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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

Name of foundation
ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

A Employer identification number
52-6318347

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
434 FAYETTEVILLE ST 14TH FL

B Telephone number (see page 10 of the instructions)
(919) 716-9045

City or town, state, and ZIP code
RALEIGH, NC 27601

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,599,437

J Accounting method ☐ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	69,480	72,420		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	308,750			
	b	Gross sales price for all assets on line 6a 2,874,433				
	7	Capital gain net income (from Part IV, line 2)		308,750		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	378,230	381,170		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	27,805	27,805		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)	1,000	0	0	1,000
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see page 14 of the instructions)	2,878	773		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	70	70		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	31,753	28,648	0	1,000
	25	Contributions, gifts, grants paid	125,178			125,178
	26	**Total expenses and disbursements.** Add lines 24 and 25	156,931	28,648	0	126,178
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	221,299			
	b	**Net investment income** (if negative, enter -0-)		352,522		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	653	5,376	5,376
2	Savings and temporary cash investments	40,649	17,914	17,914
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	304,879	325,462	326,899
b	Investments—corporate stock (attach schedule)	578,358	1,345,396	1,267,585
c	Investments—corporate bonds (attach schedule)	204,376	674,602	674,800
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	1,369,018	349,207	306,863
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,497,933	2,717,957	2,599,437
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	2,497,933	2,717,957	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,497,933	2,717,957	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,497,933	2,717,957	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,497,933
2	Enter amount from Part I, line 27a	2	221,299
3	Other increases not included in line 2 (itemize) ▶	3	15
4	Add lines 1, 2, and 3	4	2,719,247
5	Decreases not included in line 2 (itemize) ▶	5	1,290
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,717,957

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	308,750
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	112,288	2,630,672	0 042684
2009	55,847	2,349,859	0 023766
2008	69,599	2,368,398	0 029387
2007			
2006			

2	**Total** of line 1, column (d)	2	0 095837
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 031946
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,747,479
5	Multiply line 4 by line 3	5	87,771
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,525
7	Add lines 5 and 6	7	91,296
8	Enter qualifying distributions from Part XII, line 4	8	126,178

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	3,525
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	3,525
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,525
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,513		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,513
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,012
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	**Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶BRANCH BANKING AND TRUST COMPANY Telephone no ▶(410) 230-1064

Located at ▶111 S CALVERT ST STE 2810 BALTIMORE MD ZIP+4 ▶212026174

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BRANCH BANKING AND TRUST CO 111 S CALVERT ST STE 2810 BALTIMORE, MD 212026174	TRUSTEE 40	27,805		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶	0

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services	▶	0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	2,735,649
b	Average of monthly cash balances	1b	53,670
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,789,319
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,789,319
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	41,840
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,747,479
6	**Minimum investment return.** Enter 5% of line 5	6	137,374

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	137,374
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 3,525		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,525
3	Distributable amount before adjustments Subtract line 2c from line 1	3	133,849
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	133,849
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	133,849

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	126,178
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	126,178
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	3,525
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	122,653

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

Part XIII **Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				133,849
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			125,178	
b Total for prior years 2009 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006. 0				
b From 2007. 0				
c From 2008. 0				
d From 2009. 0				
e From 2010. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 126,178				
a Applied to 2010, but not more than line 2a			125,178	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				1,000
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				132,849
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007. . . . 0				
b Excess from 2008. . . . 0				
c Excess from 2009. . . . 0				
d Excess from 2010. . . . 0				
e Excess from 2011. . . . 0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WINFIELD COMMUNITY VOL FIRE DEPT 1320 WEST OLD LIBERTY RD SYKESVILLE, MD 21784	NONE	EXEMPT	DONATION	125,178
Total . . . . ▶ **3a**				125,178
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	69,480	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	308,750	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				378,230	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 378,230

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2012-05-10	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	PTIN
Preparer's Signature	MICHELE L DORE	2012-05-10		
Firm's name	THOMSON REUTERS (TAX & ACCOUNTING)		Firm's EIN	
Firm's address	9711 FARRAR COURT SUITE 110 RICHMOND, VA 23236		Phone no (804) 727-3152	

May the IRS discuss this return with the preparer shown above? See instructions ☑ **Yes** ☐ **No**

TY 2011 Investments Government Obligations Schedule

Name: ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

EIN: 52-6318347

US Government Securities - End of Year Book Value: 325,462

US Government Securities - End of Year Fair Market Value: 326,899

State & Local Government Securities - End of Year Book Value:

State & Local Government Securities - End of Year Fair Market Value:

Additional Data

Software ID:	
Software Version:	
EIN:	52-6318347
Name:	ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
25000 WAL-MART STORES DTD 2/18/04 4 125% 02/15		2009-07-07	2011-02-15
100000 CISCO SYSTEMS INC DTD 02/22/06 5 25% 02/		2006-11-20	2011-02-22
2239 302 AMERICAN CENTURY DIVERSIFIED BOND FUND #		2010-12-20	2011-03-02
3121 83 DODGE & COX INCOME FUND		2010-03-17	2011-03-02
409 029 FEDERATED INTERMEDIATE CORP BOND CLASS I		2010-12-20	2011-03-02
385 809 METROPOLITAN WEST TOTAL RETURN BOND FUND		2010-12-20	2011-03-02
319 364 STERLING CAPITAL TOTAL RETURN BOND FUND		2010-12-20	2011-03-02
337 44 STERLING CAPITAL INTERMEDIATE U S GOVERNMENT FUND INST CL FUND		2010-12-20	2011-03-02
100 ABB LTD SPONSORED ADR		2010-12-20	2011-04-07
544 AT&T INC		2004-08-26	2011-04-07
2186 134 ALLIANZ AGIC OPPORTUNITY FD FUND # 4624		2009-06-29	2011-04-07
6634 416 ARTISAN MID CAP VALUE #1464 CLD TO NEW I		2009-06-29	2011-04-07
125 CVS CORP		2009-07-06	2011-04-07
120 CHEVRON TEXACO CORP COMMON		2004-08-26	2011-04-07
100 COCA-COLA CO COM STK*		2010-07-22	2011-04-07
340 CONOCOPHILLIPS COM		2003-06-19	2011-04-07
50 FEDEX CORP COM		2010-09-24	2011-04-07
3136 981 GOLDMAN SACHS MID CAP VALUE CL I FUND #		2009-11-25	2011-04-07
6952 202 GOLDMAN SACHS GROWTH OPPORTUNITY FUND CL		2009-06-29	2011-04-07
120 HEWLETT-PACKARD CO COMM STK		2003-06-19	2011-04-07
490 INTEL CORP		2006-11-28	2011-04-07
35 INTERNATIONAL BUSINESS MACHINES COM		2003-06-19	2011-04-07
140 JOHNSON + JOHNSON COM STK		2003-06-19	2011-04-07
100 LOCKHEED MARTIN CORP		2010-12-20	2011-04-07
220 LOWES COS INC		2010-12-20	2011-04-07
280 ORACLE SYS CORP		2003-06-19	2011-04-07
50 PROCTER & GAMBLE CO COM STK*		2008-02-07	2011-04-07
1913 827 T ROWE PRICE EMERGING MARKETS STOCK FUND		2010-12-20	2011-04-07
110 SCHLUMBERGER LTD COMMON		2003-06-19	2011-04-07
300 STATE STR CORP		2010-07-22	2011-04-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
150 STRYKER CORP COMMON		2010-08-10	2011-04-07
150 THE TRAVELERS COMPANIES INC		2004-08-26	2011-04-07
225 UNILEVER PLC-SPONSORED ADR		2009-07-06	2011-04-07
400 VERIZON COMMUNICATIONS		2006-11-28	2011-04-07
6696 035 VIRTUS QUALITY SMALL CAP FUND CL I FUND		2010-12-20	2011-04-07
290 WELLS FARGO & CO (NEW)		2003-06-19	2011-04-07
25000 AT&T INC DTD 12/06/07 4 95% 01/15/2013		2009-07-07	2011-04-12
25000 CHEVRON CORP DTD 03/03/09 3 95% 03/03/20		2009-07-07	2011-04-12
100000 FED HOME LOAN MORT CORP DTD 7/16/02 5 12		2002-10-23	2011-04-12
100000 FED NATL MTG ASSN DTD 4/21/03 4 625% 05/		2008-02-07	2011-04-12
25000 HEWLETT PACKARD CO DTD 05/27/09 2 95% 08		2009-07-07	2011-04-12
120 ABBOTT LABORATORIES		2004-08-26	2011-06-22
4453 925 INVESCO INTERNATIONAL GROWTH FUND CL I F		2009-07-06	2011-06-22
50 ALLIANCE DATA SYSTEMS COMMON		2011-04-07	2011-06-22
5140 187 AMERICAN CENTURY DIVERSIFIED BOND FUND #		2010-03-17	2011-06-22
3205 798 AMERICAN CENTURY DIVERSIFIED BOND FUND #		2011-04-18	2011-06-22
70 WALT DISNEY COMPANY THE		2003-06-19	2011-06-22
130 EMCOR GROUP INC		2011-04-07	2011-06-22
140 EXXON MOBIL CORP		2003-06-19	2011-06-22
3091 851 HARBOR INTL FD		2009-07-06	2011-06-22
25 INTERNATIONAL BUSINESS MACHINES COM		2003-06-19	2011-06-22
180 INTERNATIONAL PAPER COMPANY		2010-07-22	2011-06-22
320 JANUS CAPITAL GROUP INC COMMON		2011-04-07	2011-06-22
100 LOCKHEED MARTIN CORP		2010-02-19	2011-06-22
140 MERCK & CO INC COMMON		2003-06-19	2011-06-22
400 PFIZER INC COM STK		2010-02-19	2011-06-22
110 PLAINS EXPLORATION & PRODUCTION CO INC C		2011-04-07	2011-06-22
115 TARGET CORP COM		2007-11-20	2011-06-22
90 THERMO ELECTRON CORP COM W/RTS ATTACHED EXP 01/29/2006		2011-04-07	2011-06-22
50 WAL-MART STORES INC		2006-11-28	2011-06-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
50 COVIDIEN PLC		2010-08-10	2011-06-22
70 TYCO INTERNATIONAL LTD		2010-03-17	2011-06-22
240 ABB LTD SPONSORED ADR		2009-07-06	2011-08-08
30 ABBOTT LABORATORIES		2004-08-26	2011-08-08
90 ACTIVISION BLIZZARD INC COMMON		2011-04-07	2011-08-08
70 AEROVIRONMENT INC COMMON		2011-04-07	2011-08-08
230 ALCOA, INC		2010-12-20	2011-08-08
388 383 AMERICAN CENTURY DIVERSIFIED BOND FUND #		2010-12-20	2011-08-08
30 AMERICAN EXPRESS CO COM STK*		2010-12-20	2011-08-08
120 AON CORP		2010-12-20	2011-08-08
10 AON CORP		2011-04-07	2011-08-08
20 ATHENAHEALTH INC COMMON		2011-04-07	2011-08-08
20 THE BANK OF YOKOHAMA LTD		2011-06-22	2011-08-08
60 BRIGHAM EXPLORATION COMPANY COMMON		2011-04-07	2011-08-08
10 CF INDUSTRIES HOLDINGS INC COMMON		2011-04-07	2011-08-08
20 C H ROBINSON WORLDWIDE INC COMMON		2011-04-07	2011-08-08
5 CME GROUP INC COMMON		2011-06-22	2011-08-08
40 CARMAX INC COMMON		2011-04-07	2011-08-08
180 CARNIVAL CORP COMMON		2011-06-22	2011-08-08
40 CHART INDUSTRIES INC COMMON		2011-04-07	2011-08-08
80 DELL INC		2011-04-07	2011-08-08
40 ENERGIZER HOLDINGS INC COMMON		2011-04-07	2011-08-08
8741 973 FEDERATED INTERMEDIATE CORP BOND CLASS I		2011-06-22	2011-08-08
546 423 FEDERATED SHORT TERM INCOME FUND CL Y FU		2011-03-02	2011-08-08
30 FIRSTENERGY CORP COM 12/01/2004		2011-04-07	2011-08-08
140 GANNETT INC		2011-04-07	2011-08-08
10 HALLIBURTON CO		2011-04-07	2011-08-08
30 HALLIBURTON CO		2011-04-07	2011-08-08
30 HARMAN INTERNATIONAL INDUSTRIES COMMON		2011-04-07	2011-08-08
129 99963 HECLA MINING		2011-04-07	2011-08-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
80 00037 HECLA MINING		2011-04-07	2011-08-08
