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

OMB No 1545 0052

2010Department 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 **2010**, or tax year beginning , **2010**, and ending

G Check all that apply

☐ Initial return☐ Initial Return of a former public charity☐ Final return☒ Amended return☐ Address change☐ Name changeLucille P & Edward C Giles Foundation
2115 Rexford Road
Charlotte, NC 28211-5453

A Employer identification number

58-1450874

B Telephone number (see the instructions)

704-663-7093

C 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 ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 16,168,180.

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 the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)

2 Cl ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 3,890,426.

7 Capital gain net income (from Part IV, line 2)

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/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) See St 2

c Other prof fees (attach sch) See St 3

17 Interest See Stm 4

18 Taxes (attach schedule) (see instr)

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 5

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid Part XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter 0)

c Adjusted net income (if negative, enter 0)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	1,510,484.	252,410.	252,410.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		2,850.	2,850.
	10a Investments — U S and state government obligations (attach schedule) Statement 6	3,056,208.	904,989.	904,989.
	b Investments — corporate stock (attach schedule) Statement 7	9,680,993.	11,865,940.	11,865,940.
	c Investments — corporate bonds (attach schedule) Statement 8	574,222.	2,688,366.	2,688,366.
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) Statement 9		453,625.	453,625.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	14,821,907.	16,168,180.	16,168,180.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	14,821,907.	16,168,180.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	14,821,907.	16,168,180.	
	31 Total liabilities and net assets/fund balances (see the instructions)	14,821,907.	16,168,180.	

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	14,821,907.
2 Enter amount from Part I, line 27a	2	-519,268.
3 Other increases not included in line 2 (itemize) <u>See Statement 10</u>	3	1,865,541.
4 Add lines 1, 2, and 3	4	16,168,180.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	16,168,180.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 11				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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	41,000.
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 the instructions) If (loss), enter -0- in Part I, line 8] —	3	-101,186.

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 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 (column (b) divided by column (c))
2009	804,723.	14,606,843.	0.055092
2008	846,725.	16,129,417.	0.052496
2007	819,218.	17,817,547.	0.045978
2006	727,226.	16,154,467.	0.045017
2005	373,324.	15,582,724.	0.023958

2 Total of line 1, column (d)	2	0.222541
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	0.044508
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	15,316,836.
5 Multiply line 4 by line 3	5	681,722.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,379.
7 Add lines 5 and 6	7	685,101.
8 Enter qualifying distributions from Part XII, line 4	8	820,012.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary— see instr.)	1	3,379.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	3,379.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	3,379.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6a	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6b	
6	Credits/Payments:	6c	
a	2010 estimated tax pmts and 2009 overpayment credited to 2010.	6d	
b	Exempt foreign organizations — tax withheld at source	7	0.
c	Tax paid with application for extension of time to file (Form 8868)	8	
d	Backup withholding erroneously withheld	9	3,379.
7	Total credits and payments. Add lines 6a through 6d	10	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	11	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		

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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions). NC		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Mark B. Edwards</u> Telephone no <u>704-365-6595</u> Located at <u>2115 Rexford Road Charlotte NC</u> ZIP + 4 <u>28211</u>			
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>N/A</u>	15		N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u>Curacao</u>	16	X	No

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A
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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b X

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?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(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
Mark B. Edwards 2115 Rexford Road Charlotte, NC 28211	Sec/Treas 3.00	15,000.	0.	0.
Bernard R. Fitzgerald 2587 Wilcox Circle Denver, NC 28037	President & 2.00	10,000.	0.	0.
John V. McIntosh 3306 Stanwyck Court Charlotte, NC 28211	Vice Preside 1.00	5,000.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services 0**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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	14,385,359.
b Average of monthly cash balances	1b	675,008.
c Fair market value of all other assets (see instructions)	1c	456,475.
d Total (add lines 1a, b, and c)	1d	15,516,842.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	15,516,842.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	200,006.
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,316,836.
6 Minimum investment return Enter 5% of line 5	6	765,842.

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

1 Minimum investment return from Part X, line 6		1	765,842.
2a Tax on investment income for 2010 from Part VI, line 5	2a	3,379.	
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c	3,379.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	762,463.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	762,463.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	762,463.	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	820,012.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	820,012.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	3,379.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	816,633.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				762,463.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007	21,612.			
d From 2008	49,386.			
e From 2009	78,587.			
f Total of lines 3a through e	149,585.			
4 Qualifying distributions for 2010 from Part XII, line 4: \$ 820,012.				
a Applied to 2009, but not more than line 2a			0.	
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 2010 distributable amount				762,463.
e Remaining amount distributed out of corpus	57,549.			
5 Excess distributions carryover applied to 2010 (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	207,134.			
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 2009 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	207,134.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007	21,612.			
c Excess from 2008	49,386.			
d Excess from 2009	78,587.			
e Excess from 2010	57,549.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Statement 13				
Total			3a	790,062.
<i>b Approved for future payment</i>				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	417,795.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			1	41,000.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a From K-1 - Bus. income	900099	4,632.			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		4,632.		458,795.	
13 Total. Add line 12, columns (b), (d), and (e)				13	463,427.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

