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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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
BODDIE NOELL FOUNDATION
ATTN: TAX AND RISK MANAGEMENT

A Employer identification number
20-1897695

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P. O. BOX 1908

B Telephone number
(252) 937-2000

City or town, state, and ZIP code
ROCKY MOUNT, NC 27802-1908

C If exemption application is pending, check here ▶ [ ]

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

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) ▶$ 3,514,068.

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 ▶ [ ]

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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)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	855.	855.		STATEMENT 1
4 Dividends and interest from securities	64,632.	64,632.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	33,320.			
b Gross sales price for all assets on line 6a 608,753.				
7 Capital gain net income (from Part IV, line 2)		33,320.		
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	-3,406.	-4,306.		STATEMENT 3
12 Total. Add lines 1 through 11	95,401.	94,501.		
Operating and Administrative Expenses				
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 4	2,200.	1,100.		1,100.
c Other professional fees STMT 5	26,448.	26,448.		0.
17 Interest				
18 Taxes STMT 6	1,568.	1,568.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	4,231.	4,231.		0.
24 Total operating and administrative expenses Add lines 13 through 23	34,447.	33,347.		1,100.
25 Contributions, gifts, grants paid	175,200.			175,200.
26 Total expenses and disbursements Add lines 24 and 25	209,647.	33,347.		176,300.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-114,246.			
b Net investment income (if negative, enter -0-)		61,154.		
c Adjusted net income (if negative, enter -0-)			N/A	

P 14

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1 Cash - non-interest-bearing		7,832.	8,302.	8,302.
2 Savings and temporary cash investments		164,404.	960,340.	959,487.
3 Accounts receivable ▶	42,170.			
Less: allowance for doubtful accounts ▶			42,170.	42,170.
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	909,368.	938,564.	960,426.
c Investments - corporate bonds				
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 9	2,549,738.	1,568,064.	1,542,366.
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)		1,661.	1,317.	1,317.
16 **Total assets** (to be completed by all filers)		3,633,003.	3,518,757.	3,514,068.
Liabilities				
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
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		3,633,003.	3,518,757.	
30 **Total net assets or fund balances**		3,633,003.	3,518,757.	
31 **Total liabilities and net assets/fund balances**		3,633,003.	3,518,757.	

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	3,633,003.
2 Enter amount from Part I, line 27a	2	-114,246.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,518,757.
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	3,518,757.

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 STATEMENT			
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	608,753.		575,433.	33,320.

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				33,320.

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 — 33,320.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	199,559.	4,553,025.	.043830
2009	200,868.	2,864,011.	.070135
2008	151,911.	4,802,067.	.031635
2007	174,130.	4,218,257.	.041280
2006	98,868.	2,272,739.	.043502

2	Total of line 1, column (d)	2	.230382
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	.046076
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,731,589.
5	Multiply line 4 by line 3	5	171,937.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	612.
7	Add lines 5 and 6	7	172,549.
8	Enter qualifying distributions from Part XII, line 4	8	176,300.

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 ▶ [X] and enter 1% of Part I, line 27b			1	612.
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	612.
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	612.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,688.		
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	1,688.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,076.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	1,076.	Refunded ▶	11	0.

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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 ▶ WILLIAM L. BODDIE Telephone no. ▶ 252-937-2000

Located at ▶ P.O. BOX 1908, ROCKY MOUNT, NC ZIP+4 ▶ 27802

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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 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 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* 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 2011?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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
SEE STATEMENT 11		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.

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	2,742,448.
b	Average of monthly cash balances	1b	588,133.
c	Fair market value of all other assets	1c	457,834.
d	**Total** (add lines 1a, b, and c)	1d	3,788,415.
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	3,788,415.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,826.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,731,589.
6	**Minimum investment return** Enter 5% of line 5	6	186,579.

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	186,579.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	612.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	612.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	185,967.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	185,967.
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	185,967.

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	176,300.
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	176,300.
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	612.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	175,688.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				185,967.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			154,236.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 176,300.				
a Applied to 2010, but not more than line 2a			154,236.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				22,064.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				163,903.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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 ATTACHED				175,200.
Total			▶ 3a	175,200.
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			14	855.	
4 Dividends and interest from securities			14	64,632.	
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			14	-4,306.	
8 Gain or (loss) from sales of assets other than inventory			18	33,320.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL TAX REFUND		900.			
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		900.		94,501.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 95,401.

(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) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date: 11/14/12 — Title: Vice President

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROLINE P. ABBOTT, CPA		11/12/12		P00039286

Firm's name ▶ THOMAS, JUDY & TUCKER P. A. — Firm's EIN ▶ 56-1965804

Firm's address ▶ 4700 FALLS OF NEUSE ROAD SUITE 400 RALEIGH, NC 27609 — Phone no. 919-571-7055

