Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning AUG 1, 2010 , and ending JUL 31, 2011

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Name of foundation: BRODY BROTHERS FOUNDATION

A Employer identification number: 56-0858144

Number and street (or P O box number if mail is not delivered to street address): 530 SE GREENVILLE BLVD — Room/suite: 200

B Telephone number: 252-353-2141

City or town, state, and ZIP code: GREENVILLE, NC 27858

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 3,604,610.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	32,869.	32,869.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	76,601.			
	b Gross sales price for all assets on line 6a 1,857,812.				
	7 Capital gain net income (from Part IV, line 2)		76,601.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	530.	530.	0.	STATEMENT 2
	12 **Total.** Add lines 1 through 11	110,000.	110,000.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	750.	750.	0.	0.
	b Accounting fees STMT 4	7,275.	7,275.	0.	0.
	c Other professional fees STMT 5	23,092.	23,092.	0.	0.
	17 Interest				
	18 Taxes STMT 6	3,449.	3,449.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	25.	25.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	34,591.	34,591.	0.	0.
	25 Contributions, gifts, grants paid	14,850.			14,850.
	26 **Total expenses and disbursements.** Add lines 24 and 25	49,441.	34,591.	0.	14,850.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	60,559.			
	b **Net investment income** (if negative, enter -0-)		75,409.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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10401214 786700 4400-5030 2010.05020 BRODY BROTHERS FOUNDATION 4400-521

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	139,562.	317,126.	317,126.
	3 Accounts receivable ▶ 41,086.			
	Less: allowance for doubtful accounts ▶	14,050.	41,086.	41,086.
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	3,033,281.	2,928,951.	3,246,398.
	c Investments - corporate bonds			
	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 ▶)			
	16 **Total assets** (to be completed by all filers)	3,186,893.	3,287,163.	3,604,610.
Liabilities	17 Accounts payable and accrued expenses	364.	40,137.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	364.	40,137.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	407,356.	407,356.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,779,173.	2,839,670.	
	30 **Total net assets or fund balances**	3,186,529.	3,247,026.	
	31 **Total liabilities and net assets/fund balances**	3,186,893.	3,287,163.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,186,529.
2	Enter amount from Part I, line 27a	2	60,559.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,247,088.
5	Decreases not included in line 2 (itemize) ▶ PRIOR YEAR ADJUSTMENT	5	62.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,247,026.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,857,812.		1,781,211.	76,601.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				76,601.

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** 76,601.

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))
2009	478,900.	3,382,162.	.141596
2008	441,326.	3,412,133.	.129340
2007	427,055.	5,261,596.	.081165
2006	295,470.	5,437,826.	.054336
2005	531,748.	5,350,292.	.099387

2	**Total** of line 1, column (d)	2	.505824
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	.101165
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,375,668.
5	Multiply line 4 by line 3	5	341,499.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	754.
7	Add lines 5 and 6	7	342,253.
8	Enter qualifying distributions from Part XII, line 4	8	14,850.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,508.
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	1,508.
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	1,508.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	9.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,517.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HYMAN BRODY Telephone no. ▶ 252-353-2141

Located at ▶ 530 SE GREENVILLE BLVD, SUITE 200, GREENVILLE, NC ZIP+4 ▶ 27858

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see 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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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)? N/A | 5b | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
DAVID BRODY 1200 SWEETBRIAR CIRCLE KINSTON, NC 28501	PRESIDENT 1.00	0.	0.	0.
HYMAN J. BRODY 530 GREENVILLE BLVD SE SUITE 200 GREENVILLE, NC 27858	VICE PRESIDENT 1.00	0.	0.	0.
STACY C. BRODY 530 GREENVILLE BLVD SE SUITE 200 GREENVILLE, NC 27858	TREASURER 1.00	0.	0.	0.
LAURA C. BRODY 1200 SWEETBRIAR CIRCLE KINSTON, NC 28501	SECRETARY 1.00	0.	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	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2010)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,209,480.
b	Average of monthly cash balances	1b	217,594.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,427,074.
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	3,427,074.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,406.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,375,668.
6	**Minimum investment return.** Enter 5% of line 5	6	168,783.

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	168,783.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,508.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,508.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	167,275.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	167,275.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	167,275.

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	14,850.
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	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	14,850.
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	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	14,850.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				167,275.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 274,289.				
b From 2006 33,055.				
c From 2007 171,314.				
d From 2008 271,667.				
e From 2009 310,155.				
f **Total** of lines 3a through e	1,060,480.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 14,850.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				14,850.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	152,425.			152,425.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	908,055.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	121,864.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	786,191.			
10 Analysis of line 9:				
a Excess from 2006 33,055.				
b Excess from 2007 171,314.				
c Excess from 2008 271,667.				
d Excess from 2009 310,155.				
e Excess from 2010				

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 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 the instructions.)

1 **Information Regarding Foundation Managers:**

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

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)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 9				
Total			▶ 3a	14,850.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	32,869.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	530.	
8 Gain or (loss) from sales of assets other than inventory			18	76,601.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		110,000.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 110,000.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 12/15/2011 Title: President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TERRAY F. SUGGS, CPA	Terray F. Suggs CPA	12-14-11		

Firm's name ▶ TERRAY SUGGS, P.A. | Firm's EIN ▶

Firm's address ▶ 609 S. FRANKLIN ST. WHITEVILLE, NC 28472 | Phone no. (910)641-0105

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ABB LTD SPONSORED ADR	P	03/10/09	01/05/11
b	ABB LTD SPONSORED ADR	P	03/10/09	01/06/11
c	ABB LTD SPONSORED ADR	P	02/17/10	06/06/11
d	ABB LTD SPONSORED ADR	P	02/16/10	06/06/11
e	ABB LTD SPONSORED ADR	P	03/10/09	06/06/11
f	ACCENTURE PLC IRELAND CLASS SHS ISIN#IE00B4BNMY3	P	08/14/09	07/15/11
g	AFLAC INC	P	03/19/09	05/18/11
h	AFLAC INC	P	03/19/09	05/20/11
i	AKAMAI TECHNOLOGIES INC COM	P	05/26/09	08/20/10
j	AKAMAI TECHNOLOGIES INC COM	P	05/26/09	11/08/10
k	ALCATEL LUCENT SPON ADR	P	09/18/07	02/03/11
l	ALCATEL LUCENT SPON ADR	P	09/14/07	02/03/11
m	ALCATEL LUCENT SPON ADR	P	05/17/07	02/03/11
n	ALCATEL LUCENT SPON ADR	P	02/18/10	02/15/11
o	ALCATEL LUCENT SPON ADR	P	09/18/07	02/15/11

	(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	1,530.		876.	654.
b	1,520.		886.	634.
c	1,564.		1,107.	457.
d	1,564.		1,097.	467.
e	1,825.		886.	939.
f	13,151.		7,834.	5,317.
g	12,471.		5,173.	7,298.
h	31,445.		13,089.	18,356.
i	2,367.		1,079.	1,288.
j	7,820.		3,128.	4,692.
k	504.		1,334.	<830.>
l	1,002.		2,716.	<1,714.>
m	2,051.		8,204.	<6,153.>
n	155.		96.	59.
o	1,021.		1,978.	<957.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				654.
b				634.
c				457.
d				467.
e				939.
f				5,317.
g				7,298.
h				18,356.
i				1,288.
j				4,692.
k				<830.>
l				<1,714.>
m				<6,153.>
n				59.
o				<957.>

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ALCATEL LUCENT SPON ADR	P	02/18/10	02/23/11
b	ALLEGHENY ENERGY INC COM STOCK MGR EFF 2/25/11 1	P	06/07/06	10/06/10
c	ALLEGHENY ENERGY INC COM STOCK MGR EFF 2/25/11 1	P	06/07/06	10/18/10
d	ALLEGHENY ENERGY INC COM STOCK MGR EFF 2/25/11 1	P	06/07/06	10/26/10
e	ALUMINA LTD SPONSORED ADR	P	11/20/07	10/11/10
f	ALUMINA LTD SPONSORED ADR	P	08/07/06	10/11/10
g	ALUMINA LTD SPONSORED ADR	P	05/19/06	10/11/10
h	ALUMINA LTD SPONSORED ADR	P	05/19/10	01/10/11
i	ALUMINA LTD SPONSORED ADR	P	11/20/07	01/10/11
j	ANGLO AMERN PLC ADR NEW	P	10/24/08	09/28/10
k	ANGLO AMERN PLC ADR NEW	P	08/13/08	09/28/10
l	ANGLO AMERN PLC ADR NEW	P	10/24/08	10/11/10
m	ANGLO AMERN PLC ADR NEW	P	10/24/08	10/12/10
n	ANGLO AMERN PLC ADR NEW	P	10/24/08	10/13/10
o	ANGLO AMERN PLC ADR NEW	P	10/24/08	10/21/10

	(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	3,534.		2,140.	1,394.
b	1,415.		2,108.	<693.>
c	2,799.		4,108.	<1,309.>
d	1,516.		2,399.	<883.>
e	112.		329.	<217.>
f	312.		766.	<454.>
g	408.		1,128.	<720.>
h	70.		39.	31.
i	828.		1,952.	<1,124.>
j	2,261.		1,088.	1,173.
k	1,401.		1,866.	<465.>
l	910.		405.	505.
m	731.		328.	403.
n	227.		96.	131.
o	1,613.		674.	939.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1,394.
b				<693.>
c				<1,309.>
d				<883.>
e				<217.>
f				<454.>
g				<720.>
h				31.
i				<1,124.>
j				1,173.
k				<465.>
l				505.
m				403.
n				131.
o				939.

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ANGLO AMERN PLC ADR NEW	P	04/07/09	11/15/10
b	ANGLO AMERN PLC ADR NEW	P	10/24/08	11/15/10
c	ANGLO AMERN PLC ADR NEW	P	04/07/09	02/03/11
d	ANGLO AMERN PLC ADR NEW	P	04/08/09	03/09/11
e	ANGLO AMERN PLC ADR NEW	P	04/07/09	03/09/11
f	ANGLO AMERN PLC ADR NEW	P	04/08/09	03/10/11
g	ASTRAZENECA PLC SPONSORED ADR	P	10/13/08	08/25/10
h	BARRICK GOLD CORP COM ISIN#CA0679011084	P	04/09/09	12/06/10
i	BARRICK GOLD CORP COM ISIN#CA0679011084	P	09/16/08	12/06/10
j	BARRICK GOLD CORP COM ISIN#CA0679011084	P	08/18/09	04/07/11
k	BARRICK GOLD CORP COM ISIN#CA0679011084	P	04/09/09	04/07/11
l	BAXTER INTL INC COM	P	04/22/10	10/22/10
m	BAXTER INTL INC COM	P	05/26/09	10/22/10
n	BECTON DICKINSON & CO	P	05/26/09	05/13/11
o	BECTON DICKINSON & CO	P	05/26/09	05/18/11

	(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	1,677.		657.	1,020.
b	146.		58.	88.
c	1,822.		666.	1,156.
d	364.		133.	231.
e	546.		200.	346.
f	772.		295.	477.
g	2,991.		2,369.	622.
h	491.		259.	232.
i	382.		188.	194.
j	107.		67.	40.
k	1,934.		1,037.	897.
l	2,807.		2,749.	58.
m	11,738.		11,636.	102.
n	2,744.		2,071.	673.
o	11,534.		8,617.	2,917.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1,020.
b				88.
c				1,156.
d				231.
e				346.
f				477.
g				622.
h				232.
i				194.
j				40.
k				897.
l				58.
m				102.
n				673.
o				2,917.

