



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



Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

FRED AND NANCY BRUMLEY FDN

A Employer identification number

37-1588721

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

1525 W W.T. HARRIS BLVD. D1114-044

(336) 747-8002

City or town, state, and ZIP code

CHARLOTTE, NC 28288

H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationC If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ▶ \$ 4,192,236.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)	149,149.			
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	145.	145.		STMT 1
4	Dividends and interest from securities	101,810.	100,614.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	22,671.			
b	Gross sales price for all assets on line 6a	645,314.			
7	Capital gain net income (from Part IV, line 2)		22,671.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	1,296.			STMT 5
12	Total. Add lines 1 through 11	275,071.	123,430.		
13	Compensation of officers, directors, trustees, etc.	33,207.	24,905.		8,302.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)	298.	NONE	NONE	298.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	2,882.	2,882.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	2,910.	1,311.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)	56.			56.
24	Total operating and administrative expenses. Add lines 13 through 23	39,353.	29,098.	NONE	8,656.
25	Contributions, gifts, grants paid	155,036.			155,036.
26	Total expenses and disbursements. Add lines 24 and 25	194,389.	29,098.	NONE	163,692.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	80,682.			
b	Net investment income (if negative, enter -0-)		94,332.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form 990-PF (2010)

0E1410 1 000

DM0368 5892 05/13/2011 13:44:50

P 13

NE 11

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	NONE		
	2	Savings and temporary cash investments		258,370.	258,370.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	NONE		
	b	Investments - corporate stock (attach schedule) . STMT 10.	NONE	3,557,679.	3,932,956.
	c	Investments - corporate bonds (attach schedule)	NONE		
	11	Investments - land, buildings, and equipment basis ▶			
Liabilities		Less: accumulated depreciation ▶ (attach schedule)	NONE		
	12	Investments - mortgage loans	NONE		
	13	Investments - other (attach schedule) STMT 13.	3,730,940.	910.	910.
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶ (attach schedule)			
	15	Other assets (describe ▶)	NONE		
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,730,940.	3,816,959.	4,192,236.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	3,730,940.	3,816,959.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	NONE		
	30	Total net assets or fund balances (see page 17 of the instructions)	3,730,940.	3,816,959.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,730,940.	3,816,959.	

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	3,730,940.
2	Enter amount from Part I, line 27a	2	80,682.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	5,339.
4	Add lines 1, 2, and 3	4	3,816,961.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 15	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,816,959.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
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			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	22,671.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	205,875.	2,911,557.	0.07070958941
2008			
2007			
2006			
2005			

2 Total of line 1, column (d)	2	0.07070958941
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	0.07070958941
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,883,502.
5 Multiply line 4 by line 3	5	274,601.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	943.
7 Add lines 5 and 6	7	275,544.
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 on page 18.	8	163,692.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,887.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	1,887.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,887.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	800.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	800.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,087.	
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 2011 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
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 ☐ \$ _____		
e 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?		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ STMT 16		
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	X	
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2010)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>SEE STATEMENT 17</u> Telephone no ▶ _____			
Located at ▶ _____ ZIP + 4 ▶ _____				
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 ▶ <u>15</u>				
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ _____				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	X
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 2010?	1c	X
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No		
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 page 22 of the instructions)	2b	X
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? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2010 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 2010)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2010?	4b	X

Form 990-PF (2010)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 18		33,207.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2010)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,707,137.
b	Average of monthly cash balances	1b	235,505.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,942,642.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,942,642.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	59,140.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,883,502.
6	Minimum investment return. Enter 5% of line 5	6	194,175.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	194,175.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,887.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,887.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	192,288.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	192,288.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	192,288.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	163,692.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	163,692.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	163,692.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				192,288.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			NONE	
b Total for prior years 20 08, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	157,616.			
f Total of lines 3a through e	157,616.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 163,692.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				163,692.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	28,596.			28,596.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	129,020.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	129,020.			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	129,020.			
e Excess from 2010				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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.

