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| Part II Balance Sheets                                                  |                                                                                           | Attached schedules and amounts in the description column should be for end-of-year amounts only |                |                       |
|-------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------|-----------------------|
|                                                                         |                                                                                           | Beginning of year                                                                               | End of year    |                       |
|                                                                         |                                                                                           | (a) Book Value                                                                                  | (b) Book Value | (c) Fair Market Value |
| Assets                                                                  | 1 Cash - non-interest-bearing                                                             | 800,000.                                                                                        |                |                       |
|                                                                         | 2 Savings and temporary cash investments                                                  | 1,325,009.                                                                                      | 703,694.       | 703,694.              |
|                                                                         | 3 Accounts receivable ▶                                                                   |                                                                                                 |                |                       |
|                                                                         | Less: allowance for doubtful accounts ▶                                                   |                                                                                                 |                |                       |
|                                                                         | 4 Pledges receivable ▶                                                                    |                                                                                                 |                |                       |
|                                                                         | Less: allowance for doubtful accounts ▶                                                   |                                                                                                 |                |                       |
|                                                                         | 5 Grants receivable                                                                       |                                                                                                 |                |                       |
|                                                                         | 6 Receivables due from officers, directors, trustees, and other disqualified persons      |                                                                                                 |                |                       |
|                                                                         | 7 Other notes and loans receivable ▶                                                      |                                                                                                 |                |                       |
|                                                                         | Less: allowance for doubtful accounts ▶                                                   |                                                                                                 |                |                       |
|                                                                         | 8 Inventories for sale or use                                                             |                                                                                                 |                |                       |
|                                                                         | 9 Prepaid expenses and deferred charges                                                   |                                                                                                 |                |                       |
|                                                                         | 10a Investments - U.S. and state government obligations                                   |                                                                                                 |                |                       |
|                                                                         | b Investments - corporate stock                                                           |                                                                                                 |                |                       |
|                                                                         | c Investments - corporate bonds                                                           |                                                                                                 |                |                       |
| Liabilities                                                             | 11 Investments - land, buildings, and equipment basis ▶                                   |                                                                                                 |                |                       |
|                                                                         | Less: accumulated depreciation ▶                                                          |                                                                                                 |                |                       |
|                                                                         | 12 Investments - mortgage loans                                                           |                                                                                                 |                |                       |
|                                                                         | 13 Investments - other                                                                    |                                                                                                 |                |                       |
|                                                                         | 14 Land, buildings, and equipment: basis ▶                                                |                                                                                                 |                |                       |
|                                                                         | Less: accumulated depreciation ▶                                                          |                                                                                                 |                |                       |
|                                                                         | 15 Other assets (describe ▶)                                                              |                                                                                                 |                |                       |
|                                                                         | 16 Total assets (to be completed by all filers)                                           | 2,125,009.                                                                                      | 703,694.       | 703,694.              |
|                                                                         | 17 Accounts payable and accrued expenses                                                  |                                                                                                 |                |                       |
|                                                                         | 18 Grants payable                                                                         |                                                                                                 |                |                       |
| Net Assets or Fund Balances                                             | 19 Deferred revenue                                                                       |                                                                                                 |                |                       |
|                                                                         | 20 Loans from officers, directors, trustees, and other disqualified persons               |                                                                                                 |                |                       |
|                                                                         | 21 Mortgages and other notes payable                                                      |                                                                                                 |                |                       |
|                                                                         | 22 Other liabilities (describe ▶)                                                         |                                                                                                 |                |                       |
| 23 Total liabilities (add lines 17 through 22)                          | 0.                                                                                        | 0.                                                                                              |                |                       |
| Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | 24 Unrestricted                                                                           |                                                                                                 |                |                       |
|                                                                         | 25 Temporarily restricted                                                                 |                                                                                                 |                |                       |
|                                                                         | 26 Permanently restricted                                                                 |                                                                                                 |                |                       |
|                                                                         | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> |                                                                                                 |                |                       |
|                                                                         | 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                       | 2,125,009.                                                                                      | 703,694.       |                       |
|                                                                         | 30 Total net assets or fund balances                                                      | 2,125,009.                                                                                      | 703,694.       |                       |
| 31 Total liabilities and net assets/fund balances                       | 2,125,009.                                                                                | 703,694.                                                                                        |                |                       |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 2,125,009.   |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | <1,421,315.> |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.           |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 703,694.     |
| 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 | 703,694.     |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a</b>                                                                                                                          |  |                                                  |                                      |                                  |
| <b>b</b> NONE                                                                                                                      |  |                                                  |                                      |                                  |
| <b>c</b>                                                                                                                           |  |                                                  |                                      |                                  |
| <b>d</b>                                                                                                                           |  |                                                  |                                      |                                  |
| <b>e</b>                                                                                                                           |  |                                                  |                                      |                                  |