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BEIJING CAPITAL INTERNATIONAL AIRPORT CO LTD BCI	P	01/17/07	07/13/11
b	BERKSHIRE HATHAWAY INC DEL CL B NEW	P	02/10/11	05/17/11
c	BERKSHIRE HATHAWAY INC DEL CL B NEW	P	10/10/05	05/17/11
d	BERKSHIRE HATHAWAY INC DEL CL B NEW	P	06/07/06	07/27/11
e	BHP BILLITON LTD SPONSORED ADR ISIN#US0886061086	P	08/13/08	09/14/10
f	BOC HONG KONG HLDGS LTD SPONSORED ADR	P	02/22/10	01/05/11
g	BP PLC SPONS ADR	P	06/17/10	08/04/10
h	BP PLC SPONS ADR	P	06/17/10	11/03/10
i	BP PLC SPONS ADR	P	06/17/10	11/09/10
j	BP PLC SPONS ADR	P	06/17/10	11/10/10
k	BRISTOL MYERS SQUIBB CO COM	P	05/26/09	09/08/10
l	BRISTOL MYERS SQUIBB CO COM	P	05/26/09	12/14/10
m	BRITISH AMERN TOB PLC SPONSORED ADR ISIN#US11044	P	12/07/07	08/25/10
n	BRITISH AMERN TOB PLC SPONSORED ADR ISIN#US11044	P	12/07/07	08/26/10
o	BRITISH AMERN TOB PLC SPONSORED ADR ISIN#US11044	P	12/07/07	08/27/10

	(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	212.		412.	<200.>
b	10,533.		11,226.	<693.>
c	14,334.		10,020.	4,314.
d	1,729.		1,391.	338.
e	2,204.		1,979.	225.
f	3,559.		2,307.	1,252.
g	1,694.		1,376.	318.
h	1,561.		1,184.	377.
i	1,688.		1,248.	440.
j	1,677.		1,248.	429.
k	4,172.		3,085.	1,087.
l	10,276.		7,761.	2,515.
m	203.		235.	<32.>
n	410.		469.	<59.>
o	69.		78.	<9.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<200.>
b				<693.>
c				4,314.
d				338.
e				225.
f				1,252.
g				318.
h				377.
i				440.
j				429.
k				1,087.
l				2,515.
m				<32.>
n				<59.>
o				<9.>

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

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	C H ROBINSON WORLDWIDE INC COM NEW	P	05/26/06	09/10/10
b	C H ROBINSON WORLDWIDE INC COM NEW	P	05/25/06	09/10/10
c	C H ROBINSON WORLDWIDE INC COM NEW	P	05/24/06	09/10/10
d	CAMECO CORP COM ISIN#CA13321L1085	P	03/03/10	12/01/10
e	CAMECO CORP COM ISIN#CA13321L1085	P	09/16/08	12/01/10
f	CAREFOUR SA ADR C/A EFF 5/31/11 1 OLD EQUALS 1 N	P	10/05/09	09/27/10
g	CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL CORP & 1	P	09/05/08	09/01/10
h	CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL CORP & 1	P	09/05/08	03/25/11
i	CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL CORP & 1	P	09/05/08	03/30/11
j	CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL CORP & 1	P	09/05/08	04/27/11
k	CENOVUS ENERGY INC COM ISIN#CA15135U1093	P	03/05/08	04/27/11
l	CENOVUS ENERGY INC COM ISIN#CA15135U1093	P	03/06/08	07/26/11
m	CENOVUS ENERGY INC COM ISIN#CA15135U1093	P	03/05/08	07/26/11
n	CHINA LIFE INS CO LTD SPONS ADR REPSTG H SHS ISI	P	03/20/09	02/08/11
o	CHINA LIFE INS CO LTD SPONS ADR REPSTG H SHS ISI	P	03/20/09	03/08/11

	(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	4,599.		3,059.	1,540.
b	6,155.		4,095.	2,060.
c	3,923.		2,598.	1,325.
d	2,839.		2,053.	786.
e	262.		166.	96.
f	1,418.		1,136.	282.
g	1,010.		1,192.	<182.>
h	1,319.		1,307.	12.
i	1,752.		1,768.	<16.>
j	1,904.		1,922.	<18.>
k	859.		863.	<4.>
l	763.		716.	47.
m	1,084.		1,013.	71.
n	1,513.		1,229.	284.
o	1,995.		1,607.	388.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1,540.
b				2,060.
c				1,325.
d				786.
e				96.
f				282.
g				<182.>
h				12.
i				<16.>
j				<18.>
k				<4.>
l				47.
m				71.
n				284.
o				388.

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

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CHINA LIFE INS CO LTD SPONS ADR REPSTG H SHS ISI	P	03/23/09	03/25/11
b	CHINA LIFE INS CO LTD SPONS ADR REPSTG H SHS ISI	P	03/20/09	03/25/11
c	CHINA UNICOM HONG KONG LTD ADR ISIN#US16945R1041	P	03/20/09	12/07/10
d	CHINA UNICOM HONG KONG LTD ADR ISIN#US16945R1041	P	03/20/09	12/08/10
e	CHINA UNICOM HONG KONG LTD ADR ISIN#US16945R1041	P	03/23/09	01/03/11
f	CHINA UNICOM HONG KONG LTD ADR ISIN#US16945R1041	P	03/20/09	01/03/11
g	CHINA UNICOM HONG KONG LTD ADR ISIN#US16945R1041	P	03/23/09	01/04/11
h	CHINA UNICOM HONG KONG LTD ADR ISIN#US16945R1041	P	03/24/09	01/12/11
i	CHINA UNICOM HONG KONG LTD ADR ISIN#US16945R1041	P	03/23/09	01/12/11
j	CHINA UNICOM HONG KONG LTD ADR ISIN#US16945R1041	P	03/25/09	01/25/11
k	CHINA UNICOM HONG KONG LTD ADR ISIN#US16945R1041	P	03/24/09	01/25/11
l	CHUNGHWA TELECOM CO ISIN#US17133Q1067 R/S EFF 01	P	02/27/08	12/09/10
m	CHUNGHWA TELECOM CO ISIN#US17133Q1067 R/S EFF 01	P	02/27/08	12/10/10
n	CHUNGHWA TELECOM CO ISIN#US17133Q1067 R/S EFF 01	P	02/27/08	12/13/10
o	CHUNGHWA TELECOM CO ISIN#US17133Q1067 R/S EFF 01	P	06/04/08	12/15/10

	(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	1,240.		1,150.	90.
b	1,348.		1,182.	166.
c	1,083.		816.	267.
d	514.		397.	117.
e	86.		66.	20.
f	993.		721.	272.
g	561.		430.	131.
h	662.		507.	155.
i	1,008.		772.	236.
j	495.		342.	153.
k	1,378.		981.	397.
l	486.		493.	<7.>
m	483.		493.	<10.>
n	2,400.		2,463.	<63.>
o	1,961.		2,007.	<46.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				90.
b				166.
c				267.
d				117.
e				20.
f				272.
g				131.
h				155.
i				236.
j				153.
k				397.
l				<7.>
m				<10.>
n				<63.>
o				<46.>

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CHUNGHWA TELECOM CO ISIN#US17133Q1067 R/S EFF 01	P	02/27/08	12/15/10
b	CNOOC LTD SPONSORED ADR ISIN#US1261321095	P	06/07/06	03/07/11
c	COLGATE PALMOLIVE CO COM	P	05/19/08	02/01/11
d	DAIWA HOUSE IND LTD ADR	P	03/07/08	03/29/11
e	DAIWA HOUSE IND LTD ADR	P	03/06/08	03/29/11
f	DAIWA HOUSE IND LTD ADR	P	02/13/08	03/29/11
g	DE LA RUE PLC LA RUE CO PLC SHS ISIN#GB00B3DGH82	P	02/01/10	12/30/10
h	DE LA RUE PLC LA RUE CO PLC SHS ISIN#GB00B3DGH82	P	01/29/10	12/30/10
i	DE LA RUE PLC LA RUE CO PLC SHS ISIN#GB00B3DGH82	P	02/05/10	01/20/11
j	DE LA RUE PLC LA RUE CO PLC SHS ISIN#GB00B3DGH82	P	02/04/10	01/20/11
k	DE LA RUE PLC LA RUE CO PLC SHS ISIN#GB00B3DGH82	P	02/03/10	01/20/11
l	DE LA RUE PLC LA RUE CO PLC SHS ISIN#GB00B3DGH82	P	02/01/10	01/20/11
m	DE LA RUE PLC LA RUE CO PLC SHS ISIN#GB00B3DGH82	P	02/10/10	01/27/11
n	DE LA RUE PLC LA RUE CO PLC SHS ISIN#GB00B3DGH82	P	02/09/10	01/27/11
o	DE LA RUE PLC LA RUE CO PLC SHS ISIN#GB00B3DGH82	P	02/05/10	01/27/11

	(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	711.		734.	<23.>
b	1,395.		441.	954.
c	32,767.		30,909.	1,858.
d	878.		669.	209.
e	1,255.		979.	276.
f	125.		105.	20.
g	632.		779.	<147.>
h	544.		678.	<134.>
i	296.		348.	<52.>
j	669.		800.	<131.>
k	656.		795.	<139.>
l	77.		93.	<16.>
m	453.		616.	<163.>
n	575.		779.	<204.>
o	33.		45.	<12.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<23.>
b				954.
c				1,858.
d				209.
e				276.
f				20.
g				<147.>
h				<134.>
i				<52.>
j				<131.>
k				<139.>
l				<16.>
m				<163.>
n				<204.>
o				<12.>

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

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	DE LA RUE PLC LA RUE CO PLC SHS ISIN#GB00B3DGH82	P	02/10/10	01/28/11
b	DIAGEO PLC SPONSORED ADR NEW	P	12/07/07	04/26/11
c	DOLE FOOD CO INC NEW	P	12/10/09	12/28/10
d	DOLE FOOD CO INC NEW	P	12/10/09	02/18/11
e	EBAY INC COM	P	05/26/09	07/25/11
f	EL PASO CORP COM	P	06/07/06	09/21/10
g	EL PASO CORP COM	P	06/09/06	09/30/10
h	EL PASO CORP COM	P	06/07/06	09/30/10
i	EMBRAER EMPRESA N/C EFF 11/23/10 1 OLD = 1 NEW C	P	11/03/09	12/06/10
j	EMBRAER S A SPONSORED ADR REPSTG PFD SHS ISIN#US	P	11/03/09	01/25/11
k	EMBRAER S A SPONSORED ADR REPSTG PFD SHS ISIN#US	P	05/14/10	07/06/11
l	EMBRAER S A SPONSORED ADR REPSTG PFD SHS ISIN#US	P	05/13/10	07/06/11
m	EMBRAER S A SPONSORED ADR REPSTG PFD SHS ISIN#US	P	11/03/09	07/06/11
n	ENCANA CORP COM SHS ISIN#CA2925051047	P	03/07/08	08/09/10
o	ENCANA CORP COM SHS ISIN#CA2925051047	P	03/06/08	08/09/10

