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

**2011**

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

For calendar year 2011 or tax year beginning **JAN 1, 2011**, and ending **JUN 30, 2011**

Name of foundation <b>Carolina First Foundation</b>		A Employer identification number <b>57-1077098</b>
Number and street (or P O box number if mail is not delivered to street address) <b>One Portland Square, P.O. Box 9540</b>	Room/suite	B Telephone number <b>207-756-6947</b>
City or town, state, and ZIP code <b>Portland, ME 04112-9540</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>0.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	0.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	538.	538.		
4 Dividends and interest from securities	125,205.	125,205.		Statement 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	925,618.			
b Gross sales price for all assets on line 6a	14,036,845.			
7 Capital gain net income (from Part IV, line 2)		925,618.		
8 Net short-term capital gain				
9 Income modifications (gross sales less returns and allowances)				
10a Less: Cost of goods sold				
b Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	1,051,361.	1,051,361.		
13 Compensation of officers, directors, trustees, etc	500.	0.		500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees Stmt 2	85,454.	68,664.		16,790.
17 Interest				
18 Taxes Stmt 3	644.	644.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses Stmt 4	24,697.	20,519.		178.
24 Total operating and administrative expenses. Add lines 13 through 23	111,295.	89,827.		17,468.
25 Contributions, gifts, grants paid	84,260.			579,260.
26 Total expenses and disbursements. Add lines 24 and 25	195,555.	89,827.		596,728.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	855,806.			
b Net investment income (if negative, enter -0-)		961,534.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Operating and Administrative Expenses

P  
16

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		4,854.		
	2	Savings and temporary cash investments		1,108,621.		
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges			19,540.	
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock			6,446,115.	
	c	Investments - corporate bonds			3,380,122.	
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ _____)			41,845.	0.	0.
16	<b>Total assets (to be completed by all filers)</b>			<b>11,001,097.</b>	<b>0.</b>	<b>0.</b>
Liabilities	17	Accounts payable and accrued expenses		11,106.		
	18	Grants payable		1,990,000.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ _____)			2,000,000.	0.
	23	<b>Total liabilities (add lines 17 through 22)</b>			<b>4,001,106.</b>	<b>0.</b>
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds			6,999,991.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds			0.	0.
30	<b>Total net assets or fund balances</b>			<b>6,999,991.</b>	<b>0.</b>	
31	<b>Total liabilities and net assets/fund balances</b>			<b>11,001,097.</b>	<b>0.</b>	

**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	6,999,991.
2	Enter amount from Part I, line 27a	2	855,806.
3	Other increases not included in line 2 (itemize) ▶ _____	3	0.
4	Add lines 1, 2, and 3	4	7,855,797.
5	Decreases not included in line 2 (itemize) ▶ <b>Liquidation of Foundation</b>	5	7,855,797.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	0.

**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.)
ja See Statement 9	P	Various	Various
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 14,036,845.		13,111,227.	925,618.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			925,618.
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	925,618.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	944,894.	10,938,037.	.086386
2009	966,992.	10,631,566.	.090955
2008	1,373,603.	12,863,040.	.106787
2007	1,673,324.	16,580,464.	.100921
2006	1,037,592.	15,754,944.	.065858

2 Total of line 1, column (d)	2	.450907
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	.090181
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	11,477,164.
5 Multiply line 4 by line 3	5	1,035,022.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,615.
7 Add lines 5 and 6	7	1,044,637.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	596,728.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	19,231.
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	0.
3 Add lines 1 and 2		3	19,231.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	19,231.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,931.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	11,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	19,931.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	176.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	524.	
11 Enter the amount of line 10 to be credited to 2012 estimated tax <input type="checkbox"/> 0. Refunded <input type="checkbox"/>	11	524.	

**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 instructions for definition)? 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.		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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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? 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? 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?		
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 instructions) <input type="checkbox"/> SC		
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		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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

**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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ Elizabeth K. Warn Located at ▶ One Portland Square, Portland, ME	Telephone no. ▶ 207-761-8766		ZIP+4 ▶ 04101
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	▶ 15		N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No 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? <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 checked="" type="checkbox"/> Yes <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	X
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 2011?	4b	X

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

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

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

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

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

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

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

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

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?  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? **N/A**

	5b	X
	6b	X
	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.

(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 7		13,000.	0.	0.

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

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

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

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

**3** Five highest-paid independent contractors for professional services. 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

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	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ 0.

**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	9,817,601.
b	Average of monthly cash balances	1b	1,475,417.
c	Fair market value of all other assets	1c	358,925.
d	<b>Total</b> (add lines 1a, b, and c)	1d	11,651,943.
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	11,651,943.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	174,779.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,477,164.
6	<b>Minimum investment return.</b> Enter 5% of line 5 <b>Adjusted for Short Tax Period</b>	6	284,576.

**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	284,576.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	19,231.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,231.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	265,345.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	265,345.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	265,345.

**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	596,728.
b	Program-related investments - total from Part IX-B	1b	0.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	596,728.
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	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	596,728.

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				265,345.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	267,681.			
b From 2007	885,285.			
c From 2008	736,445.			
d From 2009	439,618.			
e From 2010	401,932.			
f Total of lines 3a through e	2,730,961.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 596,728.				
a Applied to 2010, 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 2011 distributable amount				265,345.
e Remaining amount distributed out of corpus	331,383.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	3,062,344.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	267,681.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,794,663.			
10 Analysis of line 9:				
a Excess from 2007	885,285.			
b Excess from 2008	736,445.			
c Excess from 2009	439,618.			
d Excess from 2010	401,932.			
e Excess from 2011	331,383.			

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a 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 instructions.)**

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

None

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

None

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed:
- 
- b The form in which applications should be submitted and information and materials they should include:
- 
- c Any submission deadlines:
- 
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
-

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
See attached statement 10		Public charity		579,260.
<b>Total</b>			<b>▶ 3a</b>	579,260.
<b>b Approved for future payment</b>				
See attached statement 11				1,495,000.
<b>Total</b>			<b>▶ 3b</b>	1,495,000.





Form 990-PF	Dividends and Interest from Securities		Statement	1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount	
Morgan Keegan Fund	126,907.	0.	126,907.	
Other Securities	<1,702.>	0.	<1,702.>	
Total to Fm 990-PF, Part I, ln 4	125,205.	0.	125,205.	

Form 990-PF	Other Professional Fees			Statement	2
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment Mgmt. & Custodial Fees	68,664.	68,664.		0.	
Scholarship Administration Fee	4,290.	0.		4,290.	
Consulting Services Fees paid Independent Executive Director	12,500.	0.		12,500.	
To Form 990-PF, Pg 1, ln 16c	85,454.	68,664.		16,790.	

Form 990-PF	Taxes			Statement	3
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign Taxes Withheld	644.	644.		0.	
To Form 990-PF, Pg 1, ln 18	644.	644.		0.	

Form 990-PF	Other Expenses			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Commitment Fee	7,861.	7,861.		0.
Miscellaneous Expenses	16,836.	12,658.		178.
To Form 990-PF, Pg 1, ln 23	24,697.	20,519.		178.

Form 990-PF	Statement Concerning Liquidation, Termination, etc. - Part VII-A, Line 5	Statement 5
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### Explanation

Carolina First Foundation ("CFF") is a South Carolina chartered non-profit benefit corporation, which was formed by The South Financial Group, Inc., formerly known as Carolina First Corporation, a South Carolina corporation ("TSFG"). According to CFF's Bylaws, TSFG was entitled to appoint CFF's board of directors. TSFG, including its subsidiary Carolina First Bank, was acquired by The Toronto-Dominion Bank on September 30, 2010 (the "Acquisition"), and in connection with the Acquisition, TSFG was merged into TD Bank US Holding Company ("TDUSHC"). Therefore, as of September 30, 2010, TDUSHC succeeds TSFG as being authorized to appoint CFF's board of directors.

As of June 17, 2011, TDUSHC converted former customers of Carolina First Bank into TDUSHC's subsidiary TD Bank. Simultaneously, Carolina First Foundation was merged into the TD Charitable Foundation, a private foundation. All assets and liabilities of Carolina First Foundation were transferred to TD Charitable Foundation at this time.

TD Charitable Foundation EIN: 14-1864317  
One Portland Square, P.O. Box 9540  
Portland, ME 04112-9540

Fair market value of net assets transferred	7,774,110
Unrealized losses	81,687
Book value of net assets transferred	7,855,797

Net assets transferred at fair market value:

Cash	29
Interest and dividends receivable	10,474
Investments	11,258,607
Grants payable	(1,495,000)
Contingent liability for guarantee	(2,000,000)
Net assets	7,774,110

Form 990-PF Explanation Concerning Part VII-A, Line 8b Statement 6

Explanation

Reporting is not required to the Attorney General of South Carolina.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 7

Name and Address	Title and Avg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
H. Lynn Harton 1 Portland Square, PO Box 9540 Portland, ME 04101	Director & CEO 1.00	0.	0.	0.
Elizabeth P. Stall 1 Portland Square, PO Box 9540 Portland, ME 04101	Director 1.00	500.	0.	0.
Robert G. Hoak 1 Portland Square, PO Box 9540 Portland, ME 04101	Director 1.00	0.	0.	0.
Elizabeth K. Warn 1 Portland Square, PO Box 9540 Portland, ME 04101	Director 1.00	0.	0.	0.
Gary Bruce Thomas 1 Portland Square, PO Box 9540 Portland, ME 04101	Executive Director 10.00	12,500.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		13,000.	0.	0.