  

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b>              |                                            |                                                 |                                              |
| <b>b</b>              |                                            |                                                 |                                              |
| <b>c</b>              |                                            |                                                 |                                              |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <b>a</b>                  |                                      |                                                 |                                                                                                 |
| <b>b</b>                  |                                      |                                                 |                                                                                                 |
| <b>c</b>                  |                                      |                                                 |                                                                                                 |
| <b>d</b>                  |                                      |                                                 |                                                                                                 |
| <b>e</b>                  |                                      |                                                 |                                                                                                 |

  

|                                                                                                                                                                                        |                                                                                                                 |          |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------|--|
| <b>2</b> Capital gain net income or (net capital loss)                                                                                                                                 | <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div> | <b>2</b> |  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |                                                                                                                 | <b>3</b> |  |

**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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2010                                                                 | 200,000.                                 | 2,093,134.                                   | .095550                                                     |
| 2009                                                                 |                                          |                                              |                                                             |
| 2008                                                                 |                                          |                                              |                                                             |
| 2007                                                                 |                                          |                                              |                                                             |
| 2006                                                                 |                                          |                                              |                                                             |

  

|                                                                                                                                                                                                                                |          |            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                           | <b>2</b> | .095550    |
| <b>3</b> 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                                          | <b>3</b> | .095550    |
| <b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5                                                                                                                                          | <b>4</b> | 1,424,598. |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                             | <b>5</b> | 136,120.   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                            | <b>6</b> | 12.        |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                     | <b>7</b> | 136,132.   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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.<br>See the Part VI instructions. | <b>8</b> | 1,352,433. |

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

|    |                                                                                                                                                                                                                                     |    |     |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | 1  | 12. |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                          | 2  | 0.  |
| c  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                            | 3  | 12. |
| 2  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                           | 4  | 0.  |
| 3  | Add lines 1 and 2                                                                                                                                                                                                                   | 5  | 12. |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                         |    |     |
| 5  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                      |    |     |
| 6  | Credits/Payments:                                                                                                                                                                                                                   |    |     |
| a  | 2011 estimated tax payments and 2010 overpayment credited to 2011                                                                                                                                                                   | 6a |     |
| b  | Exempt foreign organizations - tax withheld at source                                                                                                                                                                               | 6b |     |
| c  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                 | 6c |     |
| d  | Backup withholding erroneously withheld                                                                                                                                                                                             | 6d |     |
| 7  | Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                 | 7  | 0.  |
| 8  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                            | 8  |     |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                         | 9  | 12. |
| 10 | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                             | 10 |     |
| 11 | Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>                                                                               | 11 |     |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                            | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                    |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |     | X  |
| 1c Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                             |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                   |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                                                                     |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                            |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                               |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                             |     | X  |
| b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                  |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                      |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?       | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year?<br>If "Yes," complete Part II, col. (c), and Part XV.                                                                                                                                                                                                    | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>MA</u>                                                                                                                                                                                                   |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation                                                                                                                              | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                     |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                      |     | X  |

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

|    |                                                                                                                                                                                                                                                                                                                                   |    |     |    |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                           | 11 |     | X  |
| 12 | Did the foundation 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?<br>Website address ► <u>N/A</u>                                                                                                                                                                               | 13 | X   |    |
| 14 | The books are in care of ► <u>JIM HOOKS, TREASURER</u> Telephone no. ► <u>704-733-3824</u><br>Located at ► <u>4828 PARKWAY PLAZA BLVD., CHARLOTTE, NC</u> ZIP+4 ► <u>28217</u>                                                                                                                                                    |    |     |    |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                            | 15 | N/A |    |
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No |
|    |                                                                                                                                                                                                                                                                                                                                   |    |     | X  |

