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

2010

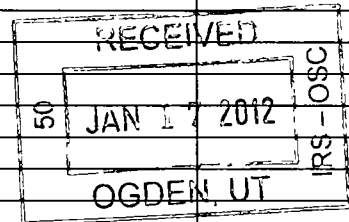
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning SEP 1, 2010, and ending AUG 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 BREWER FOUNDATION, INC.		A Employer identification number 56-0941242
Number and street (or P.O. box number if mail is not delivered to street address) P. O. BOX 7906	Room/suite	B Telephone number 252-443-1333
City or town, state, and ZIP code ROCKY MOUNT, NC 27804		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,176,384.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		8,182.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		29.	29.		STATEMENT 1
4 Dividends and interest from securities		30,725.	30,725.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		34,578.			
b Gross sales price for all assets on line 6a 666,621.					
7 Capital gain net income (from Part IV, line 2)			34,578.		
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					
12 Total. Add lines 1 through 11		73,514.	65,332.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,875.	0.		0.
c Other professional fees STMT 4		14,955.	14,955.		0.
17 Interest					
18 Taxes STMT 5		99.	4.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		14.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		16,943.	14,959.		0.
25 Contributions, gifts, grants paid		56,937.			56,937.
26 Total expenses and disbursements. Add lines 24 and 25		73,880.	14,959.		56,937.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-366.			
b Net investment income (if negative, enter -0-)			50,373.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		3,388.	3,967.	3,967.	
	2 Savings and temporary cash investments		12,303.	5,606.	5,606.	
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock	STMT 7	1,157,206.	1,162,958.	1,166,811.	
	c Investments - corporate bonds					
Liabilities	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)		1,172,897.	1,172,531.	1,176,384.	
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ _____)					
	23 Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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		0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds		1,172,897.	1,172,531.		
Net Assets or Fund Balances	30 Total net assets or fund balances		1,172,897.	1,172,531.		
	31 Total liabilities and net assets/fund balances		1,172,897.	1,172,531.		

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	1,172,897.
2 Enter amount from Part I, line 27a	2	-366.
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	1,172,531.
5 Decreases not included in line 2 (itemize) ▶ _____	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,172,531.

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 STOCK SALES	P	VARIOUS	VARIOUS
b STOCK SALES	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 39,546.		37,944.	1,602.
b 623,812.		594,099.	29,713.
c 3,263.			3,263.
d			
e			

(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			1,602.
b			29,713.
c			3,263.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	34,578.
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	51,837.	1,056,872.	.049048
2008	35,189.	850,643.	.041368
2007	36,823.	1,269,710.	.029001
2006	63,090.	1,213,607.	.051986
2005	81,597.	1,040,127.	.078449

2 Total of line 1, column (d)	2	.249852
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	.049970
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,223,359.
5 Multiply line 4 by line 3	5	61,131.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	504.
7 Add lines 5 and 6	7	61,635.
8 Enter qualifying distributions from Part XII, line 4	8	56,937.

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	1,007.
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	1,007.
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	1,007.
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		2.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,009.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JOSEPH B. BREWER, JR. Located at ► P.O. BOX 7906, ROCKY MOUNT, NC	Telephone no. ► 252-443-1333 ZIP+4 ► 27804		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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 ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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? ☐ Yes ☒ No	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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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

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?

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

6b

X

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
JOSEPH B. BREWER, JR P. O. BOX 7906 ROCKY MOUNT, NC 27804	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JOSEPH B. BREWER, III P. O. BOX 7906 ROCKY MOUNT, NC 27804	DIRECTOR 0.00	0.	0.	0.
VIRGINIA H. BREWER P. O. BOX 7906 ROCKY MOUNT, NC 27804	DIRECTOR 0.00	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

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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	1,215,038.
b	Average of monthly cash balances	1b	26,951.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,241,989.
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	1,241,989.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,630.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,223,359.
6	Minimum investment return. Enter 5% of line 5	6	61,168.

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	61,168.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,007.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,007.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	60,161.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	60,161.
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	60,161.

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	56,937.
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	56,937.
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	56,937.

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				60,161.
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	30,420.			
b From 2006	4,018.			
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	34,438.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$	56,937.			
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				56,937.
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))	3,224.			3,224.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	31,214.			
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	27,196.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	4,018.			
10 Analysis of line 9:				
a Excess from 2006	4,018.			
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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.)
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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:

J. B. BREWER, JR., 252-443-1333
PO BOX 7906, ROCKY MOUNT, NC 27804

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

LETTER FORM-STATING PURPOSE AND NEED

- c Any submission deadlines:**

NONE

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

GENERALLY LIMITED TO NORTH CAROLINA

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

Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED SCHEDULE			EDUCATIONAL AND RELIGIOUS	56,937.
Total				56,937.
b Approved for future payment NONE				
Total				0.

