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 , 2011, and ending , 20

Name of foundation MARIAM & ROBERT HAYES CHARITABLE TRUST		**A** Employer identification number 26-6147884
Number and street (or P O box number if mail is not delivered to street address) 1525 WEST WT HARRIS BLVD	Room/suite	**B** Telephone number (see instructions) (704) 262-2347
City or town, state, and ZIP code CHARLOTTE, NC 28288-5709		**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)* ▶ $ 32,222,622.

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,620,427.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	679,264.	674,864.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	461,742.			
	b	Gross sales price for all assets on line 6a 3,637,632.				
	7	Capital gain net income (from Part IV, line 2)		461,742.		
	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) (attach schedule)				
	11	Other income (attach schedule)		25,070.		STMT 4
	12	**Total.** Add lines 1 through 11	2,761,433.	1,161,676.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	97,562.	73,171.		24,390.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 5	10,042.	1,208.	NONE	8,834.
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 6	195,124.	195,124.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 7	33,073.	28,579.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 8	4,870.	8,790.		4,270.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	340,671.	306,872.	NONE	37,494.
	25	Contributions, gifts, grants paid	1,357,710.			1,357,710.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,698,381.	306,872.	NONE	1,395,204.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	1,063,052.			
	b	**Net investment income** (if negative, enter -0-)		854,804.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		NONE	
	2 Savings and temporary cash investments	1,865,409.	1,270,894.	1,270,894.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) STMT 9	1,116,288.	1,593,620.	1,630,011.
	b Investments - corporate stock (attach schedule) STMT 10	18,427,884.	26,046,573.	26,401,388.
	c Investments - corporate bonds (attach schedule) STMT 12	2,057,211.	2,439,854.	2,614,176.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 14	7,335,308.	952,629.	306,153.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	30,802,100.	32,303,570.	32,222,622.
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
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	30,802,100.	32,303,570.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	30,802,100.	32,303,570.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	30,802,100.	32,303,570.	

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	30,802,100.
2	Enter amount from Part I, line 27a	2	1,063,052.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 15	3	521,051.
4	Add lines 1, 2, and 3	4	32,386,203.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 16	5	82,633.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,303,570.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,596,293.		3,175,890.	420,403.
b				
c				
d				
e				

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				420,403.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	461,742.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,259,525.	28,730,876.	0.043839
2009	566,237.	24,062,611.	0.023532
2008	504,796.	21,250,625.	0.023754
2007			
2006			

2	**Total** of line 1, column (d)	2	0.091125
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.030375
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	30,984,727.
5	Multiply line 4 by line 3	5	941,161.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,548.
7	Add lines 5 and 6	7	949,709.
8	Enter qualifying distributions from Part XII, line 4	8	1,395,204.

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	8,548.
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	
3	Add lines 1 and 2	3	8,548.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	8,548.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 3,264.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 5,719.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	8,983.
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	435.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 435. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶$ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
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?	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 ▶ Wells Fargo Bank NA Telephone no. ▶ (704)262-2347
Located at ▶ 868 N CHURCH STREET 2ND FLOOR, CONCORD, NC ZIP + 4 ▶ 28025

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

			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

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 instructions)?	1b		X
	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.)	2b		X
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.)*	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)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	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? ☐ 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?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		97,562.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	30,175,285.
b	Average of monthly cash balances	1b	1,281,291.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	31,456,576.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	31,456,576.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	471,849.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,984,727.
6	**Minimum investment return.** Enter 5% of line 5	6	1,549,236.

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	1,549,236.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8,548.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	8,548.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,540,688.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,540,688.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,540,688.

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	1,395,204.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,395,204.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	8,548.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,386,656.

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					1,540,688.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				1,354,710.	
b Total for prior years 20 09 ,20 ____ ,20 ____			NONE		
3 Excess distributions carryover, if any, to 2011.					
a From 2006	NONE				
b From 2007	NONE				
c From 2008	NONE				
d From 2009	NONE				
e From 2010	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 1,395,204.					
a Applied to 2010, but not more than line 2a				1,354,710.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2011 distributable amount					40,494.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					1,500,194.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2007	NONE				
b Excess from 2008	NONE				
c Excess from 2009	NONE				
d Excess from 2010	NONE				
e Excess from 2011	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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
2a 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).)