This Product Contains Sensitive Taxpayer Data

Account Transcript

Request Date: 10-05-2011

Response Date: 10-05-2011

Tracking Number: 100112174063

FORM NUMBER: 990-PF

TAX PERIOD: Dec. 31, 2010

TAXPAYER IDENTIFICATION NUMBER: 58-1450874

LUCILLE P AND EDWARD C GILES
FOUNDATION
% MARK B EDWARDS
2115 REXFORD ROAD
CHARLOTTE, NC 28211-3550-995

--- ANY MINUS SIGN SHOWN BELOW SIGNIFIES A CREDIT AMOUNT ---

ACCOUNT BALANCE:	\$0.00
ACCRUED INTEREST:	\$0.00 AS OF: Sep. 12, 2011
ACCRUED PENALTY:	\$0.00 AS OF: May 15, 2011

ACCOUNT BALANCE PLUS ACCRUALS (THIS IS NOT A PAYOFF AMOUNT):	\$0.00
---	--------

** INFORMATION FROM THE RETURN OR AS ADJUSTED **

ES PAYMENTS CLAIMED:	-\$10,750.00
TAX PER RETURN:	\$0.00

RETURN DUE DATE OR RETURN RECEIVED DATE (WHICHEVER IS LATER)	May 15, 2011
PROCESSED DATE	Jun. 06, 2011

TRANSACTIONS

CODE	EXPLANATION OF TRANSACTION	CYCLE DATE	AMOUNT
150	Tax return filed 93491-133-00108-1	201121 06-06-2011	\$0.00
716	Credit you chose to transfer from prior tax period	05-15-2010	-\$2,565.01
660	Estimated tax payment	10-21-2010	-\$2,250.00
716	Credit you chose to transfer from prior tax period	05-15-2010	-\$150.00
660	Estimated tax payment	05-06-2011	-\$8,500.00
460	Extension of time to file ext. Date 08-15-2011	06-06-2011	\$0.00
946	Refund issued	06-06-2011	\$13,465.01
460	Extension of time to file ext. Date 11-15-2011	09-12-2011	\$0.00

This Product Contains Sensitive Taxpayer Data

This Product Contains Sensitive Taxpayer Data

Account Transcript

Request Date: 10-05-2011
Response Date: 10-05-2011
Tracking Number: 100112174063

FORM NUMBER: 990-T

TAX PERIOD: Dec. 31, 2010

TAXPAYER IDENTIFICATION NUMBER: 58-1450874

LUCILLE P AND EDWARD C GILES
FOUNDATION
% MARK B EDWARDS
2115 REXFORD ROAD
CHARLOTTE, NC 28211-3550-995

--- ANY MINUS SIGN SHOWN BELOW SIGNIFIES A CREDIT AMOUNT ---

ACCOUNT BALANCE: -\$850.00
ACCRUED INTEREST: \$0.00 AS OF: Sep. 12, 2011
ACCRUED PENALTY: \$0.00 AS OF:

ACCOUNT BALANCE PLUS ACCRUALS
(THIS IS NOT A PAYOFF AMOUNT): -\$850.00

** INFORMATION FROM THE RETURN OR AS ADJUSTED **
TAX PER TAXPAYER: 0.00

RETURN NOT PRESENT FOR THIS ACCOUNT

TRANSACTIONS

CODE	EXPLANATION OF TRANSACTION	CYCLE DATE	AMOUNT
	No tax return filed		
660	Estimated tax payment	10-21-2010	-\$600.00
660	Estimated tax payment	05-06-2011	-\$250.00
460	Extension of time to file ext. Date 11-15-2011	06-13-2011	\$0.00

This Product Contains Sensitive Taxpayer Data

Lucille P & Edward C Giles Foundation

58-1450874

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
From K-1 - Bus. income			
Total	\$ 4,632.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
David McKenzie, CPA, PLLC	\$ 1,505.			\$ 1,505.
Total	\$ 1,505.	\$ 0.	\$ 0.	\$ 1,505.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Brown Brothers Harriman - Management Fee				
From Caraustar K-1 - Management Fee	\$ 103,734.	\$ 103,734.		
Scholarship Administration	3,534. 28,445.	3,534.		\$ 28,445.
Total	\$ 135,713.	\$ 107,268.	\$ 0.	\$ 28,445.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Brown Brothers Harriman - Frgn Tax	\$ 3,869.	\$ 3,869.		
Federal Tax Expense	9,935.			
From Caraustar K-1 - Frgn Tax	36.	36.		
Total	\$ 13,840.	\$ 3,905.	\$ 0.	\$ 0.