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 19				
Total			▶ 3a	155,036.
b Approved for future payment				
Total			▶ 3b	

1 2

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					39,514.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					19,069.	
15,446.00		847. TD AMERITRADE HLDG CORP PROPERTY TYPE: SECURITIES 16,533.00					01/05/2010 -1,087.00	01/15/2010
13,068.00		1006. DISCOVER FINANCIAL SERVICES PROPERTY TYPE: SECURITIES 15,218.00					01/05/2010 -2,150.00	02/09/2010
15,416.00		406. HEWITT ASSOC INC CL A PROPERTY TYPE: SECURITIES 17,160.00					01/05/2010 -1,744.00	02/09/2010
20,905.00		515. WATSON PHARMACEUTICALS INC COM PROPERTY TYPE: SECURITIES 19,234.00					01/05/2010 1,671.00	03/18/2010
16,985.00		403. ACCENTURE PLC PROPERTY TYPE: SECURITIES 16,078.00					01/05/2010 907.00	03/18/2010
13,756.00		485. ARCHER DANIELS MIDLAND CO COM PROPERTY TYPE: SECURITIES 14,953.00					01/05/2010 -1,197.00	04/16/2010
4,539.00		181. GAP INC COM PROPERTY TYPE: SECURITIES 3,975.00					11/03/2009 564.00	04/16/2010
14,191.00		840. PFIZER INC COM W/RTS ATTACHED EXP 1 PROPERTY TYPE: SECURITIES 14,829.00					01/05/2010 -638.00	04/16/2010
20,251.00		245. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 19,683.00					01/05/2010 568.00	05/04/2010
16,096.00		372. STATE STR CORP COM PROPERTY TYPE: SECURITIES 16,974.00					01/05/2010 -878.00	05/04/2010

Schedule of Contributors

OMB No 1545-0047

2010

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

Name of the organization

Employer identification number

FRED AND NANCY BRUMLEY FDN

37-1588721

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 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, aggregate 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 aggregate 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 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).

Name of organization

FRED AND NANCY BRUMLEY FDN

Employer identification number

37-1588721

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
3	NANCY BRUMLEY ESTATE 3820 NORTHRIDING ROAD WINSTON-SALEM, NC 27104	\$ 149,149.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WACHOVIA PT M/M DEPOSIT ACCT	9.	9.
WACHOVIA PT MONEY MARKET	40.	40.
WELLS FARGO - SECURED MARKET DEPOSIT ACC	96.	96.
	-----	-----
TOTAL	145.	145.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AVX CORP NEW COM	56.	56.
AMERIPRISE FINANCIAL INC	301.	301.
ARCHER DANIELS MIDLAND CO COM	73.	73.
ARTIO INTERNATIONAL EQ FD 3# 1529	4,496.	4,496.
ARTIO GLOBAL HIGH INCOME-I #1525	15,861.	15,861.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	221.	221.
BRISTOL-MYERS SQUIBB CO COM	751.	751.
BUCYRUS INTL INC NEW	16.	16.
CVS CORP COM	49.	49.
CA INC	64.	64.
CARDINAL HLTH INC COM	276.	276.
CENTURYTEL INC COM	1,135.	1,135.
CHEVRONTXACO CORP COM	682.	682.
CIMAREX ENERGY CO	35.	35.
CONOCOPHILLIPS COM	570.	570.
CONSTELLATION ENERGY GRP INC COM	238.	238.
CORNING INC COM W/RTS EXP 07/15/2006	92.	92.
DISCOVER FINANCIAL SERVICES	16.	16.
EXXON MOBIL CORP COM	320.	320.
FLOWSERVE CORP COM	190.	190.
GOLDEN LARGE CAP CORE FUND-I	350.	350.
GAP INC COM	305.	305.
GENERAL ELEC CO COM	234.	234.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	408.	408.
GOLDMAN SACHS GRP INC COM	107.	107.
HALLIBURTON CO COM W/RIGHTS EXP 12/15/20	50.	50.
OAKMARK INTERNATIONAL FD CL I	1,921.	1,921.
HEWLETT-PACKARD CO COM	134.	134.
HOME DEPOT INC COM	525.	525.
INTEL CORP COM	518.	518.
INTL BUSINESS MACHINES CORP COM	335.	335.
INTL FLAVORS & FRAGRANCES INC COM	185.	185.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN CHASE & CO COM	83.	83.
JOHNSON & JOHNSON COM	515.	515.
KELLOGG CO COM	274.	274.
KRAFT FOODS INC-A COM	429.	429.
LAZARD EMERGING MKTS PTFL #638	4,550.	4,550.
MCDONALDS CORP COM	283.	283.
MCKESSON HBOC INC COM	150.	150.
MICROSOFT CORP COM	365.	365.
MORGAN STANLEY INS INTN RE I #8001	2,584.	2,584.
MUNDER MIDCAP CORE GROWTH FD-Y #32	85.	85.
NIKE INC CL B COM	428.	428.
OCCIDENTAL PETE CORP COM	321.	321.
ORACLE CORP COM	35.	35.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	31,148.	31,148.
PIMCO FOREIGN BOND FUND-INST	7,554.	7,554.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	57.	57.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	151.	151.
PIMCO COMMODITY REAL RET STRAT-I#45	14,533.	14,533.
PRAXAIR INC COM	110.	110.
PROCTER & GAMBLE CO COM	598.	598.
ROSS STORES INC COM	231.	231.
ROWE T PRICE REAL ESTATE FD COM	2,358.	1,162.
SEALED AIR CORP NEW COM	367.	367.
STATE STR CORP COM	7.	7.
TEXAS INSTRS INC COM	330.	330.
3M CO COM	466.	466.
TYSON FOODS INC COM CL A	75.	75.
UNITED TECHNOLOGIES CORP COM	486.	486.
UNUMPROVIDENT CORP COM	263.	263.
VIACOM INC NEW	85.	85.
WAL MART STORES INC COM	100.	100.
COVIDIEN PLC	245.	245.
PARTNERRE LTD COM	488.	488.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ACE LIMITED	453.	453.
NOBLE CORPORATION	269.	269.
TYCO INTERNATIONAL LTD NEW	410.	410.
TYCO ELECTRONICS LTD F	410.	410.
	-----	-----
TOTAL	101,810.	100,614.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
NC STATE REFUND FROM EE	1,296.

