

### See a Social Security Number? Say Something! Report Privacy Problems to https://public.resource.org/privacy Or call the IRS Identity Theft Hotline at 1-800-908-4490



DLN: 93491030002024

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

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

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

Open to Public Inspection

For	cale	endar year 2012, or tax year beginning 1	2-01-2012 , and	d end	ling 11-30-	2013		
		undation			A Employer id	entification numbe	er	
		tton Charitable Foundation and Joe Powers			71-6055339			
Num	her and	d street (or P O box number if mail is not delivered to street add	ress) Room/suite		<b>B</b> Telephone nu	ımber (see ınstructior	าร)	
		son Avenue	icasy Roomy suite		(479) 494-1060	)		
		n, state, and ZIP code AR 72901			<b>C</b> If exemption	application is pendin	g, check here 🕨 🗍	
<b>G</b> C	heck a	all that apply		rity	<b>2.</b> Foreign o	rganizations, check hor rganizations meeting re and attach comput	the 85% test,	
—— н с н	neck ty	ype of organization Section 501(c)(3) exempt p	<del>-</del>		CHECK HEI	e and attach comput	ation	
		1 4947(a)(1) nonexempt charitable trust Cother t		on				
			d Cash F Acc	rual		undation status was t n 507(b)(1)(A), chec		
		from Part II, col. (c),				ation is in a 60-mont		
		(varely coranii (a) iii	nust be on cash basıs.)		under sectio	n 507(b)(1)(B), chec		
Ра	rt 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>b</b> ) N	let investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
	1	Contributions, gifts, grants, etc , received (attach schedule)						
	2	Check ▶ 🔽 if the foundation is <b>not</b> required to attach Sch B						
	3	Interest on savings and temporary cash investmen	ts 2,927	'	2,927			
	4	Dividends and interest from securities	. 19,254		19,254			
	5a	Gross rents						
	b	Net rental income or (loss)						
Revenue	6a	Net gain or (loss) from sale of assets not on line 10						
	b	Gross sales price for all assets on line 6a 1,732,32			F04.660			
æ	7	Capital gain net income (from Part IV, line 2)			504,669			
	8	Net short-term capital gain	•					
	10a	Gross sales less returns and allowances	•					
	ь	Less Cost of goods sold						
	c	Gross profit or (loss) (attach schedule)						
	11	Other income (attach schedule)	-1,947		12			
	12	Total. Add lines 1 through 11	. 525,286		526,862			
	13	Compensation of officers, directors, trustees, etc	2,200		1,650		550	
,n	14	Other employee salaries and wages						
Expense	15	Pension plans, employee benefits						
Æ	16a	Legal fees (attach schedule)	_   _ <del></del>					
	b	Accounting fees (attach schedule)			1,868		623	
ĭVe	C	Other professional fees (attach schedule)			3,736		1,24!	
and Administrative	17	Interest			3-			
2	18	Taxes (attach schedule) (see instructions)	925	1	27		`	
<u>Ē</u>	19	Depreciation (attach schedule) and depletion Occupancy		<del>                                     </del>				
Ā	20	Travel, conferences, and meetings						
and	22	Printing and publications						
	23	Other expenses (attach schedule)	<del>-</del>		7		:	
Operating	24	Total operating and administrative expenses.	<del>-</del>					
Ĕ		Add lines 13 through 23	10,606		7,288		2,429	
Ō	25	Contributions, gifts, grants paid					91,000	
	26	Total expenses and disbursements. Add lines 24 and 25	101,606		7,288		93,429	
	27	Subtract line 26 from line 12						
	a	Excess of revenue over expenses and disbursement	<b>s</b> 423,680					
	b	Net investment income (If negative, enter -0 -)			519,574			
	С	Adjusted net income (If negative, enter -0-)	•					

Pa	rt II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	(a) Rook Value	(b) Book		or year
	1	Cash—non-interest-bearing	(a) Book Value 2,242	(b) Book	value 4,44	(c) Fair Market Value 4,448
			784,149			<del></del>
	2	Savings and temporary cash investments	/84,149		110,32	110,325
	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				
		ınstructions)				
	7	Other notes and loans receivable (attach schedule)				
		<del></del>				
2		Less allowance for doubtful accounts 🕨				
ssets	8	Inventories for sale or use				
Ą	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)		193	546,22	547,585
	b	Investments—corporate stock (attach schedule)	723,423		1,207,32	1,308,046
	С	Investments—corporate bonds (attach schedule)		<b>%</b>	82,28	82,347
	11	Investments—land, buildings, and equipment basis 🟲				
		Less accumulated depreciation (attach schedule) 🟲				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	17,115			
	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)	1,526,929		1,950,60	2,052,751
$\dashv$	17	Accounts payable and accrued expenses				
	18	Grants payable				1
'n	19	Deferred revenue				1
itles	20	Loans from officers, directors, trustees, and other disqualified persons				†
abil	21	Mortgages and other notes payable (attach schedule)				┪
Πa	22	Other liabilities (describe				-
		o ther habilities (desemble F				†
	23	Total liabilities (add lines 17 through 22)				0
		Foundations that follow SFAS 117, check here 🕨 🦵				7
		and complete lines 24 through 26 and lines 30 and 31.				
Fund Balances	24	Unrestricted				
an	25	Temporarily restricted				7
8a 	26	Permanently restricted				7
<u> </u>		Foundations that do not follow SFAS 117, check here 🕨 🔽				7
ᆵ		and complete lines 27 through 31.				
οr	27	Capital stock, trust principal, or current funds	1,432,512		1,950,60	9
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				7
Assets	29	Retained earnings, accumulated income, endowment, or other funds	94,417			†
AS	30	Total net assets or fund balances (see page 17 of the	·			┥
Net	50	Instructions)	1,526,929		1,950,60	9
Z	31	Total liabilities and net assets/fund balances (see page 17 of	1,320,323		1,550,00	Ä
	31	the instructions)	1,526,929		1,950,60	9
			1,320,323		1,550,00	<u>-1</u>
Pa	rt II	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 a	gree		
		with end-of-year figure reported on prior year's return)			1	1,526,929
2		Enter amount from Part I, line 27a			2	423,680
3		Other increases not included in line 2 (itemize) 🟲		[	3	
4		Add lines 1, 2, and 3			4	1,950,609
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)—F	art II, column (b), l	ine 30 .	6	1,950,609