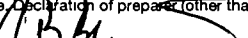
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		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.		

[illegible]

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		11/7/11 Date		Title
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Check ☐ if self-employed
	STEPHEN BARNES				11/14/11 Date
	Firm's name ▶ RSM MCGLADREY, INC.				Firm's EIN ▶ 41-194416
	Firm's address ▶ 111 ROUNABOUT COURT ROCKY MOUNT, NC 27804				Phone no. 252-446-0731

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2010

Name of the organization

Employer identification number

BREWER FOUNDATION, INC.

56-0941242

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

BREWER FOUNDATION, INC.

56-0941242

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BREWER FOODS 1021 NOEL LANE ROCKY MOUNT, NC 27802	\$ 8,182.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

BREWER FOUNDATION, INC.

56-0941242

Part II Noncash Property (see instructions)[illegible]

Name of organization

Employer identification number

BREWER FOUNDATION, INC.**56-0941242****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

<u>SOURCE</u>	<u>AMOUNT</u>
TRUST COMPANY OF THE SOUTH	29.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	29.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
TRUST COMPANY OF THE SOUTH	30,725.	0.	30,725.
TRUST COMPANY OF THE SOUTH	3,263.	3,263.	0.
TOTAL TO FM 990-PF, PART I, LN 4	33,988.	3,263.	30,725.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
ACCOUNTING FEES	1,875.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,875.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
FIDUCIARY FEES	14,955.	14,955.		0.
TO FORM 990-PF, PG 1, LN 16C	14,955.	14,955.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	4.	4.		0.	
INCOME TAX	95.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	99.	4.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS	14.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	14.	0.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
THE TRUST COMPANY OF THE SOUTH	1,162,958.	1,166,811.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,162,958.	1,166,811.		

Brewer Foundation, Inc
56-0941242
08/31/2011

Form 990-PF Part XV Supplementary Information - Grants and contributions paid during the year

Recipient	Amount
Bob Jones University	5,980.00
East Carolina Council	1,500.00
ECU	3,397.50
First Presbyterian Church	1,099.00
VES	21,905.00
Peace College	1,000.00
Rocky Mount Academy	13,580.00
Various Charities	8,476.15
Total	56,937.65

Tax Worksheet

(Fiscal Yr: 08/2011 Version: Client)

Tax ID: 560941242**Group ID:** 3**Group Name:** BREWER FOUNDATION, INC.**Account Number:** A011070**Account Name:** BREWER FOUNDATION - COR**Account Number:** A021070**Account Name:** BREWER FOUNDATION *C***Account Number:** A031070**Account Name:** BREWER FOUNDATION - VAL *C***Account Number:** A041070**Account Name:** BREWER FDN - M/S *C***Account Number:** A051070**Account Name:** BREWER FDN - INT *C* *C***Administrator:** WILLIAM H. SMITH**Accountant:****State of Domicile:** North Carolina**Closed Date:****Schedule D**

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
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Short Gain

A011070	DFA INTL REAL ESTATE SEC PORT	233203348	601.8890	3/16/2010		10/19/2010	2010	Short	3,304.37	2,895.09	409.28		
A011070	DFA INTL REAL ESTATE SEC PORT	233203348	1,355.8950	3/16/2010		11/24/2010	2010	Short	7,240.48	6,521.85	718.63		
A011070	DFA INTL REAL ESTATE SEC PORT	233203348	1,609.9050	3/16/2010		3/8/2011	2011	Short	8,452.00	7,743.64	708.36		
									18,996.85	17,160.58	1,836.27		

Short Loss

A011070	VANGUARD INFLATION PROTECTION SEC FD INST SHS	922031745	1,949.6590	11/24/2010		3/8/2011	2011	Short	20,549.41	20,783.37	-233.96		
									20,549.41	20,783.37	-233.96		

