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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.

2011

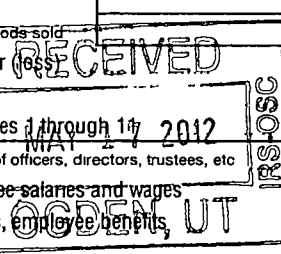
For calendar year 2011 or tax year beginning

, and ending

Name of foundation GEORGE W. & RUTH R. BAXTER FOUNDATION, INC.		A Employer identification number 56-0949547
Number and street (or P O box number if mail is not delivered to street address) 2115 REXFORD ROAD	Room/suite 211	B Telephone number 704-365-3806
City or town, state, and ZIP code CHARLOTTE, NC 28211		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 17,975,681.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,557,827.			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	300.	300.		STATEMENT 1
	4 Dividends and interest from securities	616,066.	616,066.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-352,260.			
	b Gross sales price for all assets on line 6a	16,076,142.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	1,821,933.	616,366.	0.	
	13 Compensation of officers, directors, trustees, etc	122,500.	38,500.	0.	84,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	7,401.	2,590.	0.	4,811.
	c Other professional fees				
	17 Interest				
	18 Taxes	11,748.	6,191.	0.	5,557.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses	122.	43.	0.	79.	
24 Total operating and administrative expenses. Add lines 13 through 23	141,771.	47,324.	0.	94,447.	
25 Contributions, gifts, grants paid	261,000.			261,000.	
26 Total expenses and disbursements. Add lines 24 and 25	402,771.	47,324.	0.	355,447.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,419,162.				
b Net investment income (if negative, enter -0-)		569,042.			
c Adjusted net income (if negative, enter -0-)			0.		

SCANNED MAY 29 2012



**GEORGE W. & RUTH R. BAXTER FOUNDATION,
INC.**

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	108,329.	15,890,032.	15,890,032.	
	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				
	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 6	16,515,294.	2,142,288.	2,085,649.	
	14 Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	16,623,623.	18,032,320.	17,975,681.	
	Liabilities	17 Accounts payable and accrued expenses			
		18 Grants payable			
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	16,623,623.	18,032,320.			
30 Total net assets or fund balances	16,623,623.	18,032,320.			
31 Total liabilities and net assets/fund balances	16,623,623.	18,032,320.			

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)	16,623,623.
2 Enter amount from Part I, line 27a	1,419,162.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	18,042,785.
5 Decreases not included in line 2 (itemize) ▶ FEDERAL EXCISE TAXES	10,465.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	18,032,320.

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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 WELLS FARGO #3436 - SEE ATTACHMENT		P		
b WELLS FARGO #3436 - LONG TERM CAP GAIN DIST		P		
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 16,076,142.		16,428,926.	-352,784.
b			524.
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			-352,784.
b			524.
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	-352,260.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	281,719.	6,755,231.	.041704
2009	331,052.	5,759,277.	.057482
2008	374,577.	6,868,344.	.054537
2007	335,764.	7,966,757.	.042146
2006	340,815.	7,384,860.	.046151

2 Total of line 1, column (d)	2	.242020
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	.048404
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	16,894,605.
5 Multiply line 4 by line 3	5	817,766.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,690.
7 Add lines 5 and 6	7	823,456.
8 Enter qualifying distributions from Part XII, line 4 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.	8	355,447.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	11,381.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	11,381.
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	11,381.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6a	6,200.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6b	
6	Credits/Payments:	6c	
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6d	
b	Exempt foreign organizations - tax withheld at source	7	6,200.
c	Tax paid with application for extension of time to file (Form 8868)	8	
d	Backup withholding erroneously withheld	9	5,181.
7	Total credits and payments. Add lines 6a through 6d	10	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	11	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐		

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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NONE		
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? Website address N/A	13	X	
14	The books are in care of NOLAN D. PACE, JR. Telephone no. 704-365-3806 Located at BAXTER FOUNDATION-2115 REXFORD ROAD SUITE 211, CH ZIP+4 28211			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? 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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c
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? If "Yes," list the years	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