Lucille P & Edward C Giles Foundation

58-1450874

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Brown Brothers Harriman	\$ 57.	\$ 57.		
Business Meals	36.			
From Caraustar K-1 - Portfolio deduction	8,131.	8,131.		
Insurance	1,820.			
Wire Fees	24.			
Total	<u>\$ 10,068.</u>	<u>\$ 8,188.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
US Government Obligations	Mkt Val	\$ 904,989.	\$ 904,989.
		\$ 904,989.	\$ 904,989.
Total		<u>\$ 904,989.</u>	<u>\$ 904,989.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stock	Mkt Val	\$ 11,865,940.	\$ 11,865,940.
	Total	<u>\$ 11,865,940.</u>	<u>\$ 11,865,940.</u>

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds	Mkt Val	\$ 2,688,366.	\$ 2,688,366.
	Total	<u>\$ 2,688,366.</u>	<u>\$ 2,688,366.</u>

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

		Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>				
Carauvest, LLC		Mkt Val	\$ 316,087.	\$ 316,087.
	Total Other	Investments	<u>\$ 316,087.</u>	<u>\$ 316,087.</u>
<u>Other Securities</u>				
The Raptor Private Holdings Ld.		Mkt Val	137,538.	137,538.
	Total Other	Securities	<u>\$ 137,538.</u>	<u>\$ 137,538.</u>
		Total	<u>\$ 453,625.</u>	<u>\$ 453,625.</u>

Statement 10
Form 990-PF, Part III, Line 3
Other Increases

Unrealized Gains on Investments		
	Total	\$ 1,865,541.
		<u>\$ 1,865,541.</u>

Statement 11
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

[illegible]

Lucille P & Edward C Giles Foundation

58-1450874

Statement 12
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: Lucille P and Edward C Giles Foundation
 Name: Center for Scholarship Administration
 Care Of:
 Street Address: P.O. Box 1465
 City, State, Zip Code: Taylors, SC 29687-0031
 Telephone:
 Form and Content: Completed pre-printed application, official transcript, letter of recommendation, signed personal statement and parent's financial information.
 Submission Deadlines: December 19
 Restrictions on Awards: Scholarships are awarded annually to the children and grandchildren, including step-children and adopted children, residing with qualified current and former employees of Caraustar Industries, Inc.

Statement 13
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Center for Scholarship Administration PO Box 1465 Taylors, SC 29687	See Attached		Scholarships	\$ 310,062.
Aldersgate, Inc. 3800 Shamrock Drive Charlotte, NC 28215			Asbury Renovation	100,000.
Brevard College 400 N. Broad Street Brevard, NC 28712			Unrestricted	10,000.
Charlotte Museum of History 3500 Shamrock Drive Charlotte, NC 28215			Unrestricted	10,000.
Crisis Assistance Ministry 500-A Spratt Street Charlotte, NC 28206			Unrestricted	85,000.
Elon Homes for Children 1717 Sharon Road West Charlotte, NC 28210			Unrestricted	10,000.
Goodwill Industries P.O. Box 668768 Charlotte, NC 28266			Unrestricted	10,000.

Lucille P & Edward C Giles Foundation

58-1450874

Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Pfeiffer University P.O. Box 960 Misenheimer, NC 28109			Pfeiffer University Scholarships	\$ 25,000.
Planned Parenthood of Charlotte 4822 Albermarle Road, Suite 103 Charlotte, NC 28205			Unrestricted	25,000.
Salvation Army of Mecklenburg County P.O. Box 241808 Charlotte, NC 28224			Unrestricted	50,000.
UMAR P.O. Box 1558 Huntersville, NC 28070			Unrestricted	25,000.
Uptown Shelter P.O. Box 36471 Charlotte, NC 28236			Unrestricted	25,000.
Myers Park United Methodist Church P.O. Box 6161 Charlotte, NC 28207			The Walter Ball Music Fund	25,000.
Myers Park United Methodist Church P.O. Box 6161 Charlotte, NC 28207			The Freedom School	30,000.
The Center for Community Transtions 904 Pecan Avenue Charlotte, NC 28205			Facility relocation	50,000.
Total				\$ <u>790,062.</u>

