

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

**2011**

Department of the Treasury  
Internal Revenue Service

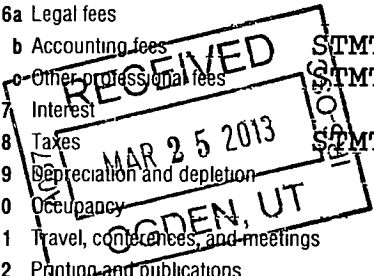
*Note.* The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning **OCT 1, 2011**, and ending **SEP 30, 2012**

Name of foundation <b>CHANAN FOUNDATION, INC.</b>		A Employer identification number <b>30-0211587</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1700 LINCOLN STREET, STE 2550</b>		B Telephone number <b>303-941-4365 CE</b>
City or town, state, and ZIP code <b>DENVER, CO 80203</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>9,966,579.</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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	16,711.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11,255.	11,255.	11,255.	<b>STATEMENT 1</b>
	4 Dividends and interest from securities	178,874.	178,874.	178,874.	<b>STATEMENT 2</b>
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,393,190.			
	b Gross sales price for all assets on line 6a	2,695,221.			
	7 Capital gain net income (from Part IV, line 2)		1,393,190.		
	8 Net short-term capital gain			N/A	
	9 Income modifications Gross sales less returns and allowances				
	10a Less Cost of goods sold				
c Gross profit or (loss)					
11 Other income	17,151.	17,151.	17,151.	<b>STATEMENT 3</b>	
12 Total. Add lines 1 through 11	1,617,181.	1,600,470.	207,280.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	2,500.	2,500.	0.	2,500.
	c Other professional fees	42,419.	42,419.	0.	0.
	17 Interest	5,373.	5,373.	0.	0.
	18 Taxes	5,149.	5,149.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	10,923.	10,923.	0.	0.
	24 Total operating and administrative expenses Add lines 13 through 23	66,364.	66,364.	0.	2,500.
	25 Contributions, gifts, grants paid	423,500.			423,500.
26 Total expenses and disbursements Add lines 24 and 25	489,864.	66,364.	0.	426,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,127,317.				
b Net investment income (if negative, enter -0-)		1,534,106.			
c Adjusted net income (if negative, enter -0-)			207,280.		

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Part II. Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		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	816,565.	1,712,662.	1,712,662.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	13,700.	8,627.	8,627.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	4,821,294.	5,262,665.	5,813,123.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	2,429,615.	2,244,477.	2,430,638.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)	21,469.	1,529.	1,529.	
16 Total assets (to be completed by all filers)	8,102,643.	9,229,960.	9,966,579.	
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			
	22 Other liabilities (describe ▶ )			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	8,102,643.	9,229,960.		
30 Total net assets or fund balances	8,102,643.	9,229,960.		
31 Total liabilities and net assets/fund balances	8,102,643.	9,229,960.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,102,643.
2 Enter amount from Part I, line 27a	2	1,127,317.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,229,960.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,229,960.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b <b>SEE ATTACHED STATEMENT</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				
b				
c				
d				
e	2,695,221.	1,302,031.	1,393,190.	
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				
b				
c				
d				
e			1,393,190.	
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 1,393,190.
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). If (loss), enter -0- in Part I, line 8		{		3 50,051.

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

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

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

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

Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	358,827.	8,616,674.	.041643
2009	300,416.	7,546,807.	.039807
2008	295,115.	6,343,761.	.046521
2007	196,609.	7,934,269.	.024780
2006	132,733.	4,609,843.	.028793
2 Total of line 1, column (d)			2 .181544
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 .036309
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 9,109,451.
5 Multiply line 4 by line 3			5 330,755.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 15,341.
7 Add lines 5 and 6			7 346,096.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 426,000.

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

Table with 11 rows for excise tax calculations. Line 1: 15,341. Line 2: 0. Line 3: 15,341. Line 4: 0. Line 5: 15,341. Line 6a: 8,627. Line 7: 8,627. Line 9: 6,714. Line 11: Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No. Row 1b: No. Row 1c: No. Row 2: No. Row 3: No. Row 4a: No. Row 4b: N/A. Row 5: No. Row 6: Yes. Row 7: Yes. Row 8a: NONE. Row 8b: Yes. Row 9: No. Row 10: No.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of CHRISTOPHER HARDING Telephone no. 303-941-4365 Located at 1700 LINCOLN STREET, STE 2550, DENVER, CO ZIP+4 80203
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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.

