL INC 1515 S 29TH ST MILWAUKEE, WI 53215	N/A	509a1	General Unrestricted	1,000
NEW CAMALDOLI HERMITAGE 62475 COAST HWY 1 BIG SUR, CA 93920	N/A	509a1	General Unrestricted	500
PRIESTLY FRATERNITY OF ST PETER INC 119 GRIFFIN RD ELMHURST TWP, PA 18444	N/A	509a1	General Unrestricted	500
PROVINCE OF ST AUGUSTINE OF THE CAPUCHIN ORDER 220 37TH ST PITTSBURGH, PA 15201	N/A	509a1	General Unrestricted	1,000
RACE TRACK CHAPLAINCY OF AMERICA INC 2365 HARRODSBURG RD STE A120 LEXINGTON, KY 40504	N/A	509a1	General Unrestricted	2,500
RELEVANT RADIO 1496 BELLEVUE ST STE 202 GREEN BAY, WI 54311	N/A	509a1	General Unrestricted	5,000
RENEWAL MINISTRIES INC 230 COLLINGWOOD ST STE 240 ANN ARBOR, MI 48103	N/A	509a1	General Unrestricted	2,500
ROMAN CATHOLIC DIOCESE OF LEXINGTON KY 1310 W MAIN ST LEXINGTON, KY 40508	N/A	509a1	Catholic Way Bible Study	5,000

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				
ROMAN CATHOLIC DIOCESE OF LEXINGTON KY 1310 W MAIN ST LEXINGTON, KY 40508	N/A	509a1	Annual Appeal Campaign	25,000
ROMAN CATHOLIC DIOCESE OF LEXINGTON KY 1310 W MAIN ST LEXINGTON, KY 40508	N/A	509a1	Diocesan Capital Campaign	75,000
RONALD MCDONALD HOUSE CHARITIES OF THE BLUEGRASS INC PO BOX 22414 LEXINGTON, KY 40522	N/A	509a1	General Unrestricted	500
SAINT BENEDICT CENTER PO BOX 528 SCHUYLER, NE 68661	N/A	509a1	General Unrestricted	500
SHEPHERDS HOUSE INC 154 BONNIE BRAE DR LEXINGTON, KY 40508	N/A	509a2	General Unrestricted	1,000
ST CECILIA CONGREGATION OF DOMINICAN SISTERS 801 DOMINICAN DR NASHVILLE, TN 37228	N/A	509a1	General Unrestricted	2,000
TAYLOR MANOR INC 300 BERRY AVE VERSAILLES, KY 40383	N/A	509a1	General Unrestricted	20,000
THE RIGHT TO LIFE EDUCATIONAL FOUNDATION OF KENTUCKY INC 134 BRECKENRIDGE LN LOUISVILLE, KY 40207	N/A	509a1	General Unrestricted	2,500
THY KINGDOM COME NETWORK INC 195 MOORE DR LEXINGTON, KY 40503	N/A	PF	Expenditure Responsibility Grant	25,000
Total			► 3a	338,200

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Expenditure Responsibility Statement

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 12000057

Software Version: 12.19.1011.1

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Thy Kingdom Come Network Inc	195 Moore Drive Lexington, KY 40503	2011-03-02	100,000	General Operating Expenses	100,000	Not to the knowledge of the grantor	11/13/12		None necessary
Thy Kingdom Come Network Inc	195 Moore Drive Lexington, KY 40503	2011-08-19	40,000	General Operating Expenses	40,000	Not to the knowledge of the grantor	11/13/12		None necessary
Thy Kingdom Come Network Inc	195 Moore Drive Lexington, KY 40503	2011-12-30	25,000	General Operating Expenses		Not to the knowledge of the grantor	11/13/12		None necessary
Thy Kingdom Come Network Inc	195 Moore Drive Lexington, KY 40503	2012-12-19	25,000	General Operating Expenses		Not to the knowledge of the grantor	Report Expected in 2013		None necessary
Thy Will Be Done Inc	195 Moore Drive Lexington, KY 40503	2008-10-23	10,000	General funding Installment 1 of 3	10,000	Not to the knowledge of the grantor	09/08/09, 12/31/10 and 02/21/11		None necessary
Thy Will Be Done Inc	195 Moore Drive Lexington, KY 40503	2009-10-26	10,000	General funding Installment 2 of 3	10,000	Not to the knowledge of the grantor	12/31/10 and 02/21/11		None necessary
Thy Will Be Done Inc	195 Moore Drive Lexington, KY 40503	2011-09-23	10,000	General funding Installment 3 of 3	10,000	Not to the knowledge of the grantor	8/16/12 and 6/3/13		None necessary

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 12000057

Software Version: 12.19.1011.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					967,538	936,863			30,675	