Giles Foundation
Payouts 2010

Last Name	First Name	College	Amount 2010
Alexander	Scott	College Mount St. Joseph	\$ 3,000.00
Angoory	Fereidoon	Southern Polytechnic State University	\$ 6,000.00
Belinfante	Emily	University Georgia	\$ 9,000.00
Blust	Katrina	University Utah	\$ 6,000.00
Bohanan	Jacob	King College	\$ 3,000.00
Brink	Dawn	Ferris State University	\$ 6,000.00
Bui	Tommy	University Colorado	\$ 3,000.00
Bui	Wendy	University Colorado	\$ 6,000.00
Busekrus	Abigail	Southern Illinois University	\$ 6,000.00
Busekrus	Jessica	Benedictine Univeirsity	\$ 3,000.00
Chandler	Brad	Southeastern University	\$ 3,000.00
Cousineau	Jaclyn	Urbana University	\$ 6,000.00
Coxwell	Jesse	North Georgia College and State University	\$ 7,772.00
Craig	Amanda	Ohio State University	\$ 5,000.00
Davenport	Merridy	Dalton State College	\$ 3,000.00
DeLeon	Yazmine	Estrella Mountain Community College	\$ 1,634.00
Dillon	Thomas	University Central Florida	\$ 3,000.00
Dolash	Candace	Marshalltown Community College	\$ 3,000.00
Edwards	Melanie	University West Georgia	\$ 6,000.00
Ensley	Joshua	Shorter University	\$ 3,000.00
Eustis	Paige	Georgia State University	\$ 3,000.00
Foxx	Daniel	Clemson University	\$ 3,000.00
Gilmore	Dezmon	University South Carolina	\$ 6,000.00
Gray	Anthony	Georgia Institute Technology	\$ 4,878.00
Gumto	Rheanna	Cleveland State Univeirsity	\$ 3,000.00
Hawks	John	University North Carolina	\$ 6,000.00
Hawthorne	Kelly	Georgetown University	\$ 6,000.00
Henderson	Shaun	University Central Arkansas	\$ 3,000.00
Hill	Christina	Meredith College	\$ 6,000.00
Houze	Morgan	Kennesaw State University	\$ 9,000.00
Hunt	Cody	Olivet Nazarene University	\$ 3,000.00
Johnson	Casey	Hampden-Sydney College	\$ 3,000.00
Kastner	Garrett	Auburn University	\$ 6,000.00
Keller	Megan	Indiana University	\$ 6,000.00
Kessler	Matthew	Miami University	\$ 3,000.00
Kilgore	Robert	University West Alabama	\$ 3,000.00
Kuchynka	Devin	Cleveland State Univeirsity	\$ 3,000.00
Lambert	Erin	Clemson University	\$ 3,000.00
Layman	Elizabeth	Mercer University	\$ 3,000.00
Leatherwood	Alyson	Northeast Mississippi Community College	\$ 1,000.00
Lolley	Elliott	Penn State University	\$ 3,000.00
Maciaga	Derek	Moraine Valley Community College	\$ 2,637.89
Mangum	Daman	Ohio State University	\$ 7,000.00
Marz	Anna	Southern Utah University	\$ 3,000.00
Massey	Ayesha	University South Carolina	\$ 6,000.00

Giles Foundation
Payouts 2010

Mathis	Joshua	Danville Community College	\$ 4,400.00
McCarty	Sharee	Indiana University	\$ 6,000.00
McLaughlin	Crystal	Winthrop University	\$ 6,000.00
Mead	Alissa	Kennesaw State University	\$ 2,498.00
Meier	Jared	Bennington College	\$ 3,000.00
Morris	Stefan	Gardner Webb University	\$ 3,000.00
Nebel	Daniel	University Illinois	\$ 3,000.00
Nebel	Tim	Kendall College	\$ 3,000.00
Oldham	James	University North Carolina	\$ 6,000.00
Partin	Travis	University North Carolina	\$ 6,000.00
Parwell	Stephanie	East Carolina University	\$ 3,000.00
Payne	Taylor	University Georgia	\$ 3,000.00
Peel	Jessica	North Carolina State University	\$ 6,000.00
Peel	Whitney	University North Carolina	\$ 6,000.00
Powell	Stephanie	East Carolina University	\$ 3,000.00
Rapp	Mijmeh	Maryville University	\$ 6,000.00
Sassenrath	Megan	University Missouri/Truman State	\$ 6,000.00
Smith	Michael	Winthrop University	\$ 3,000.00
Tamecki	Kayla	Penn State University	\$ 3,000.00
Tapia	Ismael	University Illinois	\$ 6,000.00
Villanueva	Jessica	University Illinois	\$ 6,000.00
Waller	Christopher	Kennesaw State University	\$ 3,000.00
Watts	Deanna	Kennesaw State University/Georgia State	\$ 6,000.00
Wilson	Vincent	University West Georgia	\$ 6,000.00
			\$ 306,819.89

2010 Tax Information Statement

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Account Number: 1035000773
 Recipient's Tax ID Number: 58-1450874

Recipient's Name and Address:
 LUCILLE P. & EDWARD GILES FNDN
 2115 REXFORD RD STE 211
 CHARLOTTE, NC 28211