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	AS REPORTED BY CAPTRUST-PIM	P	09/22/10	08/18/11
b	AS REPORTED BY CAPTRUST-NEUBERGER SHORT TERM	P	VARIOUS	VARIOUS
c	AS REPORTED BY CAPTRUST-NEUBERGER LONG TERM	P	VARIOUS	VARIOUS
d	AS REPORTED BY CAPTRUST-DANA SHORT TERM	P	VARIOUS	VARIOUS
e	AS REPORTED BY CAPTRUST-DANA LONG TERM	P	VARIOUS	VARIOUS
f	SALE OF HATTERAS MULTI STRATEGY TEI FUND LP	P	VARIOUS	VARIOUS
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
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	141,207.		124,947.	16,260.
b	203,775.		203,702.	73.
c	112,855.		89,492.	23,363.
d	55,806.		43,546.	12,260.
e	33,787.		31,100.	2,687.
f	42,170.		82,646.	-40,476.
g	19,153.			19,153.
h				
i				
j				
k				
l				
m				
n				
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				16,260.
b		-		73.
c				23,363.
d				12,260.
e				2,687.
f				-40,476.
g				19,153.
h				
i				
j				
k				
l				
m				
n				
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	33,320.
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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CAPTRUST - DANA	12.
CAPTRUST - HORIZON ASSET MGMT	676.
CAPTRUST - NEUBERGER	13.
CAPTRUST - PIM	111.
CAPTRUST - WENTWORTH HAUSER	40.
HATTERAS MULTIC STRATEGY TEI FUND, LP	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	855.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPTRUST - DANA	7,982.	13.	7,969.
CAPTRUST - NEUBERGER	3,689.	0.	3,689.
CAPTRUST - PIM	65,224.	19,140.	46,084.
CAPTRUST - WENTWORTH HAUSER	6,890.	0.	6,890.
TOTAL TO FM 990-PF, PART I, LN 4	83,785.	19,153.	64,632.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
HATTERAS MULTI-STRATEGY TEI FUND	-5,525.	-5,525.	
OTHER INVESTMENT INCOME	779.	779.	
CAPTRUST-WENTWORTH HAUSER	440.	440.	
FEDERAL TAX REFUND	900.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-3,406.	-4,306.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,200.	1,100.		1,100.
TO FORM 990-PF, PG 1, LN 16B	2,200.	1,100.		1,100.

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
ADVISORY FEES	26,448.	26,448.		0.
TO FORM 990-PF, PG 1, LN 16C	26,448.	26,448.		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 TAXES	1,568.	1,568.		0.
TO FORM 990-PF, PG 1, LN 18	1,568.	1,568.		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
PORTFOLIO DECUCTIONS FROM HATTERAS MULTI-STRATEGY TEI FUND, LP	4,203.	4,203.		0.
BANK SERVICE CHARGE	28.	28.		0.
TO FORM 990-PF, PG 1, LN 23	4,231.	4,231.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CAPTRUST - NEUBERGER	293,127.	320,100.
CAPTRUST - WENTWORTH	341,937.	305,268.
CAPTRUST - DANA	303,500.	335,058.
TOTAL TO FORM 990-PF, PART II, LINE 10B	938,564.	960,426.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CAPTRUST - PIM MUTUAL FUNDS	COST	1,568,064.	1,542,366.
HATTERAS MULTI-STRATEGY TEI FD	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,568,064.	1,542,366.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CAPTRUST - PIM DIVIDEND REC	1,458.	1,317.	1,317.
CAPTRUST - DANA DIVIDEND REC	203.	0.	0.
TO FORM 990-PF, PART II, LINE 15	1,661.	1,317.	1,317.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM L. BODDIE P.O. BOX 1908 ROCKY MOUNT, NC 278021908	PRESIDENT AND DIRECTOR 1.00	0.	0.	0.
MICHAEL H. HANCOCK P.O. BOX 1908 ROCKY MOUNT, NC 278021908	VICE PRESIDENT AND DIRECTO 1.00	0.	0.	0.
PAMELA LARIMER P.O. BOX 1908 ROCKY MOUNT, NC 278021908	SECRETARY AND TREASURER 1.00	0.	0.	0.
MAYO BODDIE, SR. P.O. BOX 1908 ROCKY MOUNT, NC 278021908	DIRECTOR 1.00	0.	0.	0.
NICHOLAS B. BODDIE P.O. BOX 1908 ROCKY MOUNT, NC 278021908	DIRECTOR 1.00	0.	0.	0.
DOUGLAS E. ANDERSON P.O. BOX 1908 ROCKY MOUNT, NC 278021908	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

The Boddie-Noell Foundation
FOR YEAR ENDED 12/31/2011

20-1897695

Part XV, Grants and Contributions Paid During the Year or Approved for Future Payment

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT	VALUE OF GOODS RECEIVED	NET AMOUNT
AMERICAN CANCER SOCIETY ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$1,000	$0	$1,000
AMERICAN RED CROSS - FRED TURNAGE ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$10,000	$0	$10,000
AMERICAN RED CROSS - FRED TURNAGE ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$7,300	$0	$7,300
BAPTIST CHILDRENS HOMES AHOSKIE, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$500	$0	$500
BOYS & GIRLS CLUB OF NASH & EDGECOMBE COUNTIES ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$1,500	$0	$1,500
CAROLINAS GATEWAY PARTNERSHIP ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$10,000	$0	$10,000
CITY OF ROCKY MOUNT WARM PROGRAM ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$2,500	$0	$2,500
COMMUNITIES IN SCHOOLS ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$2,000	$0	$2,000
DOWNEAST PARTNERSHIP FOR CHILDREN ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$2,500	$0	$2,500
EAST CAROLINA COUNCIL ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$7,500	$0	$7,500
ECU-MEDICAL & HEALTH SCIENCES FOUNDATION GREENVILLE, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$40,000	$0	$40,000
EDGECOMBE COMMUNITY COLLEGE ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$1,000	$0	$1,000
FLETCHER ACADEMY RALEIGH, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$5,000	$0	$5,000
FOUNDATION FIGHTING BLINDNESS ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$1,500	$0	$1,500
FOUNDATION FOR THE CAROLINAS CHARLOTTE, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$23,500	$0	$23,500
JACKSON FIELD HOMES NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$5,000	$0	$5,000
LAKESIDE BAPTIST ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$500	$0	$500
MY SISTERS HOUSE NASHVILLE, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$1,000	$0	$1,000
NASH COMMUNITY COLLEGE FOUNDATION ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$1,000	$0	$1,000
NASH COUNTY HISTORICAL ASSOC / REACH OUT ROCKY MOUNT ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$1,000	$0	$1,000
NASH HEALTH CARE FOUNDATION ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$2,500	$0	$2,500
NASH HEALTH CARE FOUNDATION ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$2,500	$0	$2,500
NORTH CAROLINA STATE UNIVERSITY COLLEGE OF VETERINARY MEDICINE RALEIGH, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$8,400	$0	$8,400
NORTH CAROLINA VETERINARY MEDICAL FOUNDATION	NONE	CHARITABLE	$4,500	$0	$4,500