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?
(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?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years
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.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a 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 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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.**

(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
CHRISTOPHER HARDING 1700 LINCOLN STREET, STE 2550 DENVER, CO 80203	PRESIDENT/TREASURER	0.00	0.	0.
VICKI HENRY 1700 LINCOLN STREET, STE 2550 DENVER, CO 80203	V.P./SECRETARY	0.00	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,592,995.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,224,541.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	2,430,638.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	9,248,174.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	9,248,174.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	138,723.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	9,109,451.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	455,473.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	455,473.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	15,341.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	15,341.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	440,132.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	440,132.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	440,132.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	426,000.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	426,000.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	15,341.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	410,659.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				440,132.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			423,218.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 426,000.				
a Applied to 2010, but not more than line 2a			423,218.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				2,782.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				437,350.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

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

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

**1 Information Regarding Foundation Managers:**

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

**SEE STATEMENT 14**

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

**NONE**

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

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

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

**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)				
<b>a Paid during the year</b>				
CHRIS HARDING & VICKI HENRY DONOR ADVISED FUND 1700 LINCOLN STREET, STE 2550 DENVER, CO 80203	DIRECTORS DONOR ADVISED FUND		GENERAL CONTRIBUTION	423,500.
<b>Total</b>				▶ 3a 423,500.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				▶ 3b 0.



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with columns 'Yes' and 'No' and rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c.

Table with columns (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [ ] Yes [X] No

Table with columns (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here: Under penalty of perjury, I declare that I have examined this return... Signature of officer or trustee: [Signature]
Paid Preparer Use Only: Print/Type preparer's name: LESLIE A. SCHAUS, CPA; Preparer's signature: [Signature]; Firm's name: SCHAUS & ASSOCIATES, L.P.; Firm's address: 355 S. TELLER, SUITE 100, LAKEWOOD, CO 80226

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2011**

Name of the organization

Employer identification number

CHANAN FOUNDATION, INC.

30-0211587

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

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

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

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization <b>CHANAN FOUNDATION, INC.</b>	Employer identification number <b>30-0211587</b>
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**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>CHRISTOPHER HARDING &amp; VICKI HENRY</u> <u>1700 LINCOLN STREET, STE 2550</u> <u>DENVER, CO 80203</u>	\$ <u>4,794.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	<u>GENEA, LLC</u> <u>1700 LINCOLN STREET, STE 2550</u> <u>DENVER, CO 80203</u>	\$ <u>11,917.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization  <b>CHANAN FOUNDATION, INC.</b>	Employer identification number  <b>30-0211587</b>
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**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	<u>10/24/11 - 10,000 SH JKHY STOCK AT COST.</u>	\$ <u>4,794.</u>	<u>10/24/11</u>
2	<u>12/01/11 7,534 SHS JKHY STK, 12/20/11 2,964 SHS JKHY STK, 02/06/12 SHS JKHY STK, 07/03/12 JKHY STK</u>	\$ <u>11,917.</u>	<u>07/03/12</u>
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____



Name of organization <b>CHANAN FOUNDATION, INC.</b>	Employer identification number <b>30-0211587</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 14

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NAME OF MANAGER

CHRISTOPHER HARDING  
VICKI HENRY

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a AT MLP FUND, LLC K-1	P		
b AT MLP FUND, LLC K-1	P		
c HATTERAS MULTI-STRATEGY TEI INSTITUTIONAL FUND LP	P		
d LIGHTHOUSE DIVERSIFIED FUND LIMITED CLASS A	P		
e LIGHTHOUSE GLOBAL LONG/SHORT FUND LIMITED - CLASS	P		
f CHARLES SCHWAB			
g CHARLES SCHWAB			
h			
i CAPITAL GAINS DIVIDENDS			
j			
k			
l			
m			
n			
o			