	(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	390.		541.	<151.>
b	2,381.		2,595.	<214.>
c	1,866.		1,665.	201.
d	515.		416.	99.
e	2,862.		1,491.	1,371.
f	2,000.		2,447.	<447.>
g	149.		177.	<28.>
h	3,519.		4,264.	<745.>
i	1,610.		1,088.	522.
j	1,027.		645.	382.
k	2,434.		1,758.	676.
l	312.		228.	84.
m	624.		403.	221.
n	2,839.		3,648.	<809.>
o	1,697.		2,200.	<503.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<151.>
b				<214.>
c				201.
d				99.
e				1,371.
f				<447.>
g				<28.>
h				<745.>
i				522.
j				382.
k				676.
l				84.
m				221.
n				<809.>
o				<503.>

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ENCANA CORP COM SHS ISIN#CA2925051047	P	03/05/08	08/09/10
b	ENERGIZER HLDGS INC COM	P	05/26/09	07/28/11
c	ENI SPA SPONSORED ADR	P	06/04/08	06/06/11
d	FEDERAL NATL MTG ASSN COM	P	05/22/08	10/05/10
e	FORWARD TACTICAL GROWTH FUND CLASS C	P	01/27/10	04/21/11
f	GAZPROM O A O SPON ADR REG S RESTRICTION LIFTED	P	08/31/07	11/03/10
g	GAZPROM O A O SPON ADR REG S RESTRICTION LIFTED	P	08/31/07	12/16/10
h	GAZPROM O A O SPON ADR REG S RESTRICTION LIFTED	P	08/31/07	01/03/11
i	GAZPROM O A O SPON ADR REG S RESTRICTION LIFTED	P	10/15/10	03/08/11
j	GENON ENERGY INC COM	P	04/06/09	12/10/10
k	GENON ENERGY INC COM	P	06/07/06	12/10/10
l	GENZYME CORP COM FORMERLY COM GEN DIV TO 5/27/20	P	04/24/09	12/08/10
m	GLAXOSMITHKLINE PLC SPONS ADR	P	01/14/10	05/31/11
n	GLAXOSMITHKLINE PLC SPONS ADR	P	01/08/10	05/31/11
o	HALLIBURTON CO COM	P	05/26/09	02/01/11

	(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	1,543.		1,993.	<450.>
b	4,482.		2,912.	1,570.
c	1,394.		2,346.	<952.>
d	51.		5,035.	<4,984.>
e	52,328.		50,000.	2,328.
f	3,180.		6,120.	<2,940.>
g	1,787.		3,018.	<1,231.>
h	2,189.		3,613.	<1,424.>
i	1,194.		836.	358.
j	1,404.		1,512.	<108.>
k	1,122.		3,701.	<2,579.>
l	6,167.		4,717.	1,450.
m	693.		673.	20.
n	650.		617.	33.
o	2,706.		1,325.	1,381.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<450.>
b				1,570.
c				<952.>
d				<4,984.>
e				2,328.
f				<2,940.>
g				<1,231.>
h				<1,424.>
i				358.
j				<108.>
k				<2,579.>
l				1,450.
m				20.
n				33.
o				1,381.

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

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	HALLIBURTON CO COM	P	05/26/09	03/29/11
b	HONG KONG EXCHANGES AND CLEARING LTD ISIN#HK0388	P	08/17/06	03/29/11
c	HONG KONG EXCHANGES AND CLEARING LTD ISIN#HK0388	P	08/17/06	04/06/11
d	HONG KONG EXCHANGES AND CLEARING LTD ISIN#HK0388	P	08/17/06	06/16/11
e	HONG KONG EXCHANGES AND CLEARING LTD ISIN#HK0388	P	08/17/06	07/22/11
f	HOPEWELL HLDGS LTD SPON ADR	P	06/04/08	11/16/10
g	HOPEWELL HLDGS LTD SPON ADR	P	12/07/07	11/16/10
h	HOPEWELL HLDGS LTD SPON ADR	P	06/04/08	11/17/10
i	HOPEWELL HLDGS LTD SPON ADR	P	06/04/08	11/19/10
j	HOPEWELL HLDGS LTD SPON ADR	P	05/05/10	02/23/11
k	HOPEWELL HLDGS LTD SPON ADR	P	05/04/10	02/23/11
l	HOPEWELL HLDGS LTD SPON ADR	P	06/04/08	02/23/11
m	HOPEWELL HLDGS LTD SPON ADR	P	05/05/10	03/01/11
n	HOPEWELL HLDGS LTD SPON ADR	P	05/05/10	03/01/11
o	IMPALA PLTUM HLD LTD SPONSORED ADR REPSTEG 1/4 S	P	09/15/10	01/21/11

	(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	2,926.		1,325.	1,601.
b	10,530.		3,543.	6,987.
c	2,316.		709.	1,607.
d	2,057.		709.	1,348.
e	6,226.		2,126.	4,100.
f	31.		42.	<11.>
g	659.		1,016.	<357.>
h	496.		669.	<173.>
i	366.		502.	<136.>
j	751.		729.	22.
k	120.		116.	4.
l	781.		1,087.	<306.>
m	92.		87.	5.
n	863.		816.	47.
o	3,774.		3,091.	683.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,601.
b				6,987.
c				1,607.
d				1,348.
e				4,100.
f				<11.>
g				<357.>
h				<173.>
i				<136.>
j				22.
k				4.
l				<306.>
m				5.
n				47.
o				683.

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

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ISHARES INC MSCI BRAZIL FREE INDEX FD SHS	P	08/03/10	08/25/10
b	ISHARES TR FTSE CHINA 25 INDEX FD	P	08/03/10	08/25/10
c	ISHARES TR FTSE CHINA 25 INDEX FD	P	04/04/11	04/28/11
d	ISHARES TR MSCI EAFE INDEX FD	P	08/03/10	08/24/10
e	ISHARES TR MSCI EMERGING MKTS INDEX FD	P	07/22/10	08/25/10
f	ISHARES TR MSCI EMERGING MKTS INDEX FD	P	08/02/10	10/20/10
g	ISHARES TR MSCI EMERGING MKTS INDEX FD	P	07/22/10	10/20/10
h	ISHARES TR MSCI EMERGING MKTS INDEX FD	P	08/02/10	10/21/10
i	ISHARES TR MSCI EMERGING MKTS INDEX FD	P	09/13/10	11/26/10
j	ISHARES TR MSCI EMERGING MKTS INDEX FD	P	08/02/10	11/26/10
k	ISHARES TR MSCI EMERGING MKTS INDEX FD	P	03/30/11	04/28/11
l	ISHARES TR RUSSELL 2000 INDEX FD	P	07/27/10	08/12/10
m	ISHARES TR RUSSELL 2000 INDEX FD	P	07/26/10	08/12/10
n	ISHARES TR RUSSELL 2000 INDEX FD	P	07/27/10	08/13/10
o	ISHARES TR RUSSELL 2000 INDEX FD	P	10/12/10	10/20/10

	(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	2,729.		2,932.	<203.>
b	2,785.		2,979.	<194.>
c	2,076.		2,123.	<47.>
d	3,664.		3,965.	<301.>
e	18,505.		19,025.	<520.>
f	11,169.		10,284.	885.
g	785.		693.	92.
h	9,273.		8,584.	689.
i	17,768.		17,056.	712.
j	10,976.		10,369.	607.
k	14,862.		14,501.	361.
l	17,376.		18,967.	<1,591.>
m	18,359.		19,807.	<1,448.>
n	28,376.		30,964.	<2,588.>
o	10,508.		10,272.	236.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<203.>
b				<194.>
c				<47.>
d				<301.>
e				<520.>
f				885.
g				92.
h				689.
i				712.
j				607.
k				361.
l				<1,591.>
m				<1,448.>
n				<2,588.>
o				236.

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	
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	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ISHARES TR RUSSELL 2000 INDEX FD	P	10/12/10	10/21/10
b	ISHARES TR RUSSELL 2000 INDEX FD	P	11/26/10	01/18/11
c	ISHARES TR RUSSELL 2000 INDEX FD	P	10/14/10	01/18/11
d	ISHARES TR RUSSELL 2000 INDEX FD	P	10/12/10	01/18/11
e	ISHARES TR RUSSELL 2000 INDEX FD	P	03/25/11	04/27/11
f	ISHARES TR RUSSELL 2000 INDEX FD	P	03/28/11	05/02/11
g	ISHARES TR RUSSELL 2000 INDEX FD	P	03/25/11	05/02/11
h	ITAU UNIBANCO HLDG SA NS SPONSORED ADR REPSTG 50	P	05/10/10	02/08/11
i	ITAU UNIBANCO HLDG SA NS SPONSORED ADR REPSTG 50	P	04/30/09	02/08/11
j	ITAU UNIBANCO HLDG SA NS SPONSORED ADR REPSTG 50	P	05/10/10	03/18/11
k	ITAU UNIBANCO HLDG SA NS SPONSORED ADR REPSTG 50	P	10/07/10	04/27/11
l	ITAU UNIBANCO HLDG SA NS SPONSORED ADR REPSTG 50	P	05/10/10	04/27/11
m	ITT EDUCATIONAL SERVICES INC. COM	P	02/27/09	08/03/10
n	ITT EDUCATIONAL SERVICES INC. COM	P	01/06/10	08/11/10
o	ITT EDUCATIONAL SERVICES INC. COM	P	05/18/09	08/11/10

	(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	9,054.		8,962.	92.
b	19,955.		18,305.	1,650.
c	33,418.		29,336.	4,082.
d	321.		276.	45.
e	42,879.		41,540.	1,339.
f	31,633.		30,365.	1,268.
g	10,630.		10,261.	369.
h	652.		634.	18.
i	2,392.		1,394.	998.
j	646.		634.	12.
k	2,418.		2,502.	<84.>
l	725.		634.	91.
m	4,379.		6,275.	<1,896.>
n	5,532.		7,442.	<1,910.>
o	11,561.		16,274.	<4,713.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				92.
b				1,650.
c				4,082.
d				45.
e				1,339.
f				1,268.
g				369.
h				18.
i				998.
j				12.
k				<84.>
l				91.
m				<1,896.>
n				<1,910.>
o				<4,713.>

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ITT EDUCATIONAL SERVICES INC. COM	P	02/27/09	08/11/10
b	IVANHOE MINES LTD ISIN#CA46579N1033	P	03/19/08	09/24/10
c	IVANHOE MINES LTD ISIN#CA46579N1033	P	01/09/08	09/24/10
d	IVANHOE MINES LTD ISIN#CA46579N1033	P	03/19/08	11/05/10
e	IVANHOE MINES LTD ISIN#CA46579N1033	P	03/19/08	11/08/10
f	KAZAKHGOLD GROUP LTD N/C EFF 7/26/11 1 OLD/1 NEW	P	06/09/11	07/26/11
g	KINROSS GOLD CORP COM NO PAR ISIN#CA4969024047	P	08/20/09	09/28/10
h	KINROSS GOLD CORP COM NO PAR ISIN#CA4969024047	P	08/19/09	09/28/10
i	KINROSS GOLD CORP COM NO PAR ISIN#CA4969024047	P	08/20/09	09/29/10
j	L 3 COMMUNICATIONS HLDGS INC COM	P	05/26/09	07/01/11
k	LEGG MASON INC	P	09/29/06	08/03/10
l	LEGG MASON INC	P	06/07/06	08/03/10
m	LENDER PROCESSING SVCS INC COM	P	01/08/10	12/14/10
n	LENDER PROCESSING SVCS INC COM	P	01/07/10	12/14/10
o	LENDER PROCESSING SVCS INC COM	P	01/08/10	12/15/10