N/A

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.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] 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 31				
Total . . . . . . ▶ **3a**				1,357,710.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

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 (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	679,264.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	461,742.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,141,006.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 1,141,006.

(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). (See instructions.)
	NOT APPLICABLE

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

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

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

▶ Joseph Hunter | 10/23/2012 | ▶ Co-Trustee

Signature of officer or trustee | Date | Title

HAYES CHAR TRUST

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TAMMY RENAUD		10/23/2012		P01043078

Firm's name ▶ WELLS FARGO BANK, N.A. | Firm's EIN ▶ 94-3080771

Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28288 | Phone no. 704-427-6882

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
MARIAM & ROBERT HAYES CHARITABLE TRUST	26-6147884

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 foundation

Check 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, total 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 total 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 Part I, 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).

Name of organization: MARIAM & ROBERT HAYES CHARITABLE TRUST

Employer identification number: 26-6147884

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARIAM C HAYES TRUST 868 N Church St. CONCORD, NC 28025	$ 1,188,654.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	MARIAM C HAYES TRUST 868 N CHURCH ST CONCORD, NC 28025	$ 431,773.	Person [ ] Payroll [ ] Noncash [X] (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: MARIAM & ROBERT HAYES CHARITABLE TRUST

Employer identification number: 26-6147884

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	8 UNITS ASGI PRIVATE EQTY FD LP	$ 431,773.	10/31/2011
		$	
		$	
		$	
		$	
		$	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ALABAMA POWER CO 5.125% 2/15/19	5,125.	5,125.
ALTRIA GROUP INC	5,700.	5,700.
AMERICA MOVIL S A DE C V SPONSORED ADR R	3,429.	3,429.
AMERICAN EXPRESS CO COM	5,760.	5,760.
AMERICAN EXPRESS 6.150% 8/28/17	564.	564.
AMERICAN TOWER CORP CL A	2,450.	2,450.
AON CORP COM	1,095.	1,095.
BANK OF AMERICA NA 5.650% 5/01/18	1,703.	1,703.
BANK OF NEW YORK MEL 4.300% 5/15/14	2,087.	2,087.
BEAR STEARNS CO INC 7.250% 2/01/18	7,250.	7,250.
BECTON DICKINSON & CO COM	15,120.	15,120.
BERKSHIRE HATHAWAY 3.200% 2/11/15	670.	670.
CME GROUP INC	2,100.	2,100.
CVS CORP COM	6,000.	6,000.
CHEVRON CORP 3.950% 3/03/14	3,950.	3,950.
CISCO SYSTEMS INC 4.950% 2/15/19	4,950.	4,950.
COCA-COLA CO 3.625% 3/15/14	3,625.	3,625.
COMCAST CORP NEW CL A	12,960.	12,960.
CONOCOPHILLIPS COM	31,680.	31,680.
SUISSE NEW YORK 5.300% 8/13/19	390.	390.
DEVON ENERGY CORP NEW COM	3,350.	3,350.
DIAGEO PLC SPONSORED ADR NEW	20,760.	20,760.
DISCOVERY COMMUNICAT 3.700% 6/01/15	899.	899.
DODGE & COX INT'L STOCK FD # 1048	73,893.	73,893.
E.I. DU PONT DE NEMO 4.750% 3/15/15	4,750.	4,750.
EMERSON ELECTRIC CO 4.875% 10/15/19	4,875.	4,875.
EXXON MOBIL CORP COM	18,500.	18,500.
FED HOME LN BK 3.375% 2/27/13	6,750.	6,750.
FED HOME LN BK 3.625% 10/18/13	4,199.	4,199.
FED HOME LN BK 3.875% 12/11/15	3,875.	3,875.
FED HOME LN BK 2.250% 4/13/12	2,250.	2,250.