Part XV, Grants and Contributions Paid During the Year or Approved for Future Payment

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT	VALUE OF GOODS RECEIVED	NET AMOUNT
RALEIGH, NC	509(A)(1)&170(B)(1)(C)				
NORTH CAROLINA WESLEYAN COLLEGE-A DAY FOR WESLEYAN ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$5,000	$0	$5,000
REACH OUT ROCKY MOUNT ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$5,000	$0	$5,000
ROCKY MOUNT ACADEMY ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$5,000	$0	$5,000
ROCKY MOUNT UNITED WAY TAR RIVER REGION ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$10,500	$0	$10,500
SPECIAL OLYMPICS NORTH CAROLINA MORRISVILLE, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$2,000	$0	$2,000
TAR RIVER CHORAL AND ORCHESTRAL SOCIETY ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$1,500	$0	$1,500
TAR RIVER MISSION CLINIC ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$2,000	$0	$2,000
UNITED COMMUNITY MINISTRIES ROCKY MOUNT, NC	NONE 509(A)(1)&170(B)(1)(C)	CHARITABLE	$2,000	$0	$2,000
TOTAL		TOTAL CONTRIBUTIONS P	$175,200	NET	$175,200

The Boddie-Noell Foundation 20-1897695.
For the Year Ended 12/31/2011
Part IV Capital Gains and Losses for Tax on Investment Income

DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST OR BASIS	Wash Sale Loss Disallowed	(h) GAIN OR LOSS	ST	LT	QUANTITY
BARCLAYS BK PLC IPATH INDEX	P	9/22/2010	8/18/2011	141,207	124,947		16,260	16,260		3,000 000
BARRICK GOLD CORP	P	9/29/2010	1/3/2011	2,105	1,864		241	241		40 000
VERIZON COMMUNICATIONS	P	9/29/2010	1/5/2011	2,236	1,953		283	283		60 000
GOOGLE INC	P	9/29/2010	2/18/2011	3,147	2,647		500	500		5 000
NABORS INDS	P	9/29/2010	4/5/2011	7,643	4,607		3,036	3,036		250 000
HUNTINGTON INGALSS INDS INC	P	9/29/2010	4/11/2011	384	350		34	34		10 000
BARD C R INC	P	9/29/2010	5/25/2011	5,492	4,088		1,404	1,404		50 000
EBAY INC	P	9/29/2010	5/25/2011	3,220	2,599		622	622		105 000
SIGNA ALDRICH CORP	P	9/29/2010	5/25/2011	1,715	1,514		201	201		25 000
BARD C R INC	P	9/29/2010	7/1/2011	4,980	3,679		1,302	1,302		45 000
TORCHMARK CORP	P	9/29/2010	7/5/2011	22	18		4	4		0 500
DIAGO PLC SPONSORED ADR	P	9/29/2010	8/9/2011	8,254	7,672		582	582		110 000
EXELON CORP	P	9/29/2010	9/13/2011	4,014	4,065		(51)	(51)		95 000
EXELON CORP	P	2/18/2011	10/4/2011	1,214	1,243		(30)	(30)		30 000
NABORS INDS	P	10/4/2011	11/11/2011	10,816	6,209		4,607	4,607		530 000
ENCANA CORP	P	4/5/2011	12/27/2011	564	1,040		(476)	(476)		30 000
VERIZON COMMUNICATIONS	P	9/24/2008	1/5/2011	4,807	3,750		1,058		1,057 67	129 000
CONOCOPHILLIPS	P	3/16/2009	2/23/2011	1,903	885		1,018		1,017 80	24 000
CONOCOPHILLIPS	P	7/1/2009	2/23/2011	1,269	673		595		595 36	16 000
HUNTINGTON INGALSS INDS INC	P	3/3/2010	3/30/2011	0	6		(6)		(6 04)	0 167
HUNTINGTON INGALSS INDS INC	P	3/3/2010	4/11/2011	576	543		33		33 08	15 000
CHEVRON CORP	P	9/24/2008	4/18/2011	1,558	1,277		281		281 18	15 000
ANNALY CAP MANAGEMENT	P	1/15/2010	9/13/2011	4,001	3,844		157		156 72	224 000
ANNALY CAP MANAGEMENT	P	5/20/2010	9/13/2011	1,929	1,668		261		260 60	108 000
EXELON CORP	P	9/29/2010	10/4/2011	4,855	5,134		(280)		(279 74)	120 000
CHEVRON CORP	P	9/24/2008	10/5/2011	2,781	2,553		228		227 54	30 000
QUEST DIAGNOSTICS INC	P	9/29/2010	10/25/2011	7,101	6,229		872		872 04	125 000
ENCANA CORP	P	9/29/2010	12/27/2011	3,008	4,538		(1,530)		(1,529 66)	160 000
MCDONALDS CORP	P	6/9/2010	1/5/2011	971	893		78	78		13 000
COCA COLA COMPANY	P	1/28/2010	1/6/2011	947	818		130	130		15 000
COLGATE PALMOLIVE CO	P	1/25/2010	1/6/2011	1,652	1,690		(39)	(39)		21 000
MCDONALDS CORP	P	6/9/2010	1/6/2011	969	893		76	76		13 000
STARBUCKS CORP	P	5/10/2010	1/6/2011	802	670		132	132		25 000
MCDONALDS CORP	P	6/9/2010	1/11/2011	887	825		63	63		12 000
PRICELINE COM INC	P	7/12/2010	1/11/2011	867	406		461	461		12 000
MCDONALDS CORP	P	6/9/2010	1/12/2011	3,253	3,024		230	230		44 000
VISA INC COM	P	5/19/2010	1/13/2011	922	946		(23)	(23)		13 000
AMERICAN TOWER CORP	P	4/9/2010	1/19/2011	1,871	1,618		253	253		38 000
LABORATORY CORP AMER HLDGS	P	5/20/2010	1/19/2011	3,500	2,963		536	536		39 000
3M CO	P	6/10/2010	1/31/2011	1,495	1,292		203	203		17 000
VISA INC COM	P	4/13/2009	1/13/2011	2,979	2,551		428		428	42 000
DANAHER CORP	P	4/18/2008	1/27/2011	3,821	3,098		723		723	82 000
3M CO	P	12/11/2009	1/31/2011	352	326		26		26	4 000
3M CO	P	12/14/2009	1/31/2011	1,495	1,390		105		105	17 000
PRICELINE COM INC	P	7/12/2010	2/4/2011	1,742	812		929	929		4 000