	(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	8,157.		13,121.	<4,964.>
b	47.		20.	27.
c	1,074.		488.	586.
d	1,874.		707.	1,167.
e	834.		323.	511.
f			3.	<3.>
g	683.		673.	10.
h	171.		166.	5.
i	531.		523.	8.
j	2,640.		2,217.	423.
k	1,427.		4,954.	<3,527.>
l	29.		98.	<69.>
m	122.		159.	<37.>
n	1,281.		1,660.	<379.>
o	728.		954.	<226.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<4,964.>
b				27.
c				586.
d				1,167.
e				511.
f				<3.>
g				10.
h				5.
i				8.
j				423.
k				<3,527.>
l				<69.>
m				<37.>
n				<379.>
o				<226.>

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	LENDER PROCESSING SVCS INC COM	P	01/12/10	01/04/11
b	LENDER PROCESSING SVCS INC COM	P	01/11/10	01/04/11
c	LENDER PROCESSING SVCS INC COM	P	01/12/10	01/05/11
d	LENDER PROCESSING SVCS INC COM	P	01/13/10	02/02/11
e	LENDER PROCESSING SVCS INC COM	P	01/12/10	02/02/11
f	LENDER PROCESSING SVCS INC COM	P	01/13/10	02/09/11
g	MAGNA INTERNATIONAL INC COM ISIN#CA5592224011	P	07/14/08	09/14/10
h	MAGNA INTERNATIONAL INC COM ISIN#CA5592224011	P	07/14/08	09/27/10
i	MAGNA INTERNATIONAL INC COM ISIN#CA5592224011	P	07/15/08	10/15/10
j	MAGNA INTERNATIONAL INC COM ISIN#CA5592224011	P	07/14/08	10/15/10
k	MAGNA INTERNATIONAL INC COM ISIN#CA5592224011	P	07/15/08	12/10/10
l	MAGNA INTERNATIONAL INC COM ISIN#CA5592224011	P	07/15/08	01/14/11
m	MARKEL CORP COM	P	05/26/09	01/04/11
n	MARKEL CORP COM	P	05/26/09	01/31/11
o	MARKEL CORP COM	P	05/26/09	02/01/11

	(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	61.		80.	<19.>
b	276.		363.	<87.>
c	1,613.		2,117.	<504.>
d	415.		516.	<101.>
e	1,212.		1,518.	<306.>
f	1,426.		1,747.	<321.>
g	1,107.		777.	330.
h	715.		500.	215.
i	175.		110.	65.
j	788.		500.	288.
k	1,259.		688.	571.
l	1,937.		908.	1,029.
m	3,909.		2,842.	1,067.
n	805.		568.	237.
o	4,436.		3,126.	1,310.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<19.>
b				<87.>
c				<504.>
d				<101.>
e				<306.>
f				<321.>
g				330.
h				215.
i				65.
j				288.
k				571.
l				1,029.
m				1,067.
n				237.
o				1,310.

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MARKEL CORP COM	P	05/26/09	02/02/11
b	MARKEL CORP COM	P	05/26/09	02/11/11
c	NASDAQ OMX GROUP INC COM	P	06/07/06	05/04/11
d	NASDAQ OMX GROUP INC COM	P	06/07/06	05/05/11
e	NASDAQ OMX GROUP INC COM	P	06/07/06	06/14/11
f	NASDAQ OMX GROUP INC COM	P	06/07/06	06/15/11
g	NASDAQ OMX GROUP INC COM	P	06/09/06	07/11/11
h	NASDAQ OMX GROUP INC COM	P	06/07/06	07/11/11
i	NESTLE SA SPONSORED ADRS REGISTERED	P	12/07/07	06/06/11
j	NEXEN INC COM SHS ISIN#CA65334H1029	P	01/29/09	03/04/11
k	NEXEN INC COM SHS ISIN#CA65334H1029	P	10/28/09	04/01/11
l	NEXEN INC COM SHS ISIN#CA65334H1029	P	01/29/09	04/01/11
m	NEXEN INC COM SHS ISIN#CA65334H1029	P	10/28/09	04/04/11
n	NINTENDO LTD ADR	P	01/08/10	10/01/10
o	NINTENDO LTD ADR	P	01/25/08	10/01/10

	(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	2,814.		1,989.	825.
b	4,174.		2,842.	1,332.
c	2,100.		2,161.	<61.>
d	2,847.		2,927.	<80.>
e	1,065.		1,204.	<139.>
f	575.		657.	<82.>
g	486.		550.	<64.>
h	2,139.		2,407.	<268.>
i	1,285.		955.	330.
j	1,493.		828.	665.
k	606.		527.	79.
l	25.		15.	10.
m	760.		659.	101.
n	617.		695.	<78.>
o	2,775.		5,477.	<2,702.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				825.
b				1,332.
c				<61.>
d				<80.>
e				<139.>
f				<82.>
g				<64.>
h				<268.>
i				330.
j				665.
k				79.
l				10.
m				101.
n				<78.>
o				<2,702.>

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	NINTENDO LTD ADR	P	01/08/10	10/19/10
b	NOKIA CORP SPONSORED ADR	P	01/08/10	03/18/11
c	NOKIA CORP SPONSORED ADR	P	04/16/09	03/18/11
d	NOKIA CORP SPONSORED ADR	P	06/04/08	03/18/11
e	NOVARTIS AG SPONSORED ADR	P	02/19/09	06/06/11
f	PHILIP MORRIS INTL INC COM	P	01/23/09	08/10/10
g	PHILIP MORRIS INTL INC COM	P	01/23/09	08/18/10
h	PHILIP MORRIS INTL INC COM	P	01/23/09	08/26/10
i	PHILIP MORRIS INTL INC COM	P	01/23/09	09/07/10
j	PHILIP MORRIS INTL INC COM	P	01/23/09	09/15/10
k	POWERSHARES QQQ TR UNIT SER 1	P	09/22/10	10/05/10
l	PROSHARES TR PROSHARES ULTRASHORT S&P500	P	08/19/10	09/01/10
m	RALCORP HOLDINGS INC NEW COM	P	11/17/09	08/04/10
n	RIOCAN REAL ESTATE INVESTMENT TR UNIT	P	12/07/07	08/25/10
o	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS	P	05/18/06	10/05/10

	(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	1,913.		2,086.	<173.>
b	992.		1,585.	<593.>
c	83.		146.	<63.>
d	661.		2,199.	<1,538.>
e	3,149.		2,058.	1,091.
f	1,530.		1,193.	337.
g	1,414.		1,111.	303.
h	2,701.		2,181.	520.
i	2,961.		2,263.	698.
j	1,496.		1,111.	385.
k	19,478.		19,130.	348.
l	9,368.		9,475.	<107.>
m	6,698.		6,231.	467.
n	1,608.		1,786.	<178.>
o	1,786.		2,038.	<252.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<173.>
b				<593.>
c				<63.>
d				<1,538.>
e				1,091.
f				337.
g				303.
h				520.
i				698.
j				385.
k				348.
l				<107.>
m				467.
n				<178.>
o				<252.>

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS	P	05/18/06	04/07/11
b	RRI ENERGY INC COM *N/C* EFF 12/03/2010 1 OLD =	P	06/07/06	11/10/10
c	RWE AG SPONSORED ADR	P	12/07/07	11/17/10
d	RWE AG SPONSORED ADR	P	06/04/08	01/05/11
e	RWE AG SPONSORED ADR	P	12/07/07	01/05/11
f	SECTOR SPDR TR SHS BEN INT INDUSTRIAL	P	08/03/10	08/24/10
g	SEGA SAMMY HLDGS INC SPONS ADR REPSTG COM SEGA S	P	12/10/07	10/26/10
h	SEGA SAMMY HLDGS INC SPONS ADR REPSTG COM SEGA S	P	05/15/07	10/26/10
i	SEGA SAMMY HLDGS INC SPONS ADR REPSTG COM SEGA S	P	03/05/07	10/26/10
j	SEGA SAMMY HLDGS INC SPONS ADR REPSTG COM SEGA S	P	12/10/07	10/27/10
k	SELECT SECTOR SPDR FD MATERIALS	P	08/03/10	08/25/10
l	SELECT SECTOR SPDR FD MATERIALS	P	03/30/11	04/28/11
m	SELECT SECTOR SPDR TR ENERGY	P	02/23/11	03/15/11
n	SEVEN & I HLDGS CO LTD ADR ISIN#US81783H1059	P	04/13/09	06/22/11
o	SEVEN & I HLDGS CO LTD ADR ISIN#US81783H1059	P	02/18/09	06/22/11

	(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	1,480.		1,358.	122.
b	1,792.		5,575.	<3,783.>
c	1,334.		2,877.	<1,543.>
d	1,347.		2,578.	<1,231.>
e	674.		1,439.	<765.>
f	2,724.		2,953.	<229.>
g	1,665.		1,371.	294.
h	1,285.		1,560.	<275.>
i	728.		1,139.	<411.>
j	1,257.		1,042.	215.
k	2,746.		2,945.	<199.>
l	3,177.		3,106.	71.
m	9,856.		10,440.	<584.>
n	436.		342.	94.
o	818.		756.	62.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				122.
b				<3,783.>
c				<1,543.>
d				<1,231.>
e				<765.>
f				<229.>
g				294.
h				<275.>
i				<411.>
j				215.
k				<199.>
l				71.
m				<584.>
n				94.
o				62.

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SIEMENS A G SPONSORED ADR ISIN#US8261975010	P	09/29/08	02/01/11
b	SIEMENS A G SPONSORED ADR ISIN#US8261975010	P	10/24/08	02/08/11
c	SIEMENS A G SPONSORED ADR ISIN#US8261975010	P	09/29/08	02/08/11
d	SIEMENS A G SPONSORED ADR ISIN#US8261975010	P	01/29/10	04/26/11
e	SIEMENS A G SPONSORED ADR ISIN#US8261975010	P	10/24/08	06/27/11
f	SK TELECOM LTD SPONSORED ADR ISIN#US78440P1084	P	04/14/09	05/25/11
g	SOCIETE GENERALE FRANCE SPON ADR	P	01/16/09	08/10/10
h	SPDR DOW JONES INDL AVERAGE ETF TR UNIT SER 1	P	06/21/10	08/11/10
i	SPDR S&P 500 ETF TR TR UNIT	P	07/26/10	08/11/10
j	SPDR S&P 500 ETF TR TR UNIT	P	07/07/10	08/11/10
k	SPDR S&P 500 ETF TR TR UNIT	P	06/21/10	08/11/10
l	SPDR S&P 500 ETF TR TR UNIT	P	09/03/10	10/14/10
m	SPDR S&P 500 ETF TR TR UNIT	P	09/03/10	10/20/10
n	SPDR S&P 500 ETF TR TR UNIT	P	09/10/10	11/24/10
o	SPDR S&P 500 ETF TR TR UNIT	P	11/04/10	12/16/10

	(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	1,183.		834.	349.
b	890.		353.	537.
c	636.		463.	173.
d	2,129.		1,366.	763.
e	528.		201.	327.
f	1,318.		1,155.	163.
g	925.		660.	265.
h	10,513.		10,646.	<133.>
i	18,364.		18,663.	<299.>
j	20,332.		19,648.	684.
k	10,057.		10,356.	<299.>
l	30,072.		28,437.	1,635.
m	10,408.		9,737.	671.
n	480.		446.	34.
o	623.		609.	14.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				349.
b				537.
c				173.
d				763.
e				327.
f				163.
g				265.
h				<133.>
i				<299.>
j				684.
k				<299.>
l				1,635.
m				671.
n				34.
o				14.