		the kınd(s) of property sold (e g , re ouse, or common stock, 200 shs M	•	(b) How acquired P—Purchase D—Donation	(c)	ate acquired o , day, yr )	(d) Date sold (mo , day, yr )
1a							
				+	+		
(4	e) Gross sales price	(f) Depreciation allowed (or allowable)	1 10	t or other basis xpense of sale			or (loss) ) mınus (g)
а		(**************************************	, , , , , , , , , , , , , , , , , , ,			(-)   (-)	(9)
b							
С							
d							
e							
Сс	mplete only for assets :	showing gain in column (h) and owne	d by the foundatio	n on 12/31/69			(h) gaın mınus
(i)	FM V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69		cess of col (ı) col (j), ıf any	col		less than -0-) <b>or</b> om col (h))
а							
b							
С							
d							
e							
2	Capital gain net inco		If gain, also enter If (loss), enter -0		2		504,66
-	Not short-term canit	ړ al gaın or (loss) as defined in sectioi	nc 1222/5) and (6	) .\	<del>-</del>		304,00
3	•						
	in Part I, line 8	Part I, line 8, column (c) (see instru	ctions) If (loss), e	enter -0 -	.		
							30.64
or op	tional use by domestic p	Under Section 4940(e) for R private foundations subject to the se					28,64
or op secti as the	tional use by domestic pon 4940(d)(2) applies, e foundation liable for th the foundation does no	private foundations subject to the se leave this part blank le section 4942 tax on the distribute ot qualify under section 4940(e) Do	ection 4940(a) tax able amount of any not complete this	on net investmen year in the base p part	ent In	e )	28,64
or op f secti /as the f "Yes,	tional use by domestic pon 4940(d)(2) applies, e foundation liable for th the foundation does no	private foundations subject to the se leave this part blank le section 4942 tax on the distributa	ection 4940(a) tax able amount of any not complete this	on net investmen year in the base p part	ent In	e )	
For op Fsecti Fas the Yes, 1 En	tional use by domestic pon 4940(d)(2) applies, e foundation liable for th the foundation does no	private foundations subject to the se leave this part blank le section 4942 tax on the distribute ot qualify under section 4940(e) Do	ection 4940(a) tax able amount of any not complete this	year in the base part nstructions before	ent Incom	e )	Γ Yes <b>Γ</b> No
secti as the "Yes, 1 En	tional use by domestic pon 4940(d)(2) applies, e foundation liable for the the foundation does not the the appropriate amoustics (a) e period years Calendar	private foundations subject to the se leave this part blank le section 4942 tax on the distributa ot qualify under section 4940(e) Do unt in each column for each year, se	ection 4940(a) tax able amount of any not complete this see page 18 of the i	year in the base part nstructions before	ent Incom	e ) g any entries (d) Distribution	Yes V No n ratio by col (c))
secti as the "Yes, 1 En	tional use by domestic pon 4940(d)(2) applies, e foundation liable for the the foundation does not the the appropriate amount (a) e period years Calendar or tax year beginning in)	private foundations subject to the se leave this part blank se section 4942 tax on the distributa ot qualify under section 4940(e) Do unt in each column for each year, se (b) Adjusted qualifying distributions	ection 4940(a) tax able amount of any not complete this see page 18 of the i	year in the base part nstructions before	ent Incom	e ) g any entries (d) Distribution	Yes V No n ratio by col (c)) 0 04979
For op Fsecti Fas the Yes, 1 En	on 4940(d)(2) applies, e foundation liable for th " the foundation does no ter the appropriate amo (a) e penod years Calendar for tax year beginning in) 2011 2010 2009	private foundations subject to the seleave this part blank the section 4942 tax on the distribute of qualify under section 4940(e). Do unt in each column for each year, set  (b)  Adjusted qualifying distributions  91,082  87,852  86,654	ection 4940(a) tax able amount of any not complete this see page 18 of the i	year in the base part nstructions before 1,829,281 1,853,483 1,832,742	ent Incom	e ) g any entries (d) Distribution	Yes V No  Pratio by col (c))  0 04979 0 04740 0 04728
secti as the "Yes, 1 En	on 4940(d)(2) applies, e foundation liable for th " the foundation does no ter the appropriate amo  (a) e period years Calendar for tax year beginning in)  2011  2010  2009  2008	leave this part blank le section 4942 tax on the distributa ot qualify under section 4940(e) Do unt in each column for each year, se  (b)  Adjusted qualifying distributions  91,082  87,852  86,654  85,915	ection 4940(a) tax able amount of any not complete this see page 18 of the i	year in the base part nstructions before nstructions assets 1,829,281 1,853,483 1,832,742 1,772,155	ent Incom	e ) g any entries (d) Distribution	Yes V No  Pratio by col (c))  0 04979 0 04740 0 04728 0 04848
f secti /as the f "Yes, 1 En	on 4940(d)(2) applies, e foundation liable for th " the foundation does no ter the appropriate amo (a) e penod years Calendar for tax year beginning in) 2011 2010 2009	private foundations subject to the seleave this part blank the section 4942 tax on the distribute of qualify under section 4940(e). Do unt in each column for each year, set  (b)  Adjusted qualifying distributions  91,082  87,852  86,654	ection 4940(a) tax able amount of any not complete this see page 18 of the i	year in the base part nstructions before 1,829,281 1,853,483 1,832,742	ent Incom	e ) g any entries (d) Distribution	n ratio
f secti /as the f "Yes, 1 En	tional use by domestic pon 4940(d)(2) applies, e foundation liable for the the foundation does not the foundation does not the appropriate amount (a) e penod years Calendar for tax year beginning in) 2011 2010 2009 2008 2007	leave this part blank le section 4942 tax on the distributa ot qualify under section 4940(e) Do unt in each column for each year, se  (b)  Adjusted qualifying distributions  91,082  87,852  86,654  85,915  93,586	ection 4940(a) tax able amount of any not complete this see page 18 of the i (c) Net value of noncha	year in the base part nstructions before nstructions assets 1,829,281 1,853,483 1,832,742 1,772,155	ent Incom	e ) g any entries (d) Distribution	Yes V No  Tratio by col (c))  0 04979  0 04740  0 04728  0 04848  0 04674
secti as the Yes, 1 En Base year (	on 4940(d)(2) applies, e foundation liable for th " the foundation does no iter the appropriate amo  (a) e period years Calendar or tax year beginning in)  2011  2010  2009  2008  2007	leave this part blank le section 4942 tax on the distributa ot qualify under section 4940(e) Do unt in each column for each year, se  (b)  Adjusted qualifying distributions  91,082  87,852  86,654  85,915	able amount of any not complete this ee page 18 of the i	year in the base part  nstructions before  initable-use assets  1,829,281  1,853,483  1,832,742  1,772,155  2,002,403	ent In: incom	e ) g any entries (d) Distribution	Yes V No  n ratio by col (c)) 0 04979 0 04740 0 04728 0 04848 0 04674
secti (as the "Yes, 1 En Base year (	on 4940 (d)(2) applies, e foundation liable for th "the foundation does no iter the appropriate amo (a) e period years Calendar or tax year beginning in) 2011 2010 2009 2008 2007  Total of line 1, column	leave this part blank le section 4942 tax on the distributa of qualify under section 4940(e). Do unt in each column for each year, se  (b)  Adjusted qualifying distributions  91,082  87,852  86,654  85,915  93,586	able amount of any not complete this ee page 18 of the i	year in the base part  nstructions before  nitable-use assets  1,829,281  1,853,483  1,832,742  1,772,155  2,002,403	ent In:	e ) g any entries (d) Distribution	Yes V No  n ratio by col (c)) 0 04979 0 04740 0 04728 0 04848 0 04674
secti as the Yes, 1 En Base year (	on 4940 (d)(2) applies, e foundation liable for th " the foundation does no ter the appropriate amo (a) e period years Calendar for tax year beginning in) 2011 2010 2009 2008 2007  Total of line 1, column A verage distribution the number of years to	leave this part blank le section 4942 tax on the distributa of qualify under section 4940(e). Do unt in each column for each year, se  (b) Adjusted qualifying distributions  91,082 87,852 86,654 85,915 93,586  an (d)	able amount of any not complete this ee page 18 of the i	year in the base part  nstructions before  1,829,281  1,853,483  1,832,742  1,772,155  2,002,403	ent In: incom	e ) g any entries (d) Distribution	Yes V No  Tratio by col (c))  0 04979 0 04740 0 04728 0 04848 0 04674  0 2396 0 0479
For op sectivas the sectivas the section 1 En Base year (	tional use by domestic properties on 4940 (d)(2) applies, the foundation liable for the properties and the foundation does not	private foundations subject to the section 4942 tax on the distributed of qualify under section 4940(e). Do unt in each column for each year, section 4940(e). Adjusted qualifying distributions  91,082  87,852  86,654  85,915  93,586  and (d)	able amount of any not complete this ee page 18 of the i	year in the base part  nstructions before  1,829,281  1,853,483  1,832,742  1,772,155  2,002,403	ent Incom eriod? making	e ) g any entries (d) Distribution	Yes V No  Tratio by col (c))  0 04979 0 04740 0 04728 0 04848 0 04674  0 2396 0 0479 1,971,09
For op  Section  Section  Section  Section  Base  year (	tional use by domestic pon 4940 (d)(2) applies, e foundation liable for the properties of the foundation does not the foundati	leave this part blank le section 4942 tax on the distributa of qualify under section 4940(e). Do unt in each column for each year, section 4940(e).  Adjusted qualifying distributions  91,082  87,852  86,654  85,915  93,586  In (d)	able amount of any not complete this ee page 18 of the I  Net value of noncha	year in the base part  nstructions before  1,829,281  1,853,483  1,832,742  1,772,155  2,002,403	ent Incom eriod? making	e ) g any entries (d) Distribution	Yes V No  Tratio by col (c))  0 04979  0 04740  0 04728  0 04848  0 04674  0 2396  0 0479  1,971,09
rectives as the section of the secti	tional use by domestic properties on 4940 (d)(2) applies, the foundation liable for the foundation does not the foundation doe	private foundations subject to the series leave this part blank  the section 4942 tax on the distribute of qualify under section 4940(e). Do not unt in each column for each year, series (b)  Adjusted qualifying distributions  91,082  87,852  86,654  85,915  93,586   and (d)	able amount of any not complete this ee page 18 of the I  Net value of noncha	year in the base part  nstructions before  1,829,281  1,853,483  1,832,742  1,772,155  2,002,403	ent Incommeriod? making	e ) g any entries (d) Distribution	Tratio by col (c))  0 04979 0 04740 0 04728 0 04848 0 04674  0 2396 0 0479 1,971,096
Facture section of the section of th	tional use by domestic pon 4940 (d)(2) applies, e foundation liable for the properties of the foundation does not the foundati	private foundations subject to the series leave this part blank  the section 4942 tax on the distribute of qualify under section 4940(e). Do not unt in each column for each year, series (b)  Adjusted qualifying distributions  91,082  87,852  86,654  85,915  93,586   and (d)	able amount of any not complete this ee page 18 of the I  Net value of noncha	year in the base part  nstructions before  1,829,281  1,853,483  1,832,742  1,772,155  2,002,403	ent Incom eriod? making	e ) g any entries (d) Distribution	Yes V No  Pratio by col (c))  0 04979 0 04740 0 04728 0 04848