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DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST OR BASIS	Wash Sale Loss Disallowed	(h) GAIN OR LOSS	ST	LT	QUANTITY
CELGENE CORP	P	5/5/2010	2/8/2011	3,184	3,758		(574)	(574)		63 000
CELGENE CORP	P	11/4/2010	2/8/2011	1,314	1,623		(309)	(309)		26 000
NVIDIA CORP	P	1/6/2011	2/8/2011	2,628	2,073		555	555		110 000
TEXAS INSTRUMENTS INC	P	10/4/2010	2/8/2011	4,015	3,088		926	926		114 000
CTRIP COM	P	11/16/2010	2/10/2011	1,159	1,265		(106)	(106)		28 000
CISCO SYSTEMS INC	P	8/10/2010	2/11/2011	3,422	4,424		(1,003)	(1,003)		182 000
CTRIP COM	P	11/16/2010	2/14/2011	856	949		(93)	(93)		21 000
NETFLIX INC	P	8/9/2010	2/14/2011	1,230	584		646	646		5 000
CTRIP COM	P	11/16/2010	2/15/2011	921	1,039		(118)	(118)		23 000
AMERICAN TOWER CORP	P	4/9/2010	2/18/2011	1,620	1,278		342	342		30 000
PRICELINE COM INC	P	7/12/2010	2/23/2011	3,412	1,625		1,787	1,787		8 000
SOUTHWESTERN ENERGY CO	P	12/21/2009	2/8/2011	2,476	3,122		(646)		(646)	64 000
NETFLIX INC	P	8/9/2010	3/2/2011	1,240	701		539	539		6 000
TARGET CORP	P	7/26/2010	3/7/2011	2,533	2,555		(22)	(22)		49 000
NETFLIX INC	P	8/9/2010	3/9/2011	961	584		377	377		5 000
NVIDIA CORP	P	1/6/2011	3/10/2011	2,991	3,091		(99)	(99)		164 000
POTASH CORP OF SASKATCHEWAN INC	P	11/4/2010	3/14/2011	634	563		71	71		12 000
BOEING CO	P	6/10/2010	3/16/2011	612	563		49	49		9 000
F5 NETWORKS INC	P	8/17/2010	3/22/2011	1,962	1,827		135	135		21 000
ROCKWELL COLLINS INC	P	4/28/2010	3/22/2011	826	843		(17)	(17)		13 000
AMAZON COM INC	P	12/9/2008	3/2/2011	1,024	308		716		716	6 000
TARGET CORP	P	1/22/2010	3/7/2011	1,809	1,785		24		24	35 000
ADOBE SYSTEMS INC	P	7/21/2009	3/15/2011	1,028	967		61		61	31 000
COLGATE PALMOLIVE CO	P	1/25/2010	3/17/2011	1,685	1,771		(86)		(86)	22 000
ROCKWELL COLLINS INC	P	3/8/2010	3/18/2011	876	834		42		42	14 000
ROCKWELL COLLINS INC	P	3/8/2010	3/22/2011	826	774		52		52	13 000
AMGEN INC	P	1/27/2010	3/31/2011	1,831	1,929		(98)		(98)	34 000
NETAPP INC	P	9/14/2010	4/6/2011	4,325	4,496		(172)	(172)		93 000
AMERICAN TOWER CORP	P	4/9/2010	4/7/2011	759	639		120	120		15 000
AMERICAN TOWER CORP	P	6/9/2010	4/7/2011	3,186	2,678		508	508		63 000
FREEPORT MCMORAN COPPER & GOLD INC	P	10/1/2010	4/14/2011	889	751		138	138		17 000
ADOBE SYSTEMS INC	P	11/11/2010	4/26/2011	1,926	1,733		193	193		58 000
CANADIAN NATURAL RESOURCES LTD	P	7/20/2007	4/14/2011	578	477		101		101	13 000
AMGEN INC	P	1/27/2010	4/18/2011	110	113		(3)		(3)	2 000
AMGEN INC	P	2/9/2010	4/18/2011	1,930	2,004		(74)		(74)	35 000
ADOBE SYSTEMS INC	P	7/21/2009	4/26/2011	1,959	1,841		118		118	59 000
DENBURY RES INC COM	P	3/10/2010	4/26/2011	2,154	1,534		619		619	96 000
COCA COLA COMPANY	P	2/10/2010	4/28/2011	2,013	1,614		399		399	30 000
FREEPORT MCMORAN COPPER & GOLD INC	P	10/1/2010	5/4/2011	1,584	1,369		215	215		31 000
CATERPILLAR INC	P	7/27/2010	5/12/2011	1,301	830		471	471		12 000
CATERPILLAR INC	P	7/27/2010	5/12/2011	756	484		272	272		7 000
FREEPORT MCMORAN COPPER & GOLD INC	P	10/1/2010	5/12/2011	978	883		95	95		20 000
POTASH CORP OF SASKATCHEWAN INC	P	11/4/2010	5/12/2011	1,379	1,267		112	112		27 000
BORGWARNER INC	P	7/13/2010	5/16/2011	368	208		160	160		5 000
BORGWARNER INC	P	8/11/2010	5/16/2011	1,178	733		445	445		16 000
CATERPILLAR INC	P	7/27/2010	5/16/2011	1,699	1,107		592	592		16 000