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SPDR S&P 500 ETF TR TR UNIT	P	09/10/10	12/16/10
b	SPDR S&P 500 ETF TR TR UNIT	P	11/04/10	02/23/11
c	SPDR S&P 500 ETF TR TR UNIT	P	01/18/11	03/14/11
d	SPDR S&P 500 ETF TR TR UNIT	P	12/03/10	03/14/11
e	SPDR S&P 500 ETF TR TR UNIT	P	11/04/10	03/14/11
f	SPDR S&P 500 ETF TR TR UNIT	P	01/18/11	03/15/11
g	SPDR S&P 500 ETF TR TR UNIT	P	02/01/11	05/05/11
h	SPDR S&P 500 ETF TR TR UNIT	P	01/18/11	05/05/11
i	SPDR S&P 500 ETF TR TR UNIT	P	03/24/11	05/09/11
j	SPDR S&P 500 ETF TR TR UNIT	P	02/01/11	05/09/11
k	SPDR S&P 500 ETF TR TR UNIT	P	03/24/11	05/16/11
l	SPDR S&P 500 ETF TR TR UNIT	P	04/27/11	05/20/11
m	SPDR S&P 500 ETF TR TR UNIT	P	03/24/11	05/20/11
n	SPDR S&P 500 ETF TR TR UNIT	P	04/28/11	06/06/11
o	SPDR S&P 500 ETF TR TR UNIT	P	04/27/11	06/06/11

	(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	19,939.		17,840.	2,099.
b	29,989.		27,890.	2,099.
c	28,641.		28,575.	66.
d	10,497.		9,894.	603.
e	12,182.		11,448.	734.
f	19,158.		19,524.	<366.>
g	16,935.		16,481.	454.
h	23,336.		22,628.	708.
i	7,239.		7,051.	188.
j	14,075.		13,626.	449.
k	20,822.		20,370.	452.
l	18,719.		18,953.	<234.>
m	1,471.		1,436.	35.
n	7,419.		7,745.	<326.>
o	21,477.		22,337.	<860.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				2,099.
b				2,099.
c				66.
d				603.
e				734.
f				<366.>
g				454.
h				708.
i				188.
j				449.
k				452.
l				<234.>
m				35.
n				<326.>
o				<860.>

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SPDR S&P 500 ETF TR TR UNIT	P	05/02/11	06/07/11
b	SPDR S&P 500 ETF TR TR UNIT	P	04/28/11	06/07/11
c	SPDR S&P 500 ETF TR TR UNIT	P	05/02/11	06/23/11
d	SPDR S&P 500 ETF TR TR UNIT	P	06/29/11	07/12/11
e	SPDR S&P 500 ETF TR TR UNIT	P	06/21/11	07/12/11
f	SPDR S&P 500 ETF TR TR UNIT	P	06/01/11	07/12/11
g	SPDR S&P 500 ETF TR TR UNIT	P	05/02/11	07/12/11
h	SPDR S&P 500 ETF TR TR UNIT	P	06/30/11	07/13/11
i	SPDR S&P 500 ETF TR TR UNIT	P	06/29/11	07/13/11
j	SPDR S&P 500 ETF TR TR UNIT	P	06/30/11	07/15/11
k	SPDR S&P 500 ETF TR TR UNIT	P	06/30/11	07/18/11
l	SPDR S&P 500 ETF TR TR UNIT	P	06/30/11	07/27/11
m	SPDR S&P 500 ETF TR TR UNIT	P	07/21/11	07/29/11
n	SPDR S&P 500 ETF TR TR UNIT	P	06/30/11	07/29/11
o	STATE STR CORP COM	P	03/17/10	04/26/11

	(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	17,497.		18,422.	<925.>
b	12,831.		13,451.	<620.>
c	19,747.		21,152.	<1,405.>
d	9,352.		9,277.	75.
e	20,812.		20,463.	349.
f	19,495.		19,886.	<391.>
g	1,844.		1,910.	<66.>
h	10,174.		10,160.	14.
i	30,787.		30,444.	343.
j	20,029.		20,188.	<159.>
k	20,026.		20,320.	<294.>
l	19,545.		19,660.	<115.>
m	19,069.		19,891.	<822.>
n	902.		924.	<22.>
o	30,428.		30,050.	378.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<925.>
b				<620.>
c				<1,405.>
d				75.
e				349.
f				<391.>
g				<66.>
h				14.
i				343.
j				<159.>
k				<294.>
l				<115.>
m				<822.>
n				<22.>
o				378.

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	STATOIL ASA SPONSORED ADR ISIN#US85771P1021	P	11/09/10	04/27/11
b	SUMITOMO MITSUI TR HLDGS INC SPONS ADR ISIN#US86	P	04/01/11	04/01/11
c	SUMITOMO TR & BKG LTD SPON ADR *C/A* EFF 04/01/2	P	03/01/10	04/01/11
d	SUMITOMO TR & BKG LTD SPON ADR *C/A* EFF 04/01/2	P	03/01/10	04/01/11
e	SUNCOR ENERGY INC NEW COM ISIN#CA8672241079	P	05/21/10	03/03/11
f	SUNCOR ENERGY INC NEW COM ISIN#CA8672241079	P	05/21/10	04/07/11
g	SUNCOR ENERGY INC NEW COM ISIN#CA8672241079	P	05/21/10	05/31/11
h	SUNCOR ENERGY INC NEW COM ISIN#CA8672241079	P	05/21/10	07/21/11
i	SUNCOR ENERGY INC NEW COM ISIN#CA8672241079	P	05/21/10	07/22/11
j	SYMANTEC CORP	P	05/26/09	09/30/10
k	SYMANTEC CORP	P	05/07/10	10/28/10
l	SYMANTEC CORP	P	05/26/09	10/28/10
m	TAKEDA PHARMACEUTICAL CO LTD SPONSORED ADR ISIN#	P	05/12/10	05/13/11
n	TAKEDA PHARMACEUTICAL CO LTD SPONSORED ADR ISIN#	P	05/12/10	05/17/11
o	TAKEDA PHARMACEUTICAL CO LTD SPONSORED ADR ISIN#	P	05/12/10	05/19/11

	(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	1,048.		788.	260.
b	2.		2.	0.
c			534.	<534.>
d			313.	<313.>
e	839.		521.	318.
f	1,640.		1,071.	569.
g	1,504.		1,042.	462.
h	1,665.		1,158.	507.
i	1,655.		1,158.	497.
j	1,490.		1,371.	119.
k	2,627.		2,558.	69.
l	9,688.		8,514.	1,174.
m	236.		215.	21.
n	816.		754.	62.
o	511.		474.	37.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				260.
b				0.
c				<534.>
d				<313.>
e				318.
f				569.
g				462.
h				507.
i				497.
j				119.
k				69.
l				1,174.
m				21.
n				62.
o				37.

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	
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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	TELECOM ITALIA S P A NEW SPON ADR REPSTG SVGS SH	P	05/10/06	03/24/11
b	TELECOM ITALIA S P A NEW SPON ADR REPSTG SVGS SH	P	04/05/06	03/24/11
c	TIME WARNER INC NEW COM NEW	P	09/03/08	08/04/10
d	TIME WARNER INC NEW COM NEW	P	09/03/08	08/17/10
e	TIME WARNER INC NEW COM NEW	P	09/03/08	08/19/10
f	TIME WARNER INC NEW COM NEW	P	09/03/08	09/01/10
g	TREASURY WINE ESTATES LTD SPONS ADR ISIN#US89465	P	09/22/09	05/23/11
h	UNITEDHEALTH GROUP INC COM	P	05/26/09	10/25/10
i	UNITEDHEALTH GROUP INC COM	P	05/26/09	05/13/11
j	VERMILION ENERGY INC COM ISIN#CA9237251058	P	12/07/07	11/17/10
k	VERMILION ENERGY INC COM ISIN#CA9237251058	P	06/04/08	02/18/11
l	VERMILION ENERGY INC COM ISIN#CA9237251058	P	12/07/07	02/18/11
m	VERMILION ENERGY INC COM ISIN#CA9237251058	P	06/04/08	02/22/11
n	VODAFONE GROUP PLC SPON ADR NEW ISIN#US92857W209	P	09/24/08	11/02/10
o	VODAFONE GROUP PLC SPON ADR NEW ISIN#US92857W209	P	08/04/06	11/02/10

	(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	210.		429.	<219.>
b	3,572.		7,363.	<3,791.>
c	1,585.		1,681.	<96.>
d	1,462.		1,613.	<151.>
e	2,763.		3,088.	<325.>
f	2,152.		2,402.	<250.>
g	1.		1.	0.
h	3,579.		2,583.	996.
i	1,788.		952.	836.
j	2,295.		2,060.	235.
k	1,005.		790.	215.
l	1,508.		1,030.	478.
m	1,517.		1,185.	332.
n	882.		716.	166.
o	303.		246.	57.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<219.>
b				<3,791.>
c				<96.>
d				<151.>
e				<325.>
f				<250.>
g				0.
h				996.
i				836.
j				235.
k				215.
l				478.
m				332.
n				166.
o				57.