BROWN BROTHERS HARRIMAN
 140 BROADWAY
 NEW YORK, NY 10005

☐ Corrected

☐ 2nd TIN notice

2010 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
70 0000	5WX99K148	WASTE MGMT INC CALL 01/2010 32 5	12/04/2009	01/05/2010	9,180 52	16,373 00	-7,192 48	
33 0000	91N99F938	WC/O XTO ENERGY INC JAN 00044 01/2010 4	12/04/2009	01/07/2010	3,134 91	13,200 00	-10,065 09	
45 0000	64Z99F759	MICROSOFT CORP CALL 01/2010 29	11/13/2009	01/11/2010	6,884 82	6,480 00	404 82	
26 0000	5PT99G121	NOVARTIS AG CALL 01/2010 55	12/02/2009	01/13/2010	3,552 90	260 00	3,292 90	
31 0000	9UY99F494	WAL-MART STORES INC CALL 01/2010 52 5	11/13/2009	01/13/2010	6,207 28	7,347 00	-1,139 72	
1000 0000	12721E102	CADBURY PLC SPONS ADR	09/04/2009	02/08/2010	52,387 63	37,585 80	14,801 83	0 00
82 0000	OP0000033	WASTE MANAGEMENT INC W/CALL (EXPIRED) 02	01/20/2010	02/18/2010	11,528 23	4,051 62	7,476 61	
42 0000	OP0000207	WALMART STORES W/CALL (EXPIRED) 02/2010	01/22/2010	02/18/2010	5,585 92	2,940 00	2,645 92	
20 0000	1ZE99E363	COCA COLA CO CALL 02/2010 55	11/17/2009	02/19/2010	5,881 64	1,580 00	4,301 64	
35 0000	OP0000223	WALGREEN CO W/CALL 03/2010 37	01/29/2010	03/08/2010	3,674 95	175 00	3,499 95	
25 0000	OP0000488	COCA-COLA CO W/CALL 03/2010 55	02/22/2010	03/15/2010	3,012 21	148 00	2,864 21	
25 0000	OP0000215	OCCIDENTAL PETROLEUM CORP W/CALL 03/2010	01/26/2010	03/17/2010	5,624 92	9,000 00	-3,375 08	
80 0000	OP0000504	WASTE MANAGEMENT INC W/ CALL 03/2010 32	02/22/2010	03/17/2010	8,428 69	12,000 00	-3,571 31	

This is important tax information and is being furnished to you.



2010 Tax Information Statement

Page 7 of 19

Account Number: 1035000773
 Recipient's Tax ID Number: 58-1450874

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 2115 REXFORD RD STE 211
 CHARLOTTE, NC 28211

BROWN BROTHERS HARRIMAN
 140 BROADWAY
 NEW YORK, NY 10005

☐ Corrected

☐ 2nd TIN notice

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
21 0000	OP0000009	COSTCO WHOLESALE CORP W/CALL 03/2010 60	01/19/2010	03/18/2010	2,624.96	2,520.00	104.96	
16 0000	OP0000322	WW GRAINGER INC W/CALL 03/2010 100	02/09/2010	03/18/2010	5,759.92	14,716.64	-8,956.72	
2700 0000	98385X106	XTO ENERGY INC	VARIOUS	04/06/2010	128,906.08	108,575.52	20,330.56	0.00
71 0000	OP0000611	EBAY INC W/CALL 04/2010 24	03/01/2010	04/13/2010	5,182.93	18,212.92	-13,029.99	
16 0000	OP0000827	WW GRAINGER INC W/CALL 04/2010 105	03/18/2010	04/13/2010	7,838.62	15,359.52	-7,520.90	
46 0000	OP0000652	INTUIT INC W/CALL 04/2010 32.5	03/05/2010	04/14/2010	6,439.91	11,468.72	-5,028.81	
80 0000	OP0000793	WASTE MANAGEMENT INC W/CALL 04/2010 32.5	03/17/2010	04/14/2010	13,227.03	19,745.60	-6,518.57	
58 0000	OP0000801	WAL-MART STORES INC W/CALL 04/2010 55	03/18/2010	04/14/2010	7,920.37	1,006.30	6,914.07	
16.0000	OP0000843	COSTCO WHOLESALE CORP W/CALL 04/2010 60	03/18/2010	04/14/2010	2,879.96	160.00	2,719.96	
20.0000	OP0000926	OCCIDENTAL PETROLEUM CORP W/CALL 04/2010	03/25/2010	04/14/2010	2,319.97	2,089.00	230.97	
18.0000	OP0000942	AUTOMATIC DATA PROCESSING W/CALL 04/2010	03/25/2010	04/14/2010	1,349.98	450.00	899.98	
20.0000	OP0000967	VULCAN MATERIALS CO W/CALL 05/2010 50	03/29/2010	05/20/2010	3,199.94	2,000.00	1,199.94	
25 0000	OP0000975	COCA-COLA CO W/CALL 05/2010 55	03/30/2010	05/21/2010	3,271.94		3,271.94	
13 0000	OP0001114	COSTCO WHOLESALE CORP W/CALL 05/2010 60	04/19/2010	05/21/2010	816.51		816.51	
28 0000	OP0001148	OCCIDENTAL PETROLEUM CORP W/CALL 05/2010	04/22/2010	05/21/2010	1,847.96		1,847.96	

This is important tax information and is being furnished to you.