TY 2012 General Explanation Attachment

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 12000057

Software Version: 12.19.1011.1

TY 2012 Investments Corporate Bonds Schedule

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 12000057

Software Version: 12.19.1011.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AUSTRALIAN GOVT SER 126 - 04.500 - 04/15/2020	136,768	181,843

TY 2012 Investments Corporate Stock Schedule

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 12000057

Software Version: 12.19.1011.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3090 shares of A RELATIONSHIP TRUST SRS S	30,461	31,116
8 shares of ACCIONA SA	685	601
26 shares of ACORDA THERAPEUTICS, INC.	656	646
43 shares of ADMIRAL GROUP PLC GBP	685	818
41 shares of ADOBE SYSTEMS, INC.	1,057	1,545
14 shares of AEGERION PHARMACEUTICALS INC	212	355
40 shares of AGILENT TECHNOLOGIES INC	1,764	1,638
400 shares of AIA GROUP	1,349	1,544
34 shares of ALLERGAN INC.	2,897	3,119
16 shares of ALNYLAM PHARMACEUTICALS, INC	298	292
14 shares of AMAZON COM	2,905	3,512
26 shares of AMERICAN CAPITAL AGENCY CORP.	868	751
13 shares of APPLE INC.	6,037	6,918
29 shares of ARCHER DANIELS MDLND	749	794
125 shares of ASAHI GLASS ADR	998	911
136 shares of ATMEL CORPORATION	930	891
48 shares of AUSTRALIA N Z ADS	1,137	1,265
19 shares of AVAGO TECHNOLOGIES LIMITED	626	601
28 shares of BAKER HUGHES INTL	1,344	1,144
66 shares of BARCLAYS PLC ADR	790	1,143
14 shares of BAXTER INTERNATIONAL INC.	761	933
14 shares of BAYER A G SPONSORED ADR	1,199	1,343
10 shares of BEIERSDORF AG	626	812
3 shares of BIO RAD LABS INC CL A	298	315
6 shares of BIOGEN IDEC INC	754	878
21 shares of BOEING CO	1,490	1,583
56 shares of BP PLC SPONSORED ADR	2,466	2,332
23 shares of BRIDGESTONE CORP UNSP ADR	1,110	1,188
18 shares of BROADCOM CORPORATION	590	598
21 shares of BRUKER CORPORATION	266	320

Name of Stock	End of Year Book Value	End of Year Fair Market Value
32 shares of CABOT OIL GAS CORP	1,318	1,592
42 shares of CARDINAL HEALTH INC.	1,738	1,730
295 shares of CARREFOUR S.A.	1,264	1,519
52 shares of CHINA CONSTRUCT UNSPON ADR	757	835
53 shares of CITIGROUP INC	2,127	2,097
19 shares of COACH INC	1,168	1,055
7 shares of COLGATE-PALMOLIVE COMPANY	595	732
42 shares of COMCAST CORP CL A	975	1,569
15 shares of CONCHO RESOURCES INC	1,400	1,208
14 shares of CROWN CASTLE INTL	635	1,010
11 shares of CUBIST PHARMACEUTICALS, INC.	476	463
10 shares of CUMMINS INC	1,155	1,084
18 shares of CVS CAREMARK CORP.	773	870
31 shares of DANAHER CORP	1,634	1,733
26 shares of DEUTSCHE BANK AG	1,112	1,152
5 shares of DIGITAL RLTY TR INC	308	339
28 shares of DIRECTV GROUP	1,354	1,404
43 shares of DOLLAR GENERAL CORP	1,957	1,896
29 shares of DOW CHEMICAL PV	827	938
50 shares of E.ON AG SPON ADR REP 1/3 ORD NPV	1,112	939
34 shares of EBAY INC.	1,674	1,734
13 shares of EDISION INTL	601	587
7 shares of EOG RESOURCES INC	667	846
17 shares of EQT CORPORATION	930	1,003
35 shares of ESTEE LAUDER COMPANIES INC	1,849	2,095
77 shares of FACEBOOK INC	2,278	2,050
101 shares of FIAT INDUSTRIAL	969	1,094
25 shares of FIDELITY NATIONAL INFORMATION SERVICES INC	737	870
141 shares of FLSMIDTH CO A/S S/ADR	910	814
33 shares of FMC TECHS INC COM	1,552	1,413