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

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WEATHERFORD INTL LTD REG ISIN#CH0038838394	P	05/26/09	12/09/10
b	WEATHERFORD INTL LTD REG ISIN#CH0038838394	P	05/26/09	02/14/11
c	WEST JAPAN RY CO ADR ISIN#US9534321016	P	02/01/11	02/25/11
d	WEST JAPAN RY CO ADR ISIN#US9534321016	P	01/31/11	02/25/11
e	ZURICH FINL SVCS SPONS ADR ISIN#US98982M1071	P	05/10/10	03/18/11
f	CYRUS ACCESS LTD	P	VARIOUS	08/06/10
g	PAULSON ADVANTAGE	P	VARIOUS	08/27/10
h	CYRUS ACCESS LTD	P	VARIOUS	11/09/10
i	ML SYSTEMATIC MONENTUM FUTURES ACCESS LLC	P	VARIOUS	04/14/11
j	CYRUS ACCESS LTD	P	VARIOUS	05/11/11
k	CHILTON SMALL CAP ACCESS LTD CLASS	P	VARIOUS	07/21/11
l	MCVEAN TRADING & INVESTMENTS	P	VARIOUS	VARIOUS
m	MCVEAN TRADING & INVESTMENTS	P	VARIOUS	VARIOUS
n	CAPITAL GAINS DIVIDENDS			
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,998.		1,828.	170.
b	1,527.		1,154.	373.
c	409.		383.	26.
d	1,431.		1,336.	95.
e	2,730.		2,213.	517.
f	1,989.		2,389.	<400.>
g	95,398.		87,284.	8,114.
h	2,665.		3,134.	<469.>
i	50,664.		50,777.	<113.>
j	20,653.		21,988.	<1,335.>
k	101,394.		100,000.	1,394.
l	954.			954.
m	1,430.			1,430.
n	511.			511.
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				170.
b				373.
c				26.
d				95.
e				517.
f				<400.>
g				8,114.
h				<469.>
i				<113.>
j				<1,335.>
k				1,394.
l				954.
m				1,430.
n				511.
o				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	76,601.
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

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CSFB 217-814029	9,379.	503.	8,876.
CSFB 2A7-011238	6,329.	0.	6,329.
CSFB 2A7-013820	10,113.	0.	10,113.
CSFB 2A7-014703	4,293.	8.	4,285.
CSFB 2A7-022458	12,383.	0.	12,383.
CSFB 2A7-026061	3,990.	0.	3,990.
CSFB 2A7-030352	938.	0.	938.
LESS PREPAID INTEREST	<14,050.>	0.	<14,050.>
MERRILL LYNCH 6AP02273	5.	0.	5.
TOTAL TO FM 990-PF, PART I, LN 4	33,380.	511.	32,869.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION-COCA COLA	170.	170.	0.
SECURITIES LITIGATION-AIG	59.	59.	0.
CHUNGHWA TELECOM CO-RETURN OF PRINCIPAL	143.	143.	0.
SWISSCOM SPON ADR RD-RETURN OF PRINCIPAL	158.	158.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	530.	530.	0.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LYNCH & EATMAN,LLP	525.	525.	0.	0.
LYNCH & EATMAN,LLP	225.	225.	0.	0.
TO FM 990-PF, PG 1, LN 16A	750.	750.	0.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SITTERSON & BARKER PA	7,275.	7,275.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	7,275.	7,275.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MGMT FEE CSFB#2A7-022458	2,532.	2,532.	0.	0.
MGMT FEE CSFB#2A7-013820	3,022.	3,022.	0.	0.
MGMT FEE CSFB#2A7-014703	3,413.	3,413.	0.	0.
MGMT FEE CSFB#2A7-026061	3,608.	3,608.	0.	0.
MGMT FEE CSFB#2A7-030352	4,052.	4,052.	0.	0.
MGMT FEE CSFB#2A7-011238	6,465.	6,465.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	23,092.	23,092.	0.	0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PD	3,449.	3,449.	0.	0.
TO FORM 990-PF, PG 1, LN 18	3,449.	3,449.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGE	25.	25.	0.	0.
TO FORM 990-PF, PG 1, LN 23	25.	25.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED DETAIL STATEMENT	2,928,951.	3,246,398.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,928,951.	3,246,398.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
EAST CAROLINA UNIVERSITY EAST FIFTH STREET GREENVILLE, NC 27858	GENERAL PURPOSE	EXEMPT	500.
LENOIR/GREENE UNITED WAY 327 N. QUEEN STREET KINSTON, NC 28501	GENERAL PURPOSE	EXEMPT	1,500.
BOYS & GIRLS CLUB OF LENOIR COUNTY	GENERAL PURPOSE	EXEMPT	1,200.
LENOIR COMMITTEE OF 100 PO BOX 2220 KINSTON, NC 28502	GENERAL PURPOSE	EXEMPT	2,000.
EAST CAROLINA UNIVERSITY EAST FIFTH STREET GREENVILLE, NC 27858	GENERAL PURPOSE	EXEMPT	5,000.
PENLAND SCHOOL OF CRAFTS 67 DORAS TRAIL PENLAND, NC 28765	GENERAL PURPOSE	EXEMPT	500.
FOOD BANK OF CENC 497 WEST 9TH STREET GREENVILLE, NC 27834	GENERAL PURPOSE	EXEMPT	500.
NORTH CAROLINA SYMPHONY	GENERAL PURPOSE	EXEMPT	250.

THE NATURE CONSERVANCY 4705 UNIVERSITY DRIVE DURHAM, NC 27707	GENERAL PURPOSE	EXEMPT	1,200.
KINSTON COMMUNITY ARTS COUNCIL 400 NORTH QUEEN STREET KINSTON, NC 28501	GENERAL PURPOSE	EXEMPT	1,000.
BOY SCOUTS OF AMERICA	GENERAL PURPOSE	EXEMPT	1,200.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			14,850.

BRODY BROTHERS FOUNDATION
CORPORATE STOCK INVESTMENTS
56-0858144

Description	Acct	Beg of Year Shares	Beg of Year Cost	End of Year Shares	End of Year Cost	Basis of Valuation	Fair Mkt Value
ARDEN ALTERNATIVE ADVISERS SPC	**CS 217-814029**	3,782.123	500,000.00	3,782.123	500,000.00	COST	492,469.00
FORWARD TACTICAL GROWTH FD CL C		1,956.182	50,000.00			COST	
LORD ABBETT FLOATING RATE FUND CL C		9,360.240	85,178.19	9,815 836	89,429.75	COST	91,385.43
TEMPLETON GLOBAL BOND FUND CL C		6,655.963	85,605.18	6,994.270	90,212.46	COST	98,409.38
			720,783.37		**679,642.21**		**682,263.81**
ACCENTURE PLC IRELAND CLASS SHS ISIN#IE00B4BNMY34	**CS 2A7-011238**	1,004.000	36,894.17	786.000	29,059.79	COST	46,484.04
AFLAC INC		879.000	18,262.81			COST	
AFFILIATED MANAGERS GROUP INC COM		382.000	30,256.06	382.000	30,256.06	COST	39,854.06
APPLE INC COM				100 000	34,958.06	COST	39,048.00
BERKSHIRE HATHAWAY INC DEL CL B NEW		181.000	10,020.16			COST	
C H ROBINSON WORLDWIDE INC COM NEW		422.000	18,894.09	205.000	9,142.28	COST	14,823.55
COLGATE PALMOLIVE CO		427.000	30,909.08			COST	
EMC CORP (MASS) COM		2,280 000	34,579 85	2,280.000	34,579.85	COST	59,462.40
EXPEDITORS INTL WASHINC		359.000	12,863.29	359.000	12,863.29	COST	17,131.48
EXPRESS SCRIPTS INC COM				578.000	30,401.60	COST	31,362.28
ITT EDUCATIONAL SERVICES INC COM		411.000	43,111.23			COST	
MASTERCARD INC CL A COM		107.000	17,117.28	167.000	34,069.70	COST	50,642.75
QUALCOMM INC		1,101.000	39,911.85	1,101.000	39,911.85	COST	60,312.78
ROBERT HALF INTL INC		1,132.000	28,299.32	1,731.000	46,156.27	COST	47,394.78
ROCKWELL COLLINS INCDEL COM STK		504.000	31,328.89	777.000	48,752.00	COST	42,804.93
SCRIPPS NETWORKS INTERACTIVE INC CL A		544.000	22,104.62	688.000	29,217.29	COST	31,881.92
STARWOOD HOTELS & RESORTS WORLDWIDE				616.000	35,217.58	COST	33,855.36
STATE STREET CORP COM		655.000	30,050.22			COST	
SUNCOR ENERGY INC NEW COM ISIN#CA8672241079		905.000	24,672.39	1,213.000	33,892.68	COST	46,360.86
TERADATA CORP DEL COM		1,152.000	30,682.44	1,152.000	30,682.44	COST	63,313.92
VISA INC COM CL A		356.000	22,575.48	436.000	28,811.02	COST	37,295.44
			482,533.23		**507,971.76**		**662,028.55**
AXIS CAPITAL HLDGS LTD SHS ISIN#BMG0692U1099	**CS 2A7-013820**	138.000	4,023.00	138.000	4,023.00	COST	4,398.06
UBS AG SHS NEW ISIN#CH0024899483		320.000	7,414.15	320.000	7,414.15	COST	5,324.53
ALCATEL LUCENT SPON ADR		2,085.000	16,467.20			COST	
ALLIANZ SE SPONS ADRREPSTG 1/10 SHS		283.000	2,874.83	283.000	2,874.83	COST	3,703.06
ALUMINA LTD SPONSORED ADR		529.000	6,066.35	335.000	1,853.66	COST	3,182.50
ANGLOGOLD ASHANTI LTD SPONORED ADR ISIN#US0351282068		166.000	6,067.66	194.000	7,344.85	COST	8,136.36
ASTRAZENECA PLC SPONSORED ADR		125.000	5,906.38	183.000	8,720.66	COST	8,877.33
BP PLC SPON ADR		158.000	5,057.36			COST	

BRODY BROTHERS FOUNDATION
CORPORATE STOCK INVESTMENTS
56-0858144

Description	Acct	Beg of Year Shares	Beg of Year Cost	End of Year Shares	End of Year Cost	Basis of Valuation	Fair Mkt Value
BARRICK GOLD CORP COM ISIN#CA0679011084		226.000	7,629.47	223.000	8,471.29	COST	10,608.11
CAMECO CORP COM ISIN#CA13321L1085		304.000	7,866.13	289.000	7,857.80	COST	7,675.84
CARREFOUR SA SPONSORED ADR ISIN#US1444302046		775.000	6,899.39	845.000	7,496.11	COST	5,024.37
ELECTROBRAS CENTRAISELECTRICIAS ADR ISIN#US15234Q2075		152.000	1,936.05	152.000	1,936.05	COST	1,833.12
DAIICHI SANKYO KABUSHIKI KAISHA				178.000	3,349.21	COST	3,673.39
DAI NIPPON PRTG LTD JAPAN SPON ADR ISIN#US2338063066		702.000	9,799.15	702.000	9,799.15	COST	7,967.00
DAIWA HOUSE IND LTD ADR		45.000	4,308.68	27 000	2,556.09	COST	3,620.30
EAST JAPAN RY CO ADR				306.000	3,553.91	COST	3,204.13
ELECTRICITE DE FRANCE ADR		342.000	3,515.83	652.000	6,193.08	COST	4,729.61
EMBRAER EMPRESA BRASILEIRA DE		194.000	4,121.21			COST	
FINMECCANICA SPA ADR		502.000	2,828.07	1,090.000	6,298.80	COST	4,197.59
FUJIFILM HLDGS CORP ADR 2 ORD ISIN#US35958N1072		198.000	6,905.10	198.000	6,905.10	COST	5,984.35
GAZPROM O A O SPON ADR REG S				234.000	2,508 84	COST	3,377.09
GLAXOSMITHKLINE PLC SPONS ADR		160.000	6,456.23	195.000	7,730.33	COST	8,661.90
GOLD FIELDS LTD NEW SPONS ADR		415.000	5,353.99	415.000	5,353.99	COST	6,469.85
HACHIJUNI BK LTD ADR		51.000	2,894.02	51.000	2,894.02	COST	2,827.85
HOME RETAIL GROUP PLC SPON ADR				279.000	3,436.32	COST	2,483.94
IVANHOE MINES LTD ISIN#CA46579N1033		150.000	1,538.00			COST	
KAO CORP SPON ADR REPSTG		316.000	6,523.74	316.000	6,523.74	COST	8,928.58
KAZAKHGOLD GROUP LTD SPONS GDR				402.000	1,633.29	COST	1,447.20
KINROSS GOLD CORP COM NO PAR ISIN#CA4969024047		449.000	8,021.50	569.000	9,814 98	COST	9,305.37
KOREA ELEC PWR CO SPONSORED ADR RPSTG ISIN#US5006311063 1/2 SHS		354.000	6,314.45	354.000	6,314.45	COST	4,276.32
MS&AD INS GROUP HLDGS ADR ISIN#US5534911012		368.000	6,047.35	780.000	10,599.37	COST	9,761.70
MAGNA INTERNATIONAL INC CL A		63.000	3,483.22			COST	
NEWCREST MINING LTD ADR		190.000	4,714.70	190.000	4,714.70	COST	8,254.36
NEXEN INC COM SHS ISIN#CA65334H1029		316.000	6,484.44	271.000	5,825.56	COST	6,314.30
NINTENDO LTD ADR		125.000	4,055.98	157.000	5,071.14	COST	3,124.61
NIPPON TELEG & TELEPHONE CORP SPONSORED ADR		494.000	10,796.23	525.000	11,501.31	COST	12,988.50
NOKIA CORP SPONSORED ADR		585.000	7,404.70	995.000	10,737.20	COST	5,771.00
PANASONIC CORP ADR ISIN#US69832A2050		316.000	5,514.67	428.000	6,840.99	COST	5,071.80
PERUSAHAAN PERSEROAN PERSERO P.T.				106.000	3,586.57	COST	3,699.40
ROHM CO LTD ADR		93.000	2,378.41	161.000	4,495.48	COST	4,692.99
ROYAL DUTCH SHELL PLC SPON ADR		166.000	10,805.81	116.000	7,409.81	COST	8,543.40
SK TELECOM LTD SPONSORED ADR ISIN#US78440P1084		536.000	8,568.78	535.000	8,638.34	COST	8,517.20
SANOFI SPONS ADR ISIN#US80105N1054		278.000	9,653.63	278.000	9,653.63	COST	10,772.50
SEGA SAMMY HLDGS INC SPONS ADR REPSTG COM		1,250.000	5,111.74			COST	
SEKISUI HOUSE LTD SPONSORED ADR		468.000	4,613.22	559.000	5,428.30	COST	5,322.80