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2010 Tax Information Statement

Page 8 of 19

Account Number 1035000773
 Recipient's Tax ID Number 58-1450874

Recipient's Name and Address:
 LUCILLE P & EDWARD GILES FNDN
 2115 REXFORD RD STE 211
 CHARLOTTE, NC 28211

☐ Corrected ☐ 2nd TIN notice

BROWN BROTHERS HARRIMAN
 140 BROADWAY
 NEW YORK, NY 10005

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
38 0000	OP0000934	DIAGEO PLC-SPONSORED ADR W/CALL 07/2010	03/25/2010	06/07/2010	3,989 94	753 16	3,236 78	
10 0000	OP0001171	EOG RESOURCES INC W/CALL 06/2010 120	04/23/2010	06/07/2010	2,514 85	142 90	2,371 95	
20 0000	OP0001445	VULCAN MATERIALS CO W/CALL 06/2010 50	05/24/2010	06/07/2010	4,299 92	800 00	3,499 92	
17 0000	OP0001486	COSTCO WHOLESALE CORP W/CALL 06/2010 60	06/01/2010	06/08/2010	849 64	119 00	730 64	
48 0000	OP0001130	WAL-MART STORES INC W/CALL 06/2010 55	04/22/2010	06/11/2010	3,983 93	144 00	3,839 93	
30 0000	OP0001437	COCA COLA CO W/CALL 06/2010 52 5	05/24/2010	06/16/2010	2,220 56	326 10	1,894 46	
20 0000	OP0001395	OCCIDENTAL PETROLEUM CORP W/ CALL 06/201	05/24/2010	06/17/2010	2,271 16	3,000.00	-728 84	
22.0000	OP0001619	EOG RESOURCES INC W/CALL 07/2010 100	07/01/2010	07/13/2010	5,789 86	16,023.48	-10,233.62	
30 0000	OP0001684	COCA-COLA CO W/CALL 07/2010 50	07/07/2010	07/14/2010	3,839 93	8,158 20	-4,318.27	
28.0000	OP0001692	COSTCO WHOLESALE CORP W/CALL 07/2010 55	07/09/2010	07/16/2010	3,114 10	2,240 00	874 10	
36 0000	OP0001767	COCA-COLA CO/THE W/CALL 08/2010 52.5	07/14/2010	08/16/2010	4,861 35	11,880.00	-7,018 65	
3700 0000	929150109	VULCAN MATERIALS COMPANY	VARIOUS	08/17/2010	142,895 28	180,223 09	-37,327 81	0 00
113 0000	OP0001726	COMCAST CORP W/CALL 08/2010 19	07/13/2010	08/18/2010	7,002 49	251.99	6,750.50	
22 0000	OP0001734	EOG RESOURCES INC W/CALL 08/2010 110	07/13/2010	08/20/2010	8,626 05		8,626.05	

This is important tax information and is being furnished to you.



2010 Tax Information Statement

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Account Number: 1035000773
 Recipient's Tax ID Number: 58-1450874

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 2115 REXFORD RD STE 211
 CHARLOTTE, NC 28211

BROWN BROTHERS HARRIMAN
 140 BROADWAY
 NEW YORK, NY 10005

☐ Corrected

☐ 2nd TIN notice

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
52.0000	OP0001742	LIBERTY GLOBAL INC-A W/CALL 08/2010 30	07/13/2010	08/20/2010	2,530 79		2,530.79	
24.0000	OP0001817	OCCIDENTAL PETROLEUM CORP W/CALL 08/2010	07/21/2010	08/20/2010	2,519 95		2,519 95	
28 0000	OP0001882	COSTCO WHOLESALE CORP W/CALL 09/2010 57	08/09/2010	09/13/2010	3,234 50	7,504 00	-4,269 50	
73 0000	OP0001890	EBAY INC W/CALL 09/2010 22	08/10/2010	09/13/2010	5,766 90	16,541 07	-10,774.17	
10 0000	OP0001908	WW GRAINGER INC W/CALL 09/2010 110	08/11/2010	09/13/2010	3,589 93	6,500 70	-2,900 77	
113 0000	OP0002062	COMCAST CORP-CLASS A W/CALL 09/2010 18	09/01/2010	09/14/2010	4,632 92	1,917 61	2,715.31	
18 0000	OP0002021	EOG RESOURCES INC W/CALL 09/2010 90	08/31/2010	09/16/2010	3,273 06	2,873 52	399 54	
37 0000	OP0002039	LIBERTY GLOBAL INC COM SER A W/CALL 10/2	08/31/2010	10/07/2010	4,809 91	14,929 50	-10,119.59	
10 0000	OP0002120	WW GRAINGER INC W/CALL 10/2010 110	09/13/2010	10/08/2010	7,231.77	13,000.00	-5,768.23	
32.0000	OP0002138	COSTCO WHOLESALE CORP W/CALL 10/2010 57	09/13/2010	10/08/2010	10,239 82	21,905 60	-11,665.78	
20 0000	OP0002161	EOG RESOURCES INC W/CALL 10/2010 90	09/16/2010	10/11/2010	8,290 05	19,100 00	-10,809 95	
35 0000	OP0002054	COCA-COLA CO/THE W/CALL 10/2010 57.5	09/01/2010	10/12/2010	2,624 95	7,105 00	-4,480 05	
48.0000	OP0002096	WAL-MART STORES INC W/CALL 10/2010 52.5	09/09/2010	10/12/2010	3,551 93	7,104.00	-3,552 07	
102 0000	OP0002112	EBAY INC W/CALL 10/2010 24	09/13/2010	10/14/2010	10,343 64	14,382 00	-4,038 36	

This is important tax information and is being furnished to you.