Name of Stock	End of Year Book Value	End of Year Fair Market Value
32 shares of FREESCALE SEMICONDUCTOR LTD	341	352
30 shares of GEN DYNAMICS CP	2,034	2,078
4166667 shares of GENELINK INC	125,001	41,667
31 shares of GILEAD SCIENCES INC	1,495	2,277
3 shares of GOOGLE INC CL A	1,747	2,122
43 shares of HALLIBURTON COMPANY	1,360	1,492
82 shares of HEIDELBERGCEMENT AG UNSPONSORED ADR	785	993
37 shares of HEINEKEN N V ADR	927	1,242
70 shares of HERTZ GLOBAL HOLDINGS INC	879	1,139
18 shares of HESS CORP	986	953
121 shares of HON HAI PRECISION S/GDR	653	704
16 shares of HOSPIRA INC W/I	514	500
44 shares of HSBC HLDGS PLC ADS	1,938	2,335
7 shares of IHS INC	681	672
38 shares of ILLINOIS TOOL WORKS	1,977	2,311
24 shares of IMPERIAL TOBACCO GRO	1,807	1,860
117 shares of INFINEON TECH ADS	935	945
27 shares of INFORMATICA CORPORATION	709	819
19 shares of INTERNATIONAL PAPER CO.	635	757
55 shares of INTERPUBLIC GROUP OF COS	625	606
2 shares of INTUITIVE SURGICAL, INC.	1,038	981
33 shares of INVESCO PLC	719	861
521 shares of ISHARES IBOXX INVESTMENT GRADE CORPORATE BOND FD	58,614	63,036
921 shares of ISHARES TR S P MIDCAP 400 INDEX FD	86,770	93,665
64 shares of ITOCHU CORP ADR OTC	1,329	1,356
36 shares of JP MORGAN CHASE CO	1,543	1,583
45 shares of KDDI CP UNSP ADR	751	793
15 shares of KONINKLIJKE DSM NV	760	900
25 shares of KRAFT FOODS GROUP, INC.	1,104	1,137
40 shares of LAS VEGAS SANDS CORP	1,761	1,846

Name of Stock	End of Year Book Value	End of Year Fair Market Value
27 shares of LIGAND PHARMACEUTICALS INCORPORATED	518	560
25 shares of LINCOLN NATIONAL CORP	672	648
16 shares of LULULEMON ATHLETICA INC	1,122	1,220
29 shares of LUNDIN PETE AB ORD	593	684
27 shares of LVMH MOET HENN UNSP	822	1,018
22 shares of MACYS INC	791	858
59 shares of MAN SE UNSP/ADR	565	625
3 shares of MASTERCARD INC	1,349	1,474
59 shares of MCDERMOTT INT PANAMA	656	650
16 shares of MEDTRONIC INC	602	656
7 shares of MERCADOLIBRE, INC.	662	550
21 shares of MERCK CO INC.	932	860
21 shares of METLIFE INC.	948	692
143 shares of METROPCS COMM INC	1,189	1,421
22 shares of MICHAEL KORS HOLDINGS LIMITED O	1,178	1,123
92 shares of MICRON TECHNOLOGY	529	583
20 shares of MITSUBISHI CORP SPON	820	771
262 shares of MITSUBISHI TOKYO FIN	1,159	1,420
31 shares of MONDELEZ INTERNATIONAL INC	693	789
19 shares of MONSTER BEVERAGE CORP	1,145	1,004
100 shares of MORGAN STANLEY	1,649	1,912
37 shares of NESTLE S.A.	2,183	2,411
70 shares of NETAPP, INC.	2,666	2,349
152 shares of NEW WORLD DEV LTD S/ADR	314	479
7 shares of NEXTERA ENERGY, INC	497	484
137 shares of NII HOLDINGS INC - COMMON STOCK	969	977
30 shares of NIKE INC-CL B	1,558	1,548
31 shares of NOBLE CORPORATION	1,063	1,079
12 shares of NORFOLK SOUTHERN CORP	827	742
39 shares of NOVARTIS AG ADR	2,267	2,469

Name of Stock	End of Year Book Value	End of Year Fair Market Value
23 shares of NXP SEMICONDUCTORS	572	605
79 shares of OAO GAZPROM SPONS GDR	908	769
36 shares of ORICA LIMITED	929	943
20 shares of ORIX CORP ADS	911	1,133
41 shares of PETROMINERALS LTD ORD	745	353
15 shares of PG E CORP	694	603
21 shares of PHILIP MORRIS INTL	1,925	1,756
4 shares of PRECISION CASTPARTS	753	758
4 shares of PRICELINE.COM INCORPORATED	2,174	2,482
39 shares of PRUDENTIAL PLC SC	830	1,113
42 shares of QUALCOMM INC	2,557	2,598
18 shares of RALPH LAUREN CORP	2,642	2,699
14 shares of RICOH CO LTD SPN ADR	599	746
30 shares of RIO TINTO PLC SPONSORED ADR	1,624	1,743
20 shares of RYANAIR HOLDINGS PLC-ADR COM	595	686
7 shares of RYDER SYSTEM COMMON	277	350
36 shares of SABMILLER PLC S/ADR	1,615	1,684
46 shares of SAGE GROUP PLC UNS/ADR	864	887
9 shares of SALESFORCE.COM	1,088	1,513
93 shares of SAMPO OYJ UNSPONSORED ADR	1,187	1,491
14 shares of SAP AKTIENGESELL ADS	791	1,125
17 shares of SCHLUMBERGER LTD	1,245	1,178
78 shares of SCHNEIDER ELEC UNSP/ADR	983	1,154
41 shares of SCOTTISH SOUTHERN ENERGY ADR	840	954
5 shares of SERVICE NOW	149	150
104 shares of SERVICESOURCE INTERNATIONAL	1,102	608
14 shares of SEVEN I HOLDINGS C	815	789
47 shares of SGS SA UNSP ADR	830	1,047
7 shares of SHERWIN-WILLIAMS CO.	614	1,077
93 shares of SHIN-ETSU CHEMICAL C	1,158	1,412