BRODY BROTHERS FOUNDATION
CORPORATE STOCK INVESTMENTS
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Description	Acct	Beg of Year Shares	Beg of Year Cost	End of Year Shares	End of Year Cost	Basis of Valuation	Fair Mkt Value
SEVEN & I HLDGS CO LTD ADR ISIN#US81783H1059		157.000	7,329.98	134.000	6,232.23	COST	7,603.16
SHISEIDO LTD SPON ADR		265.000	4,753.36	396 000	6,981.29	COST	7,592.51
SIEMENS A G SPONSORED ADR ISIN#US8261975010		62.000	3,714.60	37.000	1,863.74	COST	4,709.73
SOCIETE GENERALE FRANCE SPON ADR		342.000	2,990.17	264.000	2,330.26	COST	2,635.51
STATOIL ASA SPON ADR				123.000	2,623.34	COST	3,022.11
SUMITOMO MITSUI TR HLDGS INC SPONS ADR ISIN#US86562X1063		703.000	4,513.64	1,047.000	3,664.50	COST	3,851.91
SUNCOR ENERGY INC NEW COM		171.000	4,951.47			COST	
SWISSCOM SPON ADR		152.000	4,964.28	152.000	4,964.28	COST	7,318.50
TAKEDA PHARMJACEUTICAL CO		67.000	1,443.78			COST	
TNT EXPRESS N V ADR				333.000	3,375.85	COST	3,373.62
TELECOM ITALIA S P ANEW SPON ADR REPSTG SVGS SHS ISIN#US87927Y2019		937.000	22,024.28	649.000	14,232.19	COST	6,976.75
TOYOTA MTR CO SPON ADR				69.000	4,877.61	COST	5,652.48
VODAFONE GROUP PLC SPON ADR NEW ISIN#US92857W2098		340.000	6,351.09	297.000	5,389.86	COST	8,345 70
WACOAL HLDGS CORP ADR ISIN#US9300042051		96.000	6,015.12	96.000	6,015.12	COST	6,367.68
WOLTERS KLUWER N V SPON ADR		300.000	5,367.11	300.000	5,367.11	COST	6,238.20
			310,839.70		**305,277.48**		**306,440.17**
DE LA RUE PLC LA RUE CO PLC SHS	**CS 2A7-014703**	357.000	5,475.09			COST	
GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094		112.000	2,916 32	349.000	9,436.85	COST	8,641 24
BEIJING CAPITAL INTERNATIONAL AIRPORT CO LTD BCIA SHS H ISIN#CNE100000221		12,000.000	11,890 60	11,507.000	11,478.25	COST	5,403.34
HENDERSON LAND DEVELOPMENT CO LTD SHS ISIN#HK0012000102		1,000.000	4,903.40	2,700.000	16,514.19	COST	17,112.39
HONG KONG EXCHANGES AND CLEARING LTD		1,000.000	7,086.20			COST	
ALLEGHENY ENERGY INC COM		237.000	8,615.43			COST	
ANGLO AMERN PLC ADR NEW		550.000	6,466.35			COST	
AUTONATION INC DEL COM				594.000	17,912.71	COST	22,340 34
BOK FINANCIAL CORP NEW		29.000	1,530.97	29.000	1,530.97	COST	1,579.34
BERKSHIRE HATHAWAY INC DEL CL B NEW		150.000	9,068.92	150.000	9,068.92	COST	11,125.50
BHP BILLITON LTD SPON ADR		30.000	1,978.50			COST	
BROOKFIELD ASSET MGMT INC VTG SHS CL A ISIN#CA1125851040		734.000	23,393.93	734.000	23,393.93	COST	23,143.02
CB RICHARD ELLIS GROUP INC CL A		127.000	1,554.42	127.000	1,554.42	COST	2,768.60
CME GROUP INC COM		25.000	4,711.44	25.000	4,711.44	COST	7,229 75
CNOOC LTD SPONSORED ADR ISIN#US1261321095		43.000	3,163.49	37.000	2,722.07	COST	8,225.47
CARNIVAL COPR PAIRED CTF 1 COM		270.000	10,379.91	109.000	4,190.41	COST	3,629.70
CENOVUS ENERGY INC COM		197.000	7,384.11	128.000	4,791.84	COST	4,908.80
CHINA LIFE INS CO LTD SPONS ADR REPSTG		108.000	5,168.66			COST	
CHINA UNICOM HONG KONG LTD ADR		467.000	5,030.72			COST	
DREAMWORKS ANIMATIONSKG INC CL A		107.000	3,061.10	447.000	11,535.98	COST	9,771.42

BRODY BROTHERS FOUNDATION
CORPORATE STOCK INVESTMENTS
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Description	Acct	Beg of Year Shares	Beg of Year Cost	End of Year Shares	End of Year Cost	Basis of Valuation	Fair Mkt Value
EL PASO CORP COM		459.000	6,888.70			COST	
ENCANA CORP COM SHS		197.000	7,840.91			COST	
FEDERAL NAT MTG ASSN COM		180.000	5,034.58			COST	
FOREST CITY ENTERPRISES INC CL A		422.000	6,031.16	776.000	10,862.80	COST	13,975.76
FRANCO NEV CORP COM ISIN#CA3518581051		48.000	1,459.04	425.000	13,696.48	COST	17,788.80
GAZPROM O A O SPON ADR REG S		300.000	12,750.00			COST	
GENZYME CORP COM FORMERLY COM GEN DIV		88.000	4,716.72			COST	
GRUPO TELEVISA SA DECV SPON ADR REPSTG ORD PARTN CTF ISIN#US40049J2069		288.000	5,773.61	288.000	5,773.61	COST	6,390.72
HOWARD HUGHES CORP COM				60.000	3,522.55	COST	3,627.60
ICICI BK LDT ADR ISIN#US45104G1040		178.000	8,145.11	178.000	8,145.11	COST	8,289.46
IMPERIAL OIL LTD COM		284.000	12,142.25	284.000	12,142.25	COST	12,504.52
JARDEN CORP COM		145.000	4,633.11	538.000	16,637.08	COST	16,672.62
LEGG MASON INC		50.000	5,051.48			COST	
LENDER PROCESSING SVCS INC COM.		229.000	9,113.82			COST	
LEUCADIA NATL CORP COM		325.000	9,682.23	592.000	15,583.01	COST	19,932.64
LIBERTY MEDIA CORP NEW LIBERTY CAP COM SER A		94.000	4,021.52	213.000	10,177.40	COST	16,999.53
LIBERTY MEDIA CORP NEW LIBERTY STARZ				48.000	3,535.42	COST	3,684.48
LIMITED BRANDS INC				43.000	1,751.84	COST	1,627.98
LOEWS CORP COM		40.000	1,431.76	358.000	13,400.09	COST	14,273.46
MASTERCARD INC CL A COM		28.000	6,130.85	28.000	6,130.85	COST	8,491.00
NYSE EURONEXT COM		268.000	22,266.89	268.000	22,266.89	COST	8,967.28
NASDAQ OMX GROUP INC COM		362.000	9,905.34			COST	
PHILIP MORRIS INTL INC COM		191.000	7,860.09			COST	
RRI ENERGY INC COM		1,165.000	10,787.58	255.000	18,234.57	COST	17,765.85
SEARS HLDGS CORP COM		164.000	12,146.24			COST	
SWIRE PACIFIC LTD SPONS ADR REPRESENTG				912.000	14,183.03	COST	12,847.34
TIME WARNER INC COM NEW		256.000	8,784.26			COST	
VORNADO RLTY TR SBI		63.000	2,305.95	63.000	2,305.95	COST	5,893.65
WYNN RESORTS LTD COM				11.000	1,823.42	COST	1,690.48
MARKET VECTORS ETF TR GAMING ETF		355.000	7,117.40	403.000	8,664.89	COST	14,636.96
			315,800.16		**307,679.22**		**331,939.04**
ABB LTD SPONSORED ADR	**CS 2A7-022458**	330.000	4,860.48			COST	
ALLIANZ SE SPONS ADR REPSTG.		340.000	3,039.70	340.000	3,039.70	COST	4,448.90
ASAHI GLASS ADR				640.000	7,792.72	COST	7,404.16
ASTRAZENECA PLC SPONSORED ADR		160.000	6,395.76	100.000	4,026.52	COST	4,851.00
BAE SYS PLC SPONSORED ADR ISIN#US05523R1077		230.000	4,852.93	230.000	4,852.93	COST	4,591.03