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

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

|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Yes | No |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a  | During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                                        |     |    |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                     |     |    |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                             |     |    |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                 |     |    |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                       |     |    |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                              |     |    |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                            |     |    |
| b   | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                                           | 1b  | X  |
| c   | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?                                                                                                                                                                                                                                                                                                                    | 1c  | X  |
| 2   | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):                                                                                                                                                                                                                                                                                                                             |     |    |
| a   | At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ► _____, _____, _____                                                                                                                                                                                                                                    |     |    |
| b   | Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>                                                                                                                                                                         | 2b  |    |
| c   | If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.<br>► _____, _____, _____                                                                                                                                                                                                                                                                                                                                                           |     |    |
| 3a  | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                             |     |    |
| b   | If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) <u>N/A</u> | 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  |

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

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 6      |                                                           | 0.                                        | 0.                                                                    | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

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

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

0

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(continued)

[illegible]

0

| 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                                                                                                                                                                                                                                                      |     |          |
|                                                                                                                                                                                                                                                        |     |          |
|                                                                                                                                                                                                                                                        |     |          |

| 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                                                                                                                 |     |        |
|                                                                                                                   |     |        |
|                                                                                                                   |     |        |
| <b>Total.</b> Add lines 1 through 3                                                                               |     | 0.     |

Form **990-PF** (2011)

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

|          |                                                                                                             |           |            |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |            |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 0.         |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 1,446,292. |
| <b>c</b> | Fair market value of all other assets                                                                       | <b>1c</b> |            |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 1,446,292. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0.         |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | 0.         |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 1,446,292. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 21,694.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 1,424,598. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 71,230.    |

**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.)

|           |                                                                                                           |           |         |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 71,230. |
| <b>2a</b> | Tax on investment income for 2011 from Part VI, line 5                                                    | <b>2a</b> | 12.     |
| <b>b</b>  | Income tax for 2011. (This does not include the tax from Part VI.)                                        | <b>2b</b> |         |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 12.     |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 71,218. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  | 0.      |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 71,218. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  | 0.      |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 71,218. |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                   |           |            |
|----------|-----------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                        |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                     | <b>1a</b> | 1,352,433. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                | <b>1b</b> | 0.         |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | <b>2</b>  |            |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                              |           |            |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                    | <b>3a</b> |            |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                             | <b>3b</b> |            |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | <b>4</b>  | 1,352,433. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | <b>5</b>  | 12.        |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                             | <b>6</b>  | 1,352,421. |

**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.

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

|                                                                                                                                                                                   | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2011 from Part XI, line 7                                                                                                                       |               |                            |             | 71,218.     |
| <b>2</b> Undistributed income, if any, as of the end of 2011                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2010 only                                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2011:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2006                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2007                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2008                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2009                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2010                                                                                                                                                                | 192,831.      |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 192,831.      |                            |             |             |
| <b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,352,433.                                                                                                 |               |                            |             |             |
| <b>a</b> Applied to 2010, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2011 distributable amount                                                                                                                                     |               |                            |             | 71,218.     |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 1,281,215.    |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 1,474,046.    |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012                                                              |               |                            |             | 0.          |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a                                                                                              | 1,474,046.    |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2007                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2008                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2009                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2010                                                                                                                                                         | 192,831.      |                            |             |             |
| <b>e</b> Excess from 2011                                                                                                                                                         | 1,281,215.    |                            |             |             |