SEP 22 2011 11:30 AM

2010 Tax Information Statement

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Account Number:
Recipient's Tax ID Number.

1035000773
58-1450874

Recipient's Name and Address
LUCILLE P. & EDWARD GILES FNDN
2115 REXFORD RD STE 211
CHARLOTTE, NC 28211

☐ Corrected

☐ 2nd TIN notice

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
45 0000	OP0002203	BAXTER INTERNATIONAL INC W/CALL 10/2010	09/22/2010	10/14/2010	4,319.47	6,504.75	-2,185.28	
43 0000	OP0002153	BERKSHIRE HATHAWAY INC-CL B W/CALL 10/20	09/15/2010	10/15/2010	3,602.90	129.00	3,473.90	
32 0000	OP0002302	COSTCO WHOLESALE CORP W/CALL 11/2010 60	10/08/2010	10/26/2010	15,035.90	12,960.00	2,075.90	
16 0000	OP0002286	LIBERTY GLOBAL INC-A W/CALL 11/2010 29	10/07/2010	10/29/2010	4,418.48		4,418.48	
21 0000	OP0002286	LIBERTY GLOBAL INC-A W/CALL 11/2010 29	10/07/2010	11/01/2010	5,799.26	18,082.26	-12,283.00	
10 0000	OP0002294	GRAINGER W W INC W/CALL 11/2010 115	10/08/2010	11/03/2010	8,599.85	10,280.20	-1,680.35	
21 0000	OP0002252	WALGREEN CO W/CALL 11/2010 34	09/28/2010	11/09/2010	1,679.97		1,679.97	
58 0000	OP0002351	WALMART STORES W/CALL 11/2010 52 5	10/12/2010	11/11/2010	11,599.80	11,020.00	579.80	
18 0000	OP0002252	WALGREEN CO W/CALL 11/2010 34	09/28/2010	11/12/2010	1,439.97	1,620.00	-180.03	
24 0000	OP0002336	EOG RESOURCES INC W/CALL 11/2010 95	10/11/2010	11/17/2010	16,679.71	330.72	16,348.99	
35 0000	OP0002344	COCA-COLA CO/THE W/CALL 11/2010 60	10/12/2010	11/17/2010	3,044.94	8,988.15	-5,953.21	
94 0000	OP0002369	EBAY US W/CALL 11/2010 24	10/14/2010	11/18/2010	18,141.69	60,167.52	-42,025.83	
58 0000	OP0002377	BAXTER INTL INC W/CALL 11/2010 49	10/14/2010	11/18/2010	10,484.48	12,630.08	-2,145.60	
56 0000	OP0002385	BERKSHIRE HATHAWAY INC-CL B W/CALL 11/20	10/15/2010	11/19/2010	9,687.83		9,687.83	
45 0000	OP0002419	COSTCO WHOLESALE CORP W/CALL 12/2010 62	10/26/2010	12/10/2010	11,924.79	38,025.00	-26,100.21	

This is important tax information and is being furnished to you.



2010 Tax Information Statement

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Account Number: 1035000773
Recipient's Tax ID Number: 58-1450874

Recipient's Name and Address:
LUCILLE P. & EDWARD GILES FNDN
2115 REXFORD RD STE 211
CHARLOTTE, NC 28211

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

☐ Corrected

☐ 2nd TIN notice

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
2325 0000	278642103	EBAY INC.	06/30/2010	12/16/2010	70,306 81	46,237.28	24,069.53	0 00
33 0000	OP0002575	EOG RESOURCES INC W/CALL 12/2010 100	11/17/2010	12/17/2010	2,590 78		2,590.78	
Total Short Term Sales					786,936 51	891,354.52	-104,418 01	0 00
Long Term 15% Sales								
75000 0000	931142BX0	WAL-MART STORES INC 4% 01/15/2010	02/10/2005	01/15/2010	75,000 00	74,998 86	1 14	0 00
5650 0000	594918104	MICROSOFT CORP COM	VARIOUS	01/22/2010	168,284 81	169,516 45	-1,231 64	0 00
160662.5000	9128275W8	U S TREASURY NOTES INFLATION INDEXED 4.2	05/20/2005	01/27/2010	160,662 50	164,857 89	-4,195 39	0 00
2360 0000	12721E102	CADBURY PLC SPONS ADR	VARIOUS	02/08/2010	123,634 82	101,496 76	22,138 06	0 00
4983 0000	075896100	BED BATH & BEYOND INC	02/03/2009	03/04/2010	208,141 25	118,635.76	89,505.49	0.00
1417 0000	075896100	BED BATH & BEYOND INC	02/03/2009	03/09/2010	58,754 45	33,736 08	25,018 37	0 00
2375 0000	278642103	EBAY INC	11/03/2008	03/26/2010	65,317 14	36,045 14	29,272 00	0 00
4125 0000	98385X106	XTO ENERGY INC	VARIOUS	04/06/2010	196,939 84	222,655.86	-25,716.02	0 00
13227 5130	246248306	DELAWARE POOLED TR INTL EQTYPTFL	04/21/2008	06/29/2010	150,000 00	293,547 86	-143,547 86	0.00
741 0000	191216100	COCA COLA CO COM	04/30/2008	07/23/2010	40,468.28	44,030.22	-3,561 94	0 00
828 0000	384802104	WW GRAINGER INC	03/19/2008	07/28/2010	91,198 93	63,746 06	27,452.87	0 00
1250 0000	461202103	INTUIT INC	03/19/2008	08/02/2010	50,054 65	34,662 50	15,392 15	0 00
200000 0000	912828JJ0	U S TREASURY NOTES 2 375% 08/31/2010	08/25/2008	08/02/2010	200,328 12	200,023.00	305 12	0 00
1315.0000	929160109	VULCAN MATERIALS COMPANY	05/30/2008	08/05/2010	54,799 99	102,027 69	-47,227 70	0 00