BRODY BROTHERS FOUNDATION
CORPORATE STOCK INVESTMENTS
56-0858144

Description	Acct	Beg of Year Shares	Beg of Year Cost	End of Year Shares	End of Year Cost	Basis of Valuation	Fair Mkt Value
BNP PARIBAS SPONSORED ADR REPSTG.25 SHS		190.000	6,318.58	190.000	6,318.58	COST	6,206.73
BAYER AG SPONSORED ADR		70.000	4,427.07	90.000	5,956.29	COST	7,233.48
BHP BILLITON LTD SPONSORED ADR ISIN#US0886061086		70.000	4,575.76	90.000	6,345.65	COST	8,239.50
BOC HONG KONG HLDGS LTD SPONSORED ADR		140.000	6,458.76	90.000	4,152.06	COST	5,380.74
BRITISH AMERN TOB PLC SPONSORED ADR ISIN#US1104481072		130.000	9,029.60	120.000	8,247.39	COST	10,970.40
CANADIAN OIL SANDS LTD COM				250.000	7,825.74	COST	6,846.63
CHUNGHWA TELECOM CO LTD SPONS ADR NEW 2011 ISIN#US17133Q5027		472.000	10,891.41	176.000	4,911.28	COST	6,117.76
COMPANHIA SIDERURGICA NACIONALSPONSORED ADR REPSTGORD SHS ISIN#US20440W1(		400.000	3,058.87	400.000	3,058.87	COST	4,248.00
COMPANHIA ENERGETICADE MINAS GERAIS ADR ISIN#US2044096012		240.000	3,865.49	240.000	3,865.49	COST	4,632.00
DEUTSCHE POST AG SPONS ADR				310.000	5,886.71	COST	5,488.24
DIAGEO PLC SPONSORED ADR NEW		100.000	8,207.50	70.000	5,612.50	COST	5,686.80
ENI SPA SPONSORED ADR		80.000	4,851.59	50.000	2,505.89	COST	2,164 00
ENERPLUS CORP COM ISIN#CA2927661025		160.000	6,210.78	160.000	6,210.78	COST	4,995.20
FOSTERS BREWING GRP LTD SPONS ADR NEW C/A EFF 12/6/11 1 OLD / AUD 5.40 PER SHAR		1,270.000	6,396.56	1,270.000	5,250.61	COST	7,044.69
FRANCE TELECOM SPONSORED ADR		170.000	5,747.09	170.000	5,747.09	COST	3,507.10
GDF SUEZ SPON ADR		110.000	4,662.31	110.000	4,662.31	COST	3,608.77
HSBC HLDGS PLC SPONS ADR NEW		120.000	5,943.81	120.000	5,671.85	COST	5,864.40
HOPEWELL HLDGS LTD SPON ADR		1,360.000	5,064.07			COST	
MTN GROUP LTD SPONSORED ADR				280.000	5,526.47	COST	6,046.04
MUNICH RE GROUP ADR ISIN#US6261881063		270.000	3,791.99	270.000	3,791.99	COST	3,998.16
NESTLE SA SPONSORED ADRS REGISTERED		170.000	8,202.20	150.000	7,247.00	COST	9,562.95
NINTENDO LTD ADR		170.000	8,257.30			COST	
NITTO DENKO CORP ADR				170.000	8,804.33	COST	8,192.81
NOKIA CORP SPONSORED ADR		210.000	3,930.13			COST	
NOVARTIS AG SPONSORED ADR		200.000	7,953.66	150.000	5,895.82	COST	9,180.00
PETROCHINA CO LTD SPONS ADR ISIN#US71646E1001		55.000	8,486.58	55.000	8,486.58	COST	7,822.65
QBE INS GROUP LTD DPONS ADR				440.000	9,246.38	COST	7,926.60
RWE AG SPONSORED ADR		50.000	6,893.50			COST	
ROCHE HLDGS LTD SPONSORED ADR ISIN#US7711951043		170.000	6,035.10	170.000	6,035 10	COST	7,635.21
ROYAL DUTCH SHELL PLC SPONSORED ADR				130.000	8,179.37	COST	9,574.50
SIEMENS A G SPONSORED ADR ISIN#US8261975010		80.000	7,228.75	65.000	5,862.89	COST	8,273.85
SILICONWARE PRECISION INDS LTD SPONSORED ADR SPIL ISIN#US8270848646		650.000	4,917.92	650.000	4,917.92	COST	3,204.50
SINGAPORE TELECOMMUNICATIONS LTD SPONSORED ADR NEW 2006		240.000	6,420.00	240.000	6,420.00	COST	6,699.12
SINGAPORE AIRLS LTD ADR				220.000	5,468.19	COST	5,175.94
TAIWAN SEMICONDUCTORMFG CO SPONSORED ADR ISIN#US8740391003		594.000	6,342.99	594.000	6,342.99	COST	7,341.84
TELEFONICA S A ADR SPONS ADR ISIN#US8793822086		70.000	4,453.65	210.000	4,453.65	COST	4,687.20
TESCO PLC SPON ADR				380.000	7,357.48	COST	7,175.54

BRODY BROTHERS FOUNDATION
CORPORATE STOCK INVESTMENTS
56-0858144

Description	Acct	Beg of Year Shares	Beg of Year Cost	End of Year Shares	End of Year Cost	Basis of Valuation	Fair Mkt Value
TOTAL S A SPONSORED ADR		70.000	3,405.85	70.000	3,405.85	COST	3,784.90
TREASURY WINE ESTATES LTD SPONS				423.000	1,145.06	COST	1,598.52
UNILEVER NV NEW YORKSHS NEW		210.000	7,039.44	210.000	7,039.44	COST	6,820.80
UNITED OVERSEAS BK LTD SPON ADR		230.000	6,520.00	230.000	6,520.00	COST	7,814.71
VERMILLION ENERGY TRUST		140.000	5,064.39			COST	
VODAFONE GROUP PLC SPON ADR NEW ISIN#US92857W2098		430.000	12,461.60	430.000	12,461.60	COST	12,083.00
ZURICH FINL SVCS SPONS ADR ISIN#US98982M1071		270.000	5,974.13	170.000	3,761.49	COST	4,052 63
ITAU UNIBANCO HLDG SA NS SPONSORED ADR		200.000	3,295.06			COST	
PRIMARIS RETAIL REAL ESTATE INVT TR UNIT		160.000	2,768.80	160.000	2,768.80	COST	3,463.20
RIOCAN REAL ESTATE INVT TR UNIT		200.000	4,285.60	120.000	2,499.60	COST	3,263.76
			248,586.76		**255,578.96**		**274,907.96**
WEATHERFORD INTL LTD REG	**CS 2A7-026061**	775.000	14,192.38	620.000	11,210.18	COST	13,590.40
ACTIVISION BLIZZARD INC COM		1,210.000	13,750 64	1,210.000	13,750.64	COST	14,326.40
ADOBE SYS INC COM		425.000	12,894.63	515.000	15,274.91	COST	14,275.80
AKAMAI TECHNOLOGIES INC COM		195.000	4,206.15			COST	
APACHE CORP		130.000	10,342.80	130.000	10,342.80	COST	16,083.60
BAXTER INTERNATIONAL INC		285.000	14,384 87			COST	
BECTON DICKINSON & CO		160.000	10,688.00			COST	
BRISTOL MYERS SQUIBB CO COM		545.000	10,845.50			COST	
BROADCOM CORP CL A				450 000	15,297.63	COST	16,681.50
CISCO SYSTEMS INC		555.000	10,261.95	815.000	15,431.99	COST	13,015.55
CME GROUP INC COM				29.000	8,472.57	COST	8,386.51
COMCAST CORP CL A		755.000	11,083.40	755.000	11,083.40	COST	18,135.10
DELL INC COM		825.000	9,190.50	825.000	9,190.50	COST	13,398.00
DOLE FOOD CO INC NEW		1,240.000	14,184.38	1,065.000	12,102.68	COST	15,112.35
EOG RES INC COM				165.000	14,435.73	COST	16,830.00
EBAY INC COM		605.000	10,611.70	520.000	9,120.80	COST	17,030.00
ENERGIZER HLDGS INC COM		215.000	11,381.51	215.000	11,381.51	COST	17,337.60
GILEAD SCIENCES INC		365 000	15,999.14	365.000	15,999.14	COST	15,461.40
HALLIBURTON CO COM		395.000	8,776.88	275.000	6,127.28	COST	15,050.75
HARRIS CORP DEL		285.000	8,946.15	285.000	8,946.15	COST	11,362.95
INTUIT INCORPORATED COM		240.000	6,721.73	240.000	6,721.73	COST	11,208.00
ITRON INC COM				250.000	12,989.20	COST	10,760.00
L 3 COMMUNICATIONS HLDGS INC COM		170.000	12,368.30	140.000	10,151.00	COST	11,076.80
MARKEL CORP COM		40.000	11,366.40			COST	

BRODY BROTHERS FOUNDATION
CORPORATE STOCK INVESTMENTS
56-0858144

Description	Acct	Beg of Year Shares	Beg of Year Cost	End of Year Shares	End of Year Cost	Basis of Valuation	Fair Mkt Value
MCKESSON CORP COM		150.000	6,069.00	150.000	6,069.00	COST	12,168.00
MERCK & CO INC NEW COM				465.000	16,819.07	COST	15,870.45
NEXTERA ENERGY INC COM		290.000	13,261.35	290.000	13,261.35	COST	16,022.50
RALCORP HOLDINGS INC NEW COM		115 000	6,230.51			COST	
SOUTHWEST AIRLS CO COM				1,145.000	14,615.99	COST	11,404.20
STATE STR CORP COM				295.000	13,260.35	COST	12,233.65
SYMANTEC CORP		845.000	12,442.12			COST	
TEVA PHARMACEUTICAL INDUSTRIES LTD ADR ISIN#US8816242098		265.000	12,448.06	285.000	13,455.71	COST	13,292.40
UNITEDHEALTH GROUP INC COM		465.000	12,390.50	335.000	8,855.80	COST	16,626.05
YAMANA GOLD INC COM				1,090.000	12,857.64	COST	14,148.20
YUM BRANDS INC COM		300.000	10,485.00	300.000	10,485.00	COST	15,846.00
			295,523.55		**327,709.75**		**396,734.16**
ISHARES TR MSCI EMERGING MKTS INDEX	**CS 2A7-030352**	484.000	19,717.68	433.000	20,854.58	COST	20,398.63
ISHARES TR RUSSELL 2000 INDEX FD		1,044.000	69,738.20			COST	
POWERSHARES QQQ TR UNIT SER 1				346.000	20,342.65	COST	20,057.62
SPDR S&P 500 ETF TR TR UNIT		446.000	48,667.00	304.000	40,475.27	COST	39,316.32
SPDR DOW JONES INDL AVERAGE ETF TR UNIT SER 1		101.000	10,646.29	166.000	20,763.11	COST	20,107.58
			148,769.17		**102,435.61**		**99,880.15**
ALPINE ASSOCIATES ACCESS	**ML 6AP-02273**			79,644.632	95,398.34	COST	96,537.26
CHILTON SMALL CAP ACCESS LTD CLASS C(H)		65,645.000	100,000.00			COST	
PAULSON ADVANTAGE ACCESS LTD CLASS C		81,697.000	199,659.30	45,982.000	112,375.41	COST	123,719.17
ML SYSTEMATIC MOMENTUM FUTURES ACCESS LLC CL A		57,541.000	69,999.36	15,801.000	19,222.12	COST	18,755.79
YORK TOTAL ACCESS II LTD CLASS C		129,458.000	99,941.58	129,458.000	99,941.58	COST	138,312.93
CYRUS ACCESS LTD CLASS C(H) SP12		30,024.000	40,844.57	9,801.436	13,334.28	COST	12,494.87
			510,444.81		**340,271.73**		**389,820.02**
MCVEAN TRADING & INVESTMENTS LLC	**5643K 49549**		-		**102,384.00**	COST	**102,384.00**
			3,033,280.75		**2,928,950.72**		**3,246,397.86**