## N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

2011.05090 LPL FINANCIAL CHARITABLE FO 30012671

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

| Recipient<br>Name and address (home or business)                                                   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution        | Amount               |
|----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------------|----------------------|
| <b>a Paid during the year</b>                                                                      |                                                                                                                    |                                      |                                            |                      |
| OPERATION HOPE, INC<br>707 WILSHIRE BLVD, #3030<br>LOS ANGELES, CA 90017                           |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | SUPPORT ATLANTA HOPE<br>CENTER             | 200,000.             |
| INVEST IN OTHERS CHARITABLE<br>FOUNDATION INC<br>ONE BEACON STREET, 22ND FLOOR<br>BOSTON, MA 02108 |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | GENERAL DONATION                           | 325,000.             |
| PAUL REVERE MEMORIAL ASSOCIATION<br>19 NORTH STREET<br>BOSTON, MA 02113                            |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | SUPPORT PAUL REVERE<br>HOUSE               | 200,000.             |
| BIG BROTHER BIG SISTER MASSACHUSETTS<br>BAY<br>75 FEDERAL STREET, 8TH FLOOR<br>BOSTON, MA 02110    |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | BIG OF THE YEAR<br>CELEBRATION SPONSOR     | 150,000.             |
| BIG BROTHER BIG SISTER SAN DIEGO<br>COUNTY<br>8515 ARJONS DRIVE<br>SAN DIEGO, CA 92126             |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | DINNER TITLE<br>SPONSOR/KID'S DAY<br>EVENT | 81,000.              |
| <b>Total</b>                                                                                       | <b>SEE CONTINUATION SHEET(S)</b>                                                                                   |                                      |                                            | <b>3a</b> 1,352,433. |
| <b>b Approved for future payment</b>                                                               |                                                                                                                    |                                      |                                            |                      |
| NONE                                                                                               |                                                                                                                    |                                      |                                            |                      |
|                                                                                                    |                                                                                                                    |                                      |                                            |                      |
|                                                                                                    |                                                                                                                    |                                      |                                            |                      |
| <b>Total</b>                                                                                       |                                                                                                                    |                                      |                                            | <b>3b</b> 0.         |



**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

|          |                                                                                                                                                                                                                                                                                                                                                                                              | Yes | No       |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----------|
| <b>1</b> | 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?                                                                                                                                          |     |          |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |     |          |
|          | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     |     | <b>X</b> |
|          | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             |     | <b>X</b> |
| <b>b</b> | Other transactions:                                                                                                                                                                                                                                                                                                                                                                          |     |          |
|          | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   |     | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             |     | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         |     | <b>X</b> |
|          | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               |     | <b>X</b> |
|          | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 |     | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       |     | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             |     | <b>X</b> |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |     |          |

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

**b** If "Yes," complete the following schedule.

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

**Sign  
Here**

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

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Signature of officer or trustee

Date \_\_\_\_\_

Title

**TREASURER**

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☒ self-employed

|      |
|------|
| PTIN |
|------|

ELIZABETH P. MURPHY

01/09/15

P00653168

Firm's name ► **DIXON HUGHES GOODMAN LLP**

Firm's EIN ▶ 56-0747981

Firm's address ► 6525 MORRISON BLVD., STE 500  
CHARLOTTE, NC 28211

Phone no. 704-367-7020

Form **990-PF** (2011)