TOTALS	1,296.
	=====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
LEGAL FEES - PRINCIPAL (ALLOCA	298.			298.
TOTALS	298.	NONE	NONE	298.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESTMENT MGMT FEES-SUBJECT T	2,882.	2,882.
	-----	-----
TOTALS	2,882.	2,882.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	25.	25.
FEDERAL TAX PAYMENT - PRIOR YE	799.	
FEDERAL ESTIMATES - PRINCIPAL	800.	
FOREIGN TAXES ON QUALIFIED FOR	1,079.	1,079.
FOREIGN TAXES ON NONQUALIFIED	207.	207.
	-----	-----
TOTALS	2,910.	1,311.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

TRUSTEE MEETING

56.

56.

TOTALS

56.

56.

FRED AND NANCY BRUMLEY FDN

37-1588721

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
04315J860 ARTIO GLOBAL FD#1525	173,750.	177,947.
693390700 PIMCO TOT RTN FD #35	939,721.	932,885.
693390882 PIMCO FORGN FD #103	278,428.	282,626.
626124242 MUNDER MIDCAP #32	208,855.	272,949.
413838202 OAKMARK INTERNATL FD	167,000.	201,459.
961323409 WESTPORT FUNDS #13	174,034.	220,986.
04315J837 ARTIO INTL FD #1529	191,416.	197,919.
52106N889 LAZARD EMERGING #638	208,808.	255,701.
61744J317 MORGAN STANLEY #8001	69,639.	71,558.
722005667 PIMCO COMMOD FD #45	139,211.	157,990.
779919109 TROWE RE FD #122	69,184.	95,509.
345370860 FORD MOTOR CO	12,910.	19,661.
364760108 GAP INC	16,044.	16,627.
437076102 HOME DEPOT INC	15,031.	19,493.
654106103 NIKE INC CL B	20,593.	27,505.
778296103 ROSS STORES INC	16,222.	22,833.
126650100 CVS CAREMARK CORP	15,634.	19,367.
742718109 PROCTER & GAMBLE CO	18,920.	20,393.
902494103 TYSON FOODS INC	16,471.	16,118.
931142103 WALMART STORES INC	16,901.	17,905.
166764100 CHEVRON CORP	18,213.	21,900.
171798101 CIMAREX ENERGY CO	16,362.	19,477.
20825C104 CONOCOPHILLIPS	13,427.	18,047.
30231G102 EXXON MOBIL CORP	13,081.	13,454.
406216101 HALLIBRUTON CO	18,158.	22,579.
674599105 OCCIDENTAL PETE CORP	19,022.	23,446.
03076C106 AMERIPRISE FINL INC	16,051.	24,401.
172967101 CITIGROUP INC	17,793.	19,336.
46625H100 JPMORGAN CHASE & CO	18,802.	18,622.