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). ☐ N/A

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? ☐ Yes ☒ 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? ☐ Yes ☒ No

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
NOLAN D. PACE, JR. 2115 REXFORD RD, STE 211 CHARLOTTE, NC 28211	CHAIRMAN 0.00	110,000.	0.	0.
MARK B. EDWARDS 2115 REXFORD RD, STE 211 CHARLOTTE, NC 28211	DIRECTOR/SECRETARY 0.00	7,500.	0.	0.
G. STEVEN BAXTER, SR. 2115 REXFORD RD, STE 211 CHARLOTTE, NC 28211	VICE-CHAIRMAN 0.00	5,000.	0.	0.

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

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

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

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NOT APPLICABLE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NOT APPLICABLE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	16,127,850.
b	Average of monthly cash balances	1b	1,024,033.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17,151,883.
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	17,151,883.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	257,278.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,894,605.
6	Minimum investment return. Enter 5% of line 5	6	844,730.

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

1	Minimum investment return from Part X, line 6	1	844,730.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,381.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,381.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	833,349.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	833,349.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	833,349.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	355,447.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	355,447.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	355,447.

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) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				833,349.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			256,045.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 355,447.				
a Applied to 2010, but not more than line 2a			256,045.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				99,402.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				733,947.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

**GEORGE W. & RUTH R. BAXTER FOUNDATION,
INC.**

Form 990-PF (2011)

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED LIST	NONE	EXEMPT	VARIOUS	261,000.
Total			▶ 3a	261,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	300.	
4 Dividends and interest from securities			14	616,066.	
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	-352,260.	
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)		0.		264,106.	0.
13 Total. Add line 12, columns (b), (d), and (e)					264,106.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No
	Signature of officer or trustee <i>NSPace</i>		Date <i>15-14-12</i>	Title <i>Chairman</i>		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>[Signature]</i>	Date <i>5/14/12</i>	Check ☐ if self-employed	PTIN <i>P00244969</i>	
	Firm's name ▶ DELOITTE TAX, LLP			Firm's EIN ▶ 86-1065772		
	Firm's address ▶ 550 S. TRYON ST. SUITE 2500 CHARLOTTE, NC 28202			Phone no. (704) 372-3560		

Form **990-PF** (2011)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

GEORGE W. & RUTH R. BAXTER FOUNDATION,
INC.

Employer identification number

56-0949547

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒

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

Special Rules

☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.

▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization GEORGE W. & RUTH R. BAXTER FOUNDATION, INC.	Employer identification number 56-0949547
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GEORGE W. BAXTER, SR. TRUST OF 2000 2115 REXFORD ROAD, STE 211 CHARLOTTE, NC 28211	\$ 1,556,294.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

GEORGE W. & RUTH R. BAXTER FOUNDATION,
INC.

Employer identification number

56-0949547

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

GEORGE W. & RUTH R. BAXTER FOUNDATION,
INC.

Employer identification number

56-0949547

Part III

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

Use duplicate copies of Part III if additional space is needed.

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

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

SOURCE	AMOUNT
WACHOVIA BANK - CHECKING	20.
WELLS FARGO #3436	280.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	300.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO #3426	616,066.	0.	616,066.
TOTAL TO FM 990-PF, PART I, LN 4	616,066.	0.	616,066.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BARBARA S. GROTZKE, CPA PLLC	4,901.	1,715.	0.	3,186.
DELOITTE TAX, LLP	2,500.	875.	0.	1,625.
TO FORM 990-PF, PG 1, LN 16B	7,401.	2,590.	0.	4,811.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	8,549.	2,992.	0.	5,557.
FOREIGN TAXES PAID	3,199.	3,199.	0.	0.
TO FORM 990-PF, PG 1, LN 18	11,748.	6,191.	0.	5,557.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS OFFICE AND ADMIN EXPENSES	122.	43.	0.	79.
TO FORM 990-PF, PG 1, LN 23	122.	43.	0.	79.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CAPITAL WORLD GROWTH & INCOME FUND	COST	571,656.	459,094.
ISHARES BARCLAYS TR AGGREG BOND	COST	635,364.	694,062.
SHORT-TERM BOND FUND (ASBAX)	COST	935,268.	932,493.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,142,288.	2,085,649.