Name of Stock	End of Year Book Value	End of Year Fair Market Value
124 shares of SIRIUS XM RADIO	369	358
31 shares of SKYWORKS SOLUTIONS, INC	788	629
17070 shares of SMA RELATIONSHIP TR SER T	77,266	79,888
3723 shares of SMA RELATIONSHIP TRUST SER G	35,418	32,613
247 shares of SPDR SP 500 ETF TRUST	34,286	35,175
26 shares of SPIRIT AIRLINES INC	524	461
11 shares of STARBUCKS CORP COM	619	590
38 shares of STEEL DYNAMICS INC.	489	522
29 shares of SUNCOR ENERGY INC	928	956
67 shares of SYMANTEC CORP	1,119	1,261
17 shares of TECK COMINCO LIMITED CL B SV	645	618
33 shares of TELENOVA ASA S/ADR	1,627	2,004
26 shares of TERADATA CORPORATION	1,679	1,609
55 shares of TEVA PHARMACEUTICAL SP ADR	2,354	2,054
105 shares of TH K CO LTD	994	924
15 shares of TIME WARNER INC.	492	717
45 shares of TOKIO MARINE HOLDINGS INC	1,064	1,253
37 shares of TOKYO GAS CO LTD ADR	728	678
21 shares of TOYOTA MTR CORP	1,698	1,958
27 shares of ULTRA PETROLEUM CORP	1,041	490
12 shares of UNION PACIFIC	1,305	1,509
23 shares of UNITED TECHNOLOGIES CORP	1,940	1,886
53 shares of UNITEDHEALTH GROUP INC.	3,010	2,875
26 shares of US BANCORP DEL NEW	692	830
786 shares of VANGUARD MSCI EAFE ETF	25,365	27,691
1031 shares of VANGUARD MSCI EMERGING MARKETS ETF	42,688	45,910
12 shares of VERISIGN INC	527	466
18 shares of VIACOM INC. CL B	869	949
23 shares of VISA INC	2,139	3,486
17 shares of VMWARE INC	1,565	1,600

Name of Stock	End of Year Book Value	End of Year Fair Market Value
65 shares of VODAFONE GROUP PLC	1,830	1,637
23 shares of VOLKSWAGEN AG	765	1,072
9 shares of WELLPOINT INC	498	548
37 shares of WELLS FARGO CO.	966	1,265
82 shares of WESTFIELDG STAPLED	765	895
40 shares of WOLTERS KLUWER S/ADR	692	827
347 shares of XSTRATA PLC UNSP/ADR	1,098	1,187

TY 2012 Investments - Other Schedule

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 12000057

Software Version: 12.19.1011.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
STARSL, LLC		64,090	64,473
WAYCROSS 50/50 GROWTH FUND L.P		1,271,275	1,271,275

TY 2012 Other Expenses Schedule

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	16,833			16,833
Bank Charges	234	234		
K-1 Exp STARSAT, LLC	66			
State or Local Filing Fees	25			25

TY 2012 Other Income Schedule

Name: Robert and Martha Trussell Family Foundation**EIN:** 20-3992488**Software ID:** 12000057**Software Version:** 12.19.1011.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss STARSAT, LLC	-14,724	-14,724	
K-1 Inc/Loss WAYCROSS 50/50 GROWTH FUND L P	90,072	90,072	
2012 Federal Tax Refund	3,072		

TY 2012 Other Increases Schedule

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Amount
Returned Grant	5,000

TY 2012 Other Professional Fees Schedule

Name: Robert and Martha Trussell Family Foundation

EIN: 20-3992488

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	14,446	14,446		

TY 2012 Taxes Schedule

Name: Robert and Martha Trussell Family Foundation**EIN:** 20-3992488**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	2,500			
Foreign Tax Paid	378	378		