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                            | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                              | Amount          |
|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------------------------------------------------------|-----------------|
| BOSTON BALLET<br>19 CLARENDON STREET<br>BOSTON, MA 02116                                                    |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | SPONSOR CITY DANCE<br>20TH ANNIVERSARY                           | 75,000.         |
| CAL STATE U SAN MARCOS FOUNDATION<br>333 SOUTH TWIN OAKS VALLEY ROAD<br>SAN MARCOS, CA 92078                |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | SUPPORT SCHOLARSHIP<br>PROGRAM                                   | 50,000.         |
| UNITED WAY SAN DIEGO<br>4699 MURPHY CANYON ROAD<br>SAN DIEGO, CA 92123                                      |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | UNITED WAY CAMPAIGN<br>CORPORATE MATCHING<br>DONATION            | 44,458.         |
| BIG BROTHER BIG SISTER GREATER<br>CHARLOTTE<br>3801 EAST INDEPENDENCE BOULEVARD #101<br>CHARLOTTE, NC 28205 |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | 1ST INSTALLMENT OF 3<br>YR PLEDGE & KIDS DAY<br>AT CHECKERS GAME | 45,100.         |
| MEALS ON WHEELS GREATER SAN DIEGO<br>2254 SAN DIEGO AVE SUITE 200<br>SAN DIEGO, CA 92110                    |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | SUPPORT NUTRITION<br>STUDIES EVENT                               | 40,000.         |
| HABITAT CHARLOTTE<br>PO BOX 220287<br>CHARLOTTE, NC 28222                                                   |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | SUPPORT CRITICAL HOME<br>REPAIR PROJECTS                         | 25,000.         |
| REBUILDING TOGETHER SAN DIEGO<br>2013 FRANKLIN AVENUE<br>SAN DIEGO, CA 92113                                |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | SUPPORT HOUSING<br>RENOVATION PROJECT                            | 25,000.         |
| JUNIOR ACHIEVEMENT OF CENTRAL<br>CAROLINAS<br>201 S TRYON ST #100<br>CHARLOTTE, NC 28202                    |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | ANNUAL GRANT                                                     | 20,000.         |
| JUNIOR ACHIEVEMENT OF SAN DIEGO AND<br>IMPERIAL COUNTIES<br>4756 MISSION GORGE PLACE<br>SAN DIEGO, CA 92120 |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | ANNUAL GRANT                                                     | 20,000.         |
| CROSSROADS FOR KIDS<br>119 MYRTLE STREET<br>DUXBURY, MA 02332                                               |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | ANNUAL GRANT                                                     | 10,000.         |
| <b>Total from continuation sheets</b>                                                                       |                                                                                                                    |                                      |                                                                  | <b>396,433.</b> |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution            | Amount  |
|-------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------------------------------------|---------|
| JUNIOR ACHIEVEMENT OF NORTHERN NEW<br>ENGLAND<br>400 5TH AVENUE #300<br>JAMAICA PLAIN, MA 02130 |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | ANNUAL GRANT                                   | 10,000. |
| REBUILDING TOGETHER BOSTON<br>4414 WASHINGTON STREET #2<br>JAMAICA PLAIN, MA 02130              |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | SUPPORT HOUSING<br>RENOVATION PROJECT          | 7,500.  |
| REACH BEYOND DOMESTIC VIOLENCE<br>PO BOX 540024<br>WALTHAM, MA 02454                            |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | GALA SPONSOR                                   | 3,000.  |
| NEW ENGLAND SINAI HOSPITAL<br>150 YORK STREET<br>STOUGHTON, MA 02072                            |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | STEPPING UP WALKATHON<br>SPONSOR               | 2,500.  |
| AMERICA'S MOMS FOR SOLDIERS<br>PO BOX 668487<br>POMPANO BEACH, FL 33066                         |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | DONATION FOR<br>UNDERPRIVILEGED<br>SERVICEMENT | 2,000.  |
| ASIAN TASK FORCE AGAINST DOMESTIC<br>VIOLENCE<br>PO BOX 120108<br>BOSTON, MA 02112              |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | SUPPORT SILK ROAD GALA                         | 1,500.  |
| OPERATION HOMEFRONT<br>8930 FOURWINDS DRIVE, SUITE 340<br>SAN ANTONIO, TX 78239                 |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | SUPPORT FOR ARMY<br>SPECIALISTS                | 1,500.  |
| ST JUDE'S CHILDREN'S HOSPITAL<br>501 ST JUDE PLACE<br>MEMPHIS, TN 38105                         |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | SUPPORT IN HONOR OF<br>JAMIE HOFFMAN           | 1,500.  |
| BOSTON PHILHARMONIC<br>295 HUNTINTON AVENUE, SUITE 210<br>BOSTON, MA 02115                      |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | SUPPORT                                        | 1,000.  |
| AMERICAN CANCER SOCIETY<br>1901 BRUNSWICK AVENUE, SUITE 100<br>CHARLOTTE, NC 28207              |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | GENERAL DONATION                               | 750.    |
| <b>Total from continuation sheets</b>                                                           |                                                                                                                    |                                      |                                                |         |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                              | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount |
|---------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|--------|
| DENVER DUMB FRIENDS LEAGUE<br>2080 SOUTH QUEBEC STREET<br>DENVER, CO 80231                                    |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | GENERAL DONATION                    | 750.   |
| BOY SCOUTS OF AMERICA<br>411 UNIQUITY ROAD<br>MILTON, MA 02186                                                |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | SUPPORT BOSTON<br>MINUTEMAN COUNCIL | 500.   |
| BOYS AND GIRLS CLUB CAPISTRANO VALLEY<br>1 VIA POSITIVA<br>SAN JUAN CAPISTRANO, CA 92675                      |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | GENERAL DONATION                    | 500.   |
| COGNITIVE NEUROLOGY AND ALZHEIMER'S<br>DISEASE CENTER<br>320 EAST SUPERIOR ST, SEARLE 11<br>CHICAGO, IL 60611 |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | CHARITABLE DONATION                 | 500.   |
| COALITION TO UNCHAIN DOGS<br>PO BOX 3259<br>DURHAM, NC 27715                                                  |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | FENCE SPONSORSHIP                   | 250.   |
| COUNCIL FOR CHILDREN'S RIGHTS<br>601 E. FIFTH ST, SUITE 510<br>CHARLOTTE, NC 28202                            |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | CHARITABLE DONATION                 | 250.   |
| MAKE A WISH SAN DIEGO<br>2440 HOTEL CIRCLE NORTH, SUITE 200<br>SAN DIEGO, CA 92108                            |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | CHARITABLE DONATION                 | 100.   |
| ORANGE COUNTY RESCUE MISSION<br>ONE HOPE DRIVE<br>TUSTIN, CA 92782                                            |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | CHARITABLE DONATION                 | 100.   |
| AMERICAN RED CROSS<br>PO BOX 4002018<br>DES MOINES, IA 50340                                                  |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | JAPAN EARTHQUAKE<br>RELIEF          | 5,175. |
| THE CHILDREN'S SCHOOL<br>PO BOX 95151<br>SEATTLE, WA 98145                                                    |                                                                                                                    | OTHER PUBLIC<br>CHARITY              | EDUCATION SPONSORSHIP               | 2,500. |
| Total from continuation sheets                                                                                |                                                                                                                    |                                      |                                     |        |