FED NATL MTG ASSN 2.375% 4/11/16	1,300.	1,300.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FED HOME LN MTG CORP 5.000% 4/18/17	1,500.	1,500.
FED HOME LN MTG CORP 2.500% 1/07/14	2,500.	2,500.
FED HOME LN MTG CORP 2.500% 4/23/14	2,500.	2,500.
FED NATL MTG ASSN 1.750% 3/23/11	875.	875.
FED NATL MTG ASSN 2.750% 3/13/14	3,248.	3,248.
FED NATL MTG ASSN 1.875% 4/20/12	3,177.	3,177.
GENERAL ELEC CO COM	14,500.	14,500.
GOLDMAN SACHS GROUP 7.500% 2/15/19	7,500.	7,500.
GOLDMAN SACHS GRP INC COM	4,795.	4,795.
HEWLETT-PACKARD CO 4.250% 2/24/12	4,250.	4,250.
HONEYWELL INTERNATIO 5.300% 3/15/17	5,300.	5,300.
INTL BUSINESS MACHINES CORP COM	7,475.	7,475.
JP MORGAN CHASE & CO COM	8,512.	8,512.
JOHNSON & JOHNSON COM	22,500.	22,500.
LAZARD EMERGING MKTS PTFL #638	49,772.	49,772.
ELI LILLY & CO 5.200% 3/15/17	5,200.	5,200.
LOWES COS INC COM W/RIGHTS ATTACHED EXPI	2,200.	2,200.
LOWE'S COMPANIES INC 5.400% 10/15/16	5,400.	5,400.
MCDONALDS CORP 4.125% 6/01/13	4,125.	4,125.
MICROSOFT CORP COM	20,400.	20,400.
MONSANTO CO NEW COM	7,980.	7,980.
NESTLE S A SPONSORED ADR REPSTG REG SH	16,660.	16,660.
NEWS CORP	3,400.	3,400.
NOVARTIS AG SPONSORED ADR	28,360.	28,360.
OCCIDENTAL PETE CORP COM	11,440.	11,440.
ORACLE CORP 5.250% 1/15/16	5,250.	5,250.
PEPSICO INC COM	13,930.	13,930.
PFIZER INC 5.350% 3/15/15	5,350.	5,350.
PHILIP MORRIS INTERNATIONAL IN	15,110.	15,110.
PITNEY BOWES INC 4.750% 5/15/18	4,750.	4,750.
QUALCOMM INC COM W/RTS ATTACHED	12,525.	12,525.
REPUBLIC SVCS INC COM	7,440.	7,440.
SBC COMMUNICATIONS 5.625% 6/15/16	5,625.	5,625.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TARGET CORP 5.375 5/ 5.375% 5/01/17	5,375.	5,375.
3M CO COM	17,600.	17,600.
UNILEVER CAPITAL COR 4.800% 2/15/19	4,800.	4,800.
UNION PAC CORP COM	5,130.	5,130.
US TREASURY NOTES 4.000% 11/15/12	2,110.	2,110.
US TREASURY NOTE 2.625% 4/30/16	1,107.	1,107.
US TREASURY NOTE 2.625% 11/15/20	246.	246.
VISA INC-CLASS A SHRS	4,020.	4,020.
VODAFONE GROUP PLC SPONSORED ADR	14,426.	14,426.
WAL MART STORES INC COM	13,975.	13,975.
WAL-MART STORES 4.125% 2/15/11	2,063.	2,063.
WAL MART STORES INC 5.375% 4/05/17	1,471.	1,471.
WELLPOINT INC	5,000.	5,000.
WESTPAC BANKING CORP 3.000% 8/04/15	567.	567.
WORLD FINANCIAL NETW 3.960% 6/15/15	223.	223.
YAMANA GOLD INC	630.	630.
YUM! BRANDS INC COM	10,350.	10,350.
INGERSOLL-RAND PLC	4,400.	
TRANSOCEAN LTD.	9,401.	9,401.
FEDERATED TREAS OBL FD 68	40.	40.
WF ADV HERITAGE MM FD-INSTL #3106	772.	772.
TOTAL	679,264.	674,864.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ASGI PRVT EQTY 56-2155166 ORD. INCOME		34.
ASGI PRVT EQTY 56-2155166 OTHER NET RENT		29.
ASGI PRVT EQTY 56-2155166 INTEREST INCOM		886.
ASGI PRVT EQTY 56-2155166 DIV INCOM		2,289.
ASGI PRVT EQTY 56-2155166 OTHER INC NET		1.
ASGI PRVT EQTY 56-2155166 LT GAIN		21,832.
ASGI PRVT EQTY 56-2155166 ST LOSS		-30.
ASGI PRVT EQTY 56-2155166 ST		29.
TOTALS		25,070.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
WOMBLE CARLYLE	10,042.	1,208.		8,834.
TOTALS	10,042.	1,208.	NONE	8,834.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	195,124.	195,124.
TOTALS	195,124.	195,124.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	15,915.	15,915.
FEDERAL TAX PAYMENT - PRIOR YE	1,230.	
FEDERAL ESTIMATES - PRINCIPAL	3,264.	
FOREIGN TAXES ON QUALIFIED FOR	11,822.	11,822.
FOREIGN TAXES ON NONQUALIFIED	842.	842.
TOTALS	33,073.	28,579.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CANNON FOUNDATION	4,114.		4,114.
OFFICE SUPPLY	68.		68.
POSTAGE REIMBURSEMENT - J HUNT	88.		88.
ASGI PRVT EQTY 56-2155166 INT		2,128.	
ASGI PRVT EQTY 56-2155166 2% F		5,505.	
ASGI PRVT EQTY 56-2155166 OTHE		3.	
ASGI PRVT EQTY 56-2155166 FORE		554.	
ADR FEE	600.	600.	
TOTALS	4,870.	8,790.	4,270.