(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 43,812.			43,812.
b 23,112.			23,112.
c 4.			4.
d 149,000.		144,500.	4,500.
e 125,000.		122,200.	2,800.
f 99,481.		93,242.	6,239.
g 2,231,186.		942,089.	1,289,097.
h			0.
i 23,626.			23,626.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			** 43,812.
b			23,112.
c			4.
d			4,500.
e			2,800.
f			** 6,239.
g			1,289,097.
h			0.
i			23,626.
j			
k			
l			
m			
n			
o			

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	1,393,190.
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). If (loss), enter "-0-" in Part I, line 8 }	3	50,051.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
AT MLP FUND, LLC K-1	11,254.
AT MLP FUND, LLC K-1	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11,255.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AT MLP FUND, LLC K-1	2,600.	0.	2,600.
CHARLES SCHWAB - BONDS	52,386.	0.	52,386.
CHARLES SCHWAB - DIV	147,514.	23,626.	123,888.
TOTAL TO FM 990-PF, PART I, LN 4	202,500.	23,626.	178,874.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AT MLP FUND, LLC K-1 ORDINARY INCOME	16,354.	16,354.	16,354.
AT MLP FUND, LLC K-1 RENTAL INCOME	34.	34.	34.
AT MLP FUND, LLC K-1 ROYALTY INCOME	24.	24.	24.
AT MLP FUND, LLC K-1 SEC 1231 LOSS	<292.>	<292.>	<292.>
AT MLP FUND, LLC K-1 OTHER PORTFOLIO INCOME	24.	24.	24.
AT MLP FUND, LLC K-1 OTHER INCOME	1,007.	1,007.	1,007.
TOTAL TO FORM 990-PF, PART I, LINE 11	17,151.	17,151.	17,151.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,500.	2,500.	0.	2,500.
TO FORM 990-PF, PG 1, LN 16B	2,500.	2,500.	0.	2,500.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	42,419.	42,419.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	42,419.	42,419.	0.	0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX AT MLP FUND, LLC K-1 -	5,073.	5,073.	0.	0.
FOREIGN TAX	76.	76.	0.	0.
TO FORM 990-PF, PG 1, LN 18	5,149.	5,149.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HATTERAS MULTI STRATEGY K-1 2% MISCELLANEOUS	4.	4.	0.	0.
SEC 59(E)(2) EXPENSES AT MLP FUND, LLC K-1 - OTHER	979.	979.	0.	0.
DEDUCTIONS	9,665.	9,665.	0.	0.

AT MLP FUND, LLC K-1 - 2%				
MISCELLANEOUS	178.	178.	0.	0.
AT MLP FUND, LLC K-1 - NONDEDUCTIBLE	97.	97.	0.	0.
TO FORM 990-PF, PG 1, LN 23	10,923.	10,923.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB	5,262,665.	5,813,123.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,262,665.	5,813,123.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIGHTHOUSE DIVERSIFIED	COST	505,500.	531,992.
LIGHTHOUSE GLOBAL	COST	502,700.	529,245.
AT MLP FUND, LLC	COST	636,277.	853,980.
CLOUGH OFFSHORE FUND, LTD	COST	600,000.	515,421.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,244,477.	2,430,638.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
STOCK SALE PROCEEDS PENDING	21,469.	1,529.	1,529.
TO FORM 990-PF, PART II, LINE 15	21,469.	1,529.	1,529.