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

| SOURCE                                         | AMOUNT |
|------------------------------------------------|--------|
| LPL MONEY MARKET ACCOUNT                       | 1,191. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 1,191. |

## FORM 990-PF LEGAL FEES STATEMENT 2

| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| STRATEGIC PLANNING         | 7,973.                       | 0.                                |                               | 0.                            |
| TO FM 990-PF, PG 1, LN 16A | 7,973.                       | 0.                                |                               | 0.                            |

## FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL SERVICES               | 34,887.                      | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 34,887.                      | 0.                                |                               | 0.                            |

## FORM 990-PF OTHER EXPENSES STATEMENT 4

| DESCRIPTION                           | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|---------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| SUBCONTRACTED ADMINISTRATIVE SERVICES | 26,984.                      | 0.                                |                               | 0.                            |
| ADMINISTRATIVE EXPENSES               | 2,022.                       | 0.                                |                               | 0.                            |
| SUPPLIES                              | 518.                         | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23           | 29,524.                      | 0.                                |                               | 0.                            |

## FOOTNOTES

STATEMENT 5

THIS RETURN IS BEING AMENDED TO CORRECTLY CLASSIFY THE FOUNDATION AS A PRIVATE NON-OPERATING FOUNDATION. THE ORIGINALLY FILED RETURN WAS PREPARED BASED ON AN OPERATING FOUNDATION STATUS. SEVERAL QUESTIONS HAVE BEEN CHANGED TO REFLECT THIS CLASSIFICATION, INCLUDING PART I, II, V, VII-A, X, XI, XII, XIII, XV, XVI-A & XVI-B.

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FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT      6  
TRUSTEES AND FOUNDATION MANAGERS

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| NAME AND ADDRESS                             | TITLE AND<br>AVRG HRS/WK           | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|----------------------------------------------|------------------------------------|-------------------|------------------------------|--------------------|
| KANDIS BATES                                 | PRESIDENT & DIRECTOR<br>1.00       | 0.                | 0.                           | 0.                 |
| JOY GOBLE                                    | TREASURER & DIRECTOR<br>1.00       | 0.                | 0.                           | 0.                 |
| PEGGY HO                                     | CLERK & DIRECTOR<br>1.00           | 0.                | 0.                           | 0.                 |
| HEATHER CARTER                               | ASSISTANT CLERK & DIRECTOR<br>1.00 | 0.                | 0.                           | 0.                 |
| ESTHER STEARNS                               | DIRECTOR<br>1.00                   | 0.                | 0.                           | 0.                 |
| ROBERT MOORE                                 | DIRECTOR<br>1.00                   | 0.                | 0.                           | 0.                 |
| DENISE ABOOD                                 | DIRECTOR<br>1.00                   | 0.                | 0.                           | 0.                 |
| LPL FINANCIAL LLC                            | SOLE MEMBER<br>0.00                | 0.                | 0.                           | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII |                                    | 0.                | 0.                           | 0.                 |