90 INDUSTRIAL AND COMMERCIAL BANK OF CHINA		2011-06-22	2011-08-08
130 INTEL CORP		2003-06-19	2011-08-08
20 INTERDIGITAL INC COMMON		2011-04-07	2011-08-08
140 INTERNATIONAL PAPER COMPANY		2011-04-07	2011-08-08
120 INTERNATIONAL PAPER COMPANY		2010-07-22	2011-08-08
180 IRONWOOD PHARMACEUTICALS, INC COMMON		2011-04-07	2011-08-08
20 JUPITER TELECOMMUNICATIONS CO LTD ADR		2011-06-22	2011-08-08
120 KRAFT FOODS INC-A COMMON		2004-08-26	2011-08-08
40 L 3 COMMUNICATIONS HOLDINGS INC COMMON		2011-04-07	2011-08-08
40 00503 LAKELAND FINANCIAL CORP		2011-04-07	2011-08-08
49 99497 LAKELAND FINANCIAL CORP		2011-04-07	2011-08-08
30 MSCI INC A COMMON		2011-04-07	2011-08-08
60 MEDTRONIC INC		2003-06-19	2011-08-08
646 974 METROPOLITAN WEST TOTAL RETURN BOND FUND		2010-12-20	2011-08-08
50 MORGAN STANLEY DEAN WITTER DIS CO		2010-02-19	2011-08-08
20 NEXTERA ENERGY, INC COMMON		2011-04-07	2011-08-08
100 NOVARTIS AG SPONSORED ADR		2010-05-10	2011-08-08
2434 243 PIMCO PIMS FOREIGN BOND FUND		2010-12-20	2011-08-08
20 PEPSICO INC		2003-06-19	2011-08-08
40 QLIK TECHNOLOGIES INC COMMON		2011-04-07	2011-08-08
79 99951 RESOURCES CONNECTION INC		2011-04-07	2011-08-08
10 00049 RESOURCES CONNECTION INC		2011-04-07	2011-08-08
20 ROCKWELL AUTOMATION INC		2011-04-07	2011-08-08
40 RUE21 INC COMMON		2011-04-07	2011-08-08
60 UTILITIES SELECT SECTOR SPDR FUND		2010-02-19	2011-08-08
120 SELECT COMFORT CORP COMMON		2011-04-07	2011-08-08
1027 352 STERLING CAPITAL TOTAL RETURN BOND FUND		2010-12-20	2011-08-08
834 276 STERLING CAPITAL INTERMEDIATE U S GOVERNMENT FUND INST CL FUN		2010-12-20	2011-08-08
10 STRAYER EDUCATION INC COMMON		2011-04-07	2011-08-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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40 THE TRAVELERS COMPANIES INC		2004-08-26	2011-08-08
60 ULTRA PETROLEUM CORP COMMON		2011-06-22	2011-08-08
30 UNITEDHEALTH GROUP		2011-04-07	2011-08-08
30 VERTEX PHARMACEUTICALS INC COM		2011-04-07	2011-08-08
30 VMWARE INC CLASS A COMMON		2011-04-07	2011-08-08
20 WAL-MART STORES INC		2003-06-19	2011-08-08
20 YUM! BRANDS INC		2011-04-07	2011-08-08
20 COVIDIEN PLC		2010-08-10	2011-08-08
50 TE CONNECTIVITY LTD		2010-05-10	2011-08-08
278 375 AMERICAN CENTURY DIVERSIFIED BOND FUND #		2010-12-20	2011-09-07
650 BANK OF AMERICA CORP		2010-07-22	2011-09-07
100 CENOVUS ENERGY INC		2010-12-20	2011-09-07
110 00154 CISCO SYS INC		2003-06-19	2011-09-07
49 99846 CISCO SYS INC		2003-06-19	2011-09-07
242 649 FEDERATED SHORT TERM INCOME FUND CL Y FU		2011-03-02	2011-09-07
80 FIRSTENERGY CORP COM 12/01/2004		2011-04-07	2011-09-07
10 GREEN MOUNTAIN COFFEE ROASTERS INC COMMO		2011-04-07	2011-09-07
60 HARMAN INTERNATIONAL INDUSTRIES COMMON		2011-04-07	2011-09-07
280 HEWLETT-PACKARD CO COMM STK		2003-06-19	2011-09-07
20 INTERDIGITAL INC COMMON		2011-04-07	2011-09-07
80 MSCI INC A COMMON		2011-04-07	2011-09-07
370 211 METROPOLITAN WEST TOTAL RETURN BOND FUND		2010-12-20	2011-09-07
50 MICROSOFT CORP		2003-06-19	2011-09-07
91 913 PIMCO TOTAL RETURN FUND		2011-06-22	2011-09-07
429 644 PIMCO PIMS FOREIGN BOND FUND		2010-12-20	2011-09-07
170 SEI INVESTMENTS COMPANY COMMON		2011-04-07	2011-09-07
225 STAPLES INC		2010-09-24	2011-09-07
260 STAPLES INC		2011-04-07	2011-09-07
340 952 STERLING CAPITAL TOTAL RETURN BOND FUND		2010-12-20	2011-09-07
4320 83 STERLING CAPITAL INTERMEDIATE U S GOVERNMENT FUND INST CL FUN		2010-12-20	2011-09-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
180 STERLITE IND LTD		2011-06-22	2011-09-07
20 STRAYER EDUCATION INC COMMON		2011-04-07	2011-09-07
30 TEVA PHARMACEUTICAL INDS LTD ADR		2011-04-07	2011-09-07
310 VESTAS WIND SYSTEMS A/S ADR		2011-06-22	2011-09-07
250 VIRGINIA COMMERCE BANCORP N/C FROM VIRGINIA COMMERCE BANK EFF 12/		2011-08-08	2011-09-07
30 ABBOTT LABORATORIES		2004-08-26	2011-10-13
590 ALCOA, INC		2010-12-20	2011-10-13
80 AMERICA MOVIL S A DE C V		2011-06-22	2011-10-13
50 AMGEN INC		2011-06-22	2011-10-13
110 ANNALY CAPITAL MANAGEMENT COMMON		2011-04-07	2011-10-13
14 APPLE COMPUTER COM		2010-07-22	2011-10-13
20 ARCELORMITTAL		2011-06-22	2011-10-13
90 ASAHI GLASS COMPANY LIMITED		2011-06-22	2011-10-13
40 ASSURANT INC COMMON		2011-04-07	2011-10-13
10 BANCFIRST CORP COMMON		2011-08-08	2011-10-13
40 THE BANK OF YOKOHAMA LTD		2011-06-22	2011-10-13
100 CA INC COMMOM		2011-04-07	2011-10-13
40 CAPELLA EDUCATION COMPANY COMMON		2011-08-08	2011-10-13
50 CENOVUS ENERGY INC		2010-12-20	2011-10-13
110 CENOVUS ENERGY INC		2011-04-07	2011-10-13
190 CISCO SYS INC		2003-06-19	2011-10-13
70 COMCAST CORP NEW CL A		2009-07-06	2011-10-13
310 DOW CHEMICAL CO COM STK*		2011-08-08	2011-10-13
200 EARTHLINK INC COMMON		2011-04-07	2011-10-13
70 EBAY INC COM		2011-04-07	2011-10-13
180 ENSCO INTERNATIONAL PLC		2011-08-08	2011-10-13
339 225 FORWARD INTERNATIONAL SMALL COMPANIES FD		2010-12-20	2011-10-13
50 FUEL SYSTEMS SOLUTIONS INC COMMON		2011-04-07	2011-10-13
20 GDF SUEZ SPONS ADR		2011-08-08	2011-10-13
70 GANNETT INC		2011-04-07	2011-10-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
150 GENERAL ELECTRIC CO COM STK		2003-06-19	2011-10-13
30 GILEAD SCIENCES, INC		2011-04-07	2011-10-13
50 INDUSTRIAL AND COMMERCIAL BANK OF CHINA		2011-06-22	2011-10-13
40 INTUIT INC COMMON		2011-04-07	2011-10-13
80 INVESTMENT TECH GROUP INC COMMON		2011-06-22	2011-10-13
20 IRONWOOD PHARMACEUTICALS, INC COMMON		2011-04-07	2011-10-13
20 JOHNSON + JOHNSON COM STK		2004-08-26	2011-10-13