George W. and Ruth R. Baxter Foundation, Inc.
Part XV, Grants and Contributions Paid During the Year
For the Year Ended December 31, 2011

<u>Recipient</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
Charlotte Speech & Hearing Ctr	Exempt	Medical		28,000 00
Aldersgate United Methodist Retirement Community	Exempt	Civic	None	25,000 00
Goodwill Industries	Exempt	Civic	None	25,000 00
Myers Park United Methodist Church	Exempt	Religious	None	25,000 00
Salvation Army	Exempt	Civic	None	25,000 00
Second Harvest Food Bank	Exempt	Civic	None	25,000 00
Moore Regional Orthopedic Care Fund	Exempt	Medical	None	20,000 00
Fletcher School	Exempt	Educational	None	15,000 00
Myers Park United Methodist Church UMW Choir	Exempt	Religious	None	10,000 00
Wee Kirk Presbytenan Church	Exempt	Religious	None	10,000 00
Appalachian Regional Healthcare Foundation	Exempt	Medical	None	5,000 00
Carolina Performing Arts Center	Exempt	Civic	None	5,000 00
Crossnore School	Exempt	Educational	None	5,000 00
Heineman Medical Research, Inc	Exempt	Medical	None	5,000 00
Hospice Palliative Care - Charlotte	Exempt	Medical	None	5,000 00
Linville Foundation	Exempt	Civic	None	5,000 00
Seigle Avenue First Church of God	Exempt	Religious	None	5,000 00
Solutions For Animals, Inc	Exempt	Civic	None	5,000 00
Sweet Briar College {JYF}	Exempt	Educational	None	5,000 00
Williams YMCA Of Avery County	Exempt	Civic	None	5,000 00
Avery County Rescue Squad	Exempt	Medical	None	1,000 00
Cranberry Middle School	Exempt	Educational	None	1,000 00
Linville Central Rescue Squad	Exempt	Medical	None	1,000 00
OVERALL TOTAL				<u>261,000</u>