	990-PF (2012)			age <b>4</b>		
Par	Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the installand	tructio	ns)			
1a	Exempt operating foundations described in section 4940(d)(2), check here Tand enter "N/A" on line 1					
	Date of ruling or determination letter (attach copy of letter if necessary-see instructions)					
b	b Domestic foundations that meet the section 4940(e) requirements in Part V, check					
	here ► Tand enter 1% of Part I, line 27b					
С						
2	2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)					
3						
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)					
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0 5		1	0,391		
6	C redits/P ayments					
а	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 640					
Ь	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			640		
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here if Form 2220 is attached.					
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			9,751		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid • 10					
11	Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded 11					
Par	t VII-A Statements Regarding Activities	1				
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did		Yes	No		
_	it participate or intervene in any political campaign?	. 1a		No		
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of	. 1b		No		
	the instructions for definition)?					
	If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials					
_	published or distributed by the foundation in connection with the activities.			N.		
C	Did the foundation file <b>Form 1120-POL</b> for this year?	1c		No		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year					
_	(1) On the foundation  \$ (2) On foundation managers  \$					
-	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers > \$					
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	. 2		No		
2	If "Yes," attach a detailed description of the activities.	┝╧				
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? If "Yes," attach a conformed copy of the changes	. з		No		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No		
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	4b		No		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	. 5		No		
•	If "Yes," attach the statement required by General Instruction T.	<del>                                     </del>				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either					
Ŭ	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?	. 6	Yes			
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)					
	►AR					
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? If "No," attach explanation .	8b	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)?					
	If "Yes," complete Part XIV	. 9		No		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No		