60 LAKELAND FINANCIAL CORP		2011-04-07	2011-10-13
942 016 LAZARD EMERGING MKTS PORTFOLIO INST CLAS		2010-12-20	2011-10-13
91 LONE PINE RESOURCES INC COMMON		2011-04-07	2011-10-13
40 MI DEVELOPMENTS INC		2011-04-07	2011-10-13
70 MARUI LTD ADR		2011-06-22	2011-10-13
110 MECHEL OAO		2011-09-07	2011-10-13
130 MERCK & CO INC COMMON		2006-11-21	2011-10-13
130 METLIFE COMMON		2010-02-19	2011-10-13
170 MICROSOFT CORP		2003-06-19	2011-10-13
150 MORGAN STANLEY DEAN WITTER DIS CO		2011-04-07	2011-10-13
175 MORGAN STANLEY DEAN WITTER DIS CO		2010-02-19	2011-10-13
20 NETSCOUT SYSTEMS INC COMMON		2011-09-07	2011-10-13
40 ORACLE SYS CORP		2003-06-19	2011-10-13
60 PEPSICO INC		2003-06-19	2011-10-13
10 PETROCHINA COMPANY LTD COMMON		2011-06-22	2011-10-13
20 QUALCOMM INC COMMON		2011-09-07	2011-10-13
90 REX ENERGY CORP COMMON		2011-06-22	2011-10-13
60 ST JUDE MED INC		2011-06-22	2011-10-13
90 SALLY BEAUTY COMPANY INC COMMON		2011-04-07	2011-10-13
50 SCHLUMBERGER LTD COMMON		2003-06-19	2011-10-13
70 SELECT COMFORT CORP COMMON		2011-04-07	2011-10-13
10 SIEMENS AG SPONSORED ADR		2011-06-22	2011-10-13
40 SOUTHWEST AIRLINES CO		2010-12-20	2011-10-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
550 SOUTHWEST AIRLINES CO		2010-09-24	2011-10-13
150 SOUTHWEST BANCORP INC/OKLA COMMON		2011-09-07	2011-10-13
120 STAPLES INC		2011-04-07	2011-10-13
60 STATE STR CORP		2011-06-22	2011-10-13
270 FORMERLY SGS-THOMSON MICROELECTRONICS SH		2011-09-07	2011-10-13
100 SUNCOR ENERGY, INC		2009-07-06	2011-10-13
20 SUNCOR ENERGY, INC		2011-04-07	2011-10-13
200 SYNOPSYS INC		2011-04-07	2011-10-13
50 TARGET CORP COM		2003-06-19	2011-10-13
150 THERMO ELECTRON CORP COM W/RTS ATTACHED EXP 01/29/2006		2011-04-07	2011-10-13
20 UNIVERSAL DISPLAY CORPORATION COMMON		2011-09-07	2011-10-13
80 URBAN OUTFITTERS INC COMMON		2011-09-07	2011-10-13
50 VIACOM INC NEW CL B		2011-04-07	2011-10-13
30 WELLPOINT INC		2010-04-07	2011-10-13
60 WEYERHAEUSER COMMON STK		2011-06-22	2011-10-13
70 YAMANA GOLD INC		2011-06-22	2011-10-13
40 ENDURANCE SPECIALTY HOLDINGS LTD		2011-04-07	2011-10-13
50 WILLIS GROUP HOLDINGS		2011-04-07	2011-10-13
140 WEATHERFORD INTL LTD		2011-08-08	2011-10-13
110 TE CONNECTIVITY LTD		2010-05-10	2011-10-13
110 TYCO INTERNATIONAL LTD		2011-09-07	2011-10-13
80 TYCO INTERNATIONAL LTD		2010-03-17	2011-10-13
100 TYCO INTERNATIONAL LTD		2010-12-20	2011-10-13
873 LONE PINE RESOURCES INC COMMON		2011-04-07	2011-10-21
17273 284 PIMCO PIMS FOREIGN BOND FUND		2011-04-07	2011-12-02
95 ABBOTT LABORATORIES		2008-02-07	2011-12-08
40 ADIDAS AG		2011-06-22	2011-12-08
60 ADMIRAL GROUP PLC		2011-09-07	2011-12-08
80 ALCOA, INC		2010-12-20	2011-12-08
440 ALCOA, INC		2011-04-07	2011-12-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
120 AON CORP		2011-04-07	2011-12-08
5 AON CORP		2010-12-20	2011-12-08
340 ARCHER DANIELS MIDLAND CO		2011-10-13	2011-12-08
60 BRIGHAM EXPLORATION COMPANY COMMON		2011-04-07	2011-12-08
50 CENOVUS ENERGY INC		2011-04-07	2011-12-08
140 CISCO SYS INC		2003-06-19	2011-12-08
350 CORNING INC		2010-03-17	2011-12-08
10 EOG RESOURCES INC COMMON		2011-04-07	2011-12-08
70 ENCANA CORP COMMON		2011-09-07	2011-12-08
30 FAIR ISAAC INC COMMON		2011-04-07	2011-12-08
14763 172 FEDERATED SHORT TERM INCOME FUND CL Y FU		2011-04-18	2011-12-08
60 GANNETT INC		2011-04-07	2011-12-08
30 HONEYWELL INTL INC		2011-08-08	2011-12-08
40 INTEL CORP		2003-06-19	2011-12-08
110 INTERPUBLIC GROUP COS INC		2011-04-07	2011-12-08
80 ITRON INC COMMON		2011-08-08	2011-12-08
40 J P MORGAN CHASE & CO		2004-08-26	2011-12-08
20 KOHLS CORP		2011-10-13	2011-12-08
20 L 3 COMMUNICATIONS HOLDINGS INC COMMON		2011-04-07	2011-12-08
830 LLOYDS TSB GRP PLC SP ADR COM		2011-06-22	2011-12-08
30 MEDTRONIC INC		2003-06-19	2011-12-08
10 METLIFE COMMON		2011-04-07	2011-12-08
45 METLIFE COMMON		2010-02-19	2011-12-08
1008 148 METROPOLITAN WEST TOTAL RETURN BOND FUND		2010-12-20	2011-12-08
30 NEXTERA ENERGY, INC COMMON		2011-04-07	2011-12-08
10 NOVO-NORDISK A S ADR		2011-08-08	2011-12-08
60 ORACLE SYS CORP		2003-06-19	2011-12-08
70 REX ENERGY CORP COMMON		2011-06-22	2011-12-08
130 SELECT COMFORT CORP COMMON		2011-04-07	2011-12-08
1010 SOUTHWEST AIRLINES CO		2011-08-08	2011-12-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
60 SOUTHWEST AIRLINES CO		2010-12-20	2011-12-08
30 STANCORP FINANCIAL GROUP INC COMMON		2011-04-07	2011-12-08
360 STAPLES INC		2011-08-08	2011-12-08
30 SUCCESSFACTORS, INC COMMON		2011-04-07	2011-12-08
40 TEXAS INSTRUMENTS INC COM STK		2010-07-22	2011-12-08
150 XEROX CORP COM STK		2011-04-07	2011-12-08
50 ASPEN INSURANCE HOLDINGS LIMITED		2011-04-07	2011-12-08
30 COVIDIEN PLC		2010-08-10	2011-12-08
3872 217 METROPOLITAN WEST TOTAL RETURN BOND FUND		2011-06-22	2011-12-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
25,000		26,136	-1,136
100,000		100,671	-671
24,005		24,005	
41,739		41,364	375
4,148		4,111	37
4,020		3,993	27
3,468		3,456	12
3,533		3,540	-7
2,428		2,177	251
16,543		12,571	3,972
57,539		35,000	22,539
150,137		96,000	54,137
4,442		3,854	588
12,969		5,624	7,345
6,727		5,434	1,293
27,311		9,318	17,993
4,691		4,213	478
120,491		90,000	30,491
181,105		112,000	69,105
4,948		2,627	2,321
9,805		10,538	-733
5,742		2,981	2,761
8,326		7,605	721
8,133		6,990	1,143
5,896		5,590	306
9,425		3,769	5,656
3,091		3,295	-204
70,123		65,606	4,517
10,049		2,631	7,418
13,899		11,721	2,178