Name	Symbol	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Short Term Realized		Long Term Realized		Total Realized Gain/Loss
							Gain/Loss	Gain/Loss			
NALCO HOLDING CO	NLC	10/04/11	08/04/08	291 00	10,079	6,679	-	-	3,400	3,400	3,400
NALCO HOLDING CO	NLC	10/04/11	04/09/09	130 00	4,503	1,958	-	-	2,545	2,545	2,545
NALCO HOLDING CO	NLC	10/04/11	06/14/10	255 00	8,832	5,670	-	-	3,162	3,162	3,162
BANK OF AMERICA CORP	BAC	10/06/11	04/06/11	555 00	3,385	7,618	(4,233)	-	-	(4,233)	(4,233)
BANK OF AMERICA CORP	BAC	10/06/11	10/18/07	329 00	2,007	15,750	-	-	(13,744)	(13,744)	(13,744)
BANK OF AMERICA CORP	BAC	10/06/11	12/02/09	50 00	305	791	-	-	(486)	(486)	(486)
BANK OF AMERICA CORP	BAC	10/06/11	12/03/09	455 00	2,775	7,266	-	-	(4,491)	(4,491)	(4,491)
BANK OF AMERICA CORP	BAC	10/06/11	06/14/10	1 00	6	16	-	-	(9)	(9)	(9)
V F CORPORATION	VFC	10/10/11	08/04/08	10 00	1,318	723	-	-	595	595	595
V F CORPORATION	VFC	10/10/11	09/27/10	45 00	5,930	3,596	-	-	2,334	2,334	2,334
NATL RURAL UTIL 7 25%12NOTES DUE 03/01/12	637432CU7	10/24/11	06/02/09	8 000 00	8 200	8,096	-	-	104	104	104
HENRY JACK & ASSOC INC	JKHY	10/25/11	06/21/07	5 000 00	160,995	2,397	-	-	158,598	158,598	158,598
HENRY JACK & ASSOC INC	JKHY	10/27/11	06/21/07	5 000 00	168,047	2,397	-	-	165,649	165,649	165,649
LIBERTY GLOBAL INC CL A	LBTYA	11/04/11	04/09/09	80 00	3,284	1,392	-	-	1,892	1,892	1,892
LIBERTY GLOBAL INC CL A	LBTYA	11/04/11	10/16/09	103 00	4,228	2,355	-	-	1,874	1,874	1,874
LIBERTY GLOBAL INC CL A	LBTYA	11/04/11	12/02/09	25 00	1,026	498	-	-	528	528	528
PEPSICO INCORPORATED	PEP	11/30/11	08/04/08	180 00	11,499	12,218	-	-	(719)	(719)	(719)
HENRY JACK & ASSOC INC	JKHY	12/05/11	06/21/07	7,534 00	252,009	3,612	-	-	248,397	248,397	248,397
MC DONALDS CORP	MCD	12/09/11	01/06/11	180 00	17,590	13,423	4,167	-	-	4,167	4,167
REGIONS BANK 3 25XXX**MATURED** DUE 12/09/11	7591EAA89	12/09/11	12/19/08	50,000 00	50,000	50,000	-	-	-	-	-
HENRY JACK & ASSOC INC	JKHY	12/21/11	06/21/07	2,984 00	98,849	1,421	-	-	97,428	97,428	97,428
WPX ENERGY INC	WPX	12/31/11	08/04/08	0 67	12	11	-	-	1	1	1
EXXON MOBIL CORPORATION	XOM	01/12/12	08/04/08	63 17	5,316	3,859	-	-	1,456	1,456	1,456
EXXON MOBIL CORPORATION	XOM	01/12/12	10/14/08	80 21	6,749	3,839	-	-	2,910	2,910	2,910
EXXON MOBIL CORPORATION	XOM	01/12/12	04/09/09	28 39	2,389	1,339	-	-	1,051	1,051	1,051