MARIAM & ROBERT HAYES CHARITABLE TRUST 26-6147884

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
3133XP2W3 FED HOME LN BK	1,116,288.	209,287.	207,056.
3133XTAW6 FED HOME LN BK		99,986.	100,591.
3133XSQ27 FED HOME LN BK		102,109.	111,128.
3137EACB3 FED HOME LN MTG CORP		99,604.	104,534.
3137EABX6 FED HOME LN MTG CORP		100,509.	104,110.
3137EAAS8 FED HOME LN MTG CORP		114,820.	118,600.
3135G0BA0 FED NATL MTG ASSN		100,567.	105,655.
31398AVZ2 FED NATL MTG ASSN		178,872.	183,377.
31398AWK4 FED NATL MTG ASSN		100,012.	100,530.
912828KR0 US TREASURY NOTE		71,930.	75,737.
912828RE2 US TREASURY NOTE		89,836.	91,315.
912828PC8 US TREASURY NOTE		79,755.	80,742.
912828RR3 US TREASURY NOTE		171,253.	171,940.
981464CJ7		75,080.	74,696.
TOTALS	1,116,288.	1,593,620.	1,630,011.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
548661107 LOWES COS INC			
65248E203 NEWS CORP		449,850.	363,600.
988498101 YUM BRANDS INC		313,842.	590,100.
02209S103 ALTRIA GROUP INC			
126650100 CVS/CAREMARK		415,745.	489,360.
713448108 PEPSICO INC		447,477.	464,450.
718172109 PHILIP MORRIS INTER		135,540.	235,440.
931142103 WAL MART STORES		533,606.	597,600.
20825C104 CONCOPHILLIPS		793,780.	874,440.
25179M103 DEVON ENERGY CORP		347,412.	310,000.
30231G102 EXXON MOBIL		820,332.	847,600.
674599105 OCCIDENTAL PETE CORP		498,094.	609,050.
025816109 AMERICAN EXPRESS		294,404.	377,360.
037389103 AON CORP			
084670108 BERKSHIRE HATHAWAY		3,100,730.	3,327,895.
084670702 BERKSHIRE HATHAWAY		79,528.	83,930.
46625H100 JPMORGAN CHASE & CO		470,102.	353,780.
075887109 BECTON DICKINSON		633,686.	672,480.
478160104 JOHNSON & JOHNSON		646,009.	655,800.
50540R409 LABORATORY CRP		505,050.	601,790.
94973V107 WELLPOINT INC		262,892.	331,250.
369604103 GENERAL ELECTRIC		964,938.	447,750.
907818108 UNION PACIFIC CORP		130,701.	317,820.
88579Y101 3M CO		703,280.	653,840.
24702R101 DELL INC			
278642103 EBAY INC		296,370.	363,960.
38259P508 GOOGLE INC		295,176.	452,130.
459200101 INTERNATIONAL BUS.			
594918104 MICROSOFT CORP		849,449.	778,800.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
747525103 QUALCOMM INC		589,355.	820,500.
92826C839 VISA INC		430,165.	609,180.
61166W101 MONSANTO CO			