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
9,006		7,147	1,859
8,962		5,223	3,739
6,969		5,324	1,645
15,073		13,968	1,105
83,098		76,000	7,098
9,370		7,449	1,921
26,645		26,246	399
26,712		25,985	727
105,879		101,500	4,379
107,049		103,626	3,423
25,682		25,338	344
6,268		4,968	1,300
128,941		92,842	36,099
4,639		4,240	399
56,079		55,000	1,079
34,975		34,526	449
2,697		1,388	1,309
3,767		4,100	-333
11,238		5,179	6,059
193,364		162,016	31,348
4,159		2,130	2,029
5,175		4,442	733
2,993		4,014	-1,021
8,067		7,716	351
4,978		8,269	-3,291
8,140		7,228	912
4,023		4,017	6
5,427		5,069	358
5,753		4,988	765
2,656		2,335	321

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,672		1,914	758
3,332		2,618	714
4,844		3,619	1,225
1,459		1,242	217
992		1,008	-16
1,781		2,100	-319
2,698		3,381	-683
4,303		4,163	140
1,343		1,256	87
5,134		5,438	-304
428		542	-114
997		921	76
922		972	-50
1,421		2,159	-738
1,437		1,392	45
1,324		1,495	-171
1,305		1,404	-99
1,087		1,299	-212
5,450		6,617	-1,167
1,679		2,178	-499
1,155		1,189	-34
2,928		2,901	27
89,430		88,486	944
4,727		4,705	22
1,206		1,112	94
1,436		2,106	-670
438		481	-43
1,315		1,443	-128
942		1,424	-482
918		1,249	-331

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
565		769	-204
1,201		1,346	-145
2,694		2,802	-108
1,316		960	356
3,350		4,226	-876
2,871		2,961	-90
2,245		2,639	-394
1,506		1,500	6
4,089		2,025	2,064
2,707		3,194	-487
880		915	-35
1,100		1,144	-44
934		1,129	-195
1,917		2,945	-1,028
6,800		6,696	104
905		1,364	-459
1,029		1,120	-91
5,550		4,838	712
25,900		25,292	608
1,287		894	393
1,064		1,074	-10
882		1,247	-365
110		156	-46
1,181		1,871	-690
1,120		1,146	-26
1,859		1,786	73
1,513		1,487	26
11,363		11,116	247
8,977		8,752	225
1,066		1,470	-404

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,033		1,393	640
2,368		2,726	-358
1,293		1,340	-47
1,214		1,415	-201
2,512		2,410	102
1,003		1,092	-89
983		989	-6
894		766	128
1,439		1,476	-37
3,101		2,984	117
4,761		8,950	-4,189
3,457		3,114	343
1,713		2,070	-357
779		941	-162
2,092		2,089	3
3,485		2,966	519
1,070		649	421
2,084		2,848	-764
6,675		6,129	546
1,365		960	405
2,617		3,010	-393
3,898		3,832	66
1,291		1,319	-28
1,013		1,012	1
4,597		4,464	133
2,798		4,066	-1,268
3,169		4,619	-1,450
3,661		5,384	-1,723
3,778		3,689	89
46,751		45,326	1,425

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,149		2,529	-380
1,795		2,941	-1,146
1,200		1,524	-324
1,916		2,477	-561
1,444		1,521	-77
1,562		1,242	320
5,876		8,673	-2,797
1,873		2,042	-169
2,854		2,914	-60
1,732		1,916	-184
5,682		3,630	2,052
386		655	-269
850		1,030	-180
1,445		1,546	-101
346		372	-26
1,909		1,944	-35
2,127		2,419	-292
1,131		1,417	-286
1,674		1,557	117
3,684		4,330	-646
3,290		3,576	-286
1,648		971	677
8,244		8,711	-467
1,314		1,614	-300
2,293		2,206	87
7,978		7,665	313
4,203		4,864	-661
1,082		1,467	-385
640		565	75
746		1,053	-307

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,436		4,479	-2,043
1,220		1,246	-26
559		748	-189
2,078		2,161	-83
868		1,131	-263
236		293	-57
1,281		1,154	127
1,318		1,373	-55
17,220		20,074	-2,854
595		1,504	-909
1,114		1,090	24
1,075		1,017	58
1,257		2,784	-1,527
4,258		6,809	-2,551
4,032		4,571	-539
4,601		4,483	118
2,265		4,159	-1,894
2,642		4,774	-2,132
253		258	-5
1,241		538	703
3,734		2,681	1,053
1,196		1,412	-216
1,051		1,021	30
1,174		965	209
2,288		2,949	-661
1,594		1,311	283
3,323		1,196	2,127
1,110		868	242
1,021		1,329	-308
340		518	-178

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,668		6,782	-2,114
645		682	-37
1,766		2,485	-719
1,973		2,660	-687
1,946		1,734	212
2,863		2,625	238
573		896	-323
5,181		5,514	-333
2,635		1,875	760
8,102		8,313	-211
959		1,044	-85
1,912		2,164	-252
2,128		2,354	-226
1,984		2,069	-85
1,002		1,275	-273
1,023		826	197
1,313		1,930	-617
1,823		2,050	-227
1,935		2,353	-418
3,682		3,248	434
4,852		4,447	405
3,529		2,992	537
4,411		4,200	211
6		14	-8
183,442		179,826	3,616
5,164		4,762	402
1,320		1,531	-211
772		1,403	-631
760		1,176	-416
4,180		7,912	-3,732

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,510		6,502	-992
230		227	3
9,796		9,174	622
2,187		2,159	28
1,670		1,968	-298
2,590		2,635	-45
4,758		6,667	-1,909
1,010		1,146	-136
1,341		1,693	-352
1,097		926	171
126,963		127,200	-237
773		902	-129
1,597		1,382	215
998		862	136
1,026		1,355	-329
2,821		4,215	-1,394
1,300		1,575	-275
1,015		1,004	11
1,297		1,597	-300
1,254		2,515	-1,261
1,062		1,473	-411
313		450	-137
1,407		1,582	-175
10,525		10,434	91
1,704		1,680	24
1,145		1,058	87
1,857		808	1,049
1,019		750	269
2,596		1,611	985
8,363		11,581	-3,218

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
497		778	-281
1,067		1,408	-341
5,245		5,862	-617
1,193		1,133	60
1,200		1,015	185
1,210		1,628	-418
1,311		1,417	-106
1,307		1,148	159
40,077		40,513	-436

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,136
			-671
			375
			37
			27
			12
			-7
			251
			3,972
			22,539
			54,137
			588
			7,345
			1,293
			17,993
			478
			30,491
			69,105
			2,321
			-733
			2,761
			721
			1,143
			306
			5,656
			-204
			4,517
			7,418
			2,178

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,859
			3,739
			1,645
			1,105
			7,098
			1,921
			399
			727
			4,379
			3,423
			344
			1,300
			36,099
			399
			1,079
			449
			1,309
			-333
			6,059
			31,348
			2,029
			733
			-1,021
			351
			-3,291
			912
			6
			358
			765
			321