Carolina First Foundation - TIN 57-1077098

Investment Security Transactions January 1, 2011 through June 30, 2011

Transaction Description Lines 1 & 2	Security Description Lines 1 & 2	Trade Date	Acq Date	Total Cash	Units	Carrying Value	P&I Cash @ CFB Tr	Securities @ CFB - Cost	Realized Cap (Gain) Loss	(G) or L Investment Realized
SOLD 1500000 01/20/11 - @ 111 917	ORACLE CORP - 5.250% DUE 01/15/16	1/20/11	4/3/08	167,875.50	(150,000.00)	(150,180.00)	167,875.50	(150,180.00)		(17,695.50)
SOLD 4000 SHS 01/13/11 - @ 25 9197	NATIONAL CITY CAP IV - PREFERRED 8 000%	1/13/11	9/28/07	103,617.04	(4,000.00)	(100,520.00)	103,617.04	(100,520.00)		(3,097.04)
SOLD 33 SHS 01/26/11 - @ 94 8957	CATERPILLAR INC.	1/26/11	6/23/09	3,129.85	(33.00)	(1,187.48)	3,129.85	(1,187.48)		(1,942.37)
SOLD 29 SHS 01/06/11 - @ 94.4653	CATERPILLAR INC.	1/6/11	5/7/09	2,738.00	(29.00)	(1,098.64)	2,738.00	(1,098.64)		(1,639.36)
SOLD 38 SHS 01/13/11 - @ 35 0501	SUPERIOR ENERGY SERVICES INC -	1/13/11	4/16/09	1,329.98	(38.00)	(598.07)	1,329.98	(598.07)		(731.91)
SOLD 84 SHS 01/13/11 - @ 65.1702	TELEFONICA SA SPONSORED ADR -	1/13/11	3/4/09	4,167.62	(84.00)	(3,564.04)	4,167.62	(3,564.04)		(603.58)
SOLD 31 SHS 01/13/11 - @ 65.1209	CHECK POINT SOFTWARE TECH -	1/13/11	8/14/09	1,397.17	(31.00)	(868.00)	1,397.17	(868.00)		(529.17)
SOLD 59 SHS 01/28/11 - @ 63 377	CLOROX CO DEL - COM	1/28/11	6/10/08	3,736.22	(59.00)	(3,243.21)	3,736.22	(3,243.21)		(493.01)
SOLD 26 SHS 01/10/11 - @ 32 3101	CHICAGO BRIDGE & IRON- NY SHR -	1/10/11	10/17/08	838.75	(26.00)	(361.52)	838.75	(361.52)		(477.23)
SOLD 42 SHS 01/10/11 - @ 12.4236	DARLING INTERNATIONAL INC -	1/10/11	12/10/08	519.68	(42.00)	(173.41)	519.68	(173.41)		(346.27)
SOLD 8 SHS 01/13/11 - @ 87 98	CLIFFS NATURAL RESOURCES INC -	1/13/11	7/19/10	703.67	(8.00)	(370.88)	703.67	(370.88)		(332.79)
SOLD 11 SHS 01/13/11 - @ 88 85	BORGWARNER INC -	1/13/11	7/19/10	757.12	(11.00)	(450.12)	757.12	(450.12)		(307.00)
SOLD 55 SHS 01/10/11 - @ 25 2513	JAMES RIVER COAL CO COM NEW -	1/10/11	12/10/08	1,386.05	(55.00)	(1,160.00)	1,386.05	(1,160.00)		(226.05)
SOLD 171 SHS 01/25/11 - @ 44 3701	AMERICAN EXPRESS CO - COM	1/25/11	9/28/10	7,578.59	(171.00)	(7,399.51)	7,578.59	(7,399.51)		(179.08)
SOLD 84 SHS 01/24/11 - @ 37 85	ROCHE HOLDINGS LTD-SPONS ADR -	1/24/11	2/3/09	3,177.66	(84.00)	(3,007.20)	3,177.66	(3,007.20)		(170.46)
SOLD 22 SHS 01/24/11 - @ 37 85	ROCHE HOLDINGS LTD-SPONS ADR -	1/24/11	2/3/09	832.24	(22.00)	(787.60)	832.24	(787.60)		(44.64)
SOLD 312 SHS 01/25/11 - @ 21 39	CISCO SYSTEMS INC -	1/25/11	3/23/10	6,657.95	(312.00)	(7,423.28)	6,657.95	(7,423.28)		765.33
SOLD 98 SHS 12/30/10 - @ 27 79	MICROSOFT CORP -	12/30/10	7/22/08	2,718.47	(98.00)	(2,515.41)	2,718.47	(2,515.41)		(203.06)
SOLD 36 SHS 12/30/10 - @ 73 1101	EXXON MOBIL CORP -	12/30/10	3/20/08	2,630.12	(36.00)	(3,058.01)	2,630.12	(3,058.01)		427.89
SOLD 153 SHS 12/30/10 - @ 20 24	CISCO SYSTEMS INC -	12/30/10	6/12/08	3,089.01	(153.00)	(4,148.22)	3,089.01	(4,148.22)		1,059.21
CAPITAL ACCOUNT ADJUSTMENTS FOR 2007-MORGAN KEEGAN PRIVATE EQUITY FUND	MORGAN KEEGAN PRIVATE EQUITY FUND - OF FUNDS II LP	/ /	/ /	-	-	(10,396.00)	-	(10,396.00)	2,520.00	-
CAPITAL ACCOUNT ADJUSTMENTS FOR 2008-MORGAN KEEGAN PRIVATE EQUITY FUND	MORGAN KEEGAN PRIVATE EQUITY FUND - OF FUNDS II LP	/ /	/ /	-	-	(9,546.00)	-	(9,546.00)	1,065.00	-
CAPITAL ACCOUNT ADJUSTMENTS FOR 2009-MORGAN KEEGAN PRIVATE EQUITY FUND	MORGAN KEEGAN PRIVATE EQUITY FUND - OF FUNDS II LP	/ /	/ /	-	-	(2,531.00)	-	(2,531.00)	(1,348.00)	-
CASH MERGER FOR #26784F103 @25.00- PER SHARE	DYNAMEX INC -	2/23/11	5/6/10	1,625.00	(65.00)	(1,736.45)	1,625.00	(1,736.45)	111.45	-
SOLD 75 SHS 02/15/11 - @ 32 9886	BEMIS CO -	2/15/11	1/12/07	2,470.35	(75.00)	(2,724.75)	2,470.35	(2,724.75)	254.40	-
SOLD 307 SHS 02/04/11 - @ 25 7501	BRISTOL MYERS SQUIBB -	2/4/11	10/8/07	7,889.77	(307.00)	(8,874.98)	7,889.77	(8,874.98)	985.21	-
SOLD 224 SHS 02/10/11 - @ 25 6107	BRISTOL MYERS SQUIBB -	2/10/11	7/3/08	5,725.49	(224.00)	(4,976.41)	5,725.49	(4,976.41)	(749.08)	-
SOLD 15 SHS 01/27/11 - @ 48 27	CASCADE CORP -	1/27/11	12/31/07	723.73	(15.00)	(871.21)	723.73	(871.21)	147.48	-
SOLD 101 SHS 02/15/11 - @ 67.4788	CLOROX CO DEL - COM	2/15/11	6/12/08	6,810.17	(101.00)	(5,408.37)	6,810.17	(5,408.37)	(1,401.80)	-
SOLD 18 SHS 02/14/11 - @ 58 14	ENERGEN CORP -	2/14/11	3/13/09	1,046.13	(18.00)	(461.13)	1,046.13	(461.13)	(585.00)	-
SOLD 153 SHS 02/17/11 - @ 52 7406	FAMILY DOLLAR STORES -	2/17/11	12/16/09	8,061.50	(153.00)	(4,321.49)	8,061.50	(4,321.49)	(3,740.01)	-
SOLD 32 SHS 02/16/11 - @ 54 7301	FONTECO ECONOMICO MEX-SP ADR -	2/16/11	2/3/09	1,749.73	(32.00)	(913.92)	1,749.73	(913.92)	(835.81)	-
SOLD 129 SHS 02/14/11 - @ 46 0864	GUESS? INC -	2/14/11	10/15/10	5,938.58	(129.00)	(2,794.75)	5,938.58	(2,794.75)	(3,143.83)	-
SOLD 42 SHS 02/14/11 - @ 129 17	INTERCONTINENTAL EXCHANGE INC -	2/14/11	1/13/11	5,424.19	(42.00)	(4,155.04)	5,424.19	(4,155.04)	(1,269.15)	-
SOLD 67 SHS 01/27/11 - @ 60 4004	JO-ANN STORES INC -	1/27/11	1/14/09	4,043.40	(67.00)	(1,810.66)	4,043.40	(1,810.66)	(2,232.74)	-
SOLD 11 SHS 02/14/11 - @ 72 47	REGAL BELT CORP -	2/14/11	9/10/10	796.93	(11.00)	(643.83)	796.93	(643.83)	(153.10)	-
SOLD 16 SHS 02/14/11 - @ 64 93	ROVI CORP -	2/14/11	8/14/09	1,038.54	(16.00)	(468.30)	1,038.54	(468.30)	(570.24)	-
SOLD 44 SHS 02/04/11 - @ 83 225	STERCY CYCLE INC -	2/4/11	1/21/10	3,659.63	(44.00)	(2,428.02)	3,659.63	(2,428.02)	(1,231.61)	-
SOLD 15 SHS 01/27/11 - @ 52 66	TRACTOR SUPPLY RETAIL -	1/27/11	7/8/08	789.13	(15.00)	(219.69)	789.13	(219.69)	(569.44)	-
SOLD 227 SHS 02/03/11 - @ 29 7022	UNILEVER PLC ADR NEW -	2/3/11	3/13/09	6,730.92	(227.00)	(4,621.36)	6,730.92	(4,621.36)	(2,109.56)	-
CAPITAL ACCOUNT ADJUSTMENTS FOR 2010 - MORGAN KEEGAN PRIVATE EQUITY FUND	MORGAN KEEGAN PRIVATE EQUITY FUND - OF FUNDS II LP	/ /	/ /	-	-	5,238.00	-	5,238.00	(7,787.00)	-
CASH MERGER @ \$61 PER SHARE - BY NEEDLE HOLDINGS INC	JO-ANN STORES INC -	3/29/11	1/10/11	7,686.00	(126.00)	(5,557.23)	7,686.00	(5,557.23)	(2,128.77)	-
SOLD 68 SHS 03/14/11 - @ 69 011	FLUOR CORP -	3/14/11	8/13/10	4,689.25	(68.00)	(3,152.40)	4,689.25	(3,152.40)	(1,536.85)	-

STATEMENT 9

Investment Security Transactions January 1, 2011 through June 30, 2011

Transaction Description Lines 1 & 2	Security Description Lines 1 & 2	Trade Date	Acq Date	Total Cash	Units	Carrying Value	P&I Cash @ CFB Tr	Securities @ CFB - Cost	Realized Cap (Gain) Loss	(G) or L Investment Realized