FRED AND NANCY BRUMLEY FDN

37-1588721

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
693475105 PNC FINANCIAL SVCS	17,841.	17,305.
91529Y106 UNUM GROUP	15,157.	18,189.
031162100 AMGEN INC	13,740.	13,341.
110122108 BRISTOL MYERS SQUIBB	14,717.	16,576.
14149Y108 CARDINAL HEALTH INC	17,396.	18,734.
345838106 FOREST LABS INC	17,606.	16,630.
478160104 JOHNSON & JOHNSON	15,023.	15,091.
58155Q103 MCKESSON CORP	17,121.	19,495.
58405U102 MEDCO HEALTH SOLUTNS	16,524.	17,768.
235851102 DANAHER CORP	17,897.	18,868.
369604103 GENERAL ELECTRIC CO	16,469.	19,442.
907818108 UNION PACIFIC CORP	17,839.	18,254.
913017109 UNITED TECHNOLOGIES	18,684.	22,514.
88579Y101 3M CO	17,408.	19,159.
037833100 APPLE INC	16,433.	20,321.
17275R102 CISCO SYSTEMS INC	18,289.	15,719.
219350105 CORNING INC	16,155.	17,832.
428236103 HEWLETT PACKARD CO	17,059.	14,735.
44919P508 IAC INTERACTIVE CORP	15,727.	18,253.
458140100 INTEL CORP	16,046.	17,308.
459200101 IBM CORP	16,673.	19,666.
594918104 MICROSOFT CORP	18,647.	18,532.
68389X105 ORACLE CORP	16,406.	22,004.
882508104 TEXAS INSTRUMENTS	16,489.	21,905.
459506101 INTERNATL FLAVORS	18,012.	19,734.
81211K100 SEALED AIR CORP	15,332.	18,680.
92343V104 VERIZON COMMUNICAT	17,725.	18,999.
210371100 CONSTELLATION ENERGY	17,814.	15,162.
H0023R105 ACE LIMITED	19,228.	23,531.

FRED AND NANCY BRUMLEY FDN

37-1588721

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
G6852T105 PARTNERRE LTD	17,475.	19,123.
H8912P106 TYCO ELECTRONICS LTD	16,005.	22,656.
H89128104 TYCO INTERNATIONAL	16,670.	19,808.
04315J860 ARTIO GLOBAL FD#1525	4,951.	5,071.
693390700 PIMCO TOT RTN FD #35	23,921.	23,770.
693390882 PIMCO FORGN FD #103	7,933.	8,053.
34984T881 GOLDEN LARGE CAP FD	25,329.	28,593.
626124242 MUNDER MIDCAP #32	5,984.	7,821.
413838202 OAKMARK INTERNATL FD	5,250.	6,295.
961323409 WESTPORT FUNDS #13	4,949.	6,284.
04315J837 ARTIO INTL FD #1529	6,195.	6,492.
52106N889 LAZARD EMERGING #638	5,930.	7,263.
61744J317 MORGAN STANLEY #8001	1,995.	2,050.
722005667 PIMCO COMMOD FD #45	3,976.	4,514.
779919109 TROWE RE FD #122	1,978.	2,723.
	-----	-----
TOTALS	3,557,679.	3,932,956.
	=====	=====

FRED AND NANCY BRUMLEY FDN

37-1588721

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F
-------------	------------------------

	ENDING BOOK VALUE	ENDING FMV
7MS368949 HOUSEHOLD FURNISHING C	910.	910.
TOTALS	910.	910.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

ADJUST-CHANGE OF RECORD KEEPING FRM BOOK TO COST VALUE

5,339.

TOTAL

5,339.

=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ROUNDING

2.

TOTAL

2.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

NC

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: WELLS FARGO BANK, NA

ADDRESS: ONE WEST 4TH STREET, D4000-062
WINSTON-SALEM, NC 27101-4000

TELEPHONE NUMBER: (336) 747-8002

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

WELLS FARGO BANK NA

ADDRESS:

1525 WWT HARRIS BLVD

CHARLOTTE, NC 28288

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 33,207.

TOTAL COMPENSATION: 33,207.
=====

RECIPIENT NAME:
CENTER FOR COMMUNITY TRANSITIONS
ADDRESS:
PO BOX 33533
CHARLOTTE, NC 28233
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
PLAZA PRESBYTERIAN CHURCH
ADDRESS:
2304 THE PLAZA
CHARLOTTE, NC 28205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,036.