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			758
			714
			1,225
			217
			-16
			-319
			-683
			140
			87
			-304
			-114
			76
			-50
			-738
			45
			-171
			-99
			-212
			-1,167
			-499
			-34
			27
			944
			22
			94
			-670
			-43
			-128
			-482
			-331

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-204
			-145
			-108
			356
			-876
			-90
			-394
			6
			2,064
			-487
			-35
			-44
			-195
			-1,028
			104
			-459
			-91
			712
			608
			393
			-10
			-365
			-46
			-690
			-26
			73
			26
			247
			225
			-404

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			640
			-358
			-47
			-201
			102
			-89
			-6
			128
			-37
			117
			-4,189
			343
			-357
			-162
			3
			519
			421
			-764
			546
			405
			-393
			66
			-28
			1
			133
			-1,268
			-1,450
			-1,723
			89
			1,425

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-380
			-1,146
			-324
			-561
			-77
			320
			-2,797
			-169
			-60
			-184
			2,052
			-269
			-180
			-101
			-26
			-35
			-292
			-286
			117
			-646
			-286
			677
			-467
			-300
			87
			313
			-661
			-385
			75
			-307

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-2,043
			-26
			-189
			-83
			-263
			-57
			127
			-55
			-2,854
			-909
			24
			58
			-1,527
			-2,551
			-539
			118
			-1,894
			-2,132
			-5
			703
			1,053
			-216
			30
			209
			-661
			283
			2,127
			242
			-308
			-178

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-2,114
			-37
			-719
			-687
			212
			238
			-323
			-333
			760
			-211
			-85
			-252
			-226
			-85
			-273
			197
			-617
			-227
			-418
			434
			405
			537
			211
			-8
			3,616
			402
			-211
			-631
			-416
			-3,732

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-992
			3
			622
			28
			-298
			-45
			-1,909
			-136
			-352
			171
			-237
			-129
			215
			136
			-329
			-1,394
			-275
			11
			-300
			-1,261
			-411
			-137
			-175
			91
			24
			87
			1,049
			269
			985
			-3,218

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-281
			-341
			-617
			60
			185
			-418
			-106
			159
			-436

TY 2011 Accounting Fees Schedule

Name: ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

EIN: 52-6318347

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	1,000			1,000

TY 2011 Investments Corporate Bonds Schedule

Name: ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

EIN: 52-6318347

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AT&T INC 4.95% 01/15/13		
CHEVRON CORP 3.95% 03/03/14		
CISCO SYSTEMS INC 5.25% 022211		
HEWLETT PACKARD CO 2.95 081512		
MERRILL LYNCH & CO 4.79 8/4/10		
WAL-MART STORES 4.125% 2/15/11		
AMERICAN CENTURY DIV #349	101,811	103,474
DOUBLELINE TOTAL RETURN	208,469	207,154
STERLING CAPITAL CORP	157,999	157,934
STERLING CAPITAL TOTAL RETURN	206,323	206,238

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TY 2011 Investments Corporate Stock Schedule

Name: ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

EIN: 52-6318347

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T INC COMMON	8,253	11,068
ABBOTT LABORATORIES COMMON		
ANNALY CAPITAL	2,439	2,234
ACME PACKET	489	309
ACTIVISION BLIZZARD	3,023	3,326
ADOBE SYSTEM	4,141	3,392
AEROVIRONMENT	2,100	2,203
BANK OF AMERICA CORP COMMON		
AMGEN INC	7,577	8,347
CVS CAREMARK CORP COMMON	9,184	10,195
CHEVRON CORP COMMON	3,749	8,512
CISCO SYSTEMS COMMON	14,773	14,283
COMCAST CORP CLASS A	12,237	15,767
CONOCOPHILLIPS	2,192	5,830
ALLEGHENY TECH	2,816	2,868
WALT DISNEY COMPANY COMMON	6,542	12,375
AMERICAN EXPRESS COMPANY COM	3,979	4,481
ALCOA INC COMMON	3,894	2,076
AON CORPORATION COMMON		
APPLE COMPUTER CORPORATION COM	16,350	20,250
EXXON MOBIL CORPORATION COM	11,199	16,952
GENERAL ELECTRIC COMPANY COM	26,969	17,552
HEWLETT PACKARD COMPANY COM		
INTEL COMMON	6,011	7,033
INTERNATIONAL BUSINESS MACHINE	3,407	7,355
J P MORGAN CHASE & CO COMMON	14,392	11,970
JOHNSON & JOHNSON COMMON	8,371	9,181
KRAFT FOODS INC-A COMMON	8,640	10,087
MEDTRONIC INC COMMON	10,651	8,989
MERCK & CO INC COMMON	16,712	15,080

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICROSOFT CORP COMMON	19,160	17,912
BERKSHIRE HATHAWAY INC DEL COM	9,113	9,156
ORACLE SYS CORP COMMON	7,039	7,695
PEPSICO INC COMMON	10,857	13,934
PROCTER AND GAMBLE COMMON	9,503	10,007
SCHLUMBERGER LTD COMMON	13,352	14,345
COCA COLA COMPANY COMMON	7,970	8,396
STAPLES INC COMMON		
CORNING INC COMMON		
TARGET CORP COM COMMON	7,876	10,756
THE TRAVELERS COMPANIES INC	6,650	8,284
INTERNATIONAL PAPER COMP COMM		
GOOGLE INC COMMON	10,323	12,918
VERIZON COMMUNICATIONS INC		
LOWE'S COMPANIES INC COMMON	9,697	9,898
METLIFE INC COMMON	10,824	7,795
WELLS FARGO & CO COMMON	10,148	10,197
ABB LTD SPONS ADR	2,403	3,013
SUNCOR ENERGY, INC	14,492	10,091
UNILEVER PLC-SPONSORED ADR	1,593	1,676
LOCKHEED MARTIN CORP COMMON		
FEDEX CORPORATION COMMON	12,105	11,691
MORGAN STANLEY COMMON		
PFIZER INC COMMON	7,232	9,089
SOUTHWEST AIRLINES COMMON		
STATE STREET CORP COMMON		
STRYKER CORP COMMON	8,287	8,451
TEXAS INSTRUMENTS COMMON	10,269	10,334
WAL MART STORES COMMON	6,227	7,769
CENOVUS ENERGY INC.	7,480	6,308

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NOVARTIS A G ADR	3,628	4,288
COVIDIEN PLC	4,203	3,601
TYCO INTERNATIONAL LTD		
TYCO ELECTRONICS LTD		
ALLSCRIPTS HEALTHCARE	4,683	4,167
APACHE CORP	3,589	2,717
ARUBA NETWORKS	2,954	2,037
ASSURANT	2,705	2,874
ATHENAHEALTH	3,225	3,438
ATWOOD OCEANICS	4,484	3,979
BAKER HUGHES INC	7,590	6,810
BANCFIRST	1,092	1,126
BILL BARRETT CORP	2,729	2,044
BECTON DICKINSON	5,610	5,230
BENCHMARK ELECTRONICS	2,514	2,155
BORGWARNER AUTO	2,750	2,550
BROADCOM CORP	2,595	2,349
CF INDUSTRIES HOLDINGS	2,785	2,900
CH ROBINSON WORLDWIDE	2,990	2,791
CME GROUP	1,404	1,218
CA INC	7,984	6,671
CALGON CAROBN	4,082	3,928
CARBO CERAMICS	2,281	1,850
CARMAX	2,923	2,743
CAVIUM INC	4,105	2,559
CHART INDUSTRIES	5,094	5,407
CHICO'S FAS	5,200	4,122
COINSTAR INC	2,938	2,738
COMPUTER SCIENCES	4,483	2,133
DST SYSTEMS	6,499	5,462