029912201AMERICAN TOWER SYSTEM		266,906.	420,070.
20030N101 COMCAST CORP CLASS A		770,250.	711,300.
12572Q105 CME GROUP INC		397,806.	365,505.
38141G104 GOLDMAN SACHS GROUP		624,908.	361,720.
760759100 REPUBLIC SERVICES IN		360,035.	330,600.
037833100 APPLE INC		537,368.	567,000.
02364W105 AMERICA MOVIL SAB		300,448.	271,200.
25243Q205 DIAGEO PLC - ADR		652,070.	699,360.
256206103 DODGE& COX INT'L		3,250,000.	2,539,002.
52106N889 LAZARD EMERING MKTS		1,600,000.	1,303,339.
641069406 NESTLE S.A. REGISTER		260,355.	461,680.
66987V109 NOVARTIS AG ADR		564,324.	686,040.
92857W209 VODAFONE GROUP PLC		280,089.	308,330.
98462Y100 YAMANA GOLD INC		180,040.	205,660.
G47791101 INGERSOLL-RAND PLC		319,490.	457,050.
G5876H105 MARVELL TECHNOLOGY		322,435.	318,550.
H8817H100 TRANSOCEAN LTD	18,427,884.	352,536.	165,077.
TOTALS	18,427,884.	26,046,573.	26,401,388.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
010392EK0 ALABAMA POWER CO	2,057,211.	101,563.	117,556.
073902RU4 BEAR STEARNS CO		106,000.	117,235.
532457BB3 ELI LILLY & CO		104,982.	115,515.
166751AH0 CHEVRON CORP		103,577.	106,940.
17275RAE2 CISCO SYSTEMS		102,546.	115,923.
191216AL4 COCA-COLA CO		103,142.	106,452.
263534BX6 E.I. DU PONT DE		100,898.	110,841.
291011AY0 EMERSON ELECTRIC		102,966.	117,057.
38141EA25 GOLDMAN SACHS GROUP		103,344.	110,441.
428236AU7 HEWLETT-PACKARD		103,499.	100,450.
438516AS5 HONEYWELL INTER.		102,930.	116,274.
548661CK1 LOWES COMPANIES		103,869.	115,583.
58013MDU5 MCDONALDS CORP		103,649.	104,836.
87612EAP1 TARGET CORP		100,892.	117,528.
68402LAC8 ORACLE CORP		104,843.	115,470.
717081DA8 PFIZER INC		104,454.	113,119.
72447WAA7 PITNEY BOWES INC		94,576.	99,598.
78387GAL7 SBC COMMUNICATION		103,749.	114,717.
904764AK3 UNILEVER CAPITAL COR		100,723.	116,296.
931142CG6 WAL MART STORES INC		57,287.	59,008.
025816AX7 AMERICAN EXPRESS		57,331.	57,183.
06051GDX4 BANK OF AMERICAN NA		52,734.	47,638.
06406HBL2 BANK OF NEW YORK MEL		81,156.	80,471.
084670AV0 BERKSHIRE HATHAWAY I		57,070.	58,309.
25470DAB5 DISCOVERY COMMUNICAT		36,713.	36,811.
22546QAC1 SUISSE NEW YORK		54,352.	51,566.
883556BA9 THERMO FISHER SCIENC		40,592.	40,779.
961214BN2 WESTPAC BANKING CORP		50,417.	50,580.