Long Gain

A011070	DFA INTERNATIONAL VALUE	25434D203	265.2180	6/1/2005		10/19/2010	2010	Long	4,673.14	4,243.49	429.65		
A011070	VANGUARD SM CAP GR INDEX FD INST SHS	922908819	174.7690	4/23/2008		10/19/2010	2010	Long	3,353.81	3,240.03	113.78		
A011070	DFA EMERGING MKTS VALUE	233203587	178.3820	5/23/2005		10/19/2010	2010	Long	6,370.00	3,367.85	3,002.15		
A011070	VANGUARD SM CAP GR INDEX FD INST SHS	922908819	2,354.2980	4/23/2008		11/24/2010	2010	Long	48,828.16	43,646.09	5,182.07		
A011070	DFA EMERGING MKTS VALUE	233203587	773.9360	5/23/2005		11/24/2010	2010	Long	27,753.34	14,611.91	13,141.43		
A011070	DFA INTERNATIONAL VALUE	25434D203	2,747.1190	6/1/2005		11/24/2010	2010	Long	48,321.83	43,953.91	4,367.92		
A011070	DFA US SMALL CAP VALUE	233203819	10.3450	5/23/2005		3/8/2011	2011	Long	282.42	264.42	18.00		
A011070	DFA US SMALL CAP VALUE	233203819	330.0130	12/19/2007		3/8/2011	2011	Long	9,009.35	7,771.81	1,237.54		
A011070	DFA US LARGE CAP VALUE	233203827	552.2030	6/20/2008		3/8/2011	2011	Long	11,999.38	11,883.41	115.97		
A011070	VANGUARD SM CAP GR INDEX FD INST SHS	922908819	115.5600	4/23/2008		3/8/2011	2011	Long	2,724.90	2,142.36	582.54		
A011070	DFA REAL ESTATE SECURITIES	233203835	91.0320	2/10/2009	FREEREC	3/8/2011	2011	Long	2,067.34	999.53	1,067.81		
A011070	DFA INTERNATIONAL VALUE	25434D203	334.8710	6/1/2005		3/8/2011	2011	Long	6,513.24	5,357.93	1,155.31		
									171,896.91	141,482.74	30,414.17		

Long Gain Distribution

A011070	DFA EMERGING MKTS VALUE	233203587	855.5740		CASHDEP	2/22/2010	2010	LongD			0.13		
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Tax Worksheet

(Fiscal Yr: 08/2011 Version: Client)

Tax ID: 560941242**Group ID:** 3**Group Name:** BREWER FOUNDATION, INC.**Account Number:** A011070**Account Name:** BREWER FOUNDATION - COR**Account Number:** A021070**Account Name:** BREWER FOUNDATION *C***Account Number:** A031070**Account Name:** BREWER FOUNDATION - VAL *C***Account Number:** A041070**Account Name:** BREWER FDN - M/S *C***Account Number:** A051070**Account Name:** BREWER FDN - INT *C* *C***Administrator:** WILLIAM H. SMITH**Accountant:****State of Domicile:** North Carolina**Closed Data:**

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
A011070	DFA EMERGING MKTS VALUE	233203587	855.5740		CASHDEP	2/22/2010	2010	LongD			0.22		
A011070	DFA EMERGING MKTS VALUE	233203587	855.5740		CASHDEP	2/22/2010	2010	LongD			1.52		
A011070	DFA EMERGING MKTS VALUE	233203587	855.5740		CASHDEP	2/22/2010	2010	LongD			0.11		
A011070	DFA EMERGING MKTS VALUE	233203587	855.5740		CASHDEP	2/22/2010	2010	LongD			0.18		
A011070	DFA EMERGING MKTS VALUE	233203587	855.5740		CASHDEP	2/22/2010	2010	LongD			1.28		
A011070	PIMCO TOTAL RETURN FD INST SHS	693390700	9,560.9180		LTGAIN	12/10/2010	2010	LongD			1,607.57		
A011070	DFA EMERGING MKTS VALUE	233203587	855.5740		DIV	12/14/2010	2010	LongD			90.44		
A011070	DFA EMERGING MKTS VALUE	233203587	855.5740		STGAIN	12/14/2010	2010	LongD			140.16		
A011070	DFA EMERGING MKTS VALUE	233203587	855.5740		LTGAIN	12/14/2010	2010	LongD			988.02		
A011070	DFA SEL HEDGED GLOBAL FIXED INC PT	233203223	9,484.8730		LTGAIN	12/14/2010	2010	LongD			9.38		
A011070	BLACKROCK PROV TEMPRUND	092480619	21,807.1700		LTGAIN	12/22/2010	2010	LongD			0.20		
A011070	VANGUARD TOTAL BOND INDEX FD	921937108	2,483.4080		LTGAIN	12/27/2010	2010	LongD			75.92		
A011070	VANGUARD SHORT TERM INV GRADE ADM SHS	922031836	9,055.3360		LTGAIN	12/31/2010	2010	LongD			54.32		
A011070	VANGUARD TOTAL BOND INDEX FD	921937108	2,483.4080		LTGAIN	2/2/2011	2010	LongD			1.06		
A011070	DFA EMERGING MKTS VALUE	233203587	855.5740		LTGAIN	2/3/2011	2010	LongD			1.82		
A011070	DFA EMERGING MKTS VALUE	233203587	855.5740		STGAIN	2/3/2011	2010	LongD			0.26		
A011070	PIMCO TOTAL RETURN FD INST SHS	693390700	9,560.9180		LTGAIN	2/4/2011	2010	LongD			10.15		
A011070	VANGUARD SHORT TERM INV GRADE ADM SHS	922031836	9,696.5010		LTGAIN	3/23/2011	2011	LongD			280.41		
											3,263.15		
Long Loss													
A011070	VANGUARD GROWTH INDEX FD INST	922908868	206.4050	4/13/2007		10/19/2010	2010	Long	5,989.88	6,371.72	-381.84		
A011070	DFA INTL SMALL COMPANY	233203629	229.0940	4/23/2008		10/19/2010	2010	Long	3,626.56	4,148.89	-522.33		
A011070	DFA US SMALL CAP VALUE	233203819	93.8600	5/23/2005		10/19/2010	2010	Long	2,095.88	2,399.06	-303.18		
A011070	DFA REAL ESTATE SECURITIES	233203835	259.2720	5/23/2005		10/19/2010	2010	Long	5,493.98	6,144.74	-650.76		
A011070	DFA LARGE CAP INTL PORTFOLIO	233203868	85.5900	4/23/2008		10/19/2010	2010	Long	1,641.61	2,158.58	-516.97		