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CHECK POINT SOFTWARE TECHNOLOGIES LTD	P	7/12/2010	5/17/2011	1,295	744		550	550		24 000
CAMERON INTL CORP	P	8/13/2010	5/17/2011	1,622	1,273		349	349		34 000
CORNING INC	P	5/28/2010	5/17/2011	626	535		91	91		31 000
CORNING INC	P	6/10/2010	5/17/2011	162	140		22	22		8 000
NORDSTROM INC	P	9/14/2010	5/17/2011	916	705		211	211		20 000
SALESFORCE COM INC	P	5/21/2010	5/17/2011	1,034	666		368	368		8 000
STARWOOD HOTELS & RESORTS WORLDWIDE	P	1/25/2011	5/17/2011	621	676		(55)	(55)		11 000
TEXTRON INC	P	4/6/2011	5/17/2011	1,402	1,706	303	(0)	0		60 000
CORNING INC	P	6/10/2010	5/19/2011	4,103	3,547		556	556		203 000
FLOWSERVE CORP	P	1/31/2011	5/19/2011	1,567	1,633		(65)	(65)		13 000
TEXTRON INC	P	4/6/2011	5/20/2011	1,613	1,990	81	(296)	(296)		70 000
TEXTRON INC	P	4/26/2011	5/20/2011	300	401		(102)	(102)		13 000
BORGWARNER INC	P	8/11/2010	5/23/2011	1,554	1,054		500	500		23 000
CAMERON INTL CORP	P	8/13/2010	5/23/2011	1,038	824		215	215		22 000
EOG RES INC	P	10/15/2010	5/23/2011	735	701		34	34		7 000
FREEPORT MCMORAN COPPER & GOLD INC	P	10/1/2010	5/23/2011	657	618		39	39		14 000
CHECK POINT SOFTWARE TECHNOLOGIES LTD	P	7/12/2010	5/25/2011	997	589		407	407		19 000
FIRST SOLAR INC	P	3/15/2011	5/26/2011	1,647	2,139		(492)	(492)		14 000
TEXTRON INC	P	4/26/2011	5/31/2011	1,421	1,919		(498)	(498)		62 000
CANADIAN NATURAL RESOURCES LTD	P	7/20/2007	5/12/2011	834	734		100		100	20 000
CANADIAN NATURAL RESOURCES LTD	P	10/19/2007	5/12/2011	417	387		30		30	10 000
CUMMINS INC	P	7/21/2009	5/12/2011	2,042	713		1,329		1,329	18 000
EMERSON ELEC CO COM	P	5/1/2009	5/12/2011	379	242		137		137	7 000
EMERSON ELEC CO COM	P	9/11/2009	5/12/2011	3,411	2,511		901		901	63 000
SCHLUMBERGER LTD	P	1/11/2010	5/12/2011	1,164	981		183		183	14 000
ALLEGHENY TECHNOLOGIES INC	P	5/4/2010	5/16/2011	4,358	3,268		1,090		1,090	64 000
CUMMINS INC	P	7/21/2009	5/16/2011	111	40		71		71	1 000
CUMMINS INC	P	4/29/2010	5/16/2011	1,444	988		455		455	13 000
AMAZON COM INC	P	12/9/2008	5/17/2011	975	257		718		718	5 000
ORACLE CORPORATION	P	4/13/2010	5/17/2011	951	732		219		219	28 000
RANGE RES CORP	P	5/1/2008	5/17/2011	517	655		(138)		(138)	10 000
RANGE RES CORP	P	9/5/2008	5/17/2011	465	382		83		83	9 000
STARBUCKS CORP	P	5/10/2010	5/17/2011	70	54		17		17	2 000
STARBUCKS CORP	P	5/13/2010	5/17/2011	1,550	1,208		342		342	44 000
ALLERGAN INC	P	11/4/2009	5/19/2011	1,336	927		409		409	16 000
CITRIX SYSTEMS INC	P	10/23/2009	5/19/2011	1,166	551		615		615	14 000
UNITEDHEALTH GROUP INC	P	1/21/2010	5/19/2011	1,519	1,026		493		493	30 000
CUMMINS INC	P	4/29/2010	5/20/2011	1,602	1,140		462		462	15 000
ORACLE CORPORATION	P	4/13/2010	5/23/2011	1,461	1,151		310		310	44 000
SALESFORCE COM INC	P	5/21/2010	5/23/2011	1,315	749		566		566	9 000
ALLERGAN INC	P	11/4/2009	5/25/2011	814	579		235		235	10 000
CAMERON INTL CORP	P	8/13/2010	6/1/2011	1,608	1,273		335	335		34 000
FLOWSERVE CORP	P	1/31/2011	6/1/2011	1,778	1,884		(106)	(106)		15 000
NETFLIX INC	P	8/9/2010	6/7/2011	530	234		296	296		2 000
NETFLIX INC	P	9/1/2010	6/7/2011	1,589	799		790	790		6 000
SINA CORPORATION	P	1/14/2011	6/9/2011	993	965		27	27		11 000