MARIAM & ROBERT HAYES CHARITABLE TRUST 26-6147884

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TOTALS	2,057,211.	2,439,854.	2,614,176.

MARIAM & ROBERT HAYES CHARITABLE TRUST 26-6147884

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
25243Q205 DIAGEO PLC	C	7,335,308.		
EVG999995	C		952,629.	306,153.
TOTALS		7,335,308.	952,629.	306,153.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND POST TAX EFFECT DATE BEFORE TYE	193.
ROUNDING	2.
ASGI COST BASIS ADJUSTMENT	520,856.
TOTAL	521,051.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND POST EFFECT DATE AFTER TYE	79,826.
ROC BASIS ADJUSTMENT	2,380.
ACCRUED INT. PURCHASE 2011	427.
TOTAL	82,633.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
WILLIAM C CANNON JR
ADDRESS:
PO BOX 1210
CONCORD, NC 28026-1210
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 48,781.

OFFICER NAME:
JOSEPH C HUNTER
ADDRESS:
454 BROOK VALLEY COURT NE
CONCORD, NC 28026-9594
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 48,781.

OFFICER NAME:
ELIZABETH L QUICK
ADDRESS:
ONE WEST FOURTH STREET
WINSTON-SALEM, NC 27101
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

TOTAL COMPENSATION: 97,562.

RECIPIENT NAME:
FISHER HOUSE FOUNDATION INC
ADDRESS:
111 ROCKVILLE PIKE STE 420
ROCKVILLE, NC 20850
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
APPALACHIAN REGIONAL
HEALTHCARE SYSTEM
ADDRESS:
336 DEERFIELD RD
BOONE, NC 28607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 17,000.

RECIPIENT NAME:
DESTINATION CLEVELAND
COUNTY, INC.
ADDRESS:
PO BOX 2063
SHELBY, NC 28151
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 7,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
FIRST PRESBYTERIAN
CHURCH
ADDRESS:
P.O. BOX 789
CONCORD, NC 28026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
ATHLETIC FDN OF THE UNIV. OF NC
AT CHARLOTTE
ADDRESS:
9201 UNIVERSITY CITY BLVD
CHARLOTTE, NC 28223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
APPALACHIAN STATE UNIVERSITY
FOUNDATION, INC.
ADDRESS:
ASU BOX 32064
BOONE, NC 28608
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 60,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CABARRUS LITERACY COUNCIL
ADDRESS:
2275 KANNAPOLIS HWY
Concord, NC 28027
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
INJURED MARINE SEMPER FI
ADDRESS:
825 COLLEGE BLVD. STE 102 PMB
Oceanside, CA 98205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
GREAT BANNER ELK
HERITAGE FOUNDATION
ADDRESS:
PO BOX 2049
BANNER ELK, NC 28604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
FARMERS AND HUNTERS
FEEDING Hungry Inc
ADDRESS:
PO BOX 323
WILLIAMSPORT, MD 21795
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,210.

RECIPIENT NAME:
AMERICAN RED CROSS
CABARRUS COUNTY
ADDRESS:
167 UNION STREET SOUTH
CONCORD, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 13,000.

RECIPIENT NAME:
CAMPBELL UNIVERSITY
ADDRESS:
PO BOX 97
BUIES CREEK, NC 27506
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
LEES-MCRAE COLLEGE
ADDRESS:
375 COLLEGE DR
BANNER ELK, NC 28604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 80,000.