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
	Website address ►N/A			
14	The books are in care of ▶Regions Bank Telephone no ▶(479)	)494-	1060	
	Located at ▶723 Garrison Avenue Fort Smith AR ZIP+4 ▶72901	, , , , ,		
4-				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here		'	
	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		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign			
	country			
Pai	t VII-B Statements Regarding Activities for Which Form 4720 May Be Required			Ι
	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 V No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes V No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes Vo			
	(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)?			
	(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 Vo			
ь	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations			
U	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here			110
_	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			1.0
-	operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
а	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?			
	If "Yes," list the years ▶ 20, 20, 20			
ь	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 <b>all</b> years listed, answer "No" and attach statement—see instructions )	2b		No
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here			
	► 20, 20, 20			
За	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at			
	any time during the year?			
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	1		
	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		No
<b>4</b> a	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

Pai	rt VII-B	Statements Rega	rdir	ng Activities for	· Wh	nich Form 4720	May	Be Required (cont	inue	d)	
5a	During th	e year did the foundatio	n pay	or incur any amour	it to			-			
	(1) Carry	on propaganda, or othe	rwise	attempt to influenc	e leg	ııslatıon (section 49	45(e	e))?	√ No		
	(2) Influe	nce the outcome of any	spec	ific public election	(see	section 4955), or to	car	ry			
								T Yes	- No		
(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes V 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 V 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 V No											
h								exceptions described in			
								instructions)?		   5b	No
								_			140
	_	· =		= =							
С		wer is "Yes" to question							<del>.</del>		
							•	TYes	/ NO		
		ttach the statement requ									
6a		undation, during the yea		, , , , ,			•		_		
	•	I benefit contract?						· · ·			
Ь	Did the fo	undation, during the yea	ar, pa	y premiums, directl	y or i	indirectly, on a perso	onal	benefit contract?	•	6b	No
	If "Yes" to	6b, file Form 8870.									
7a	At any tir	ne during the tax year, v	vas tl	ne foundation a part	y to a	a prohibited tax shel	ter t	ransaction? <b>TYes F</b>	No		
b	If yes, did	l the foundation receive	any	proceeds or have ar	ny ne	t income attributable	e to t	the transaction?		7b	No
Pai	rt VIII	Information Abou and Contractors	t Of	ficers, Director	s, T	rustees, Founda	itio	n Managers, Highly	Paid	Emp	loyees,
1	List all off	icers, directors, trustee	s. foi	undation managers	and t	heir compensation (	see i	instructions).			
			<del> </del>	Title, and average		c) Compensation		(d) Contributions to	, , ,	_	
	<b>(a)</b> Nai	me and address		hours per week	0	If not paid, enter		mployee benefit plans			e account, owances
			1	evoted to position	╀	-0-)	and	d deferred compensation			
	arwood		Trus			400					
	9 Enid Stre Smith, AR		"	,							
	Powers	72303	Trus	****	╁	600					
	Garrison A	VANUE	1 00			000					
	Smith, AR										
	s M Llewellyn		Trus	stee	<u> </u>	600					
	South 18th		1 00			000					
	Smith, AR										
Mark	Barr		Trus	stee		600					
ΡO	Box 10266		1 00	)							
Fort	Smith, AR	72903									
2	Compensat	ion of five highest-paid	l emp	loyees (other than	thos	e included on line 1–	-see	instructions). If none, e	nter "I	NONE."	,
				(b) Title, and aver	age			(d) Contributions to	١ ـ	_	
(a)		address of each emplo nore than \$50,000	yee	hours per week		(c) Compensation	n	employee benefit plans and deferred			e account, owances
	paid i	note than \$50,000		devoted to positi	on			compensation	"	iiei aiii	owances
NON	IE										
				-							
				]							
T-4-	I mumahawa	father ampleyage naid		± F O O O O		•					