Tax Worksheet

(Fiscal Yr: 08/2011 Version: Client)

Tax ID: 560941242

Group ID: 3

Group Name: BREWER FOUNDATION, INC.

Account Number: A011070

Account Name: BREWER FOUNDATION - COR

Account Number: A021070

Account Name: BREWER FOUNDATION *C*

Account Number: A031070

Account Name: BREWER FOUNDATION - VAL *C*

Account Number: A041070

Account Name: BREWER FDN - M/S *C*

Account Number: A051070

Account Name: BREWER FDN - INT *C* *C*

Administrator: WILLIAM H. SMITH

Accountant:

State of Domicile: North Carolina

Closed Date:

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr
A011070	DFA EMERGING MKTS VALUE	233203587	204.5030	6/20/2008		11/24/2010	2010	Long	7,333.48	8,006.28	-672.80		
A011070	DFA INTL SMALL COMPANY	233203629	1,006.9980	4/23/2008		11/24/2010	2010	Long	16,172.38	18,236.73	-2,064.35		
A011070	DFA REAL ESTATE SECURITIES	233203835	473.4470	5/23/2005		11/24/2010	2010	Long	9,961.32	11,220.70	-1,259.38		
A011070	DFA LARGE CAP INTL PORTFOLIO	233203868	1,192.2470	4/23/2008		11/24/2010	2010	Long	22,903.08	30,068.47	-7,165.39		
A011070	VANGUARD GROWTH INDEX FD INST	922908868	3,004.7740	4/13/2007		11/24/2010	2010	Long	91,615.58	92,757.37	-1,141.79		
A011070	VANGUARD GROWTH INDEX FD INST	922908868	641.4490	6/25/2007		11/24/2010	2010	Long	19,557.78	20,449.39	-891.61		
A011070	DFA REAL ESTATE SECURITIES	233203835	35.0390	5/23/2005		3/8/2011	2011	Long	795.73	830.42	-34.68		
A011070	DFA REAL ESTATE SECURITIES	233203835	370.3180	4/23/2008		3/8/2011	2011	Long	8,409.92	9,432.00	-1,022.08		
A011070	DFA REAL ESTATE SECURITIES	233203835	232.2040	6/20/2008		3/8/2011	2011	Long	5,273.35	5,468.42	-195.07		
A011070	DFA LARGE CAP INTL PORTFOLIO	233203868	108.0940	4/23/2008		3/8/2011	2011	Long	2,253.75	2,726.13	-472.38		
									203,124.27	220,418.89	-17,294.61		
Uncategorized													
A031070	ELECTRONIC ARTS	285512109	415.0000			10/5/2010	2010		7,395.45	8,541.27	-1,145.82		
A031070	MOSAIC CO	61945A107	145.0000			10/14/2010	2010		9,737.36	6,586.47	3,150.89		
A031070	APPLIED MATERIALS	038222105	565.0000			11/22/2010	2010		7,056.79	9,042.76	-1,985.97		
A031070	ARCHER DAN MID CO	039483102	260.0000			11/22/2010	2010		7,721.90	7,436.06	285.84		
A031070	CAMPBELL SOUP CO	134429109	200.0000			11/22/2010	2010		6,933.90	6,749.88	184.02		
A031070	CISCO SYSTEMS INC	17275R102	290.0000			11/22/2010	2010		5,654.94	4,742.55	912.39		
A031070	COCA COLA CO	191216100	140.0000			11/22/2010	2010		8,966.86	6,260.41	2,706.45		
A031070	CONOCOPHILLIPS COM	20825C104	140.0000			11/22/2010	2010		8,605.66	5,695.35	2,910.31		
A031070	DISNEY WALT CO	254687106	225.0000			11/22/2010	2010		8,304.63	5,305.92	2,998.71		
A031070	E.I. DUPONT & CO.	263534109	200.0000			11/22/2010	2010		9,319.86	8,348.11	971.75		
A031070	GENERAL ELECTRIC CO	369604103	365.0000			11/22/2010	2010		5,839.94	6,285.99	-446.05		
A031070	GLAXO WELLCOME PLC	37733W105	255.0000			11/22/2010	2010		10,192.18	12,107.93	-1,915.75		
A031070	ISHARES MSCI JAPAN INDEX FD	464286848	725.0000			11/22/2010	2010		7,525.44	6,239.63	1,285.81		