RECIPIENT NAME:
A CHILD'S PLACE
ADDRESS:
601 E 5TH ST # 480
CHARLOTTE, NC 28202-3095
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 100,000.

TOTAL GRANTS PAID: 155,036.
=====

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
14,512.00		314. BUCYRUS INTL INC NEW PROPERTY TYPE: SECURITIES 17,366.00					01/05/2010 -2,854.00	05/25/2010
19,393.00		365. KELLOGG CO COM PROPERTY TYPE: SECURITIES 18,738.00					01/05/2010 655.00	06/23/2010
4,626.00		407.904 DELAWARE POOLED TR INTL EQUITY P PROPERTY TYPE: SECURITIES 5,457.00					01/04/2010 -831.00	06/29/2010
162,250.00		14307.795 DELAWARE POOLED TR INTL EQUITY PROPERTY TYPE: SECURITIES 191,418.00					01/04/2010 -29,168.00	06/29/2010
5,276.00		424. AVX CORP NEW COM PROPERTY TYPE: SECURITIES 5,969.00					03/18/2010 -693.00	07/12/2010
16,255.00		577. AGILENT TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES 16,196.00					01/05/2010 59.00	07/12/2010
12,091.00		277. BAXTER INTL INC COM W/RIGHTS ATTACH PROPERTY TYPE: SECURITIES 15,559.00					01/05/2010 -3,468.00	07/12/2010
14,900.00		796. CA INC PROPERTY TYPE: SECURITIES 17,482.00					01/05/2010 -2,582.00	07/12/2010
15,391.00		532. KRAFT FOODS INC-A COM PROPERTY TYPE: SECURITIES 14,410.00					01/05/2010 981.00	07/12/2010
17,774.00		257. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 15,472.00					01/05/2010 2,302.00	07/12/2010
18,987.00		568. VIACOM INC NEW PROPERTY TYPE: SECURITIES 16,879.00					01/05/2010 2,108.00	07/12/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
10,293.00		814. AVX CORP NEW COM PROPERTY TYPE: SECURITIES 11,453.00				03/19/2010 -1,160.00	07/13/2010
16,764.00		454. BMC SOFTWARE INC COM RTS EXP 05/12/ PROPERTY TYPE: SECURITIES 17,348.00				01/05/2010 -584.00	08/26/2010
18,583.00		530. GENERAL MILLS INC COM W/RTS EXP 02/ PROPERTY TYPE: SECURITIES 17,696.00				01/05/2010 887.00	08/26/2010
3,000.00		261.324 PIMCO FDS PAC INVT MGMT SER TOTA PROPERTY TYPE: SECURITIES 2,880.00				12/01/2009 120.00	08/27/2010
10,429.00		244. CENTURYTEL INC COM PROPERTY TYPE: SECURITIES 8,955.00				01/05/2010 1,474.00	11/04/2010
11,882.00		278. CENTURYTEL INC COM PROPERTY TYPE: SECURITIES 9,182.00				11/03/2009 2,700.00	11/04/2010
8,218.00		84. FLOWSERVE CORP COM PROPERTY TYPE: SECURITIES 8,342.00				01/05/2010 -124.00	11/04/2010
9,001.00		92. FLOWSERVE CORP COM PROPERTY TYPE: SECURITIES 9,112.00				11/03/2009 -111.00	11/04/2010
5,338.00		342. FORD MTR CO DEL COM PROPERTY TYPE: SECURITIES 3,770.00				07/12/2010 1,568.00	11/04/2010
6,299.00		157. COVIDIEN PLC PROPERTY TYPE: SECURITIES 7,469.00				01/05/2010 -1,170.00	11/04/2010
6,982.00		174. COVIDIEN PLC PROPERTY TYPE: SECURITIES 7,331.00				11/03/2009 -349.00	11/04/2010

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,107.00		143. NOBLE CORPORATION PROPERTY TYPE: SECURITIES 6,018.00					01/05/2010 -911.00	11/04/2010
5,714.00		160. NOBLE CORPORATION PROPERTY TYPE: SECURITIES 6,317.00					11/03/2009 -603.00	11/04/2010
17,013.00		102. GOLDMAN SACHS GRP INC COM PROPERTY TYPE: SECURITIES 17,187.00					01/05/2010 -174.00	11/10/2010
TOTAL GAIN(LOSS)							----- 22,671. =====	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No. 1545-0092