This is important tax information and is being furnished to you

2010 Tax Information Statement

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Account Number: 1035000773
 Recipient's Tax ID Number: 58-1450874

Recipient's Name and Address:
 LUCILLE P. & EDWARD GILES FNDN
 2115 REXFORD RD STE 211
 CHARLOTTE, NC 28211

☐ Corrected

☐ 2nd TIN notice

BROWN BROTHERS HARRIMAN
 140 BROADWAY
 NEW YORK, NY 10005

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
266 0000	929160109	VULCAN MATERIALS COMPANY	VARIOUS	08/09/2010	11,054 74	19,846 64	-8,791 90	0 00
519 0000	929160109	VULCAN MATERIALS COMPANY	06/17/2008	08/12/2010	20,099 13	35,195 41	-15,096 28	0 00
900 0000	929160109	VULCAN MATERIALS COMPANY	06/17/2008	08/17/2010	34,758 31	61,032 51	-26,274 20	0 00
2600 0000	461202103	INTUIT INC	VARIOUS	08/20/2010	111,792 39	69,976 42	41,815 97	0 00
2400 0000	461202103	INTUIT INC	03/18/2009	09/08/2010	107,119 07	63,799 68	43,319 39	0 00
3150 0000	461202103	INTUIT INC	03/18/2009	09/20/2010	143,335 48	83,737 08	59,598 40	0 00
14000 0000	246248306	DELAWARE POOLED TR INTL EQTYPTFL	VARIOUS	10/11/2010	189,420 01	288,487 66	-99,067 65	0 00
52000 0000	263534857	E I DU PONT DE NEMOURS 5% 01/15/2013	05/02/2008	10/22/2010	56,982 32	52,138 53	4,843 79	0 00
1600 0000	530555101	LIBERTY GLOBAL INC COM SER A	03/19/2008	10/29/2010	46,399 21	57,741 92	-11,342 71	0 00
75000 0000	904764AG2	UNILEVER CAPITAL CORP 7 125% 11/01/2010	05/02/2008	11/01/2010	75,000 00	77,249 31	-2,249 31	0 00
2250 0000	278642103	EBAY INC	VARIOUS	11/02/2010	67,036 04	33,856 92	33,179 12	0 00
2100 0000	931422109	WALGREEN CO	07/30/2008	11/09/2010	71,398 79	71,673 00	-274 21	0 00
650 0000	084670702	BERKSHIRE HATHAWAY INC-CL B	04/17/2008	12/17/2010	51,756 67	55,937 92	-4,181 25	0 00
500 0000	171232101	CHUBB CORP	VARIOUS	12/17/2010	29 514 50	26,153 39	3,361 11	0 00
1663 0000	24702R101	DELL INC	05/13/2008	12/17/2010	22,516 63	33,210 11	-10 693 48	0 00
14010 8560	246248306	DELAWARE POOLED TR INTL EQTYPTFL	09/03/2008	12/28/2010	183,962 54	268,054 48	-84,091 94	0 00
Total Long Term 15% Sales					2,865,730 61	2,958,071 11	-92,340 50	0 00

This is important tax information and is being furnished to you



Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	Lucille P & Edward C Giles Foundation	58-1450874
	Number, street, and room or suite number. If a P.O. box, see instructions.	
	2115 Rexford Road	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Charlotte, NC 28211-5453	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Jan J. Nomina

Telephone No. ► 704-364-6602 FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box. ► ☐. If it is for part of the group, check this box. ► ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ☒ calendar year 20 10 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	10,750.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization	Employer identification number
	Lucille P & Edward C Giles Foundation	58-1450874
	Number, street, and room or suite number. If a P.O. box, see instructions.	
	C. DeWitt Foard & Co, PA, CPAs 1001 Morehead Square Dr., Ste. 450	
File by the extended due date for filing the return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Charlotte, NC 28203	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of Jan J. Nomina
Telephone No. 704-364-6602 FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until 11/15, 20 11.
- 5 For calendar year 2010, or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	10,750.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature C. DeWitt Foard Title C. DeWitt Foard & Co., PA, CPAs Date 8/13/11
BAA 1001 Morehead Square Dr., Ste 450
Charlotte, NC 28203 Form 8868 (Rev 1-2011)