Capital Gains - Last year

1/1/2011 through 12/31/2011

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
SHORT TERM							
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo	17.690	10/4/2010	9/13/2011	17.69	17.69	0.00
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo	14.180	11/2/2010	9/13/2011	14.18	14.18	0.00
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo	12.510	12/2/2010	9/13/2011	12.51	12.51	0.00
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo	13.820	12/31/2010	9/13/2011	13.82	13.82	0.00
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo	12.210	2/2/2011	9/13/2011	12.21	12.21	0.00
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo	10.850	3/2/2011	9/13/2011	10.85	10.85	0.00
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo	12.290	4/4/2011	9/13/2011	12.29	12.29	0.00
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo	9.410	5/3/2011	9/13/2011	9.41	9.41	0.00
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo	6.530	6/2/2011	9/13/2011	6.53	6.53	0.00
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo	3.660	7/5/2011	9/13/2011	3.66	3.66	0.00
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo	1.230	8/2/2011	9/13/2011	1.23	1.23	0.00
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo	2.040	9/2/2011	9/13/2011	2.04	2.04	0.00
Wachovia Securities - CAP	Bond Fund of America CIA	742.250	1/27/2011	12/27/2011	9,263.27	9,055.45	207.82
Wachovia Securities - CAP	Bond Fund of America CIA	849.784	3/1/2011	12/27/2011	10,605.29	10,350.37	254.92
Wachovia Securities - CAP	Bond Fund of America CIA	852.057	3/29/2011	12/27/2011	10,633.66	10,378.05	255.61
Wachovia Securities - CAP	Bond Fund of America CIA	912.053	4/27/2011	12/27/2011	11,382.41	11,181.77	200.64
Wachovia Securities - CAP	Bond Fund of America CIA	916.659	5/27/2011	12/27/2011	11,439.89	11,329.91	109.98
Wachovia Securities - CAP	Bond Fund of America CIA	888.693	6/28/2011	12/27/2011	11,090.88	11,037.57	53.31
Wachovia Securities - CAP	Bond Fund of America CIA	938.703	7/27/2011	12/27/2011	11,715.00	11,611.75	103.25
Wachovia Securities - CAP	Bond Fund of America CIA	858.202	8/26/2011	12/27/2011	10,710.35	10,718.94	-8.59
Wachovia Securities - CAP	Bond Fund of America CIA	784.431	9/26/2011	12/27/2011	9,789.69	9,844.61	-54.92
Wachovia Securities - CAP	Bond Fund of America CIA	919.554	10/26/2011	12/27/2011	11,476.02	11,512.81	-36.79
Wachovia Securities - CAP	Bond Fund of America CIA	872.243	11/28/2011	12/27/2011	10,885.58	10,868.15	17.43
Wachovia Securities - CAP	Capital Income Builder CIA	757.995	3/22/2011	12/27/2011	37,270.57	37,619.29	-348.72
Wachovia Securities - CAP	Capital Income Builder CIA	754.337	6/21/2011	12/27/2011	37,090.71	38,380.67	-1,289.96
Wachovia Securities - CAP	Capital Income Builder CIA	807.839	9/19/2011	12/27/2011	39,721.40	39,147.90	573.50
Wachovia Securities - CAP	Capital Income Builder CIA	1,196.739	12/21/2011	12/27/2011	58,843.59	58,029.86	813.73
Wachovia Securities - CAP	Capital World Growth & Inco	96.728	3/22/2011	12/27/2011	3,108.82	3,868.67	-759.85
Wachovia Securities - CAP	Capital World Growth & Inco	895.509	4/11/2011	12/27/2011	28,781.47	35,816.15	-7,034.68
Wachovia Securities - CAP	Shares Dow Jones Select DI	102.101	12/29/2010	12/27/2011	5,513.38	5,119.68	393.70
Wachovia Securities - CAP	Shares Dow Jones Select DI	106.133	3/31/2011	12/27/2011	5,731.11	5,537.63	193.48
Wachovia Securities - CAP	Shares Dow Jones Select DI	107.079	6/30/2011	12/27/2011	5,782.19	5,650.59	131.60
Wachovia Securities - CAP	Shares Dow Jones Select DI	113.972	9/29/2011	12/27/2011	6,154.41	5,592.90	561.51
Wachovia Securities - CAP	Shares Russell 1000 Index F	46.125	12/29/2010	12/27/2011	3,219.09	3,228.70	-9.61
Wachovia Securities - CAP	Shares Russell 1000 Index F	37.720	3/30/2011	12/27/2011	2,632.50	2,782.98	-150.48
Wachovia Securities - CAP	Shares Russell 1000 Index F	43.373	7/11/2011	12/27/2011	3,027.02	3,214.86	-187.84
Wachovia Securities - CAP	Shares Russell 1000 Index F	45.882	9/29/2011	12/27/2011	3,202.13	2,970.53	231.60
Wachovia Securities - CAP	Income Fund of America CIA	2,457.974	3/22/2011	12/27/2011	41,220.18	41,269.38	-49.20
Wachovia Securities - CAP	Income Fund of America CIA	2,464.514	6/21/2011	12/27/2011	41,329.85	41,674.94	-345.09
Wachovia Securities - CAP	Income Fund of America CIA	2,591.231	9/19/2011	12/27/2011	43,454.89	42,081.59	1,373.30
Wachovia Securities - CAP	Short-term Bond Fund (ASBA	177.641	9/13/2011	12/27/2011	1,783.84	1,795.95	-12.11