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DELL INC	2,974	2,926
DENDREON CORP	4,286	836
DICKS SPORTING GOODS	1,894	2,213
DOLE FOOD	1,466	1,038
E I DUPONT DE NEMOURS	7,592	7,783
EMC CORP	5,494	5,170
EOG RESOURCES	3,439	2,955
E TRADE	6,208	3,264
EXCO RESOURCES	5,233	2,613
EARTHLINK	2,502	1,996
EBAY	8,195	7,886
ENERGIZER HOLDINGS	2,912	3,099
EXPEDIA	689	726
EXPEDITORS INTL	4,084	3,277
EXPRESS SCRIPTS	7,673	8,491
FMC TECH	2,469	3,134
FAIR ISSAC	4,632	5,376
F5 NETWORKS	3,246	3,184
FIDELITY NATIONAL	4,327	3,457
FORD MOTOR	2,431	2,582
FOREST OIL	3,963	2,033
FORWARD AIR	3,444	3,526
FOSSIL INC	3,426	2,381
FREEPORT MCMORAN	3,056	2,575
FUEL SYSTEMS	2,641	1,484
GENERAL DYNAMICS	5,596	5,313
GILEAD SCIENCES	2,906	2,865
GREEN DOT CORP	2,648	2,498
GREEN MOUNTAIN COFFEE	4,542	3,140
HALLIBURTON CO	3,659	2,761

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HANCOCK HOLDING	2,514	2,558
HARMONIC INC	4,071	2,066
HARRIS CORP	4,088	2,883
HECLA	3,127	1,831
HONEYWELL INTL	9,679	11,414
HUMAN GENOME	4,009	2,143
IHS INC	2,655	2,585
INTERDIGITAL INC	2,400	2,179
INTL SPEEDWAY	2,771	2,535
INTERPUBLIC GROUP	6,200	6,033
INTUIT INC	2,161	2,104
INTUITIVE SURGICAL	4,438	5,556
INVESTMENT TECH	1,414	1,081
IRONWOOD PHARMACEUTICALS	1,173	958
ITRON INC	1,502	1,431
KELLOGG	4,440	4,551
KOHLS CORP	7,526	7,403
LAKELAND FINANCIAL	1,727	2,070
LAYNE CHRISTENSEN	3,831	2,904
LENDER PROCESSING	2,966	2,713
LEUCADIA NATIONAL	10,465	6,367
LEXMARK INTL	6,504	5,953
LIFE TECH	2,612	2,724
LINCOLN NATIONAL	3,488	3,107
LINDSAY MFG	1,707	1,647
LINKEDIN CORP	1,444	1,260
LUFKIN IND	2,782	3,366
MVC CAPITAL	897	927
MCKESSON CORP	1,452	1,558
MERIT MEDICAL	4,176	3,345

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MYLAN LAB	3,694	3,648
NAVIGATORS GROUP	4,194	3,814
NETSCOUT SYSTEMS	903	1,232
NEXTERA ENERGY	1,680	1,826
OCEANEERING INTL	4,410	4,613
OMNICARE INC	5,273	5,857
OMNICOM GROUP	5,378	4,904
OMNIVISION TECH	3,338	1,468
PAREXEL INTL	4,276	3,318
PHARMASSET INC	720	1,282
PORTFOLIO RECOVERY	4,256	3,376
PRESTIGE BRANDS	2,590	2,367
T ROWE PRICE GROUP	8,743	8,543
QLIK TECH	3,222	2,904
QUALCOMM INC	7,144	7,658
RESOURCES CONNECTION	2,746	1,906
REX ENERGY	1,072	1,476
ROBERT HALF INTL	4,061	3,700
ROCKWELL AUTOMATION	2,807	2,201
RUE21 INC	3,153	2,376
SAIC INC	2,683	1,966
ST JUDE MEDICAL	12,405	9,261
SALESFORCE COM	4,020	3,044
SALLY BEAUTY	3,495	5,071
SCHNITZER STEEL	2,673	2,114
CHARLES SCHWAB	2,833	2,590
SEMITECH CORP	4,184	3,971
STANCORP FINANCIAL	2,816	2,205
STERIS CORP	4,156	3,578
SUCCESSFACTORS	3,023	3,190

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SUN HYDRAULICS	4,020	3,163
SUPERIOR ENERGY	4,349	3,128
SYNAPTICS INC	2,604	3,015
SYSCO CORP	7,903	7,919
TTM TECHNOLOGIES	4,111	2,411
THORATEC CORP	2,486	2,685
TRIPADVISOR INC COMMON	689	630
UNION PACIFIC CORP	4,046	4,238
UNITED NATURAL FOODS	4,073	3,601
UNITED HEALTH GROUP	2,681	3,041
UNIVERSAL DISPLAY CORP	522	367
UNIVERSAL TECHINCAL INSTITUTE	2,617	1,789
VERTEX PHARMACEUTICALS INC	2,831	1,993
VIACOM INC	7,533	7,266
VMWARE INC CLASS A	2,410	2,496
VOLCANO CORP COMMON	2,151	1,903
WMS INDUSTRIES INC	4,018	2,257
WELLPOINT INC	4,138	3,975
WEYERHAEUSER COMPANY	9,985	8,775
XEROX CORP	6,395	5,333
XYLEM INC	9,697	10,276
YUM BRANDS INC	2,966	3,541
ZIMMER HOLDINGS INC	3,645	3,205
ADIDAS AG	2,121	1,957
L'AIR LIQUIDE UNSPONS	6,021	5,460
ALLIANZ COMMON	3,608	2,687
AMERICA MOVIL SAB DE CV	3,188	2,938
ARCELORMITTAL	2,159	1,273
ARM HOLDINGS PLC	8,984	9,131
ASAHI GLASS COMPANY	1,603	1,175

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ATLAS COPCO	2,509	2,159
BG GROUP PLC SPON	3,209	3,209
BP PLC SPONS	421	427
BAIDU.COM INC	4,174	3,494
BANCO BRADESCO S A	2,557	2,168
BANCO SANTANDER CENT HISPANO	1,891	1,579
BANK OF NOVA SCOTIA	2,985	2,491
THE BANK OF YOKOHAMA	1,500	1,419
BARCLAYS PLC	2,959	1,978
BARRICK GOLD CORP COMMON	2,483	2,263
BAYER A G SPONSORED	3,074	2,565
BELLE INTERNATIONAL HOLDINGS	1,998	1,743
BHP BILLITON LIMITED	3,625	2,825
CSL LIMITED ADR	1,281	1,476
CANADIAN NATL RY CO	6,757	7,070
CANON INC	4,658	4,404
CARNIVAL CORP COMMON	1,838	1,632
CHINA RESOURCES ENTERPRISE	1,545	1,235
COCHLEAR LIMITED UNSPON	2,701	2,225
COMPANHIA ENRGETICA DE MINAS	2,618	2,313
CREDIT SUISSE GROUP	2,033	1,644
CTRIP.COM INTERNATIONAL	4,550	2,340
DBS GROUP HLDGS LTD	5,080	3,909
DASSAULT SYSTEMS	4,864	4,824
ENI SPA SPONSORED	2,744	2,476
ERSTE BK DER OESTER	3,523	1,235
FANUC LTD ADR	7,836	7,655
FRESENIUS USA INC	3,496	3,399
GDF SUEZ SPONS	1,136	1,097
GAFISA S.A.	2,551	1,242