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CATERPILLAR INC	P	7/27/2010	6/13/2011	862	623		239	239		9 000
FLOWSERVE CORP	P	3/2/2011	6/13/2011	1,574	1,856		(282)	(282)		15 000
ROCKWELL AUTOMATION INC	P	2/10/2011	6/13/2011	852	954		(102)	(102)		11 000
COGNIZANT TECHNOLOGY SOLUTIONS CORP	P	3/22/2011	6/14/2011	1,618	1,776		(158)	(158)		23 000
NETFLIX INC	P	9/1/2010	6/16/2011	744	399		345	345		3 000
CHECK POINT SOFTWARE TECHNOLOGIES LTD	P	7/12/2010	6/22/2011	1,184	682		501	501		22 000
HEWLETT PACKARD COMPANY	P	2/8/2011	6/23/2011	3,924	5,450		(1,526)	(1,526)		113 000
DEVON ENERGY CORP	P	3/7/2011	6/24/2011	2,245	2,654		(409)	(409)		29 000
DEVON ENERGY CORP	P	3/9/2011	6/24/2011	852	986		(134)	(134)		11 000
FIRST SOLAR INC	P	3/15/2011	6/24/2011	1,065	1,375		(310)	(310)		9 000
FIRST SOLAR INC	P	3/31/2011	6/24/2011	1,420	1,907		(487)	(487)		12 000
FREEPORT MCMORAN COPPER & GOLD INC	P	10/25/2010	6/24/2011	1,116	1,104		13	13		23 000
NORDSTROM INC	P	9/14/2010	6/24/2011	2,981	2,326		655	655		66 000
SANDISK CORP	P	12/7/2010	6/24/2011	2,843	3,400		(557)	(557)		71 000
SANDISK CORP	P	2/15/2011	6/24/2011	761	977		(217)	(217)		19 000
EMC CORP	P	6/3/2009	6/10/2011	1,349	650		699		699	51 000
CITRIX SYSTEMS INC	P	10/23/2009	6/16/2011	303	157		146		146	4 000
CITRIX SYSTEMS INC	P	4/22/2010	6/16/2011	1,363	849		514		514	18 000
ALLEGHENY TECHNOLOGIES INC	P	5/4/2010	6/24/2011	545	460		86		86	9 000
ALLEGHENY TECHNOLOGIES INC	P	5/7/2010	6/24/2011	242	204		39		39	4 000
BOEING CO	P	6/10/2010	6/24/2011	1,710	1,502		208		208	24 000
JP MORGAN CHASE & CO	P	6/10/2009	6/24/2011	949	847		102		102	24 000
JP MORGAN CHASE & CO	P	4/15/2010	6/24/2011	2,374	2,873		(499)		(499)	60 000
NETFLIX INC	P	9/1/2010	7/5/2011	1,154	532		621	621		4 000
SINA CORPORATION	P	1/14/2011	7/12/2011	951	790		162	162		9 000
NETFLIX INC	P	9/1/2010	7/13/2011	897	399		498	498		3 000
SINA CORPORATION	P	1/14/2011	7/19/2011	840	614		226	226		7 000
SALESFORCE COM INC	P	11/9/2010	7/28/2011	1,176	914		262	262		8 000
AMAZON COM INC	P	12/9/2008	7/13/2011	854	205		648		648	4 000
SALESFORCE COM INC	P	5/21/2010	7/21/2011	1,673	916		758		758	11 000
AMAZON COM INC	P	12/9/2008	7/27/2011	1,805	411		1,394		1,394	8 000
SALESFORCE COM INC	P	5/21/2010	7/27/2011	1,180	666		514		514	8 000
SALESFORCE COM INC	P	5/21/2010	7/28/2011	147	83		64		64	1 000
COGNIZANT TECHNOLOGY SOLUTIONS CORP	P	3/22/2011	8/2/2011	1,636	1,776		(140)	(140)		23 000
COGNIZANT TECHNOLOGY SOLUTIONS CORP	P	4/26/2011	8/2/2011	142	164		(22)	(22)		2 000
SINA CORPORATION	P	1/14/2011	8/3/2011	889	790		99	99		9 000
STRYKER CORP	P	5/12/2011	8/3/2011	986	1,191		(205)	(205)		19 000
CHECK POINT SOFTWARE TECHNOLOGIES LTD	P	9/30/2010	8/4/2011	2,234	1,520		714	714		41 000
BAKER HUGHES INC	P	1/27/2011	8/10/2011	763	870		(107)	(107)		13 000
COGNIZANT TECHNOLOGY SOLUTIONS CORP	P	4/26/2011	8/10/2011	1,192	1,559		(367)	(367)		19 000
STRYKER CORP	P	5/12/2011	8/10/2011	802	1,066		(264)	(264)		17 000
CATERPILLAR INC	P	2/18/2011	8/16/2011	1,079	1,260		(182)	(182)		12 000
POTASH CORP OF SASKATCHEWAN INC	P	11/4/2010	8/22/2011	1,541	1,408		133	133		30 000
POTASH CORP OF SASKATCHEWAN INC	P	12/16/2010	8/22/2011	1,849	1,679		171	171		36 000
POTASH CORP OF SASKATCHEWAN INC	P	1/6/2011	8/22/2011	1,079	1,170		(91)	(91)		21 000
ROCKWELL AUTOMATION INC	P	2/10/2011	8/22/2011	1,878	3,034		(1,156)	(1,156)		35 000