SOLD 154 SHS 03/23/11 - @ 32 3002	QUALCOMM INC -	3/23/11	3/31/09	8,046.37	(154.00)	(7,015.94)	8,046.37	(7,015.94)	(1,030.43)	
SOLD 97 SHS 03/25/11 - @ 32 2693	BEMIS CO -	3/25/11	8/27/08	3,125.21	(97.00)	(2,579.99)	3,125.21	(2,579.99)	(545.82)	
SOLD 14 SHS 03/14/11 - @ 88 89	IHS INC-CLASS A -	3/14/11	5/13/10	1,244.15	(14.00)	(753.20)	1,244.15	(753.20)	(490.95)	
SOLD 33 SHS 03/14/11 - @ 38 99	REGENERON PHARMACEUTICALS -	3/14/11	9/10/10	1,285.98	(33.00)	(832.26)	1,285.98	(832.26)	(453.72)	
SOLD 21 SHS 03/14/11 - @ 51 99	ANSYS INC -	3/14/11	1/15/08	1,091.34	(21.00)	(745.11)	1,091.34	(745.11)	(346.23)	
SOLD 9 SHS 03/24/11 - @ 105 32	CHEVRONTXACO CORP -	3/24/11	1/12/07	947.68	(9.00)	(629.91)	947.68	(629.91)	(317.77)	
SOLD 30 SHS 03/25/11 - @ 37 78	GLAXO PLC SPONSORED ADR -	3/25/11	2/12/09	4,908.70	(130.00)	(4,625.96)	4,908.70	(4,625.96)	(282.74)	
SOLD 5 SHS 02/28/11 - @ 110 48	NORDSON CORP -	2/28/11	6/9/08	552.29	(5.00)	(327.03)	552.29	(327.03)	(225.26)	
SOLD 17 SHS 03/14/11 - @ 39 09	WADDELL & REED FIN'L -	3/14/11	9/10/10	664.18	(17.00)	(441.83)	664.18	(441.83)	(222.35)	
SOLD 188 SHS 03/10/11 - @ 14 1601	TURKCELL ILETISIM HIZMET-ADR -	3/10/11	2/3/09	2,652.65	(188.00)	(2,566.20)	2,652.65	(2,566.20)	(86.45)	
SOLD 9 SHS 03/14/11 - @ 82 06	FOSSIL INC -	3/14/11	12/9/10	736.34	(9.00)	(660.15)	736.34	(660.15)	(78.19)	
CASH-IN-LIEU OF FRACTIONAL SHARES -		/ /								
NATIONAL INSTRUMENTS CORP	NATIONAL INSTRUMENTS CORP -	/ /	1/11/07	15.78	(0.50)	(9.27)	15.78	(9.27)	(6.51)	
SOLD 191 SHS 03/02/11 - @ 26 2323	DESARROLLADORA HOMEX-ADR -	3/2/11	2/19/10	5,000.72	(191.00)	(5,030.80)	5,000.72	(5,030.80)	30.08	
SOLD 149 SHS 02/24/11 - @ 42 7258	HEWLETT PACKARD CO - COM	2/24/11	9/25/08	6,358.57	(149.00)	(6,629.96)	6,358.57	(6,629.96)	271.39	
SOLD 90 SHS 03/24/11 - @ 31 9945	BEMIS CO -	3/24/11	1/12/07	2,874.94	(90.00)	(3,269.70)	2,874.94	(3,269.70)	394.76	
SOLD 138 SHS 03/25/11 - @ 11.36	CENTRAL EURO DISTRIBUTION CP -	3/25/11	9/1/09	1,564.89	(138.00)	(3,578.24)	1,564.89	(3,578.24)	2,013.35	
SOLD 40 SHS 04/25/11 - @ 134 5805	LUBRIZOL CORPORATION -	4/25/11	6/10/10	5,381.12	(40.00)	(1,719.06)	5,381.12	(1,719.06)	(3,662.06)	
SOLD 248 SHS 03/30/11 - @ 75 42	CEPHALON INC -	3/30/11	8/2/10	18,691.40	(248.00)	(15,813.39)	18,691.40	(15,813.39)	(2,878.01)	
SOLD 108 SHS 04/11/11 - @ 30 1126	VALE SA-SP PREF ADR -	4/11/11	2/3/09	3,246.69	(108.00)	(1,369.08)	3,246.69	(1,369.08)	(1,877.61)	
SOLD 62 SHS 04/06/11 - @ 85 4963	UNITED TECHNOLOGIES CORP - COM	4/6/11	7/15/08	5,297.57	(62.00)	(3,731.52)	5,297.57	(3,731.52)	(1,566.05)	
SOLD 79 SHS 04/04/11 - @ 76 0592	CEPHALON INC -	4/4/11	5/13/10	6,004.61	(79.00)	(4,836.40)	6,004.61	(4,836.40)	(1,168.21)	
SOLD 22 SHS 04/08/11 - @ 63.7	TRACTOR SUPPLY RETAIL -	4/8/11	7/8/08	1,400.93	(22.00)	(322.22)	1,400.93	(322.22)	(1,078.71)	
SOLD 28 SHS 04/25/11 - @ 72 5505	HUMANA INC -	4/25/11	5/19/09	1,884.97	(28.00)	(812.71)	1,884.97	(812.71)	(1,072.26)	
SOLD 66 SHS 04/15/11 - @ 59 26	SWISS REINSURANCE CO-SP-ADR -	4/15/11	1/15/10	3,909.76	(66.00)	(3,232.02)	3,909.76	(3,232.02)	(677.74)	
SOLD 96 SHS 04/01/11 - @ 40 4437	VIVO PARTICIPACOES SA-ADR -	4/1/11	1/11/11	3,877.72	(96.00)	(3,388.79)	3,877.72	(3,388.79)	(488.93)	
SOLD 18 SHS 04/25/11 - @ 53 42	CHECK POINT SOFTWARE TECH -	4/25/11	8/14/09	961.18	(18.00)	(504.00)	961.18	(504.00)	(457.18)	
SOLD 36 SHS 04/08/11 - @ 32 0922	CENTENE CORP -	4/8/11	5/24/10	1,153.49	(36.00)	(773.65)	1,153.49	(773.65)	(379.84)	
SOLD 52 SHS 04/14/11 - @ 54 1301	DU PONT E IDE NEMOURS & CO - COM	4/14/11	2/13/08	2,812.11	(52.00)	(2,476.65)	2,812.11	(2,476.65)	(335.46)	
SOLD 62 SHS 04/25/11 - @ 26 6705	PETROHAWK ENERGY CORP -	4/25/11	3/10/10	1,650.44	(62.00)	(1,336.72)	1,650.44	(1,336.72)	(313.72)	
SOLD 12 SHS 04/25/11 - @ 96 82	FOSSIL INC -	4/25/11	12/9/10	1,161.57	(12.00)	(880.20)	1,161.57	(880.20)	(281.37)	
SOLD 50 SHS 04/14/11 - @ 35 4505	TIME WARNER INC -	4/14/11	6/9/10	1,769.99	(50.00)	(1,529.95)	1,769.99	(1,529.95)	(240.04)	
SOLD 309 SHS 04/25/11 - @ 17 7806	HOST HOTELS & RESORTS INC -	4/25/11	3/14/08	5,478.65	(309.00)	(5,238.88)	5,478.65	(5,238.88)	(239.77)	
SOLD 514 SHS 04/15/11 - @ 11 95	THOMPSON CREEK METALS CO INC -	4/15/11	11/13/09	6,116.48	(514.00)	(5,947.47)	6,116.48	(5,947.47)	(169.01)	
SOLD 44 SHS 04/08/11 - @ 36 9805	TRINITY INDUSTRIES -	4/8/11	12/31/07	1,624.90	(44.00)	(1,459.31)	1,624.90	(1,459.31)	(165.59)	
SOLD 156 SHS 04/15/11 - @ 20 201	BANCO BRADESCO-ADR -	4/15/11	9/13/10	3,143.50	(156.00)	(2,979.60)	3,143.50	(2,979.60)	(163.90)	
SOLD 20 SHS 04/08/11 - @ 44 5093	KOPPERS HOLDINGS INC -	4/8/11	6/9/08	889.76	(20.00)	(805.24)	889.76	(805.24)	(84.52)	
SOLD 91 SHS 04/25/11 - @ 34 3905	MASIMO CORPORATION -	4/25/11	4/4/11	3,124.93	(91.00)	(3,056.40)	3,124.93	(3,056.40)	(68.53)	
RETURN OF CAPITAL - RATE \$1 8300380 -		/ /	/ /	225.10	-	-	225.10	(225.10)	-	
See Note 1 below	ZURICH FINANCIAL SVCS-ADR -	3/30/11	7/22/08	3,046.34	(119.00)	(3,054.43)	3,046.34	(3,054.43)	8.09	
SOLD 119 SHS 03/30/11 - @ 25 65	MICROSOFT CORP -	4/8/11	4/26/07	783.99	(47.00)	(872.33)	783.99	(872.33)	88.34	
SOLD 47 SHS 04/08/11 - @ 16 731	NEWPORT CORP -	4/25/11	5/13/10	1,385.17	(45.00)	(1,504.29)	1,385.17	(1,504.29)	119.12	
SOLD 45 SHS 04/25/11 - @ 30 8321	CARTER'S INC -	4/8/11	10/17/07	913.77	(39.00)	(1,201.36)	913.77	(1,201.36)	287.59	
SOLD 39 SHS 04/08/11 - @ 23,4805	SMITHFIELD FOODS INC -	4/8/11	2/14/11	3,365.44	(213.00)	(3,704.20)	3,365.44	(3,704.20)	338.76	
SOLD 213 SHS 04/25/11 - @ 15 8505	MARVELL TECHNOLOGY GROUP LTD -	4/25/11	2/14/11	3,365.44	(213.00)	(3,704.20)	3,365.44	(3,704.20)	338.76	
3 SOLD 14603 451 SHS 05/10/11 - @ 25 2	BLACKROCK CAPITAL APPRECIATION - FUND INC	5/10/11	3/24/10	368,006.97	(14,603.45)	(252,000.00)	368,006.97	(252,000.00)	(116,006.97)	
3 SOLD 19776 717 SHS 05/10/11 - @ 13 95	TEMPLETON GLOBAL BOND FUND - ADVISOR CL	5/10/11	3/11/08	275,885.20	(19,776.72)	(225,000.00)	275,885.20	(225,000.00)	(50,885.20)	
3 SOLD 3728 098 SHS 05/10/11 - @ 54 78	T ROWE PRICE NEW ERA -	5/10/11	3/24/10	204,279.99	(3,729.10)	(166,254.46)	204,279.99	(166,254.46)	(38,025.53)	
3 SOLD 200000 05/10/11 - @ 113 313	JP MORGAN CHASE & CO - 6 300% DUE 04/23/19	5/10/11	4/17/09	226,626.00	(200,000.00)	(200,588.00)	226,626.00	(200,588.00)	(26,038.00)	