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GAZPROM	4,076	2,986
GILDAN ACTIVEWEAR	2,727	1,503
GLAXOSMITHKLINE PLC	2,488	2,738
HSBC HLDGS	4,886	3,810
HENKEL KGAA	2,739	2,315
HOYA CORP	1,970	1,939
ICAP PLC	2,608	1,941
ICICI BANK LIMITED	5,667	3,436
IMPERIAL OIL	1,962	2,224
INDSTRL & COMMERCIAL BK OF CH	1,795	1,425
INFOSYS TECHNOLOGIES	999	1,028
ITAU UNIBANKCO BANCO	2,562	2,784
JGC CORP	1,687	1,441
MINING AND METALLURGICAL CO	4,043	2,469
JUPITER TELECOMMUNICATIONS	1,500	1,352
KB FINANCIAL GROUP INC	2,809	1,880
KINGFISHER PLC	3,942	3,506
LI & FUNG LIMITED UNSPON	3,449	3,703
L'OREAL SA ADR	2,793	2,305
LVMH MOET HENNESSEY	1,845	1,704
LONZA GROUP AG	1,882	1,721
MI DEVELOPMENTS INC	5,177	6,076
MARUI LTD	1,598	1,716
MITSUI & CO LTD	2,686	2,489
MTN GROUP LTD	6,422	5,697
NESTLE SA	8,731	8,085
NIDEC CORP	2,574	2,374
NINTENDO	2,630	1,894
LUKOIL COMMON	2,519	2,120
PETROCHINA COMPANY	1,412	1,243

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PETROLEO BRASILEIR PREFERENCE	2,714	2,114
PETEROLEO BRASILEIRO SA PET	2,659	1,988
PING AN INSURANCE GROUP	2,566	1,714
PRUDENTIAL PLC	198	197
PUBLICIS GROUP ADR	2,519	2,076
ROCHE HOLDINGS	7,062	7,236
SANDVIK AB	3,200	2,341
SANOFI SYNTHELABO	2,113	2,192
SAP AKTIENGESELLSCHAFT	7,135	6,354
SASOL LTD SPONSORED	2,582	2,370
SBERBANK OF RUSSIA	1,849	1,473
SCHNEIDER ELECTRIC SA	3,388	2,218
SIEMENS AG SPONSORED	3,988	2,868
SONOVA HOLDINGS	1,952	2,522
SUBSEA 7 SA	2,686	2,046
SUMITOMO CORPORATION	2,959	2,979
SUMITOMO MITSUI TRUST HOLDINGS	2,584	2,232
SWATCH GROUP AG	2,681	2,067
TAIWAN SEMICONDUCTOR MANUFACT	3,393	3,357
TESCO PLC SPONS	5,794	5,643
TEVA PHARMACEUTICAL	3,695	3,229
TOTAL S A SPONSORED	2,354	2,556
TURKIYE GARANTI BANKASI	2,791	1,968
UNICHARM CORP	2,208	2,466
VALE SA SP	4,044	3,090
VODOFONE GROUP	2,930	3,083
WPP PLC	3,042	2,612
WAL-MART DE MEXICO	2,933	2,745
WESTPAC BANKING	4,423	4,096
YAMANA GOLD	1,769	2,204

Name of Stock	End of Year Book Value	End of Year Fair Market Value
YOUKU.COM INC	2,615	1,410
ARCOS DORADOS HOLDINGS	1,582	1,437
ASPEN INSURANCE HOLDINGS	6,236	5,830
ASSURED GUARANTY LTD	2,499	2,102
BUNGE LIMITED	1,206	1,144
ENDURANCE SPECIALTY HOLDINGS	7,847	6,503
ENSTAR GROUP	961	982
WILLIS GROUP	7,789	7,372
ACE LTD	3,851	4,207
TE CONNECTIVITY	11,730	10,784
CORE LABORATORIES	5,016	5,698
QIAGEN N.V.	2,487	1,795
ISHARES FTSE XINHUA CHINA	3,737	3,138
FINANCIAL SELECT SECTOR	3,956	4,030
UTILITIES SELECT SECTOR SPDR	5,240	6,332
TORO COMPANY	3,995	3,640
BNP PARIBAS	3,097	1,576
TECK CORPORATION	3,215	2,463
UNILEVER N V NY SHS	4,195	4,468

TY 2011 Investments - Other Schedule

Name: ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

EIN: 52-6318347

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FINANCIAL SELECT SECTOR SPDR			
ALLIANZ OCC OPPORTUNITY #4624			
AMERICAN CENTURY DIV BD FD 349			
ARTISAN MID CAP VALUE #1464			
GOLDMAN SACH MID CAP VALUE 864			
GOLDMAN SACHS GROWTH OPP #1132			
BB&T INTER US GOVT FUND #0341			
PIMCO FOREIGN BD FD CL 103			
VIRTUS QUALITY SML CAP FD 1764			
BB&T TOTAL RETURN BOND FD #342			
HARBOR INTERNATIONAL INST #11			
DODGE & COX INCOME FUND #147			
FEDERATED INTERMED BD FD #303			
METRO WEST TOTL RTN BD FD #512			
INVESCO INTRNL GROWTH FD			
FORWARD INTNL SM COMP FD 111	AT COST	57,073	47,172
LAZARD EMERGING MKTS PORT #638	AT COST	93,478	74,411
TRP EMERGING MKTS STK FD #111			
UTILITIES SELECT SECTOR SPDR			
OPPENHEIMER DEV MARKETS	AT COST	94,128	77,238
COHEN AND STEERS REALTY	AT COST	50,000	55,826
CREDIT SUISSE COMMODITY RETURN	AT COST	54,528	52,216

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TY 2011 Other Decreases Schedule

Name: ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

EIN: 52-6318347

Description	Amount
DISALLOWED WASH SALES	1,281
ROUNDING	9

TY 2011 Other Expenses Schedule

Name: ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

EIN: 52-6318347

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	70	70		0

TY 2011 Other Increases Schedule

Name: ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

EIN: 52-6318347

Description	Amount
ROC	15

TY 2011 Taxes Schedule

Name: ARTHUR B SHIPLEY & MAE NELSON SHIPLEY

EIN: 52-6318347

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	357	357		0
FEDERAL TAX PAYMENT - PRIOR YE	669	0		0
FEDERAL ESTIMATES - PRINCIPAL	1,436	0		0
FOREIGN TAXES ON QUALIFIED FOR	319	319		0
FOREIGN TAXES ON NONQUALIFIED	97	97		0