EXXON MOBIL CORPORATION	XOM	01/12/12	12/02/09	14 20	1,195	859	-	-	335	335	335
EXXON MOBIL CORPORATION	XOM	01/12/12	06/14/10	60 03	5,052	3,701	-	-	1,350	1,350	1,350
EXXON MOBIL CORPORATION	XOM	01/12/12	10/01/10	55 00	4,628	3,442	-	-	1,186	1,186	1,186
COMCAST CORP NEW CL A	CMCSA	01/20/12	11/08/07	300 00	7,766	5,958	-	-	1,808	1,808	1,808
VALSPAR CORPORATION	VAL	01/24/12	07/20/11	255 00	10,688	8,803	1,885	-	-	1,885	1,885
WPX ENERGY INC	WPX	01/25/12	08/04/08	82 00	1,315	1,350	-	-	(34)	(34)	(34)
WPX ENERGY INC	WPX	01/25/12	09/23/08	40 00	642	568	-	-	74	74	74
WPX ENERGY INC	WPX	01/25/12	04/09/09	35 00	561	250	-	-	312	312	312
WPX ENERGY INC	WPX	01/25/12	12/02/09	8 33	134	95	-	-	39	39	39
WPX ENERGY INC	WPX	01/25/12	06/14/10	60 00	963	671	-	-	292	292	292
WPX ENERGY INC	WPX	01/25/12	07/27/10	156 67	2,513	1,717	-	-	796	796	796
TIME WARNER CABLE	TWC	01/30/12	12/20/11	120 00	8,752	7,482	1,270	-	-	1,270	1,270
CORRECTIONS CP AMER NEW	CXW	02/06/12	10/14/11	73 00	1,723	1,643	80	-	-	80	80
CORRECTIONS CP AMER NEW	CXW	02/07/12	10/14/11	257 00	6,125	5,784	342	-	-	342	342
HENRY JACK & ASSOC INC	JKHY	02/07/12	06/21/07	2,857 00	99,463	1,370	-	-	98,093	98,093	98,093
COMCAST CORP NEW CL A	CMCSA	02/15/12	11/08/07	5 00	143	99	-	-	44	44	44
COMCAST CORP NEW CL A	CMCSA	02/15/12	06/14/10	245 00	7,030	4,480	-	-	2,550	2,550	2,550
COMCAST CORP NEW CL A	CMCSA	02/15/12	08/11/10	60 00	1,722	1,087	-	-	635	635	635
GEN ELEC CAP 5 875XXX**MATURED** DUE 02/15/12	36962GXS8	02/15/12	06/03/09	25,000 00	25,000	25,000	-	-	-	-	-
MANAGERS AMG TIMES SQ MID CAP GWTH I	TMDIX	02/16/12	12/27/11	641 57	9,603	8,629	974	-	-	974	974
MANAGERS AMG TIMES SQ MID CAP GWTH I	TMDIX	02/16/12	08/14/08	9,153 40	137,004	115,028	-	-	21,976	21,976	21,976
MANAGERS AMG TIMES SQ MID CAP GWTH I	TMDIX	02/16/12	12/26/08	57 98	868	484	-	-	384	384	384
MANAGERS AMG TIMES SQ MID CAP GWTH I	TMDIX	02/16/12	12/26/08	59 44	890	496	-	-	393	393	393
MANAGERS AMG TIMES SQ MID CAP GWTH I	TMDIX	02/16/12	11/24/09	10,425 72	156,047	120,075	-	-	35,972	35,972	35,972
NIH HOLDINGS INC NEW	NIHD	02/28/12	02/16/12	58 00	1,090	1,385	(296)	-	-	(296)	(296)
CME GROUP INC CL A CLASS A	CME	03/01/12	05/02/11	30 00	8,661	8,956	(295)	-	-	(295)	(295)
NATL RURAL UTIL 7 25%12NOTES DUE 03/01/12	637432CU7	03/01/12	12/22/08	25 000 00	25 000	25,000	-	-	-	-	-
NATL RURAL UTIL 7 25%12NOTES DUE 03/01/12	637432CU7	03/01/12	06/02/09	8 000 00	8,000	8,000	-	-	-	-	-