Investment Security Transactions January 1, 2011 through June 30, 2011

Transaction Description Lines 1 & 2	Security Description Lines 1 & 2	Trade Date	Acq Date	Total Cash	Units	Carrying Value	P&I Cash @ CFB Tr	Securities @ CFB - Cost	Realized Cap (Gain) Loss	(G) or L Investment Realized
3 SOLD 13194 554 SHS 05/10/11 - @ 13 54	DREYFUS EMERGING MARKETS I -	5/10/11	3/24/10	178,654.26	(13,194.55)	(155,000.00)	178,654.26	(155,000.00)	(23,654.26)	
3 SOLD 150000 05/10/11 - @ 112 682	ORACLE CORP - 5 250% DUE 01/15/16	5/10/11	4/3/08	169,023.00	(150,000.00)	(150,180.00)	169,023.00	(150,180.00)	(18,843.00)	
3 SOLD 200000 05/10/11 - @ 108 876	GOLDMAN SACHS - 5 850% DUE 05/15/15	5/10/11	5/11/09	217,752.00	(200,000.00)	(200,000.00)	217,752.00	(200,000.00)	(17,752.00)	
3 SOLD 200000 05/10/11 - @ 106 892	GENERAL ELECTRIC CORP - 5 450% DUE 01/15/13	5/10/11	4/17/09	213,784.00	(200,000.00)	(200,832.00)	213,784.00	(200,832.00)	(12,952.00)	
3 SOLD 6743 385 SHS 05/10/11 - @ 65 48	HARBOR INTERNATIONAL FUND -	5/10/11	12/17/10	441,556.85	(6,743.39)	(429,537.85)	441,556.85	(429,537.85)	(12,019.00)	
3 SOLD 877 SHS 05/10/11 - @ 18 9	KEPPEL CORP LTD-SPONS ADR -	5/10/11	2/3/09	16,557.44	(877.00)	(4,788.42)	16,557.44	(4,788.42)	(11,769.02)	
3 SOLD 177 SHS 05/10/11 - @ 169 6554	INTERNATIONAL BUSINESS MACHS - COM	5/10/11	9/25/08	30,022.93	(177.00)	(18,477.83)	30,022.93	(18,477.83)	(11,545.10)	
3 SOLD 135 SHS 05/10/11 - @ 112 431	CATERPILLAR INC -	5/10/11	5/23/09	15,172.89	(135.00)	(4,409.09)	15,172.89	(4,409.09)	(10,763.80)	
3 SOLD 285 SHS 05/10/11 - @ 107 103	OCCIDENTAL PETROLEUM CORPORATION - COMMON	5/10/11	7/22/10	30,518.07	(285.00)	(20,223.36)	30,518.07	(20,223.36)	(10,294.71)	
3 SOLD 431 SHS 05/10/11 - @ 55 9727	DU PONT ET DE NEMOURS & CO - COM	5/10/11	6/25/09	24,117.29	(431.00)	(14,371.37)	24,117.29	(14,371.37)	(9,745.92)	
3 SOLD 299 SHS 05/10/11 - @ 104 7127	CHEVRONTXACO CORP -	5/10/11	7/22/10	31,302.99	(299.00)	(22,664.40)	31,302.99	(22,664.40)	(8,638.59)	
3 SOLD 386 SHS 05/10/11 - @ 49 6828	DIRECTV-CLASS A -	5/10/11	12/8/10	19,171.40	(386.00)	(10,830.39)	19,171.40	(10,830.39)	(8,341.01)	
3 SOLD 415 SHS 05/10/11 - @ 79 6927	MCDONALDS CORP - COM	5/10/11	12/22/10	33,065.60	(415.00)	(25,261.23)	33,065.60	(25,261.23)	(7,804.37)	
3 SOLD 100000 05/10/11 - @ 106 375	NORTHERN TRUST CO - 4 600% DUE 02/01/13	5/10/11	1/17/07	103,787.58	(100,000.00)	(96,373.00)	103,787.58	(96,373.00)	(7,414.58)	
3 SOLD 70 SHS 05/10/11 - @ 347 25	APPLE COMPUTER INC -	5/10/11	4/6/11	24,302.03	(70.00)	(16,941.17)	24,302.03	(16,941.17)	(7,360.86)	
3 SOLD 520 SHS 05/10/11 - @ 37 9817	TE CONNECTIVITY LTD -	5/10/11	2/16/10	19,742.30	(520.00)	(12,754.53)	19,742.30	(12,754.53)	(6,987.77)	
3 SOLD 367 SHS 05/10/11 - @ 15 7517	DARLING INTERNATIONAL INC -	5/10/11	5/24/10	11,912.45	(757.00)	(5,089.17)	11,912.45	(5,089.17)	(6,823.28)	
3 SOLD 751 SHS 05/10/11 - @ 31 5678	CEPHEID INC -	5/10/11	5/6/10	11,390.26	(361.00)	(4,648.50)	11,390.26	(4,648.50)	(6,741.76)	
3 SOLD 268 SHS 05/10/11 - @ 39 3605	CHICAGO BRIDGE & IRON-NTY SHR -	5/10/11	5/24/10	10,543.04	(268.00)	(3,846.42)	10,543.04	(3,846.42)	(6,696.62)	
3 SOLD 421 SHS 05/10/11 - @ 40 6501	NYSE EURONEXT -	5/10/11	3/4/09	17,107.04	(421.00)	(10,491.41)	17,107.04	(10,491.41)	(6,615.63)	
3 SOLD 405 SHS 05/10/11 - @ 44 992	EMC CORPORATION -	5/10/11	11/1/10	15,683.96	(575.00)	(9,080.48)	15,683.96	(9,080.48)	(6,603.48)	
3 SOLD 532 SHS 05/10/11 - @ 41 4505	CARDINAL HEALTH INC - COM	5/10/11	1/8/10	18,215.33	(405.00)	(11,539.43)	18,215.33	(11,539.43)	(6,675.90)	
3 SOLD 279 SHS 05/10/11 - @ 88 9268	ANALOG DEVICES -	5/10/11	12/18/08	22,040.60	(532.00)	(15,792.85)	22,040.60	(15,792.85)	(6,247.75)	
3 SOLD 229 SHS 05/10/11 - @ 81 39	BRITISH AMERICAN TOB-SP ADR -	5/10/11	2/3/09	15,912.09	(179.00)	(9,823.52)	15,912.09	(9,823.52)	(6,088.57)	
3 SOLD 321 SHS 05/10/11 - @ 83 1427	NESTLE SA-SPONS ADR -	5/10/11	2/3/09	14,053.04	(321.00)	(9,069.59)	14,053.04	(9,069.59)	(5,983.45)	
3 SOLD 91 SHS 05/10/11 - @ 103 71	EXXON MOBIL CORP -	5/10/11	8/22/10	26,682.79	(91.00)	(20,806.73)	26,682.79	(20,806.73)	(5,876.06)	
3 SOLD 164 SHS 05/10/11 - @ 60 9882	SPECTRA ENERGY CORP -	5/10/11	5/6/10	9,536.13	(92.00)	(3,946.97)	9,536.13	(3,946.97)	(5,589.16)	
3 SOLD 519 SHS 05/10/11 - @ 35 5318	POLARIS INDUSTRIES INC -	5/10/11	2/28/11	9,966.36	(164.00)	(4,573.77)	9,966.36	(4,573.77)	(5,422.59)	
3 SOLD 305 SHS 05/10/11 - @ 54 6205	TRACTOR SUPPLY RETAIL -	5/10/11	4/6/11	18,432.85	(335.00)	(13,026.83)	18,432.85	(13,026.83)	(5,406.02)	
3 SOLD 11 SHS 05/10/11 - @ 526 31	ORACLE CORPORATION -	5/10/11	7/22/10	18,290.81	(335.00)	(12,924.93)	18,290.81	(12,924.93)	(5,365.88)	
3 SOLD 304 SHS 05/10/11 - @ 63 1454	DANAHER GROUP -	5/10/11	2/3/09	8,492.11	(101.00)	(3,213.46)	8,492.11	(3,213.46)	(5,278.65)	
3 SOLD 337 SHS 05/10/11 - @ 34 9559	AGRIUM INC -	5/10/11	12/1/08	5,784.29	(11.00)	(637.92)	5,784.29	(637.92)	(5,146.37)	
3 SOLD 88 SHS 05/10/11 - @ 35 7552	PRICELINE COM INC -	5/10/11	1/6/11	19,190.33	(304.00)	(14,146.40)	19,190.33	(14,146.40)	(5,043.93)	
3 SOLD 187 SHS 05/10/11 - @ 78 8101	PNC FINANCIAL SERVICES GROUP -	5/10/11	5/6/10	11,774.41	(337.00)	(6,885.56)	11,774.41	(6,885.56)	(4,888.85)	
3 SOLD 255 SHS 05/10/11 - @ 79 7681	TRINITY INDUSTRIES -	5/10/11	7/9/10	10,866.55	(195.00)	(6,125.62)	10,866.55	(6,125.62)	(4,740.93)	
3 SOLD 243 SHS 05/10/11 - @ 53 1705	AGCO CORP -	5/10/11	12/30/10	9,382.65	(187.00)	(4,835.76)	9,382.65	(4,835.76)	(4,546.89)	
3 SOLD 123 SHS 05/10/11 - @ 51 9852	AFFILIATED MANAGERS GROUP -	5/10/11	7/22/10	14,732.20	(187.00)	(10,361.50)	14,732.20	(10,361.50)	(4,370.70)	
3 SOLD 391 SHS 05/10/11 - @ 35 7651	CSX CORP -	5/10/11	12/21/10	14,352.48	(180.00)	(9,990.49)	14,352.48	(9,990.49)	(4,361.99)	
3 SOLD 233 SHS 05/10/11 - @ 29 2013	ROSS STORES INC -	5/10/11	7/22/10	12,808.84	(241.00)	(8,447.63)	12,808.84	(8,447.63)	(4,361.21)	
3 SOLD 103 SHS 05/10/11 - @ 91 8968	TJX COS INC NEW - COM	5/10/11	2/16/10	6,388.55	(123.00)	(2,042.73)	6,388.55	(2,042.73)	(4,345.82)	
3 SOLD 189 SHS 05/10/11 - @ 89 7327	MAGERICH CO -	5/10/11	2/5/09	13,128.03	(239.00)	(8,883.59)	13,128.03	(8,883.59)	(4,244.44)	
3 SOLD 295 SHS 05/10/11 - @ 35 3901	GENOVUS ENERGY INC -	5/10/11	6/30/10	13,978.01	(391.00)	(9,746.34)	13,978.01	(9,746.34)	(4,231.67)	
3 SOLD 284 SHS 05/10/11 - @ 26 5026	GENOVUS ENERGY INC -	5/10/11	4/4/11	15,701.92	(338.00)	(11,476.79)	15,701.92	(11,476.79)	(4,225.13)	
3 SOLD 100000 05/10/11 - @ 107 5	PHARMACEUTICAL PRODUCT - DEVELOPMENT INC	5/10/11	2/3/09	5,710.10	(233.00)	(1,537.80)	5,710.10	(1,537.80)	(4,172.30)	
	ATLAS CORPO AB-SPON ADR B -	5/10/11	5/6/10	8,076.71	(103.00)	(5,395.55)	8,076.71	(5,395.55)	(2,681.16)	
	MIDDLEBY CORP -	5/10/11	5/6/10	9,459.68	(255.00)	(4,200.45)	9,459.68	(4,200.45)	(5,259.23)	
	GENTEX CORP -	5/10/11	5/6/10	8,076.71	(255.00)	(4,200.45)	8,076.71	(4,200.45)	(3,876.26)	
	UNITED TECHNOLOGIES CORP - COM	5/10/11	12/6/10	16,953.65	(189.00)	(13,088.43)	16,953.65	(13,088.43)	(3,865.22)	
	CENTENE CORP -	5/10/11	12/11/10	10,434.37	(295.00)	(6,608.14)	10,434.37	(6,608.14)	(3,826.23)	
	ABB LTD-SPON ADR -	5/10/11	2/3/09	7,521.09	(284.00)	(3,709.04)	7,521.09	(3,709.04)	(3,812.05)	
	NOVARTIS CAPITAL CORP - 4 125% DUE 02/10/14	5/10/11	4/22/09	107,500.00	(100,000.00)	(103,688.00)	107,500.00	(103,688.00)	(3,812.00)	
	GOLDMAN SACHS HIGH YIELD - INSTITUTIONAL FUND	5/10/11	3/24/10	276,379.16	(36,899.76)	(272,668.83)	276,379.16	(272,668.83)	(3,710.33)	
	EMERSON ELEC CO - COM	5/10/11	3/30/11	26,233.44	(472.00)	(22,527.65)	26,233.44	(22,527.65)	(3,705.79)	