Part VIII Information About Officers, Directors, Trus and Contractors (continued)	stees, Foundation Managers, Highly	Paid Employees,
3 Five highest-paid independent contractors for professional service	s (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</b> number of others receiving over \$50,000 for professional service	s	•
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include organizations and other beneficiaries served, conferences convened, research papers processes and other beneficiaries.		Expenses
1		
		1
-		1
2		
2		
3		
		1
4		
· <u> </u>		1
		-
	,	
Part IX-B Summary of Program-Related Investments		A
Describe the two largest program-related investments made by the foundation duri	ig the tax year on lines 1 and 2	A mount
1		
2		
		1
		1
All other program-related investments. See page 24 of the instruction	anc.	
All other program-related investments See page 24 of the instruction	JII5	
3		-
Total. Add lines 1 through 3		

Pa	Minimum Investment Return (All domestic foundations must complete this part. Fo see instructions.)	reign	i foundations,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc ,		
	purposes		
а	A verage monthly fair market value of securities	1a	1,693,160
b	A verage of monthly cash balances	1b	307,955
c	Fair market value of all other assets (see instructions)	1c	0
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,001,115
e	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,001,115
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see		
	ınstructions)	4	30,017
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,971,098
6	Minimum investment return. Enter 5% of line 5	6	98,555
Par	<b>Distributable Amount</b> (see instructions) (Section 4942(j)(3) and (j)(5) private operacertain foreign organizations check here F and do not complete this part.)	atıng	foundations and
1	Minimum investment return from Part X, line 6	1	98,555
2a	Tax on investment income for 2012 from Part VI, line 5   2a   10,391		
b	Income tax for 2012 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	10,391
3	Distributable amount before adjustments Subtract line 2c from line 1	3	88,164
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	88,164
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	88,164
Par	TXII Qualifying Distributions (see instructions)	ı	
1	A mounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
а	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	93,429
b	Program-related investments—total from Part IX-B	1b	
2	A mounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc ,		
	purposes	2	
3	A mounts set aside for specific charitable projects that satisfy the		
а	Suitability test (prior IRS approval required)	За	
ь	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	93,429
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	93,429
	<b>Note:</b> The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating wheth		· · · · · · · · · · · · · · · · · · ·
	the section 4940(e) reduction of tax in those years		

P	art XIII Undistributed Income (see instr	uctions)			
		(a) Corpus	(b) Years prior to 2011	<b>(c)</b> 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				88,164
2	Undistributed income, if any, as of the end of 2012				
а	Enter amount for 2011 only				
ь	Total for prior years 20, 20, 20				
3	Excess distributions carryover, if any, to 2012				
а	From 2007				
b	From 2008				
С	From 2009	1			
d	From 2010				
е	From 2011				
f	Total of lines 3a through e	221			
4	Qualifying distributions for 2012 from Part				
	XII, line 4 🕨 \$ 93,429				
а	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)	0			
d	Applied to 2012 distributable amount				88,164
е	Remaining amount distributed out of corpus	5,265			
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				
Ŭ	indicated below:				
а	Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,486			
	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				
е	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				(
7	A mounts treated as distributions out of				
	corpus to satisfy requirements imposed by				
	section 170(b)(1)(F) or 4942(g)(3) (see				
Q	Instructions)				
0	applied on line 5 or line 7 (see instructions)				
9	Excess distributions carryover to 2013.				
-	Subtract lines 7 and 8 from line 6a	5,486			
10	Analysis of line 9				
а	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010	]			
d	Excess from 2011				
e	Excess from 2012 5,265				

<u> </u>	art XIV Private Operating Four	ndations (see 1	nstructions and P	art VII-A, questi	on 9)			
La	If the foundation has received a ruling or d foundation, and the ruling is effective for 2							
ь	Check box to indicate whether the organization is a private operating foundation described in section $\Gamma$ 4942(j)(3) or $\Gamma$ 4942(j)(5)							
	Enter the lesser of the adjusted net	Tax year	T	Prior 3 years				
	income from Part I or the minimum investment return from Part X for each	(a) 2012	<b>(b)</b> 2011	(c) 2010	(d) 2009	(e) Total		
	year listed							
b	85% of line 2a							
C	Qualifying distributions from Part XII,							
d	line 4 for each year listed							
	for active conduct of exempt activities							
е	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							
а	"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							
Pa	rt XV Supplementary Information			the organizati	on had \$5,000 (	or more in		
1	assets at any time during Information Regarding Foundation Manage	•	instructions.)					
a	List any managers of the foundation who ha		ore than 2% of the t	otal contributions r	eceived by the foun	dation		
	before the close of any tax year (but only I	f they have contrib	outed more than \$5,	000) (See section	507(d)(2))			
b	List any managers of the foundation who ov				lly large portion of t	he		
	ownership of a partnership or other entity)	of which the found	atıon has a 10% or	greater interest				
2	Information Regarding Contribution, Grant	t, Gift, Loan, Schol	arship, etc., Progran	ns:				
	Check here 🕶 if the foundation only ma	kes contributions (	to preselected char	itable organizations	and does not accep	ot		
	unsolicited requests for funds If the found	ation makes gifts,	grants, etc (see in:	structions) to indiv	iduals or organizatio	ons under		
	other conditions, complete items 2a, b, c,	and d						
_	The name, address, and telephone numbe	r or a-mail of the a	arean to whom and	ications should be	addracead			
a	Joe Powers	i oi e-iliali oi tile p	етэон со мнош аррг	icacions snould be i	auuresseu			
	723 Garrison Avenue							
	Fort Smith, AR 72901							
b	The form in which applications should be s			,				
	No prescribed form Applications should it status and must demonstrate the need for			of the organization,	a certification of its	tax exempt		
С	Any submission deadlines	,						
	None							
d	Any restrictions or limitations on awards, factors	such as by geogra	phical areas, charit	able fields, kinds of	institutions, or oth	er		
	None							