ACCENTURE PLC CL A F	ACN	03/12/12	06/14/10	55 00	3 353	2 090	-	1,263	1 263
ACCENTURE PLC CL A F	ACN	03/12/12	12/29/10	80 00	4,877	3,903	-	974	974
MEDCOHEALTH SOLUTIONSXXXXCASH/STOCK MERGER	58405U102	04/03/12	08/22/11	130 00	3 744	-	3 744	-	3 744
EXPRESS SCRIPTS HLDG CO	ESRX	04/04/12	08/22/11	0 30	17	20	(3)	-	(3)
VISA INC CL A CLASS A	V	04/25/12	04/19/11	90 00	10,801	6 820	-	3 981	3 981
BANK OF AMERICA 2 1XXX**MATURED** DUE 04/30/12	06050BAG6	04/30/12	06/02/09	50 000 00	50,000	50 000	-	-	-
STATE STR CORP 2 15XXX**MATURED** DUE 04/30/12	85748KAA1	04/30/12	06/02/09	50 000 00	50,000	50,000	-	-	-
C H ROBINSON WORLDWID NEW	CHRW	05/02/12	02/16/12	29 00	1 794	1 922	(128)	-	(128)
EL PASO CORPORATION	EP	05/02/12	02/16/12	190 00	5,740	5 196	544	-	544
POLYCOM INC	PLCM	05/03/12	02/16/12	105 00	1,356	2 300	(944)	-	(944)
T J X COS INC	TJX	05/08/12	04/11/11	225 00	9 227	5 757	-	3,470	3 470
T J X COS INC	TJX	05/16/12	12/20/10	38 00	1 604	829	-	775	775
T J X COS INC	TJX	05/16/12	04/11/11	65 00	2 743	1 663	-	1,080	1,080
FIDELITY NATL INFO SVCS	FIS	05/18/12	10/05/10	245 00	7 800	6 574	-	1,226	1,226
PEPSICO INCORPORATED	PEP	05/18/12	08/04/08	51 00	3,461	3 462	-	(1)	(1)
PEPSICO INCORPORATED	PEP	05/18/12	07/28/10	14 00	950	910	-	40	40
PEPSICO INCORPORATED	PEP	05/18/12	11/08/10	100 00	6,786	6,520	-	266	266
PROCTER & GAMBLE	PG	05/18/12	08/04/08	100 00	6,393	6,642	-	(248)	(248)
T J X COS INC	TJX	05/29/12	12/20/10	106 00	4,397	2,313	-	2,085	2,085
PRICELINE COM INC NEW	PCLN	05/31/12	02/16/12	5 00	3,118	2,858	259	-	259
ABBOTT LABORATORIES	ABT	06/06/12	08/04/08	179 00	10,816	10,337	-	479	479
ABBOTT LABORATORIES	ABT	06/06/12	04/09/09	35 00	2,115	1,545	-	569	569
ABBOTT LABORATORIES	ABT	06/06/12	09/02/09	75 00	4,532	3,395	-	1,137	1 137
ABBOTT LABORATORIES	ABT	06/06/12	12/02/09	20 00	1,209	1 095	-	114	114
ABBOTT LABORATORIES	ABT	06/06/12	06/14/10	85 00	5,136	4,045	-	1,092	1 092
ABBOTT LABORATORIES	ABT	06/06/12	08/11/10	40 00	2,417	2,032	-	385	385
ACCENTURE PLC CL A F	ACN	06/07/12	02/05/09	206 00	12,127	6 708	-	5,419	5 419
ACCENTURE PLC CL A F	ACN	06/07/12	04/09/09	45 00	2,649	1 254	-	1,395	1,395
ACCENTURE PLC CL A F	ACN	06/07/12	06/14/10	30 00	1,766	1 140	-	626	626
PRICELINE COM INC NEW	PCLN	06/08/12	02/16/12	4 00	2 561	2 287	275	-	275
KEYBANK NA 3 2XXX**MATURED** DUE 06/15/12	49328CAA3	06/15/12	06/05/09	50,000 00	50,000	50 000	-	-	-
JOHN DEERE CAP 2 875XXX**MATURED** DUE 06/19/12	24424DAA7	06/19/12	12/22/08	50 000 00	50 000	50 000	-	-	-
PRICELINE COM INC NEW	PCLN	06/21/12	02/16/12	5 00	3 278	2 858	420	-	420
T J X COS INC	TJX	06/21/12	12/20/10	61 00	2,582	1,331	-	1,251	1,251
TEMPUR PEDIC INTL	TPX	06/21/12	02/16/12	43 00	926	3,164	(2,238)	-	(2,238)
TEMPUR PEDIC INTL	TPX	06/21/12	05/16/12	29 00	624	1,474	(849)	-	(849)
PNC FUNDING CORP 2 3XXX**MATURED** DUE 06/22/12	69351CAC7	06/22/12	06/02/09	50 000 00	50,000	50 000	-	-	-
BLACKROCK INC	BLK	06/25/12	05/03/10	10 00	1 678	1 861	-	(183)	(183)
BLACKROCK INC	BLK	06/25/12	05/06/10	40 00	6,712	6,866	-	(154)	(154)
BLACKROCK INC	BLK	06/25/12	11/08/10	48 00	8,054	8 136	-	(82)	(82)
AMETEK INC NEW	AME	07/02/12	02/16/12	0 50	17	16	1	-	1
CATALYST HEALTH SOLS XXXSTOCK/CASH MERGER	14888B103	07/03/12	02/16/12	54 00	1,512	-	1 512	-	1,512
HENRY JACK & ASSOC INC	JKHY	07/05/12	06/21/07	11 500 00	407,003	5 514	-	401,488	401,488
SXC HEALTH SOLUTIONS CPF	SXCI	07/05/12	02/16/12	0 67	65	60	5	-	5
PROCTER & GAMBLE	PG	07/13/12	08/04/08	19 00	1,235	1 262	-	(27)	(27)
PROCTER & GAMBLE	PG	07/13/12	04/09/09	55 00	3,574	2 715	-	859	859
PROCTER & GAMBLE	PG	07/13/12	12/02/09	25 00	1,625	1 588	-	36	36
PROCTER & GAMBLE	PG	07/13/12	06/14/10	110 00	7 148	6 775	-	373	373
PROCTER & GAMBLE	PG	07/13/12	11/30/10	45 00	2 924	2 778	-	146	146
VISA INC CL A CLASS A	V	07/16/12	01/20/11	65 00	8 318	4 645	-	3 673	3 673
VISA INC CL A CLASS A	V	07/16/12	04/19/11	5 00	640	379	-	261	261
LINCARE HOLDINGS INC TENDER OFFER	LNCR	07/31/12	02/16/12	89 00	3 676	2 382	1,294	-	1 294
T J X COS INC	TJX	08/01/12	08/09/10	65 00	2 870	1,398	-	1 472	1 472
T J X COS INC	TJX	08/01/12	12/20/10	105 00	4,637	2 291	-	2 346	2 346
TARGET CORPORATION	TGT	08/20/12	01/06/11	165 00	10 484	9 114	-	1 371	1 371
T J X COS INC	TJX	08/27/12	08/09/10	230 00	10 524	4 948	-	5,576	5 576
GOLDMAN SACHS 5 70%12NOTES DUE 09/01/12	38141GCG7	09/01/12	06/02/09	50 000 00	50 000	50 000	-	-	-
GOLDMAN SACHS 5 70%12NOTES DUE 09/01/13	38141GCG8	09/01/12	12/02/09	25 000 00	25 000	25 000	-	-	-