RECIPIENT NAME:
BOY SCOUTS OF AMERICA IN
CENTRAL NC COUNCIL
ADDRESS:
P O BOX 250
ALBEMARLE, NC 28002
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
BREVARD COLLEGE CORP
ADDRESS:
1 BREVARD COLLEGE DRIVE
BREVARD, NC 28712
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 75,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
USO OF NC INC
ADDRESS:
PO BOX 91536
RALEIGH, NC 27675
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
BOYS AND GIRLS CLUB OF
CABARRUS COUNTY, INC.
ADDRESS:
P.O. BOX 1405
CONCORD, NC 28026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
RUMPLE MEMORIAL
PRESBYTERIAN CHURCH
ADDRESS:
P.O. BOX 393
BLOWING ROCK, NC 28605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
STANLEY COMMUNITY COLLEGE
ADDRESS:
141 COLLEGE DR.
Albermarle, NC 28001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
SERENITY HOUSE, INC.
ADDRESS:
172 SPRING STREET, SW
CONCORD, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SPECIAL OLYMPICS
CABARRUS COUNTY
ADDRESS:
7321 RAGING RIDGE ROAD
HARRISBURG, NC 28075
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CABARRUS MEALS ON WHEELS, INC.
ADDRESS:
320-C COPPERFIELD BLVD
CONCORD, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
CABARRUS ARTS COUNCIL
ADDRESS:
PO BOX 809
Concord, NC 28026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 45,000.

RECIPIENT NAME:
CABARRUS COOPERATIVE CHRISTIAN
MINISTRY INC
ADDRESS:
246 COUNTRY CLUB DR NE
Concord, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
FIRST MISSIONARY BAPTIST CHURCH
CHURCH
ADDRESS:
59 CHESTNUT DRIVE SOUTHWEST
CONCORD, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HABITAT FOR HUMANITY
CABARRUS COUNTY, INC.
ADDRESS:
P.O. BOX 1502
CONCORD, NC 28026-1502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
ROWAN-CABARRUS COMMUNITY COLLEGE
FUND
ADDRESS:
PO BOX 1595
Salisbury, NC 28145
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 10,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:
THE NC CENTER FOR INTERNATIONAL
UNDERSTANDING COUNCIL
ADDRESS:
100 E SIX FORKS ROAD STE 300
RALEIGH, NC 27609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
COMMUNITIES IN SCHOOLS OF
CABARRUS COUNTY INC
ADDRESS:
PO BOX 854
CONCORD, NC 28026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 49,000.

RECIPIENT NAME:
TRYON PLACECOUNCIL OF
FRIENDS INC
ADDRESS:
PO BOX 1007
NEW BERN, NC 28563
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ACADEMIC LEARNING CENTER
ADDRESS:
PO BOX 1881
Concord, NC 28026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CABARRUS COUNTY
PARTNERSHIP FOR CHILDREN
ADDRESS:
2353 CONCORD LAKE RD STE 160
CONCORD, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
COMMUNITY FREE CLINIC
ADDRESS:
528A LAKE CONCORD ROAD
CONCORD, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 40,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
MARIAM AND ROBERTY HAYES
PERFORMING ARTS CENTER
ADDRESS:
PO BOX 1009
BLOWING ROCK, NC 28605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 60,000.

RECIPIENT NAME:
CAROLINA MEDICAL CENTER
ADDRESS:
920 CHURCH STREET N
Concord, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENENRAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 210,000.

RECIPIENT NAME:
CABARRUS COUNTY SHERRIF'S DEPT
ADDRESS:
30 CORBAN AVE SE
Concord, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 22,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
WINGATE UNIVERSITY
ADDRESS:
PO BOX 159
WINGATE, NC 28174
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
BREVARD MUSIC CENTER, INC.
ADDRESS:
P O BOX 312
BREVARD, NC 28712
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 53,000.

RECIPIENT NAME:
SALVATION ARMY
CABARRUS COUNTY
ADDRESS:
216 PATTERSON AVENUE SE
CONCORD, NC 28025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
STANLEY COUNTY FAMILY YMCA
ADDRESS:
427 N 1ST ST
Albermarle, NC 28001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
YOUNG LIFE
ADDRESS:
420 N CASTLE AVE
Colorado Springs, CO 80903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

TOTAL GRANTS PAID: 1,357,710.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: MARIAM & ROBERT HAYES CHARITABLE TRUST

Employer identification number: 26-6147884

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					3.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	58,698.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	58,701.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					41,336.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	361,705.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	403,041.