2010

Name of estate or trust

FRED AND NANCY BRUMLEY FDN

Employer identification number

37-1588721

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			39,514.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-37,549.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	1,965.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			19,069.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,637.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	20,706.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		1,965.
14	Net long-term gain or (loss):			
a	Total for year	14a		20,706.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		22,671.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a	The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2010

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

► See instructions for Schedule D (Form 1041).
► Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust

FRED AND NANCY BRUMLEY FDN

Employer identification number

37-1588721

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 847. TD AMERITRADE HLDG CORP	01/05/2010	01/15/2010	15,446.00	16,533.00	-1,087.00
1006. DISCOVER FINANCIAL SERVICES	01/05/2010	02/09/2010	13,068.00	15,218.00	-2,150.00
406. HEWITT ASSOC INC CL A	01/05/2010	02/09/2010	15,416.00	17,160.00	-1,744.00
515. WATSON PHARMACEUTICAL S INC COM	01/05/2010	03/18/2010	20,905.00	19,234.00	1,671.00
403. ACCENTURE PLC	01/05/2010	03/18/2010	16,985.00	16,078.00	907.00
485. ARCHER DANIELS MIDLAND CO COM	01/05/2010	04/16/2010	13,756.00	14,953.00	-1,197.00
181. GAP INC COM	11/03/2009	04/16/2010	4,539.00	3,975.00	564.00
840. PFIZER INC COM W/RTS ATTACHED EXP 10/15/2007	01/05/2010	04/16/2010	14,191.00	14,829.00	-638.00
245. PRAXAIR INC COM	01/05/2010	05/04/2010	20,251.00	19,683.00	568.00
372. STATE STR CORP COM	01/05/2010	05/04/2010	16,096.00	16,974.00	-878.00
314. BUCYRUS INTL INC NEW	01/05/2010	05/25/2010	14,512.00	17,366.00	-2,854.00
365. KELLOGG CO COM	01/05/2010	06/23/2010	19,393.00	18,738.00	655.00
407.904 DELAWARE POOLED TR INTL EQUITY PORTFOLIO	01/04/2010	06/29/2010	4,626.00	5,457.00	-831.00
14307.795 DELAWARE POOLED TR INTL EQUITY PORTFOLIO	01/04/2010	06/29/2010	162,250.00	191,418.00	-29,168.00
424. AVX CORP NEW COM	03/18/2010	07/12/2010	5,276.00	5,969.00	-693.00
577. AGILENT TECHNOLOGIES INC COM	01/05/2010	07/12/2010	16,255.00	16,196.00	59.00
277. BAXTER INTL INC COM W/RIGHTS ATTACHED EXP 3/23/	01/05/2010	07/12/2010	12,091.00	15,559.00	-3,468.00
796. CA INC	01/05/2010	07/12/2010	14,900.00	17,482.00	-2,582.00
532. KRAFT FOODS INC-A COM	01/05/2010	07/12/2010	15,391.00	14,410.00	981.00
257. MCDONALDS CORP COM	01/05/2010	07/12/2010	17,774.00	15,472.00	2,302.00
568. VIACOM INC NEW	01/05/2010	07/12/2010	18,987.00	16,879.00	2,108.00
814. AVX CORP NEW COM	03/19/2010	07/13/2010	10,293.00	11,453.00	-1,160.00
454. BMC SOFTWARE INC COM RTS EXP 05/12/2005	01/05/2010	08/26/2010	16,764.00	17,348.00	-584.00
530. GENERAL MILLS INC COM W/RTS EXP 02/01/2006	01/05/2010	08/26/2010	18,583.00	17,696.00	887.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

2010

Name of estate or trust

Employer identification number

FRED AND NANCY BRUMLEY FDN

37-1588721

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b		-37,549.00
---	--	------------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

Employer identification number

37-1588721

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	1,637.00
---	----------

Schedule D-1 (Form 1041) 2010

FEDERAL CAPITAL GAIN DIVIDENDS
=====SHORT-TERM CAPITAL GAIN DIVIDENDS

ARTIO GLOBAL HIGH INCOME-I #1525	11.00
ARTIO GLOBAL HIGH INCOME-I #1525	2,968.00
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	32,627.00
PIMCO FOREIGN BOND FUND-INST	3,909.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

39,514.00
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

AOL TIME WARNER INC COM	83.00
ARTIO GLOBAL HIGH INCOME-I #1525	114.00
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	2,016.00
PIMCO FOREIGN BOND FUND-INST	14,919.00
	1,938.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

19,069.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

19,069.00
=====