Investment Security Transactions January 1, 2011 through June 30, 2011

Transaction Description Lines 1 & 2	Security Description Lines 1 & 2	Trade Date	Acq Date	Total Cash	Units	Carrying Value	P&I Cash @ CFB Tr	Securities @ CFB - Cost	Realized Cap (Gain) Loss	(G) or L Investment Realized
3 SOLD 140 SHS 05/10/11 - @ 104 8116	PRAXAIR INC.	5/10/11	10/28/10	14,667.83	(140.00)	(10,981.69)	14,667.83	(10,981.69)	(3,686.14)	
3 SOLD 211 SHS 05/10/11 - @ 57 0115	KANSAS CITY SOUTHERN.	5/10/11	3/14/11	6,323.15	(111.00)	(2,637.29)	6,323.15	(2,637.29)	(3,685.86)	
3 SOLD 143 SHS 05/10/11 - @ 41 8801	KOPPERS HOLDINGS INC.	5/10/11	9/28/10	10,171.66	(243.00)	(6,492.57)	10,171.66	(6,492.57)	(3,679.09)	
3 SOLD 194 SHS 05/10/11 - @ 62 94	TELEFLEX.	5/10/11	6/23/09	12,204.62	(194.00)	(8,564.88)	12,204.62	(8,564.88)	(3,639.74)	
3 SOLD 188 SHS 05/10/11 - @ 37 661	KBR INC.	5/10/11	1/14/10	7,075.13	(188.00)	(3,442.49)	7,075.13	(3,442.49)	(3,632.64)	
3 SOLD 268 SHS 05/10/11 - @ 48 6284	HALLIBURTON COMPANY.	5/10/11	12/30/10	13,026.26	(268.00)	(9,489.40)	13,026.26	(9,489.40)	(3,536.86)	
3 SOLD 124 SHS 05/10/11 - @ 54 7971	ULTIMATE SOFTWARE GROUP INC.	5/10/11	5/6/10	6,789.20	(124.00)	(3,322.03)	6,789.20	(3,322.03)	(3,467.17)	
3 SOLD 163 SHS 05/10/11 - @ 47 95	OBS GROUP HOLDINGS-SPON ADR.	5/10/11	5/7/09	7,810.69	(163.00)	(4,405.71)	7,810.69	(4,405.71)	(3,404.98)	
3 SOLD 97 SHS 05/10/11 - @ 85 64	PORTFOLIO RECOVERY ASSOCIATE.	5/10/11	5/6/10	8,301.92	(97.00)	(4,919.18)	8,301.92	(4,919.18)	(3,382.74)	
3 SOLD 357 SHS 05/10/11 - @ 20 4878	ROLLINS INC.	5/10/11	5/6/10	7,308.49	(357.00)	(3,977.30)	7,308.49	(3,977.30)	(3,331.19)	
3 SOLD 127 SHS 05/10/11 - @ 39 866	NEOGEN CORP.	5/10/11	5/6/10	5,057.38	(127.00)	(1,752.68)	5,057.38	(1,752.68)	(3,304.70)	
3 SOLD 138 SHS 05/10/11 - @ 53 2204	NORDSON CORP.	5/10/11	7/9/10	7,338.77	(138.00)	(4,034.65)	7,338.77	(4,034.65)	(3,304.12)	
3 SOLD 164 SHS 05/10/11 - @ 35 7806	FOGUS MEDIA HOLDING-ADR.	5/10/11	6/9/10	5,862.40	(164.00)	(2,564.52)	5,862.40	(2,564.52)	(3,297.88)	
3 SOLD 299 SHS 05/10/11 - @ 59 5501	EXPRESS SCRIPTS INC.	5/10/11	3/18/11	17,799.63	(299.00)	(14,519.55)	17,799.63	(14,519.55)	(3,280.08)	
3 SOLD 128 SHS 05/10/11 - @ 42 9382	STRATASYS INC.	5/10/11	5/6/10	5,490.48	(128.00)	(2,266.92)	5,490.48	(2,266.92)	(3,223.56)	
3 SOLD 209 SHS 05/10/11 - @ 56 8101	QUALCOMM INC.	5/10/11	3/4/10	11,868.08	(209.00)	(8,705.34)	11,868.08	(8,705.34)	(3,162.74)	
3 SOLD 774 SHS 05/10/11 - @ 19 5915	BROOKFIELD PROPERTIES CORP.	5/10/11	4/15/10	15,151.91	(774.00)	(12,027.35)	15,151.91	(12,027.35)	(3,124.56)	
3 SOLD 307 SHS 05/10/11 - @ 54 9305	AFLAC INCORPORATED.	5/10/11	11/17/10	16,857.19	(307.00)	(13,739.86)	16,857.19	(13,739.86)	(3,117.33)	
3 SOLD 149 SHS 05/10/11 - @ 70 4201	COLUMBIA SPORTSWEAR CO.	5/10/11	4/8/11	10,487.38	(149.00)	(7,433.31)	10,487.38	(7,433.31)	(3,054.07)	
3 SOLD 683 SHS 05/10/11 - @ 28 602	BRISTOL MYERS SQUIBB.	5/10/11	7/9/08	19,524.54	(683.00)	(16,515.22)	19,524.54	(16,515.22)	(3,009.32)	
3 SOLD 203 SHS 05/10/11 - @ 51 801	OGE ENERGY CORP.	5/10/11	1/10/11	10,510.39	(203.00)	(7,546.20)	10,510.39	(7,546.20)	(2,964.19)	
3 SOLD 224 SHS 05/10/11 - @ 28 0415	SEMTECH CORP.	5/10/11	5/6/10	6,276.17	(224.00)	(3,349.04)	6,276.17	(3,349.04)	(2,927.13)	
3 SOLD 86 SHS 05/10/11 - @ 70 5501	VARIAN MEDICAL SYSTEMS INC.	5/10/11	2/14/11	6,062.19	(86.00)	(3,278.60)	6,062.19	(3,278.60)	(2,783.59)	
3 SOLD 92 SHS 05/10/11 - @ 95 3	BASF SE-SPON ADR.	5/10/11	10/18/10	8,762.43	(92.00)	(6,014.74)	8,762.43	(6,014.74)	(2,747.69)	
3 SOLD 103 SHS 05/10/11 - @ 71 8334	CHEMED CORP.	5/10/11	5/6/10	7,393.19	(103.00)	(4,765.76)	7,393.19	(4,765.76)	(2,627.43)	
3 SOLD 56 SHS 05/10/11 - @ 84 57	MAXIMUS INC. - COM	5/10/11	5/6/10	4,899.96	(56.00)	(2,275.90)	4,899.96	(2,275.90)	(2,624.06)	
3 SOLD 63 SHS 05/10/11 - @ 77 02	HUMANA INC.	5/10/11	2/14/11	4,847.16	(63.00)	(2,269.69)	4,847.16	(2,269.69)	(2,577.47)	
3 SOLD 116 SHS 05/10/11 - @ 42 6004	CABOT CORP.	5/10/11	9/14/09	4,936.05	(116.00)	(2,368.69)	4,936.05	(2,368.69)	(2,567.36)	
3 SOLD 163 SHS 05/10/11 - @ 42 5705	AVERY DENNISON.	5/10/11	5/28/09	6,933.85	(163.00)	(4,369.77)	6,933.85	(4,369.77)	(2,564.08)	
3 SOLD 242 SHS 05/10/11 - @ 54 2305	AUTOMATIC DATA PROCESSING IN - COM	5/10/11	1/8/10	13,118.52	(242.00)	(10,584.18)	13,118.52	(10,584.18)	(2,534.34)	
3 SOLD 86 SHS 05/10/11 - @ 62 27	ENERGEN CORP.	5/10/11	11/11/10	5,350.11	(86.00)	(2,817.04)	5,350.11	(2,817.04)	(2,533.07)	
3 SOLD 97 SHS 05/10/11 - @ 51 25	REGENERON PHARMACEUTICALS.	5/10/11	9/10/10	4,966.15	(97.00)	(2,482.34)	4,966.15	(2,482.34)	(2,484.81)	
3 SOLD 451 SHS 05/10/11 - @ 19 08	VOLVO AB-SPONSORED ADR.	5/10/11	2/18/11	8,595.89	(451.00)	(6,082.03)	8,595.89	(6,082.03)	(2,513.86)	
3 SOLD 161 SHS 05/10/11 - @ 24 98	ANGLO AMERICAN PLC-UNSP ADR.	5/10/11	2/3/09	4,016.70	(161.00)	(1,511.79)	4,016.70	(1,511.79)	(2,504.91)	
3 SOLD 125 SHS 05/10/11 - @ 82 0927	COSTCO WHSL CORP.	5/10/11	6/30/09	10,255.89	(125.00)	(7,786.61)	10,255.89	(7,786.61)	(2,469.28)	
3 SOLD 56 SHS 05/10/11 - @ 90 09	CLIFFS NATURAL RESOURCES INC.	5/10/11	7/19/10	5,039.94	(56.00)	(2,596.16)	5,039.94	(2,596.16)	(2,443.78)	
3 SOLD 175 SHS 05/10/11 - @ 54 7735	ANSYS INC.	5/10/11	9/10/10	9,580.17	(175.00)	(7,149.15)	9,580.17	(7,149.15)	(2,431.02)	
3 SOLD 195 SHS 05/10/11 - @ 25 4678	LKQ CORP.	5/10/11	5/6/10	4,960.62	(195.00)	(2,534.54)	4,960.62	(2,534.54)	(2,426.08)	
3 SOLD 256 SHS 05/10/11 - @ 22 3005	MCDERMOTT INTL INC.	5/10/11	4/25/11	5,703.70	(256.00)	(3,287.35)	5,703.70	(3,287.35)	(2,416.35)	
3 SOLD 193 SHS 05/10/11 - @ 87 1427	COCA COLA CO. - COM	5/10/11	8/5/08	12,952.79	(193.00)	(10,554.59)	12,952.79	(10,554.59)	(2,398.20)	
3 SOLD 153 SHS 05/10/11 - @ 53 2227	FAMILY DOLLAR STORES.	5/10/11	9/28/10	8,137.41	(153.00)	(5,753.13)	8,137.41	(5,753.13)	(2,384.28)	
3 SOLD 67 SHS 05/10/11 - @ 77 73	BORGWARNER INC.	5/10/11	8/13/10	5,202.81	(67.00)	(2,826.70)	5,202.81	(2,826.70)	(2,376.11)	
3 SOLD 37 SHS 05/10/11 - @ 103 1	F5 NETWORKS INC. - COM	5/10/11	5/6/10	3,809.62	(37.00)	(1,442.68)	3,809.62	(1,442.68)	(2,366.94)	
3 SOLD 344 SHS 05/10/11 - @ 50 1705	AMERICAN EXPRESS CO. - COM	5/10/11	3/25/11	17,251.43	(344.00)	(14,890.36)	17,251.43	(14,890.36)	(2,361.07)	
3 SOLD 3220 SHS 05/10/11 - @ 25 5201	NATIONAL CITY CAP TR III - PREFERRED 6.625%	5/10/11	5/24/07	82,108.74	(3,220.00)	(79,759.40)	82,108.74	(79,759.40)	(2,349.34)	
3 SOLD 253 SHS 05/10/11 - @ 80 9801	THERMO FISHER SCIENTIFIC INC.	5/10/11	12/16/09	15,422.17	(253.00)	(13,074.09)	15,422.17	(13,074.09)	(2,348.08)	
3 SOLD 244 SHS 05/10/11 - @ 29 4005	NATIONAL INSTRUMENTS CORP.	5/10/11	5/6/10	7,168.58	(244.00)	(4,830.11)	7,168.58	(4,830.11)	(2,338.47)	
3 SOLD 37 SHS 05/10/11 - @ 541 81	GOOGLE INC.	5/10/11	4/6/11	20,041.58	(37.00)	(17,736.91)	20,041.58	(17,736.91)	(2,304.67)	
3 SOLD 1234 SHS 05/10/11 - @ 25 6718	MICROSOFT CORP.	5/10/11	1/23/11	31,659.88	(1,234.00)	(29,408.84)	31,659.88	(29,408.84)	(2,251.04)	
3 SOLD 510 SHS 05/10/11 - @ 38 8819	WASTE MANAGEMENT.	5/10/11	1/26/11	19,821.73	(510.00)	(17,572.84)	19,821.73	(17,572.84)	(2,248.89)	
3 SOLD 94 SHS 05/10/11 - @ 41,1778	ONYX PHARMACEUTICALS INC.	5/10/11	7/19/10	5,553.39	(135.00)	(3,322.43)	5,553.39	(3,322.43)	(2,230.96)	
3 SOLD 69 SHS 05/10/11 - @ 89 84	TORCHMARK CORP.	5/10/11	1/14/10	6,261.85	(69.00)	(4,072.61)	6,261.85	(4,072.61)	(2,189.24)	
3 SOLD 69 SHS 05/10/11 - @ 89 84	GOODRICH CORP.	5/10/11	3/14/11	6,200.74	(69.00)	(4,042.12)	6,200.74	(4,042.12)	(2,158.62)	
3 SOLD 1129 SHS 05/10/11 - @ 23 0818	INTEL CORP.	5/10/11	7/22/10	26,041.90	(1,129.00)	(23,891.16)	26,041.90	(23,891.16)	(2,150.74)	
3 SOLD 62 SHS 05/10/11 - @ 63 2	FOMENTO ECONOMICO MEX-SP ADR.	5/10/11	2/3/09	3,913.32	(62.00)	(1,770.72)	3,913.32	(1,770.72)	(2,142.60)	
3 SOLD 187 SHS 05/10/11 - @ 54 84	YUM BRANDS INC. - INC	5/10/11	3/30/11	10,249.38	(187.00)	(8,111.82)	10,249.38	(8,111.82)	(2,137.56)	