Tax Worksheet

(Fiscal Yr: 08/2011 Version: Client)

Tax ID: 560941242

Group ID: 3

Group Name: BREWER FOUNDATION, INC.

Account Number: A011070

Account Name: BREWER FOUNDATION - COR

Account Number: A021070

Account Name: BREWER FOUNDATION *C*

Account Number: A031070

Account Name: BREWER FOUNDATION - VAL *C*

Account Number: A041070

Account Name: BREWER FDN - M/S *C*

Account Number: A051070

Account Name: BREWER FDN - INT *C* *C*

Administrator: WILLIAM H. SMITH

Accountant:

State of Domicile: North Carolina

Closed Date:

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
A031070	J.P. MORGAN CHASE &	46625H100	195.0000			11/22/2010	2010		7,567.84	8,032.85	-465.01		
A031070	LOWES COMPANIES	548661107	275.0000			11/22/2010	2010		6,052.68	5,860.93	191.75		
A031070	MARSH & MCLENNAN CO	571748102	350.0000			11/22/2010	2010		8,774.35	8,369.03	405.32		
A031070	MICROSOFT CORPORATION	594918104	300.0000			11/22/2010	2010		7,673.90	8,939.66	-1,265.76		
A031070	NOVARTIS AG	66987V109	145.0000			11/22/2010	2010		8,224.27	5,509.67	2,714.60		
A031070	SCHLUMBERGER LTD	806857108	110.0000			11/22/2010	2010		8,274.07	4,818.05	3,456.02		
A031070	CHARLES SCHWAB CORP	808513105	425.0000			11/22/2010	2010		6,340.90	7,503.91	-1,163.01		
A031070	SYMANTEC	871503108	375.0000			11/22/2010	2010		6,404.93	5,742.49	662.44		
A031070	ADR TOYOTA MOTOR	892331307	110.0000			11/22/2010	2010		8,623.85	8,735.74	-111.89		
A031070	UNITED PARCEL SVC	911312106	135.0000			11/22/2010	2010		9,291.90	9,679.58	-387.68		
A031070	VALERO ENERGY	91913Y100	370.0000			11/22/2010	2010		7,229.67	9,864.86	-2,635.19		
A031070	VULCAN MATERIALS CO	929160109	150.0000			11/22/2010	2010		5,888.90	6,472.11	-583.21		
A031070	WALGREEN CO.	931422109	250.0000			11/22/2010	2010		8,757.38	7,214.61	1,542.77		
A031070	WASTE MANAGEMENT INC	94106L109	250.0000			11/22/2010	2010		8,822.38	7,069.57	1,752.81		
A031070	YAHOO INC	9841332106	475.0000			11/22/2010	2010		7,837.42	6,887.32	950.10		
A031070	ZIMMER HOLDINGS INC	98956P102	120.0000			11/22/2010	2010		6,056.32	8,130.74	-2,074.42		
A031070	EXXON MOBIL CORP	30231G102	100.0000			11/22/2010	2010		7,015.88	4,054.80	2,961.08		
A031070	JOHNSON & JOHNSON	478160104	125.0000			11/22/2010	2010		7,947.38	7,068.58	858.80		
A031070	PROGRESS ENERGY INC	743263105	200.0000			11/22/2010	2010		8,751.87	8,880.73	-128.86		

248,790.80 232,197.56 16,593.24

Total: 663,358.24 632,043.14 34,578.26

(3263.15) CG Dist

31315.11 total

Gain/Loss Summary

Short Term Gain

1,836.27