3 Grants and Contributions Paid		proved for F	uture Payment	1
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or	A mount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	contribution	
a Paid during the year See Additional Data Table				
Total				91,000
<b>b</b> Approved for future payment				
	1		h. oh	_

Form 990-1						Page <b>1</b> 2
	-A Analysis of Income-Products amounts unless otherwise indicated			Excluded by section	n F12 F12 or F14	(e)
	(a) Business code		(b) A mount	(c) Exclusion code	(d) A mount	Related or exemp function income (See
ь						instructions )
e f g Fees a 2 Membe 3 Interest	and contracts from government agencies rship dues and assessments on savings and temporary cash investments		2	14	2,925	
5 Net ren a Debt- b Not de 6 Net renta	nds and interest from securities  Ital income or (loss) from real estate financed property  ebt-financed property  al income or (loss) from personal property nvestment income		1,947	14	19,253	
8 Gain or ( 9 Net inc 10 Gross ; 11 Other r b c d	(loss) from sales of assets other than inventory ome or (loss) from special events profit or (loss) from sales of inventory revenue a		383		504,669	
12 Subtota 13 Total. A	Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) Forksheet in line 13 instructions to verify		-1,561		526,847 <b>13</b>	525,286
Line No.	Explain below how each activity for wh the accomplishment of the foundation? instructions )					

Part XVI	Information Reg Noncharitable E					ansa	action	s and F	Relationships	With			_
1 Did the org	anization directly or indirectly e					orgar	nization	described in	section			Yes	No
501(c) of t	he Code (other than section 50	1(c)(3) o	rganızatıo	ns) or in s	ection 527, rela	ting to	o politica	l organizatio	ons?				
<b>a</b> Transfers	s from the reporting found	ation to	a nonch	narıtable	exempt orga	nızat	ion of						
<b>(1)</b> Cas	h										1a(1)		No
(2) Othe	erassets										1a(2)		No
<b>b</b> O ther tra	insactions												
<b>(1)</b> Sale	s of assets to a noncharit	able exe	empt or	ganızatıo	n						1b(1)		No
<b>(2)</b> Purc	hases of assets from a no	oncharit	able exe	empt orga	anızatıon						1b(2)		No
<b>(3)</b> Rent	al of facilities, equipment	, or othe	rasset	s							1b(3)		No
<b>(4)</b> Rein	nbursement arrangements	S									1b(4)		No
	ns or loan guarantees										1b(5)		No
(6) Perfo	rmance of services or me	mbershi	p or fun	draising	solicitations						1b(6)		No
<b>c</b> Sharing o	of facilities, equipment, ma	ailing lis	ts, othe	rassets	, or paid emp	loye	es				1c		No
	swer to any of the above is												
ın any tra	ods, other assets, or serv ansaction or sharing arran	gement,	, show II	n column	(d) the valu	e of t	the god	ds, other	assets, or servic	ces receive	:d		
(a) Line No	(b) Amount involved (	(c) Name	of noncha	aritable exe	empt organizati	on	(d)	Description	of transfers, transact	ions, and sha	ring arra	ngemer	nts
						$\dashv$							
						_							
						_							
						_							
describe	undation directly or indired in section 501(c) of the complete the following sc	Code (o		-	•			-	=		.F <sub>Y</sub>	es F	<b>/</b> No
	(a) Name of organization			(I	<b>b)</b> Type of orga	nızatı	on		(c) Descrip	otion of relation	onship		
the	der penalties of perjury, I best of my knowledge and ed on all information of wl ****** Signature of officer or tru	d belief, hich pre	ıt ıs tru	e, correc	t, and compl	ete l				In taxpaye May the I		ciary) s this reti	IS urn
	Print/Type preparer's na	ame	Dranss	er's Sıgr	nature		Date			PTIN			
Paid	John L Przybysz CPA	ille	-	ı L Przyb					Check if self- employed ▶	P	00330:	198	
Preparer	Firm's name	PRZYI	BYSZ &	ASSOCI	IATES CPAS	 5 РС			Fırm's EIN ►	1			
Use									.]				
Only		4200	JENNY	LIND SU	JITE B								
	Firm's address 🕨	FO RT	SMITH	,AR 72	901				Phone no (479	)649-088	88		

## 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	Foundation status of	Purpose of grant or contribution	A mount
Name and address (home or business)	any foundation manager or substantial contributor	recipient		
a Paid during the year				
Donald W Reynolds Cancer Support Ho 3324 South M Street Fort Smith, AR 72903	None	N/A	O perations	2,000
U S Marshals Museum 100 Garrison Avenue Fort Smith, AR 72901	None	N/A	O perations	25,000
United Way Of Fort Smith 320 South 18th Street Fort Smith, AR 72901	None	N/A	O perations	30,000
The Salvation Army 301 North 6th Street Fort Smith, AR 72901	None	N/A	O perations	9,000
Lincoln Childcare Center 1415 North 9th Street Fort Smith, AR 72901	None	N/A	O perations	5,000
Harbor House Inc 615 North 19th Street Fort Smith, AR 72901	None	N/A	O perations	5,000
Gateway House Inc 3900 Armour Street Fort Smith, AR 72904	None	N/A	O perations	3,000
Fort Smith Boys Girls Club 4905 North O Street Fort Smith, AR 72904	None	N/A	O perations	3,000
Community Service Clearinghouse Inc P O Box 1522 Fort Smith, AR 72902	None	N/A	O perations	9,000
Total				91,000