Investment Security Transactions January 1, 2011 through June 30, 2011

Transaction Description Lines 1 & 2	Security Description Lines 1 & 2	Trade Date	Acq Date	Total Cash	Units	Carrying Value	P&I Cash @ CFB Tr	Securities @ CFB - Cost	Realized Cap (Gain) Loss	(G) or L Investment Realized
3 SOLD 228 SHS 05/10/11 - @ 65 5927	CHUBB CORPORATION -	5/10/11	2/15/11	14,949.35	(228.00)	(12,831.08)	14,949.35	(12,831.08)	(2,118.27)	
3 SOLD 2180 SHS 05/10/11 - @ 26 1218	NATIONAL CITY CAP IV - PREFERRED 8 000%	5/10/11	9/28/07	56,900.82	(2 180.00)	(54,783.40)	56,900.82	(54,783.40)	(2,117.42)	
3 SOLD 261 SHS 05/10/11 - @ 29 88	BMW-UNSPONSORED ADR -	5/10/11	11/8/10	7,793.31	(261.00)	(5,700.34)	7,793.31	(5,700.34)	(2,092.97)	
3 SOLD 190 SHS 05/10/11 - @ 23 8912	TEMPLE-INLAND INC -	5/10/11	9/10/10	4,533.74	(190.00)	(2,474.14)	4,533.74	(2,474.14)	(2,059.60)	
3 SOLD 262 SHS 05/10/11 - @ 74 46	CONOCOPHILLIPS CO -	5/10/11	8/20/10	19,502.90	(262.00)	(17,455.47)	19,502.90	(17,455.47)	(2,047.43)	
3 SOLD 313 SHS 05/10/11 - @ 39 5352	THOMSON REUTERS CORP -	5/10/11	1/8/10	12,368.78	(313.00)	(10,346.44)	12,368.78	(10,346.44)	(2,022.34)	
3 SOLD 321 SHS 05/10/11 - @ 22 4801	JAMES RIVER COAL CO COM NEW -	5/10/11	4/8/11	7,210.47	(321.00)	(5,218.05)	7,210.47	(5,218.05)	(1,992.42)	
3 SOLD 56 SHS 05/10/11 - @ 91 64	STERICYCLE INC -	5/10/11	4/20/10	5,126.24	(56.00)	(3,134.19)	5,126.24	(3,134.19)	(1,992.05)	
3 SOLD 205 SHS 05/10/11 - @ 37 4105	VERIZON COMMUNICATION -	5/10/11	9/10/08	7,664.00	(205.00)	(5,681.10)	7,664.00	(5,681.10)	(1,982.90)	
3 SOLD 80 SHS 05/10/11 - @ 77 58	COGNIZANT TECH SOLUTIONS-A -	5/10/11	4/20/10	6,201.28	(80.00)	(4,237.60)	6,201.28	(4,237.60)	(1,963.68)	
3 SOLD 203 SHS 05/10/11 - @ 58 6905	CULLEN/FROST BANKERS INC -	5/10/11	2/22/10	11,908.94	(203.00)	(9,950.08)	11,908.94	(9,950.08)	(1,958.86)	
3 SOLD 151 SHS 05/10/11 - @ 45 0101	CASCADE CORP -	5/10/11	5/6/10	6,791.39	(151.00)	(4,866.43)	6,791.39	(4,866.43)	(1,924.96)	
3 SOLD 21 SHS 05/10/11 - @ 352	MITSUBI & CO LTD- SPONS ADR -	5/10/11	12/16/09	7,386.85	(21.00)	(5,479.29)	7,386.85	(5,479.29)	(1,907.56)	
3 SOLD 72 SHS 05/10/11 - @ 51 15	IPC THE HOSPITALIST CO -	5/10/11	5/6/10	3,677.72	(72.00)	(1,775.62)	3,677.72	(1,775.62)	(1,902.10)	
3 SOLD 49 SHS 05/10/11 - @ 70 6	ONEOK INC -	5/10/11	1/12/09	4,160.32	(59.00)	(2,286.25)	4,160.32	(2,286.25)	(1,874.07)	
3 SOLD 72 SHS 05/10/11 - @ 55 88	CHECK POINT SOFTWARE TECH -	5/10/11	3/10/10	4,003.88	(72.00)	(2,153.33)	4,003.88	(2,153.33)	(1,850.55)	
3 SOLD 207 SHS 05/10/11 - @ 31 2301	PETROLEO BRASILEIRO-SPON ADR -	5/10/11	2/3/09	6,459.50	(207.00)	(4,638.87)	6,459.50	(4,638.87)	(1,820.63)	
3 SOLD 3610 SHS 05/10/11 - @ 25 3927	WACHOVIA CAPITAL TRUST I - PREFERRED 6 375%	5/10/11	5/25/07	91,593.68	(3,610.00)	(89,775.80)	91,593.68	(89,775.80)	(1,817.88)	
3 SOLD 344 SHS 05/10/11 - @ 55 1127	WAL MART STORES INC - COM	5/10/11	7/22/10	18,952.90	(344.00)	(17,141.19)	18,952.90	(17,141.19)	(1,811.71)	
3 SOLD 156 SHS 05/10/11 - @ 40 3726	WADDELL & REED FINI -	5/10/11	2/14/11	6,292.50	(156.00)	(4,510.43)	6,292.50	(4,510.43)	(1,782.07)	
3 SOLD 428 SHS 05/10/11 - @ 20 781	SMITHFIELD FOODS INC -	5/10/11	7/9/10	8,887.67	(428.00)	(7,118.51)	8,887.67	(7,118.51)	(1,769.16)	
3 SOLD 113 SHS 05/10/11 - @ 36 2978	SUPERIOR ENERGY SERVICES INC -	5/10/11	4/19/10	4,096.07	(113.00)	(2,346.69)	4,096.07	(2,346.69)	(1,749.38)	
3 SOLD 709 SHS 05/10/11 - @ 52 6601	ABBOTT LABS - COM	5/10/11	12/2/10	37,321.11	(709.00)	(35,601.26)	37,321.11	(35,601.26)	(1,719.85)	
3 SOLD 43 SHS 05/10/11 - @ 138 46	SIEMENS AG-SPONS ADR -	5/10/11	9/29/10	5,948.16	(43.00)	(4,317.67)	5,948.16	(4,317.67)	(1,630.49)	
3 SOLD 76 SHS 05/10/11 - @ 73 97	MEDNAX INC -	5/10/11	5/6/10	5,616.61	(76.00)	(3,997.77)	5,616.61	(3,997.77)	(1,618.84)	
3 SOLD 205 SHS 05/10/11 - @ 49 1152	ROVI CORP -	5/10/11	4/25/11	5,151.50	(105.00)	(3,533.72)	5,151.50	(3,533.72)	(1,617.78)	
3 SOLD 138 SHS 05/10/11 - @ 25 5905	CORRECTIONS CORP OF AMERICA -	5/10/11	3/14/11	6,111.01	(239.00)	(4,497.11)	6,111.01	(4,497.11)	(1,613.90)	
3 SOLD 55 SHS 05/10/11 - @ 105 9	FOSSIL INC -	5/10/11	2/14/11	5,819.38	(55.00)	(4,223.30)	5,819.38	(4,223.30)	(1,596.08)	
3 SOLD 87 SHS 5/20/11 - @ 18 20	KEPPEL CORP LTD-SPONS ADR -	/ /	2/3/09	1,583.36	(87.00)	-	1,583.36	-	(1,583.36)	
3 SOLD 324 SHS 05/10/11 - @ 33 0831	BT GROUP PLC-SPON ADR -	5/10/11	4/15/11	10,647.05	(322.00)	(9,100.47)	10,647.05	(9,100.47)	(1,546.58)	
3 SOLD 224 SHS 05/10/11 - @ 27 9305	VALE SA-SP PREF ADR -	5/10/11	9/29/10	6,251.30	(224.00)	(4,723.30)	6,251.30	(4,723.30)	(1,528.00)	
3 SOLD 70 SHS 05/10/11 - @ 62 2	BOC HONG KONG HLDS-SPONS ADR -	5/10/11	9/16/09	4,348.91	(70.00)	(2,823.70)	4,348.91	(2,823.70)	(1,525.21)	
3 SOLD 166 SHS 05/10/11 - @ 42 8156	UNITED NATURAL FOODS INC -	5/10/11	5/6/10	7,101.75	(166.00)	(5,603.39)	7,101.75	(5,603.39)	(1,498.36)	
3 SOLD 279 SHS 05/10/11 - @ 45 3605	JP MORGAN CHASE COM -	5/10/11	4/30/10	12,649.75	(279.00)	(11,166.47)	12,649.75	(11,166.47)	(1,483.28)	
3 SOLD 46 SHS 05/02/11 - @ 58 5632	NORDSON CORP -	5/10/11	9/17/08	2,599.55	(46.00)	(1,125.81)	2,599.55	(1,125.81)	(1,473.74)	
3 SOLD 49 SHS 05/10/11 - @ 88 95	IHS INC-CLASS A -	5/10/11	12/9/10	4,353.46	(49.00)	(2,891.62)	4,353.46	(2,891.62)	(1,461.84)	
3 SOLD 658 SHS 05/10/11 - @ 32 953	ENCANA CORPORATION -	5/10/11	12/22/10	21,672.78	(658.00)	(20,249.73)	21,672.78	(20,249.73)	(1,423.05)	
3 SOLD 179 SHS 05/10/11 - @ 36 7056	PLAINS EXPLORATION & PRODUCT -	5/10/11	6/10/10	6,564.67	(179.00)	(5,178.08)	6,564.67	(5,178.08)	(1,386.59)	
3 SOLD 299 SHS 05/10/11 - @ 36 2001	TIME WARNER INC -	5/10/11	6/22/10	10,818.12	(299.00)	(9,434.75)	10,818.12	(9,434.75)	(1,383.37)	
3 SOLD 235 SHS 05/10/11 - @ 66 5001	DOVER CORP -	5/10/11	4/6/11	15,622.21	(235.00)	(14,244.17)	15,622.21	(14,244.17)	(1,378.04)	
3 SOLD 50 SHS 05/02/11 - @ 40 2301	CHICAGO BRIDGE & IRON-NY SHR -	5/2/11	12/10/08	2,008.98	(50.00)	(642.74)	2,008.98	(642.74)	(1,366.22)	
3 SOLD 248 SHS 05/10/11 - @ 21 7005	NUANCE COMMUNICATIONS INC -	5/10/11	5/17/07	5,376.61	(248.00)	(4,013.27)	5,376.61	(4,013.27)	(1,363.34)	
3 SOLD 215 SHS 05/10/11 - @ 32 61	POLARIS INDUSTRIES INC -	5/10/11	11/21/07	2,624.47	(215.00)	(1,262.51)	2,624.47	(1,262.51)	(1,361.96)	
3 SOLD 453 SHS 05/10/11 - @ 14 5326	PRECISION DRILLING CORP -	5/10/11	9/22/09	6,940.29	(453.00)	(5,579.65)	6,940.29	(5,579.65)	(1,360.64)	
3 SOLD 18 SHS 05/10/11 - @ 237 09	CNOOC LTD ADR -	5/10/11	3/15/10	4,262.53	(18.00)	(2,971.47)	4,262.53	(2,971.47)	(1,291.06)	
3 SOLD 123 SHS 05/10/11 - @ 26 66	ZURICH FINANCIAL SVCS-ADR -	5/10/11	2/3/09	3,274.11	(123.00)	(1,983.98)	3,274.11	(1,983.98)	(1,290.13)	
3 SOLD 61 SHS 05/10/11 - @ 50 2101	CABOT MICROELECTRONICS -	5/10/11	5/6/10	3,057.76	(61.00)	(1,773.47)	3,057.76	(1,773.47)	(1,284.29)	
3 SOLD 23750 SHS 05/24/11 - @ 84 22	ISHARES BARCLAYS 1-3 YEAR TR -	5/24/11	5/24/11	1,999,830.34	(23,750.00)	(1,999,550.44)	1,999,830.34	(1,998,950.44)	(1,279.90)	
3 SOLD 261 SHS 05/10/11 - @ 26 8103	MATTEL INC -	5/10/11	6/12/08	6,992.13	(261.00)	(5,733.61)	6,992.13	(5,733.61)	(1,258.52)	
3 SOLD 237 SHS 05/10/11 - @ 59 8305	CELGENE CORP -	5/10/11	4/6/11	14,174.55	(237.00)	(12,932.17)	14,174.55	(12,932.17)	(1,242.38)	
3 SOLD 219 SHS 05/10/11 - @ 25 9605	PETROHAWK ENERGY CORP -	5/10/11	7/19/10	5,680.24	(219.00)	(4,461.84)	5,680.24	(4,461.84)	(1,218.40)	
3 SOLD 99 SHS 05/10/11 - @ 37 94	POWER INTEGRATIONS INC -	5/10/11	5/6/10	3,750.48	(99.00)	(2,555.12)	3,750.48	(2,555.12)	(1,195.36)	
3 SOLD 138 SHS 05/10/11 - @ 47 181	CANON INC-SPONS ADR -	5/10/11	1/17/10	5,491.89	(138.00)	(5,333.82)	5,491.89	(5,333.82)	(1,158.07)	
3 SOLD 75 SHS 05/10/11 - @ 73 3	REGAL BELT CORP -	5/10/11	11/11/10	5,491.89	(75.00)	(4,345.61)	5,491.89	(4,345.61)	(1,146.28)	
3 SOLD 85 SHS 05/10/11 - @ 47 82	ORIX-SPONSORED ADR -	5/10/11	8/24/09	4,059.62	(85.00)	(2,914.38)	4,059.62	(2,914.38)	(1,145.24)	