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STRYKER CORP	P	5/12/2011	8/22/2011	1,627	2,320		(693)	(693)		37 000
STRYKER CORP	P	5/19/2011	8/22/2011	1,100	1,600		(500)	(500)		25 000
EXPRESS SCRIPTS INC	P	6/9/2010	8/3/2011	874	875		(0)		(0)	17 000
CHECK POINT SOFTWARE TECHNOLOGIES LTD	P	7/12/2010	8/4/2011	1,471	837		634		634	27 000
CANADIAN NATURAL RESOURCES LTD	P	10/19/2007	8/10/2011	867	929		(61)		(61)	24 000
CUMMINS INC	P	4/29/2010	8/10/2011	1,484	1,292		192		192	17 000
ROCKWELL AUTOMATION INC	P	4/28/2010	8/10/2011	2,561	3,568		(1,007)		(1,007)	55 000
CITRIX SYSTEMS INC	P	4/22/2010	8/11/2011	1,607	1,226		381		381	26 000
CATERPILLAR INC	P	7/27/2010	8/16/2011	1,798	1,384		414		414	20 000
EOG RES INC	P	10/15/2010	9/22/2011	935	1,202		(267)	(267)		12 000
FREEPORT MCMORAN COPPER & GOLD INC	P	10/25/2010	9/22/2011	287	432		(145)	(145)		9 000
FREEPORT MCMORAN COPPER & GOLD INC	P	11/1/2010	9/22/2011	415	623		(208)	(208)		13 000
GILEAD SCIENCES INC	P	7/21/2011	9/28/2011	1,686	1,794		(108)	(108)		42 000
SINA CORPORATION	P	1/14/2011	9/29/2011	1,888	2,282		(394)	(394)		26 000
BAKER HUGHES INC	P	1/27/2011	9/29/2011	2,159	3,011		(852)	(852)		45 000
FREEPORT MCMORAN COPPER & GOLD INC	P	11/1/2010	9/29/2011	2,346	3,594		(1,248)	(1,248)		75 000
FREEPORT MCMORAN COPPER & GOLD INC	P	11/9/2010	9/29/2011	250	428		(178)	(178)		8 000
FREEPORT MCMORAN COPPER & GOLD INC	P	11/15/2010	9/29/2011	500	834		(333)	(333)		16 000
NETFLIX INC	P	12/9/2010	9/29/2011	1,000	1,712		(712)	(712)		9 000
NETFLIX INC	P	4/26/2011	9/29/2011	556	1,147		(591)	(591)		5 000
NETFLIX INC	P	7/26/2011	9/29/2011	444	1,043		(598)	(598)		4 000
YUM BRANDS INC	P	5/17/2011	9/30/2011	1,401	1,529		(128)	(128)		28 000
NETFLIX INC	P	9/1/2010	9/15/2011	681	532		149		149	4 000
V F CORP	P	4/22/2010	9/16/2011	249	172		76		76	2 000
V F CORP	P	7/13/2010	9/16/2011	870	534		336		336	7 000
ALLEGHENY TECHNOLOGIES INC	P	5/7/2010	9/22/2011	701	916		(214)		(214)	18 000
BOEING CO	P	6/10/2010	9/22/2011	878	939		(60)		(60)	15 000
BOEING CO	P	6/10/2010	9/27/2011	1,579	1,565		14		14	25 000
BOEING CO	P	7/22/2010	9/27/2011	189	198		(9)		(9)	3 000
PROCTER & GAMBLE	P	7/6/2009	9/27/2011	1,015	834		181		181	16 000
NETFLIX INC	P	9/1/2010	9/29/2011	333	399		(66)		(66)	3 000
MEAD JOHNSON NUTRITION CO	P	1/6/2010	9/30/2011	840	538		303		303	12 000
ILLUMINA INC	P	1/12/2011	10/3/2011	462	792		(330)	(330)		12 000
LAS VEGAS SANDS CORP	P	6/7/2011	10/3/2011	408	448	40	0	0		11 000
ALLEGHENY TECHNOLOGIES INC	P	10/18/2010	10/4/2011	1,235	1,834		(598)	(598)		39 000
ALLEGHENY TECHNOLOGIES INC	P	3/14/2011	10/4/2011	190	380		(190)	(190)		6 000
CANADIAN NATURAL RESOURCES LTD	P	10/21/2010	10/7/2011	1,119	1,323		(204)	(204)		37 000
CANADIAN NATURAL RESOURCES LTD	P	11/15/2010	10/7/2011	544	714		(170)	(170)		18 000
TYCO INTL LTD	P	6/10/2011	10/19/2011	44	47		(3)	(3)		1 000
ABERCROMBIE & FITC CO	P	9/30/2011	10/19/2011	139	125		14	14		2 000
AMERICAN ELECTRIC POWER CO	P	5/20/2011	10/19/2011	77	77		0	0		2 000
DANAHER CORP	P	5/16/2011	10/19/2011	45	54		(10)	(10)		1 000
ILLUMINA INC	P	1/12/2011	10/19/2011	53	132		(79)	(79)		2 000
INTEL CORP	P	5/19/2011	10/19/2011	49	47		2	2		2 000
JOHNSON & JOHNSON	P	5/12/2011	10/19/2011	188	199		(11)	(11)		3 000
JUNIPER NETWORKS INC	P	11/12/2010	10/19/2011	41	70		(29)	(29)		2 000

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20-1897695.

DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST OR BASIS	Wash Sale Loss Disallowed	(h) GAIN OR LOSS	ST	LT	QUANTITY
KOHLS CORP	P	8/11/2011	10/19/2011	105	95		9	9		2 000
KROGER CO	P	6/24/2011	10/19/2011	91	98		(6)	(6)		4 000
LAS VEGAS SANDS CORP	P	6/7/2011	10/19/2011	89	81		8	8		2 000
ESTEE LAUDER COMPANIES	P	8/10/2011	10/19/2011	96	92		3	3		1 000
MCDONALDS CORP	P	5/26/2011	10/19/2011	90	82		8	8		1 000
NATIONAL OILWELL VARCO INC	P	3/17/2011	10/19/2011	65	78		(13)	(13)		1 000
PRAXAIR INC	P	8/30/2011	10/19/2011	102	98		3	3		1 000
QUALCOMM INC	P	7/21/2011	10/19/2011	53	57		(3)	(3)		1 000
RAYTHEON CO	P	5/19/2011	10/19/2011	86	99		(13)	(13)		2 000
SIGMA ALDRICH CORP	P	6/22/2011	10/19/2011	66	69		(4)	(4)		1 000
TIME WARNER INC	P	5/17/2011	10/19/2011	67	72		(4)	(4)		2 000
TYSON FOODS INC	P	6/24/2011	10/19/2011	168	170		(1)	(1)		9 000
WAL MART STORES INC	P	6/23/2011	10/19/2011	56	54		3	3		1 000
WATERS CORP	P	2/8/2011	10/19/2011	76	77		(1)	(1)		1 000
CME GROUP INC	P	12/1/2010	10/24/2011	2,962	3,301		(338)	(338)		11 000
RAYTHEON CO	P	5/19/2011	10/28/2011	784	894		(111)	(111)		18 000
ALLEGHENY TECHNOLOGIES INC	P	5/7/2010	10/4/2011	253	407		(154)		(154)	8 000
CANADIAN NATURAL RESOURCES LTD	P	10/19/2007	10/7/2011	60	77		(17)		(17)	2 000
CANADIAN NATURAL RESOURCES LTD	P	9/24/2008	10/7/2011	1,028	1,349		(321)		(321)	34 000
CANADIAN NATURAL RESOURCES LTD	P	9/30/2008	10/7/2011	726	794		(69)		(69)	24 000
COVIDIEN PLC	P	2/1/2010	10/19/2011	91	100		(9)		(9)	2 000
ALLERGAN INC	P	11/4/2009	10/19/2011	85	58		27		27	1 000
APPLE INC	P	10/22/2008	10/19/2011	1,207	297		911		911	3 000
BORGWARNER INC	P	8/11/2010	10/19/2011	70	46		24		24	1 000
COACH INC	P	1/28/2010	10/19/2011	119	70		50		50	2 000
COCA COLA COMPANY	P	2/10/2010	10/19/2011	68	54		14		14	1 000
COCA COLA COMPANY	P	3/5/2010	10/19/2011	271	219		52		52	4 000
EMC CORP	P	6/3/2009	10/19/2011	72	38		34		34	3 000
EXPRESS SCRIPTS INC	P	6/9/2010	10/19/2011	40	51		(11)		(11)	1 000
PRECISION CASTPARTS CORP	P	7/27/2010	10/19/2011	334	241		92		92	2 000
PROCTER & GAMBLE	P	7/6/2009	10/19/2011	130	104		26		26	2 000
RANGE RES CORP	P	9/5/2008	10/19/2011	72	42		29		29	1 000
STARBUCKS CORP	P	5/13/2010	10/19/2011	83	55		28		28	2 000
3M CO	P	6/10/2010	10/19/2011	157	152		5		5	2 000
UNITED TECHNOLOGIES CORP	P	5/21/2009	10/19/2011	74	50		24		24	1 000
UNITEDHEALTH GROUP INC	P	1/21/2010	10/19/2011	188	137		51		51	4 000
VF CORP	P	7/13/2010	10/19/2011	130	76		54		54	1 000
AMAZON COM INC	P	12/9/2008	10/26/2011	401	103		298		298	2 000
AMAZON COM INC	P	7/24/2009	10/26/2011	3,406	1,466		1,940		1,940	17 000
AMAZON COM INC	P	9/9/2010	10/26/2011	1,002	697		304		304	5 000
CITRIX SYSTEMS INC	P	4/22/2010	10/27/2011	532	330		202		202	7 000
PROCTER & GAMBLE	P	7/6/2009	10/28/2011	969	781		188		188	15 000
PROCTER & GAMBLE	P	7/8/2009	10/28/2011	1,228	995		233		233	19 000
INTEL CORP	P	5/19/2011	11/4/2011	1,733	1,715		18	18		73 000
JOHNSON & JOHNSON	P	5/12/2011	11/4/2011	1,472	1,525		(52)	(52)		23 000
STARWOOD HOTELS & RESORTS WORLDWIDE	P	1/25/2011	11/22/2011	679	921		(242)	(242)		15 000

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20-1897695

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LAS VEGAS SANDS CORP	P	6/7/2011	11/29/2011	1,466	1,343		123	123		33 000
VF CORP	P	7/13/2010	11/4/2011	819	458		361		361	6 000
UNITEDHEALTH GROUP INC	P	1/21/2010	11/7/2011	497	376		121		121	11 000
UNITEDHEALTH GROUP INC	P	6/16/2010	11/7/2011	1,762	1,225		538		538	39 000
AMAZON COM INC	P	9/9/2010	11/22/2011	1,502	1,116		386		386	8 000
PEPSICO INC	P	5/17/2011	12/1/2011	3,203	3,567		(364)	(364)		50 000
RAYTHEON CO	P	5/19/2011	12/1/2011	2,406	2,634		(227)	(227)		53 000
MICROSOFT CORP	P	8/10/2011	12/2/2011	1,490	1,441		49	49		59 000
JOHNSON & JOHNSON	P	5/12/2011	12/6/2011	1,779	1,856		(78)	(78)		28 000
JOHNSON & JOHNSON	P	6/24/2011	12/6/2011	254	262		(8)	(8)		4 000
KIMBERLY CLARK CORP	P	9/22/2011	12/6/2011	1,486	1,440		46	46		21 000
REPUBLIC SVCS INC	P	8/19/2011	12/6/2011	3,036	3,092		(56)	(56)		112 000
WAL MART STORES INC	P	6/23/2011	12/6/2011	4,868	4,445		423	423		83 000
ILLUMINA INC	P	1/12/2011	12/13/2011	620	1,518		(898)	(898)		23 000
KOHLS CORP	P	8/11/2011	12/13/2011	920	858		62	62		18 000
WATERS CORP	P	2/8/2011	12/13/2011	1,554	1,617		(63)	(63)		21 000
PROCTER & GAMBLE	P	7/8/2009	12/6/2011	1,816	1,467		349		349	28 000
3M CO	P	6/10/2010	12/6/2011	2,795	2,585		210		210	34 000
COCA COLA COMPANY	P	3/5/2010	12/23/2011	1,531	1,205		327		327	22 000
TOTAL				547,430	493,214	424	54,640	28,590	26,050	11,396.667