## **TY 2012 Accounting Fees Schedule**

Name: Doss T Sutton Charitable Foundation

Mark Barr and Joe Powers

**EIN:** 71-6055339

**Software ID:** 12000229

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting fees	2,491	1,868	0	623

## **TY 2012 Investments Corporate Bonds Schedule**

Name: Doss T Sutton Charitable Foundation

Mark Barr and Joe Powers

**EIN:** 71-6055339

**Software ID:** 12000229

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Verizon Communications DTD	7,231	7,269
DirecTV HOLDGS	8,074	8,181
Agilent Technologies Inc	8,220	8,145
Western Union Co	7,179	7,184
General Electric Capital Corp	7,148	7,134
Discover Card Master Trust	15,062	15,064
Bear Stearns Co	6,681	6,683
Anadarıko "Petroleum Corp	7,882	7,883
Dollar General Corp	7,472	7,479
NBC Universal Media	7,334	7,325

## **TY 2012 Investments Corporate Stock Schedule**

Name: Doss T Sutton Charitable Foundation

DLN: 93491030002024

Mark Barr and Joe Powers

**EIN:** 71-6055339

**Software ID:** 12000229

Name of Stock	End of Year Book Value	End of Year Fair Market Value
328.357 Vanguard 500 Index Fund		
Royal Dutch Shell PLC	14,901	15,247
Nextera Energy Inc	14,980	15,903
Intergys Energy Group Inc	1,383	1,344
Dominion Res Inc	9,923	10,386
Vodafone Group PLC	14,879	15,504
Softbank Corp	3,306	4,211
Partner Communications	2,566	3,370
Eutelsat Communications	2,635	2,610
China Mobile LTD	4,068	4,122
BCE Inc	14,906	15,643
American Tower Corp	20,424	21,931
AT&T Inc	14,920	15,563
Corus Entertainment Inc	2,281	2,214
Valspar Corp	2,800	3,036
SVENSKA Celluilosa	2,053	2,373
Sonoco Products	1,624	1,683
Silver Wheaton Corp	10,747	9,193
Scotts Mıracle Gro Co	1,221	1,289
Praxaır Inc	14,203	14,899
New Gold Inc	2,115	1,663
Linde AG	5,393	5,669
Hexcel Corp	1,924	2,153
Eastman Chemical Co	1,949	1,926
Cabot Corp	1,022	1,171
BASF	2,373	2,889
Arkema	3,344	3,780
Allegheny Technologies Inc	1,403	1,528
AKZO Nobel	3,126	3,899
ASML Holding N.V.	2,726	2,895

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Check Point Software Tech	4,465	4,887
Accenture PLC Sedol	1,310	1,394
Xılınx Inc	1,887	1,910
VMW ARE Inc	11,017	11,127
Visa Inc	17,693	20,549
Toshiba Corp	1,705	1,839
Teledyne Technologies Inc	1,694	1,855
Splunk Inc	11,452	13,566
SAP AG One ADR Reprs 1/12th of a Pref St	2,824	3,143
SalesForce.com Inc	21,920	24,639
SBA Communications Corp	3,171	3,577
Ryder System Inc	1,585	1,676
Qualcomm Inc	19,259	21,117
Priceline Com Inc	15,092	19,077
Monolithic Power Systems	2,917	3,173
Microsoft Corp	13,832	16,853
Linkedin Corporation	15,267	13,890
Itron Inc	1,241	1,228
Intuit Inc	2,826	3,192
Intel Corp	14,763	15,734
Google Inc	21,497	26,490
Ericsson (LM)	3,597	3,766
Equinix Inc	14,448	13,981
Cisco Systems Inc	14,599	13,706
Cerner Corp	19,661	21,839
Baıdu Inc	1,810	2,165
Auto Desk Inc	1,726	1,855
Athenahealth Inc	10,268	12,068
ARM HIdgs PLC	13,435	14,621
Ansys Inc	2,559	2,570

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Akamaı Technologies Inc	2,302	2,012
Nabors IndustriesLTD	1,847	1,787
зм со	12,229	14,019
TAL International Group Inc	1,752	1,803
SGS SA	4,786	4,748
Safran SA	2,146	2,507
Republic SVCS Inc.	1,412	1,501
Raytheon Co	14,873	17,559
Precision Castparts Corp	17,429	20,159
MOOG Inc	1,383	1,785
Joy Global Inc	1,230	1,357
Jardine Matheson Holdings LTD	3,205	3,082
Huntington Ingalls Industries	1,581	1,809
Global PMTS Inc	1,016	1,135
General Electric CO	13,315	15,090
GATX Corp	2,022	2,157
Fastenal Co	12,531	11,446
Fanuc Corp	4,154	4,547
DRIL Quip Inc	6,828	6,405
CSX Corp	2,621	2,782
Bunzl PLC	4,592	4,888
Brambles LTD	2,388	2,659
Boeing Co	12,114	14,499
AGRIUM Inc	1,211	1,261
Sonova Holding AG	2,009	2,516
SANOFI	4,330	4,649
Roche Holdings LTD	7,314	8,110
Novartis A G ADR One	4,067	4,431
Merck & Co. Inc	16,312	17,889
Medical Properties Trust Inc	1,549	1,691

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ELI Lilly & Co.	14,883	15,367
Johnson & Johnson	16,067	17,512
HCP Inc	14,866	13,752
Covance Inc	1,718	1,688
Centene Corp Del	2,508	2,449
Celgene Corp	12,992	14,721
Biomarin Pharmacetical Inc	13,623	13,029
Bio-Rad Laboratories Inc	1,301	1,349
Bayer A G	2,143	2,540
CR Bard Inc	1,611	1,944
Astrazeneca PLC	14,923	16,471
Allergan Inc	12,009	12,908
UBS Ag	1,484	1,406
Ace LTD	18,910	21,481
AON PLC	2,680	3,266
Verisk Analytics Inc Class A	14,211	14,520
United Overseas BK LTD	1,876	1,969
Turkıye Garantı Bankası	1,308	1,427
Travelers Companies, Inc.	13,695	14,791
Charles Schwab Corp NEW	8,563	9,890
Sberbank Of Russia	2,563	2,966
Reinsurance Group of America	1,591	1,725
Raymond James Finl Inc	1,614	1,927
Protective Life Corp	1,885	2,111
Nordea Bank	4,022	4,383
Metlife Inc	12,465	13,830
Keycorp	1,803	2,002
J P Morgan Chase & CO	9,903	11,158
Intercontinental Exchange Group Inc	2,169	2,559
IND & Comm BK Of China	1,996	2,170