Investment Security Transactions January 1, 2011 through June 30, 2011

Transaction Description Lines 1 & 2	Security Description Lines 1 & 2	Trade Date	Acq Date	Total Cash	Units	Carrying Value	P&I Cash @ CFB Tr	Securities @ CFB - Cost	Realized Cap (Gain) Loss	(G) or L Investment Realized
3 SOLD 185 SHS 05/10/11 - @ 73 141	ROYAL DUTCH SHELL PLC-ADR -	5/10/11	3/24/11	13,525.83	(185.00)	(12,391.90)	13,525.83	(12,391.90)	(1,133.93)	
3 SOLD 81 SHS 05/10/11 - @ 74 9301	JM SMUCKER CO -	5/10/11	1/13/11	6,064.22	(81.00)	(4,979.27)	6,064.22	(4,979.27)	(1,084.95)	
3 SOLD 168 SHS 05/10/11 - @ 36 88	BNP PARIBAS-ADR -	5/10/11	1/13/11	6,526.71	(168.00)	(5,513.76)	6,526.71	(5,513.76)	(1,012.95)	
3 SOLD 341 SHS 05/10/11 - @ 36 3827	STARBUCKS CORPORATION -	5/10/11	3/30/11	12,400.76	(341.00)	(11,403.09)	12,400.76	(11,403.09)	(997.67)	
3 SOLD 620 SHS 05/10/11 - @ 11 76	INFINEON TECHNOLOGIES-ADR -	5/10/11	2/10/11	7,281.76	(620.00)	(6,290.54)	7,281.76	(6,290.54)	(991.22)	
3 SOLD 128 SHS 05/10/11 - @ 28 8206	RITCHEE BROS AUCTIONEERS INC -	5/10/11	5/6/10	3,683.46	(128.00)	(2,703.12)	3,683.46	(2,703.12)	(980.34)	
3 SOLD 177 SHS 05/10/11 - @ 84 9	LUKOIL-SPON ADR -	5/10/11	4/11/11	7,588.15	(177.00)	(6,607.99)	7,588.15	(6,607.99)	(980.16)	
3 SOLD 129 SHS 05/10/11 - @ 25 922	DEALERTACK HOLDINGS INC -	5/10/11	5/6/10	3,338.37	(129.00)	(2,359.31)	3,338.37	(2,359.31)	(979.06)	
3 SOLD 311 SHS 05/10/11 - @ 20 7227	PRIZER INC - COM	5/10/11	6/2/08	6,439.13	(311.00)	(5,486.32)	6,439.13	(5,486.32)	(952.81)	
3 SOLD 48 SHS 05/10/11 - @ 79 33	TECHNE CORP -	5/10/11	5/6/10	3,802.76	(48.00)	(2,850.40)	3,802.76	(2,850.40)	(952.36)	
3 SOLD 86 SHS 05/10/11 - @ 37 8701	FORRESTER RESEARCH INC -	5/10/11	5/6/10	3,251.76	(86.00)	(2,302.68)	3,251.76	(2,302.68)	(949.08)	
3 SOLD 251 SHS 05/10/11 - @ 28 841	PACKAGING CORP OF AMERICA -	5/10/11	8/27/08	7,233.93	(251.00)	(6,286.73)	7,233.93	(6,286.73)	(947.20)	
3 SOLD 33 SHS 05/10/11 - @ 89 68	QUALITY SYSTEMS INC -	5/10/11	5/6/10	2,954.38	(33.00)	(2,030.37)	2,954.38	(2,030.37)	(924.01)	
3 SOLD 287 SHS 05/10/11 - @ 24 2209	ZIONS BANCORPORATION -	5/10/11	3/14/11	6,945.76	(287.00)	(6,022.39)	6,945.76	(6,022.39)	(923.37)	
3 SOLD 177 SHS 05/10/11 - @ 60 13	NOVARTIS AG-ADR -	5/10/11	2/3/09	10,637.30	(177.00)	(9,749.16)	10,637.30	(9,749.16)	(888.14)	
3 SOLD 50 SHS 05/10/11 - @ 10 119	EQUINIX INC -	5/10/11	12/9/10	5,054.40	(50.00)	(4,181.50)	5,054.40	(4,181.50)	(872.90)	
3 SOLD 42 SHS 05/10/11 - @ 70 59	COSTAR GROUP INC -	5/10/11	5/6/10	2,959.72	(42.00)	(2,100.33)	2,959.72	(2,100.33)	(859.39)	
3 SOLD 79 SHS 05/10/11 - @ 84 37	ROPER INDUSTRIES INC -	5/10/11	4/25/11	6,659.60	(79.00)	(5,807.51)	6,659.60	(5,807.51)	(852.09)	
3 SOLD 139 SHS 05/10/11 - @ 36 3301	HONDA MOTOR CO LTD-SPONS ADR -	5/10/11	2/19/10	5,322.27	(139.00)	(4,491.07)	5,322.27	(4,491.07)	(831.20)	
3 SOLD 113 SHS 05/10/11 - @ 32 6726	UGI CORP -	5/10/11	3/10/10	3,686.42	(113.00)	(2,856.64)	3,686.42	(2,856.64)	(829.78)	
3 SOLD 188 SHS 05/10/11 - @ 33 4278	THORATEC CORP -	5/10/11	1/13/11	5,610.26	(188.00)	(4,803.04)	5,610.26	(4,803.04)	(807.22)	
3 SOLD 182 SHS 05/10/11 - @ 52 6227	BMC SOFTWARE INC -	5/10/11	2/23/11	9,571.64	(182.00)	(8,778.36)	9,571.64	(8,778.36)	(793.28)	
3 SOLD 39 SHS 05/10/11 - @ 50 46	CONCUR TECHNOLOGIES INC -	5/10/11	5/6/10	1,962.90	(39.00)	(1,198.76)	1,962.90	(1,198.76)	(764.14)	
3 SOLD 167 SHS 05/10/11 - @ 21 2501	INTERCONTINENTAL HOTELS-ADR -	5/10/11	8/12/10	3,543.20	(167.00)	(2,787.22)	3,543.20	(2,787.22)	(755.98)	
3 SOLD 110 SHS 05/10/11 - @ 25 1978	BIO-REFERENCE LABS INC -	5/10/11	5/6/10	2,766.20	(110.00)	(2,011.48)	2,766.20	(2,011.48)	(754.72)	
3 SOLD 268 SHS 05/10/11 - @ 29 85	FUJIFILM HOLDINGS CORP-ADR -	5/10/11	4/28/10	7,994.28	(268.00)	(7,262.56)	7,994.28	(7,262.56)	(731.72)	
3 SOLD 953 SHS 05/10/11 - @ 25 582	US BANCORP DEL - COM NEW	5/10/11	3/17/09	24,364.88	(953.00)	(23,643.78)	24,364.88	(23,643.78)	(721.10)	
3 SOLD 142 SHS 05/10/11 - @ 30 6326	THE CHEESECAKE FACTORY -	5/10/11	5/6/10	4,344.24	(142.00)	(3,636.10)	4,344.24	(3,636.10)	(708.14)	
3 SOLD 329 SHS 05/10/11 - @ 18 0105	ANNUAL MTG MGMT INC -	5/10/11	1/11/10	9,918.75	(329.00)	(9,213.27)	9,918.75	(9,213.27)	(705.48)	
3 SOLD 219 SHS 05/10/11 - @ 45 1726	URS CORP -	5/10/11	1/10/11	9,887.11	(219.00)	(9,195.62)	9,887.11	(9,195.62)	(691.49)	
3 SOLD 124 SHS 05/10/11 - @ 18 2278	NEWPORT CORP -	5/10/11	5/6/10	2,547.70	(124.00)	(1,568.67)	2,547.70	(1,568.67)	(986.03)	
3 SOLD 98 SHS 05/10/11 - @ 95 75	3M CO - COM	5/10/11	3/30/11	9,377.81	(98.00)	(8,705.03)	9,377.81	(8,705.03)	(672.78)	
3 SOLD 227 SHS 05/10/11 - @ 43 2301	WALGREEN CO -	5/10/11	3/25/11	9,821.66	(227.00)	(9,179.94)	9,821.66	(9,179.94)	(641.72)	
3 SOLD 23 SHS 05/10/11 - @ 76 9938	COGNIZANT TECH SOLUTIONS-A -	5/4/11	4/20/10	1,769.68	(23.00)	(1,218.31)	1,769.68	(1,218.31)	(551.37)	
3 SOLD 12 SHS 05/02/11 - @ 60 3102	TRACTOR SUPPLY RETAIL -	5/2/11	7/8/08	723.10	(12.00)	(715.76)	723.10	(715.76)	(547.34)	
3 SOLD 50 SHS 05/10/11 - @ 73 4501	ROYAL DUTCH SHELL PLC -	5/10/11	1/23/10	3,667.43	(50.00)	(3,121.99)	3,667.43	(3,121.99)	(545.44)	
3 SOLD 338 SHS 05/10/11 - @ 19 14	NISSAN MOTOR CO LTD-SPON ADR -	5/10/11	12/17/10	6,462.43	(338.00)	(5,967.06)	6,462.43	(5,967.06)	(495.37)	
3 SOLD 69 SHS 05/10/11 - @ 41 92	FARO TECHNOLOGIES INC -	5/10/11	5/6/10	2,887.42	(69.00)	(2,421.86)	2,887.42	(2,421.86)	(465.56)	
3 SOLD 248 SHS 05/10/11 - @ 44 8801	NUCOR CORP - COM	5/10/11	2/22/10	11,169.92	(248.00)	(10,709.89)	11,169.92	(10,709.89)	(460.03)	
3 SOLD 167 SHS 05/10/11 - @ 20 25	BEACON ROOFING SUPPLY INC -	5/10/11	5/6/10	3,781.67	(167.00)	(3,324.47)	3,781.67	(3,324.47)	(457.20)	
3 SOLD 123 SHS 05/10/11 - @ 47 3427	DOMINION RES INC VA NEW -	5/10/11	8/20/10	5,817.53	(123.00)	(5,367.07)	5,817.53	(5,367.07)	(450.46)	
3 SOLD 390 SHS 05/10/11 - @ 39 3527	DR PEPPER SNAPPLE GROUP INC -	5/10/11	4/6/11	15,341.40	(390.00)	(14,919.89)	15,341.40	(14,919.89)	(421.51)	
3 SOLD 168 SHS 05/10/11 - @ 19 2526	UBS -	5/10/11	8/27/10	3,228.87	(168.00)	(2,811.13)	3,228.87	(2,811.13)	(417.74)	
3 SOLD 73 SHS 05/10/11 - @ 83 75	L3 COMMUNICATIONS HLDG -	5/10/11	3/14/11	6,108.63	(73.00)	(5,698.34)	6,108.63	(5,698.34)	(410.29)	
3 SOLD 155 SHS 05/10/11 - @ 27 7526	HUMAN GENOME SCIENCES INC -	5/10/11	3/14/11	4,296.06	(155.00)	(3,888.24)	4,296.06	(3,888.24)	(407.82)	
3 SOLD 217 SHS 05/10/11 - @ 25 7705	GAMESTOP CORP-CLASS A -	5/10/11	2/14/11	5,587.09	(217.00)	(5,212.02)	5,587.09	(5,212.02)	(375.07)	
3 SOLD 231 SHS 05/10/11 - @ 27 8405	VODAFONE GROUP PLC NEW - SP ADR	5/10/11	3/10/11	6,426.03	(231.00)	(6,056.47)	6,426.03	(6,056.47)	(369.56)	
3 SOLD 66 SHS 05/10/11 - @ 56 53	HITACHI LTD-ADR -	5/10/11	3/25/11	3,725.90	(66.00)	(3,374.42)	3,725.90	(3,374.42)	(351.48)	
3 SOLD 185 SHS 05/10/11 - @ 36 9026	ROGERS COMMUNICATIONS INC-B -	5/10/11	1/22/10	6,821.34	(185.00)	(6,472.71)	6,821.34	(6,472.71)	(348.63)	
3 SOLD 147 SHS 05/10/11 - @ 10 58	ECHOLON CORP - COM	5/10/11	5/6/10	1,549.73	(147.00)	(1,236.60)	1,549.73	(1,236.60)	(313.13)	
3 SOLD 7500 05/11/11 - @ 100 4	MORGAN STANLEY-STEP UP - 4.000% DUE 07/30/20	5/11/11	7/27/10	75,300.00	(75,000.00)	(75,000.00)	75,300.00	(75,000.00)	(300.00)	
3 SOLD 93 SHS 05/10/11 - @ 48 67	LAM RESEARCH CORP -	5/10/11	1/11/10	4,521.22	(93.00)	(4,222.10)	4,521.22	(4,222.10)	(299.12)	
3 SOLD 4 SHS 05/04/11 - @ 170 39	INTERNATIONAL BUSINESS MACHS - COM	5/4/11	1/12/07	681.46	(4.00)	(397.92)	681.46	(397.92)	(283.54)	
3 SOLD 246 SHS 05/10/11 - @ 18 3026	BARCLAYS PLC-SPONS ADR -	5/10/11	8/24/09	4,496.85	(246.00)	(4,272.30)	4,496.85	(4,272.30)	(224.55)	
3 SOLD 155 SHS 05/10/11 - @ 29 7126	SKYWORKS SOLUTIONS INC -	5/10/11	4/25/11	4,599.86	(155.00)	(4,379.62)	4,599.86	(4,379.62)	(220.24)	
3 SOLD 9 SHS 05/02/11 - @ 109 3355	AFFILIATED MANAGERS GROUP -	5/2/11	7/8/08	983.55	(9.00)	(765.50)	983.55	(765.50)	(218.05)	