Capital Gains - Last year

1/1/2011 through 12/31/2011

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L ..
Wachovia Securities - CAP	Spdr Dividend (SDY)	109 445	12/30/2010	12/27/2011	5,928 48	5,709 32	219.16
Wachovia Securities - CAP	Spdr Dividend (SDY)	81.024	3/30/2011	12/27/2011	4,388.95	4,364.63	24.32
Wachovia Securities - CAP	Spdr Dividend (SDY)	91.107	6/29/2011	12/27/2011	4,935.13	4,876.49	58 64
Wachovia Securities - CAP	Spdr Dividend (SDY)	101 665	9/28/2011	12/27/2011	5,507.04	5,076.93	430.11
Wachovia Securities - CAP	Bond Fund of America CIA (..	778 796	12/27/2011	12/28/2011	9,747.81	9,711.58	36 23
Wachovia Securities - CAP	Bond Fund of America CIA (..	656.111	12/28/2011	12/28/2011	8,212.23	8,181 70	30.53
Wachovia Securities - CAP	Income Fund of America CIA ..	3,139 591	12/27/2011	12/28/2011	52,300.59	52,556 76	-256 17
TOTAL SHORT TERM					577,995.84	582,265.48	-4,269.64

LONG TERM

Wachovia Securities - CAP	MFS Charter Inc Tr Shs of Be	28,300 000	12/30/2004	4/11/2011	254,494 58	251,073 29	3,421.29
Wachovia Securities - CAP	MFS Charter Inc Tr Shs of Be...	28,600 000	4/29/2005	4/11/2011	257,192 40	249,497.00	7,695.40
Wachovia Securities - CAP	MFS Charter Inc Tr Shs of Be ..	282 817	11/30/2005	4/11/2011	2,543.30	2,389 80	153.50
Wachovia Securities - CAP	MFS Charter Inc Tr Shs of Be...	282.551	12/30/2005	4/11/2011	2,540.91	2,401 68	139.23
Wachovia Securities - CAP	MFS Charter Inc Tr Shs of Be...	279 994	1/31/2006	4/11/2011	2,517.91	2,413.55	104.36
Wachovia Securities - CAP	MFS Charter Inc Tr Shs of Be...	283 331	2/28/2006	4/11/2011	2,547.92	2,425.31	122.61
Wachovia Securities - CAP	MFS Charter Inc Tr Shs of Be..	287 746	3/31/2006	4/11/2011	2,587 63	2,437.21	150.42
Wachovia Securities - CAP	MFS Charter Inc Tr Shs of Be...	297.244	4/28/2006	4/11/2011	2,673.04	2,449.29	223.75
Wachovia Securities - CAP	MFS Charter Inc Tr Shs of Be...	294 823	5/31/2006	4/11/2011	2,651.27	2,461.77	189 50
Wachovia Securities - CAP	MFS Charter Inc Tr Shs of Be	300.262	6/30/2006	4/11/2011	2,700 18	2,474.16	226.02
Wachovia Securities - CAP	MFS Charter Inc Tr Shs of Be ..	298.532	7/31/2006	4/11/2011	2,684.62	2,486.77	197.85
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo ..	50,005 000	8/16/2007	7/27/2011	50,000.00	50,005.61	-5 61