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ICICI Bank Limited	1,218	1,650
ICAP Plc Spon ADR	1,239	1,479
Horace Mann Educators Corp	1,595	1,720
Health Care Reit INC	14,884	13,550
HSBC Holdings PLC Spons	12,391	12,791
Grupo Financiero Banorte	1,579	1,751
First Potomac Realty Trust	988	960
Experian Group LTD	2,617	2,714
Eaton Vance Corp	1,562	1,714
Deutsche Boerse AG	2,595	2,906
Cielo SA	1,556	1,827
Cash America Intl Inc	1,850	1,504
CBRE Group Inc	1,502	1,600
Boston Properties Inc	1,914	1,791
Bank Nova Scotia Halifax	1,940	2,155
Astoria Finl Corp	1,052	1,188
Whiting Petroleum Corp	2,683	2,597
Tullow Oil PLC	1,632	1,467
Schlumberger LTD	19,359	19,364
Oceaneering Intl Inc	11,591	10,884
Newfield Expl Co	1,430	1,433
National Oilwell Varco Inc	7,400	7,661
Enbdge Inc	1,100	1,116
Diamond Offshore Drilling Inc	14,427	13,872
Conoco Phillips	16,164	16,817
Cenovus Energy Inc	1,571	1,577
CNOOC LTD	1,983	2,047
United NAT Foods Inc	4,109	4,269
Unilever N V N Y SHS	17,547	18,177
Unicharm Corp	1,716	2,064

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Sodexho	4,283	4,832
Sabmiller PLC	3,062	3,254
Philip Morris Int. Inc	14,732	14,542
Pernod-Ricard SA	2,921	2,817
Mead Johnson Nutrition CO	9,888	11,071
Loreal CO	2,447	2,515
Konınklıjke Ahold	4,379	4,963
Kımberly Clark Corp	12,382	14,300
Henkel KGAA	4,123	4,658
Gıvaudan SA	5,094	5,407
Diageo PLC	12,289	12,512
Altrıa Group Inc	15,906	16,900
Nielson Holdings	2,212	2,546
Volkswagen	3,225	3,723
Toyota Motor Corp	5,229	5,252
Tiffany & CO	12,101	14,084
TJX Cos Inc	2,987	3,333
Starbucks Corp	19,755	21,261
Snap On Inc	2,988	3,184
Reed Elsevier PLC	4,229	4,922
Pulicis Group	2,444	2,879
Nokian Renikaat	2,152	2,256
International Game Technology	1,325	1,224
Genuine Parts CO	12,434	12,923
Darden Restaurants Inc	1,350	1,546
Daıhatsu MOT CO LTD	2,001	1,940
D.R. Horton Inc	1,816	1,889
Costco Wholesale Corp	11,331	12,543
CIE Financiere Rich	1,981	2,110
Canon INC	1,513	1,666

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Borg Warner INC	2,941	3,215
Amazon.com INC	21,708	29,128
1,414.828 Vanguard Small Cap Index Sig		
2,917.523 Pioneer Select Mid Cap Grth Y		
1,845.998 Invesco Intl Small Co Fund		
800 Verizon Communications		
400 United Parcel Service Inc		
700 Home Depot Inc		
216 DuPont E I DE Nemours & Co	9,959	13,258
133 Chevron Corp	11,056	16,284
900 Bristol Meyers Squibb Co		
500.000 Pioneer Class Y Fund #0715		
2,119.740 American Europacific Grth F2		
6,980.052 American Growth Fund of Amer		
2,319.228 Artisan Fds Inc Mid Cap Value		
2,000 Berkshire Hathaway Inc Del Cl A		
Aaron's, INC	1,245	1,289

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - DLN: 93491030002024

# TY 2012 Investments Government Obligations Schedule

Name: Doss T Sutton Charitable Foundation

Mark Barr and Joe Powers

**EIN:** 71-6055339

**Software ID:** 12000229

**Software Version:** 2012v2.0

**US Government Securities - End of** 

Year Book Value: 546,226

**US Government Securities - End of** 

**Year Fair Market Value:** 547,585

State & Local Government

**Securities - End of Year Book** 

Value:

State & Local Government

Securities - End of Year Fair

Market Value:

## **TY 2012 Other Expenses Schedule**

Name: Doss T Sutton Charitable Foundation

Mark Barr and Joe Powers

**EIN:** 71-6055339

**Software ID:** 12000229

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Mıscellaneous	9	7		2

### **TY 2012 Other Income Schedule**

Name: Doss T Sutton Charitable Foundation

Mark Barr and Joe Powers

**EIN:** 71-6055339

**Software ID:** 12000229

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
O ther I nvestment I ncome	-1,947	12	

#### **TY 2012 Other Professional Fees Schedule**

Name: Doss T Sutton Charitable Foundation

Mark Barr and Joe Powers

**EIN:** 71-6055339

**Software ID:** 12000229

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Fiduciary fees	4,981	3,736	0	1,245

### **TY 2012 Taxes Schedule**

Name: Doss T Sutton Charitable Foundation

Mark Barr and Joe Powers

**EIN:** 71-6055339

**Software ID:** 12000229

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign tax withheld	36	27		9
Federal tax	889			