**Investment Security Transactions January 1, 2011 through June 30, 2011**

Transaction Description Lines 1 & 2	Security Description Lines 1 & 2	Trade Date	Acq Date	Total Cash	Units	Carrying Value	P&I Cash @ CFB Tr	Securities @ CFB - Cost	Realized Cap (Gain) Loss	(G) or L Investment Realized
3 SOLD 59 SHS 05/02/11 - @ 18 5902	NEWPORT CORP -	5/2/11	10/17/07	1,093.84	(59.00)	(891.85)	1,093.84	(891.85)	(201.99)	
3 SOLD 167 SHS 05/10/11 - @ 16 2027	KIMBERLY CLARK CORP - COM	5/10/11	6/12/08	6,849.04	(102.00)	(6,873.00)	6,849.04	(6,873.00)	(176.04)	
3 SOLD 102 SHS 05/10/11 - @ 28 05	TOKIO MARINE HOLDINGS -ADR -	5/10/11	2/3/09	4,679.26	(167.00)	(4,510.67)	4,679.26	(4,510.67)	(168.59)	
3 SOLD 174 SHS 05/10/11 - @ 30 4515	BRINK'S CO/THE -	5/10/11	4/8/11	5,293.45	(174.00)	(5,127.66)	5,293.45	(5,127.66)	(165.79)	
3 SOLD 106 SHS 05/10/11 - @ 34 2152	VERINT SYSTEMS INC -	5/10/11	5/6/10	3,621.24	(106.00)	(3,459.26)	3,621.24	(3,459.26)	(161.98)	
3 SOLD 76 SHS 05/10/11 - @ 34 55	LVMH MOET HENNESSY-UNSP ADR -	5/10/11	1/19/10	2,620.74	(76.00)	(2,466.20)	2,620.74	(2,466.20)	(154.54)	
3 SOLD 68 SHS 05/10/11 - @ 32 56	FORWARD AIR CORPORATION -	5/10/11	5/6/10	2,241.59	(69.00)	(2,093.36)	2,241.59	(2,093.36)	(148.23)	
3 SOLD 75 SHS 05/10/11 - @ 70 77	ALBEIMARLE CORP -	5/10/11	4/25/11	5,302.64	(75.00)	(5,154.74)	5,302.64	(5,154.74)	(147.90)	
3 SOLD 96 SHS 05/10/11 - @ 43 84	NIH HOLDINGS INC -	5/10/11	1/11/10	4,203.55	(96.00)	(4,056.84)	4,203.55	(4,056.84)	(146.71)	
3 SOLD 264 SHS 05/10/11 - @ 14 77	KONIKLIJKE KPN NV-SP ADR -	5/10/11	2/3/09	3,893.92	(264.00)	(3,748.80)	3,893.92	(3,748.80)	(145.12)	
3 SOLD 66 SHS 05/10/11 - @ 37 92	CASS INFORMATION SYSTEMS INC -	5/10/11	5/6/10	2,497.67	(66.00)	(2,354.69)	2,497.67	(2,354.69)	(142.98)	
3 SOLD 206 SHS 05/10/11 - @ 17 0805	TTM TECHNOLOGIES -	5/10/11	4/25/11	3,513.51	(206.00)	(3,383.49)	3,513.51	(3,383.49)	(130.02)	
3 SOLD 14900 SHS 05/11/11 - @ 84 18	ISHARES BARCLAYS 1-3 YEAR TR -	5/11/11	5/10/11	1,254,034.41	(14,900.00)	(1,253,905.03)	1,254,034.41	(1,253,905.03)	(129.38)	
3 SOLD 44 SHS 05/10/11 - @ 73 47	HENRY SCHEIN INC -	5/10/11	4/25/11	3,227.61	(44.00)	(3,103.75)	3,227.61	(3,103.75)	(123.86)	
3 SOLD 230 SHS 05/10/11 - @ 14 2005	TURKCELL ILETISIM HIZMET-ADR -	5/10/11	2/3/09	3,261.05	(230.00)	(3,139.50)	3,261.05	(3,139.50)	(121.55)	
3 SOLD 42 SHS 05/10/11 - @ 80 21	BHP BILLITON PLC-ADR -	5/10/11	1/19/10	3,363.75	(42.00)	(3,249.11)	3,363.75	(3,249.11)	(114.64)	
3 SOLD 263 SHS 05/10/11 - @ 23 6725	TOWER GROUP INC -	5/10/11	3/14/11	6,220.49	(263.00)	(6,120.59)	6,220.49	(6,120.59)	(99.90)	
3 SOLD 85 SHS 05/10/11 - @ 28 73	CONSTANT CONTACT INC -	5/10/11	5/6/10	1,732.41	(85.00)	(1,648.46)	1,732.41	(1,648.46)	(83.95)	
3 SOLD 60 SHS 05/10/11 - @ 53 56	HSBC HOLDINGS PLC-SPONS ADR -	5/10/11	10/12/10	3,208.53	(60.00)	(3,157.80)	3,208.53	(3,157.80)	(50.73)	
3 SOLD 82 SHS 05/10/11 - @ 28 1601	ABAXIS INC -	5/10/11	5/6/10	2,304.08	(82.00)	(2,262.44)	2,304.08	(2,262.44)	(41.64)	
3 SOLD 69 SHS 05/10/11 - @ 31 05	TELVENT GIT SA -	5/10/11	5/6/10	2,137.40	(69.00)	(2,116.64)	2,137.40	(2,116.64)	(20.76)	
CASH-IN-LIEU OF FRACTIONAL SHARES -										
9 @ 18 20	KEPPEL CORP LTD-SPONS ADR -	//	2/3/09	12.74	(0.70)	-	12.74	-	(12.74)	
3 SOLD 147 SHS 05/10/11 - @ 28 6252	CARTER'S INC -	5/10/11	10/15/10	4,202.31	(147.00)	(4,196.65)	4,202.31	(4,196.65)	(5.66)	
3 SOLD 10000 SHS 05/10/11 - @ 1	DWS MARKET SERIES MANAGED SHARES -	5/10/11	1/16/07	100,000.00	(100,000.00)	(100,000.00)	100,000.00	(100,000.00)	-	
STOCK DIVIDEND RATIO 10% - EX										
9 DATE 4/26/11 RECORD DATE 04/28/11	KEPPEL CORP LTD-SPONS ADR -	//	//	-	87.70	-	-	-	-	
3 SOLD 139 SHS 05/10/11 - @ 33 1704	EATON VANCE CORP -	5/10/11	2/14/11	4,605.10	(139.00)	(4,616.16)	4,605.10	(4,616.16)	11.06	
3 SOLD 197 SHS 05/10/11 - @ 20 5405	ALLSCRIPTS HEALTHCARE - SOLUTIONS	5/10/11	5/6/10	4,041.40	(197.00)	(4,065.85)	4,041.40	(4,065.85)	24.45	
3 SOLD 11 SHS 05/02/11 - @ 44 8781	KOPPERS HOLDINGS INC -	5/2/11	6/9/08	493.10	(11.00)	(537.94)	493.10	(537.94)	44.84	
3 SOLD 80 SHS 05/10/11 - @ 87 22	M & T BANK CORP -	5/10/11	3/25/11	6,972.46	(80.00)	(7,019.58)	6,972.46	(7,019.58)	47.12	
3 SOLD 99 SHS 05/10/11 - @ 33 15	REPSOL YPF SA-SPONSORED ADR -	5/10/11	4/15/11	3,276.78	(99.00)	(3,332.34)	3,276.78	(3,332.34)	55.56	
3 SOLD 453 SHS 05/10/11 - @ 14 49	ALLIANZ AG -	5/10/11	11/21/07	6,544.78	(453.00)	(6,620.04)	6,544.78	(6,620.04)	65.26	
3 SOLD 18 SHS 05/02/11 - @ 38 0301	ARCH CHEMICALS INC -	5/2/11	5/2/11	683.62	(18.00)	(752.10)	683.62	(752.10)	68.48	
3 SOLD 1731 SHS 05/10/11 - @ 3 9417	CHIMERA INVESTMENT CORP -	5/10/11	4/25/11	6,796.97	(173.00)	(6,872.07)	6,796.97	(6,872.07)	75.10	
3 SOLD 88 SHS 05/10/11 - @ 22 53	MOBILE MINI INC -	5/10/11	5/6/10	1,977.10	(88.00)	(2,075.75)	1,977.10	(2,075.75)	98.65	
3 SOLD 126 SHS 05/10/11 - @ 34 8426	RIVERBED TECHNOLOGY INC -	5/10/11	12/17/10	4,384.58	(126.00)	(4,527.17)	4,384.58	(4,527.17)	142.59	
3 SOLD 52 SHS 05/10/11 - @ 59 53	ANHEUSER-BUSCH INBEV SPN ADR -	5/10/11	10/18/10	3,090.50	(52.00)	(3,236.48)	3,090.50	(3,236.48)	145.98	
3 SOLD 78 SHS 05/10/11 - @ 12 38	RUDOLPH TECHNOLOGIES INC -	5/10/11	5/6/10	960.62	(78.00)	(1,130.28)	960.62	(1,130.28)	169.66	
3 SOLD 282 SHS 05/10/11 - @ 35 9801	ARCH CHEMICALS INC -	5/10/11	2/28/11	10,140.55	(282.00)	(10,312.16)	10,140.55	(10,312.16)	171.61	
3 SOLD 106 SHS 05/10/11 - @ 39 6226	SANOFI-AVENTIS-ADR -	5/10/11	6/25/07	4,194.41	(106.00)	(4,194.41)	4,194.41	(4,194.41)	172.73	
3 SOLD 59 SHS 05/10/11 - @ 16 4801	MEDTOX SCIENTIFIC INC -	5/10/11	5/6/10	967.31	(59.00)	(1,150.58)	967.31	(1,150.58)	183.27	
3 SOLD 401 SHS 05/10/11 - @ 12 8726	FIFTH THIRD BANCORP -	5/10/11	1/11/10	5,155.79	(401.00)	(5,345.09)	5,155.79	(5,345.09)	189.30	
3 SOLD 138 SHS 05/10/11 - @ 20 14	CENTRICA PLC-SP ADR -	5/10/11	9/17/10	2,774.26	(138.00)	(2,969.76)	2,774.26	(2,969.76)	195.50	
3 SOLD 79 SHS 05/10/11 - @ 56 69	HOSPIRA INC -	5/10/11	1/11/10	4,473.42	(79.00)	(4,673.64)	4,473.42	(4,673.64)	200.22	
ADJUST COST BASIS FOR RETURN OF -										
9 CAPITAL RECEIVED 4/18/11 IN A/C	ZURICH FINANCIAL SVCS-ADR -	//	//	-	-	(225.10)	-	(225.10)	225.10	
3 SOLD 146 SHS 05/10/11 - @ 7 57	GUIDANCE SOFTWARE INC -	5/10/11	5/6/10	1,099.69	(146.00)	(1,347.97)	1,099.69	(1,347.97)	248.28	
3 SOLD 518 SHS 05/10/11 - @ 12 38	SOCIETE GENERALE-SPONS ADR -	5/10/11	9/17/10	6,402.35	(518.00)	(6,661.84)	6,402.35	(6,661.84)	259.49	
3 SOLD 120 SHS 05/10/11 - @ 42 7978	STANCORP FINANCIAL GRP -	5/10/11	1/13/11	5,130.14	(120.00)	(5,395.28)	5,130.14	(5,395.28)	265.14	
3 SOLD 80 SHS 05/10/11 - @ 2 18	NAPCO SECURITY TECHNOLOGIES -	5/10/11	2/20/08	168.89	(80.00)	(442.38)	168.89	(442.38)	273.49	
3 SOLD 59 SHS 05/10/11 - @ 17 8001	UNIVERSAL TECHNICAL INST INC -	5/10/11	5/6/10	1,033.39	(59.00)	(1,335.34)	1,033.39	(1,335.34)	301.95	
3 SOLD 297 SHS 05/10/11 - @ 11 5152	DIGI INTL INC - COM	5/10/11	5/6/10	3,414.44	(297.00)	(3,840.42)	3,414.44	(3,840.42)	425.98	
3 SOLD 25 SHS 05/10/11 - @ 31 12	USANA HEALTH SCIENCES INC -	5/10/11	5/6/10	772.98	(25.00)	(1,221.90)	772.98	(1,221.90)	448.92	
3 SOLD 266 SHS 05/10/11 - @ 8 8805	INNERWORKINGS INC -	5/10/11	5/6/10	2,356.84	(266.00)	(2,818.62)	2,356.84	(2,818.62)	461.78	
3 SOLD 133 SHS 05/10/11 - @ 51 3401	ASTRAZENECA -	5/10/11	5/22/07	6,823.09	(133.00)	(7,328.91)	6,823.09	(7,328.91)	505.82	



**Carolina First Foundation**  
**Form 990 PF - TIN 57-1077098**

**Part XV, Item 3a - Grants and Contributions Paid**

Recipient Name and Address	Purpose	Amount
Clemson University Foundation, Clemson, SC	Equipment for ICAR for CGEC	150,000
Greater Greenville Chamber of Commerce Foundation, Greenville, SC	Carolina first Center for Excellence	10,000
Greenville Symphony (Orchestra) Association, Greenville, SC	Education Outreach for Children	20,000
Peace Center Foundation, Greenville, SC	Peace Outreach Programs (POPs!)	20,000
Piedmont Technical College Foundation, Greenwood, SC	Center for Creative Economies	15,000
Rural Mission, Inc., Charleston, SC	It All Starts with a Decent Home	20,000
Salvation Army, Greenville, SC	Ray & Joan Kroc Center	20,000
South Carolina Foundation for Educational Administration - SCASA, Columbia, SC	Carolina First Palmetto's Finest School Awards 2011	20,000
St Francis Catholic High School, Gainesville, FL	Phrase II Development	5,000
YMCA of Greenville, Greenville, SC	Rebuild the Cleveland St Family YMCA	20,000
SC State Museum Foundation, Columbia, SC	Windows to New Worlds	20,000
Broward Performing Arts Foundation, Inc., Ft. Lauderdale, FL	Reading Readiness Through the Theater	5,000
Charleston Area Community Development Corporation	Financial Management and Home Buyer Education	20,000
Goodwill Industries of Upstate/Midlands SC, Inc., Greenville, SC	Goodwill Job Training Programs	20,000
Mountain Housing Opportunities, Inc , Asheville, NC	The Family-to-Family Furnace Fund	5,000
SC Children's Theater, Greenville, SC	KnowWay	2,500
Carolina Piedmont Foundation, Spartanburg, SC	George D Johnson, Jr, College of Business	25,000
Hospice of Laurens County, Laurens, SC	Hospice House	10,000
Presbyterian College, Clinton, SC	Visual Arts Bldg or TDCF Endowed Scholarship Fund	40,000
Charleston Promise Neighborhood Fund, Charleston, SC	Achieving Classroom Excellence	10,000
Rotary Charity Foundation, Jacksonville, FL	Rotary Centennial Immunization Mobile Health Unit	2,500
St. Anthony of Padua Catholic School, Greenville, SC	Weaving A Brighter Future	20,000
SC Aquarium, Charleston, SC	The Structured School Program	10,000
South Carolina Foundation for Educational Administration - SCASA, Columbia, SC	TD Bank Palmetto's Finest Schools Awards 2012	20,000
Sterling Hope Center, Greenville, SC	Summer Enrichment - 2011	2,500
Upcountry History Museum, Greenville, SC	Mud, Sweat and Cheers Exhibit	10,000
YMCA of Greenville - Greenville Hospital System (GHS) Family YMCA, Greenville, SC	Y Enrichment	20,000
<b>Grants Paid to 501(c)(3) Public Charity Organizations</b>		<b>542,500</b>
Center for Scholarship Administration, Taylors, SC, the independent administrator of the Carolina First Bank Employee Dependent Scholarships Program	Approved 15 scholarships at up to \$3K each, recipients only qualified for payment of \$36,760	36,760
<b>Total Grants and Scholarships Paid</b>		<b>579,260</b>

**Carolina First Foundation**  
**Form 990 PF - TIN 57-1077098**

**Part XV, Item 3a - Grants and Contributions Payable**

Recipient	Purpose	Year Payable						Total
		2011	2012	2013	2014	2015	2016	
Carolina Piedmont Foundation, Spartanburg, SC	George D Johnson, Jr, College of Business		25,000					25,000
Clemson University Foundation, Clemson, SC	Equipment for ICAR for CGEC		150,000	150,000	150,000	150,000	150,000	750,000
College of Charleston Foundation, Charleston, SC	4th Century Initiative (4CI)	100,000	100,000	100,000	100,000	100,000		500,000
Greenville County Museum of Art, Greenville, SC	Jasper Johns Collection	200,000						200,000
Hospice of Laurens County, Laurens, SC	Hospice House		10,000					10,000
Meyer Center for Special Children, Greenville, SC	Just People Helping People	10,000						10,000
<b>Grants to 501(c)(3) Public Charities</b>		<b>310,000</b>	<b>285,000</b>	<b>250,000</b>	<b>250,000</b>	<b>250,000</b>	<b>150,000</b>	<b>1,495,000</b>
The above payables were assumed by state statutory merger of Carolina First Foundation into the TD Charitable Foundation								

## Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **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
- 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](http://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

<b>Type or print</b>	Name of exempt organization <b>Carolina First Foundation</b>	Employer identification number <b>57-1077098</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>One Portland Square, P.O. Box 9540</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Portland, ME 04112-9540</b>	

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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**Elizabeth K. Warn**

- The books are in the care of ▶ **One Portland Square - Portland, ME 04101**  
Telephone No ▶ **207-761-8766** 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 **February 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
 ▶  calendar year \_\_\_\_\_ or  
 ▶  tax year beginning **JAN 1, 2011**, and ending **JUN 30, 2011**

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	\$ <b>19,931.</b>
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	\$ <b>8,931.</b>
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	\$ <b>11,000.</b>

**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.

LHA 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

**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).

<b>Part II</b>		<b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).	
Type or print  File by the extended due date for filing your return. See instructions	Name of exempt organization	Employer identification number	
	Carolina First Foundation	57-1077098	
	Number, street, and room or suite no. If a P.O. box, see instructions. One Portland Square, P.O. Box 9540		
City, town or post office, state, and ZIP code. For a foreign address, see instructions. Portland, ME 04112-9540			

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 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.**

Elizabeth K. Warn

• The books are in the care of  One Portland Square - Portland, ME 04101  
Telephone No.  207-761-8766 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.

- I request an additional 3-month extension of time until May 15, 2012.
- For calendar year \_\_\_\_\_, or other tax year beginning JAN 1, 2011, and ending JUN 30, 2011.
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension  
Information from third parties has not yet been received. Therefore, additional time is necessary to file a complete and accurate return.

<b>8a</b> 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.	<b>8a</b>	\$	19,931.
<b>b</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.	<b>8b</b>	\$	19,931.
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	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  Barbara J. McCuan Title  CPA Date  02/10/2012