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo...	75,232 570	8/16/2007	9/13/2011	75,232.58	75,238.49	-5 91
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo ..	14 400	8/3/2010	9/13/2011	14.40	14.40	0.00
Wachovia Securities - CAP	Wells Fargo Adv Heritage Mo ..	20 780	9/2/2010	9/13/2011	20.78	20.78	0 00
Wachovia Securities - CAP	Bond Fund of America CIA (..	24,962 742	4/29/2005	12/27/2011	311,534 64	335,006.00	-23,471 36
Wachovia Securities - CAP	Bond Fund of America CIA (..	68 303	5/27/2005	12/27/2011	852 42	917 31	-64 89
Wachovia Securities - CAP	Bond Fund of America CIA (..	97 199	6/28/2005	12/27/2011	1,213.04	1,314.13	-101 09
Wachovia Securities - CAP	Bond Fund of America CIA (..	98 303	7/27/2005	12/27/2011	1,226 82	1,319 23	-92.41
Wachovia Securities - CAP	Bond Fund of America CIA (..	98 249	8/29/2005	12/27/2011	1,226 15	1,324.39	-98.24
Wachovia Securities - CAP	Bond Fund of America CIA (..	99,146	9/27/2005	12/27/2011	1,237.34	1,329.55	-92 21
Wachovia Securities - CAP	Bond Fund of America CIA (..	100.585	10/27/2005	12/27/2011	1,255 30	1,334 76	-79 46
Wachovia Securities - CAP	Bond Fund of America CIA (..	101.135	11/29/2005	12/27/2011	1,262.16	1,340.04	-77.88
Wachovia Securities - CAP	Bond Fund of America CIA (..	18,953 753	12/5/2005	12/27/2011	236,542 55	250,006.00	-13,463 45
Wachovia Securities - CAP	Bond Fund of America CIA (..	365 845	12/28/2005	12/27/2011	4,565.74	4,836.47	-270 73
Wachovia Securities - CAP	Bond Fund of America CIA (..	110.160	1/27/2006	12/27/2011	1,374 80	1,460 72	-85 92
Wachovia Securities - CAP	Bond Fund of America CIA (..	179.198	2/28/2006	12/27/2011	2,236.39	2,365.41	-129 02
Wachovia Securities - CAP	Bond Fund of America CIA (..	180.320	3/28/2006	12/27/2011	2,250.39	2,374.82	-124.43
Wachovia Securities - CAP	Bond Fund of America CIA (..	182 703	4/27/2006	12/27/2011	2,280.13	2,384.28	-104 15
Wachovia Securities - CAP	Bond Fund of America CIA (..	183 439	5/30/2006	12/27/2011	2,289 32	2,393.88	-104.56
Wachovia Securities - CAP	Bond Fund of America CIA (..	186.174	6/27/2006	12/27/2011	2,323.45	2,403 51	-80 06
Wachovia Securities - CAP	Bond Fund of America CIA (..	185 210	7/27/2006	12/27/2011	2,311.42	2,413 28	-101 86
Wachovia Securities - CAP	Bond Fund of America CIA (..	183 700	8/29/2006	12/27/2011	2,292 57	2,423.00	-130 43