NORFOLK SOUTHERN CORP	NSC	09/20/12	08/04/08	41 00	2 712	2 894	-	(183)	(183)				
NORFOLK SOUTHERN CORP	NSC	09/20/12	04/09/09	30 00	1,984	1 134	-	851	851				
NORFOLK SOUTHERN CORP	NSC	09/20/12	05/08/09	80 00	5 291	3 070	-	2 221	2 221				
NORFOLK SOUTHERN CORP	NSC	09/20/12	12/02/09	10 00	661	529	-	132	132				
NORFOLK SOUTHERN CORP	NSC	09/20/12	06/14/10	55 00	3 638	3 118	-	520	520				
NORFOLK SOUTHERN CORP	NSC	09/20/12	09/27/10	50 00	3 307	3,004	-	303	303				
JUNIPER NETWORKS INC	JNPR	09/21/12	02/16/12	105 00	1 924	2,522	(598)	-	(598)				
GOOGLE INC CLASS A	GOOG	09/25/12	12/17/10	12 00	9,115	7 074	-	2 041	2 041				
PEABODY ENERGY CORP	BTU	09/27/12	02/16/12	68 00	1 529	2,478	(949)	-	(949)				
				<b>\$</b>	<b>2 330,667</b>	<b>\$</b>	<b>1 035 331</b>	<b>\$</b>	<b>6 239</b>	<b>\$</b>	<b>1 289 097</b>	<b>\$</b>	<b>1,295,336</b>