Part III **Summary of Parts I and II** **Caution:** *Read the instructions* ***before*** *completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			58,701.
14 **Net long-term gain or (loss):**				
a Total for year	14a			403,041.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			461,742.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*
- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20 Add lines 18 and 19	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22 Subtract line 21 from line 20. If zero or less, enter -0-	22	
23 Subtract line 22 from line 17. If zero or less, enter -0-	23	
24 Enter the **smaller** of the amount on line 17 or $2,300	24	
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26 Subtract line 25 from line 24	26	
27 Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (.15)	30	
31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: MARIAM & ROBERT HAYES CHARITABLE TRUST

Employer identification number: 26-6147884

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 7300. AON CORP COM	03/29/2010	03/09/2011	373,374.00	313,199.00	60,175.00
70000. US TREASURY NOTES 11/15/12	03/28/2011	12/29/2011	72,365.00	73,842.00	-1,477.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 58,698.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

MARIAM & ROBERT HAYES CHARITABLE TRUST

Employer identification number

26-6147884

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 15000. ALTRIA GROUP INC	08/04/2007	01/14/2011	361,794.00	308,424.00	53,370.00
20000. DELL INC	03/04/2009	08/24/2011	293,040.00	446,019.00	-152,979.00
100000. FED HOME LN BK 10/18/13	04/13/2009	12/14/2011	105,888.00	104,712.00	1,176.00
100000. FED NATL MTG ASSN 3/23/11	03/18/2009	03/23/2011	100,000.00	99,965.00	35.00
100000. FED NATL MTG ASSN 4/20/12	04/30/2009	06/29/2011	101,316.00	100,187.00	1,129.00
500. INTL BUSINESS MACHINE	08/04/2007	05/12/2011	85,978.00	56,434.00	29,544.00
1000. INTL BUSINESS MACHIN	08/04/2007	07/19/2011	183,929.00	112,868.00	71,061.00
2500. INTL BUSINESS MACHIN	08/04/2007	10/25/2011	454,087.00	282,169.00	171,918.00
20000. LOWES COS INC COM W ATTACHED EXPIRING 9/9/2008	10/21/2009	01/14/2011	499,448.00	452,805.00	46,643.00
7000. MONSANTO CO NEW COM	09/17/2010	10/28/2011	542,073.00	494,357.00	47,716.00
2000. PHILIP MORRIS INTERN	08/04/2007	01/14/2011	113,334.00	90,360.00	22,974.00
3000. PHILIP MORRIS INTERN	08/04/2007	08/24/2011	209,667.00	135,540.00	74,127.00
100000. WAL-MART STORES 2/15/11	03/19/2009	02/15/2011	100,000.00	105,009.00	-5,009.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 361,705.00

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions		
	Name of exempt organization or other filer, see instructions MARIAM & ROBERT HAYES CHARITABLE TRUST	Employer identification number (EIN) or [X] 26-6147884
	Number, street, and room or suite no If a P O box, see instructions 1525 WEST WT HARRIS BLVD	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CHARLOTTE, NC 28288-5709	

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

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

- The books are in the care of ▶ Wells Fargo Bank NA

Telephone No. ▶ (704)262-2347 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 20 11 or
▶ [ ] tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 8,983.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 3,264.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 5,719.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Form 8868 (Rev 1-2012) Page 2

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. MARIAM & ROBERT HAYES CHARITABLE TRUST	Employer identification number (EIN) or [X] 26-6147884
	Number, street, and room or suite no. If a P.O. box, see instructions 1525 WEST WT HARRIS BLVD	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions. CHARLOTTE, NC 28288-5709	

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

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

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

- The books are in the care of ▶ Wells Fargo Bank NA
  Telephone No. ▶ (704)262-2347 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 12 .

5 For calendar year 2011 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL INFORMATION IS NEEDED TO PROCESS A ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 8,983.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 8,983.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ AVP Date ▶ 08/08/2012

Form **8868** (Rev 1-2012)

WELLS FARGO BANK, N.A.

1525 W W.T. HARRIS BLVD. D1114-044

CHARLOTTE, NC 28288

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