Capital Gains - Last year

1/1/2011 through 12/31/2011

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Wachovia Securities - CAP	Bond Fund of America CIA (...)	182.906	9/27/2006	12/27/2011	2,282.66	2,432.65	-149.99
Wachovia Securities - CAP	Bond Fund of America CIA (...)	184.599	10/27/2006	12/27/2011	2,303.79	2,442.25	-138.46
Wachovia Securities - CAP	Bond Fund of America CIA (...)	183.117	11/28/2006	12/27/2011	2,285.30	2,451.94	-166.64
Wachovia Securities - CAP	Bond Fund of America CIA (...)	342.946	12/27/2006	12/27/2011	4,279.96	4,571.46	-291.50
Wachovia Securities - CAP	Bond Fund of America CIA (...)	2,819.549	1/23/2007	12/27/2011	35,187.93	37,506.00	-2,318.07
Wachovia Securities - CAP	Bond Fund of America CIA (...)	115.672	1/29/2007	12/27/2011	1,443.58	1,534.97	-91.39
Wachovia Securities - CAP	Bond Fund of America CIA (...)	2,840.602	2/5/2007	12/27/2011	35,450.67	37,786.00	-2,335.33
Wachovia Securities - CAP	Bond Fund of America CIA (...)	202.415	2/27/2007	12/27/2011	2,526.14	2,708.31	-182.17
Wachovia Securities - CAP	Bond Fund of America CIA (...)	2,794.337	3/1/2007	12/27/2011	34,873.28	37,507.50	-2,634.22
Wachovia Securities - CAP	Bond Fund of America CIA (...)	215.104	3/27/2007	12/27/2011	2,684.49	2,882.40	-197.91
Wachovia Securities - CAP	Bond Fund of America CIA (...)	3,734.130	4/2/2007	12/27/2011	46,601.89	50,007.50	-3,405.61
Wachovia Securities - CAP	Bond Fund of America CIA (...)	228.888	4/27/2007	12/27/2011	2,856.52	3,073.97	-217.45
Wachovia Securities - CAP	Bond Fund of America CIA (...)	237.197	5/30/2007	12/27/2011	2,960.21	3,159.47	-199.26
Wachovia Securities - CAP	Bond Fund of America CIA (...)	240.662	6/27/2007	12/27/2011	3,003.46	3,171.93	-168.47
Wachovia Securities - CAP	Bond Fund of America CIA (...)	257.924	7/27/2007	12/27/2011	3,218.89	3,396.86	-177.97
Wachovia Securities - CAP	Bond Fund of America CIA (...)	260.008	8/28/2007	12/27/2011	3,244.90	3,411.31	-166.41
Wachovia Securities - CAP	Bond Fund of America CIA (...)	259.339	9/27/2007	12/27/2011	3,236.55	3,425.87	-189.32
Wachovia Securities - CAP	Bond Fund of America CIA (...)	257.900	10/29/2007	12/27/2011	3,218.59	3,440.39	-221.80
Wachovia Securities - CAP	Bond Fund of America CIA (...)	261.928	11/27/2007	12/27/2011	3,268.86	3,454.83	-185.97
Wachovia Securities - CAP	Bond Fund of America CIA (...)	601.416	12/27/2007	12/27/2011	7,505.66	7,806.38	-300.72
Wachovia Securities - CAP	Bond Fund of America CIA (...)	170.998	1/29/2008	12/27/2011	2,134.05	2,252.04	-117.99
Wachovia Securities - CAP	Bond Fund of America CIA (...)	273.579	2/27/2008	12/27/2011	3,414.26	3,512.76	-98.50
Wachovia Securities - CAP	Bond Fund of America CIA (...)	277.583	3/27/2008	12/27/2011	3,464.23	3,528.08	-63.85
Wachovia Securities - CAP	Bond Fund of America CIA (...)	278.806	4/29/2008	12/27/2011	3,479.49	3,543.62	-64.13
Wachovia Securities - CAP	Bond Fund of America CIA (...)	277.415	5/29/2008	12/27/2011	3,462.13	3,559.24	-97.11
Wachovia Securities - CAP	Bond Fund of America CIA (...)	168.719	6/25/2008	12/27/2011	2,105.61	2,122.49	-16.88
Wachovia Securities - CAP	Bond Fund of America CIA (...)	291.875	7/25/2008	12/27/2011	3,642.60	3,584.22	58.38
Wachovia Securities - CAP	Bond Fund of America CIA (...)	293.684	8/25/2008	12/27/2011	3,665.17	3,600.56	64.61
Wachovia Securities - CAP	Bond Fund of America CIA (...)	309.411	9/25/2008	12/27/2011	3,861.44	3,617.01	244.43
Wachovia Securities - CAP	Bond Fund of America CIA (...)	335.581	10/24/2008	12/27/2011	4,188.05	3,634.34	553.71
Wachovia Securities - CAP	Bond Fund of America CIA (...)	345.613	11/25/2008	12/27/2011	4,313.24	3,653.13	660.11
Wachovia Securities - CAP	Bond Fund of America CIA (...)	516.282	12/24/2008	12/27/2011	6,443.19	5,508.73	934.46
Wachovia Securities - CAP	Bond Fund of America CIA (...)	414.869	12/24/2008	12/27/2011	5,177.56	4,426.55	750.91
Wachovia Securities - CAP	Bond Fund of America CIA (...)	173.723	1/23/2009	12/27/2011	2,168.06	1,862.31	305.75
Wachovia Securities - CAP	Bond Fund of America CIA (...)	353.968	2/25/2009	12/27/2011	4,417.52	3,734.36	683.16
Wachovia Securities - CAP	Bond Fund of America CIA (...)	356.861	3/25/2009	12/27/2011	4,453.62	3,754.18	699.44
Wachovia Securities - CAP	Bond Fund of America CIA (...)	330.063	4/24/2009	12/27/2011	4,119.18	3,538.28	580.90
Wachovia Securities - CAP	Bond Fund of America CIA (...)	324.121	5/22/2009	12/27/2011	4,045.03	3,555.61	489.42
Wachovia Securities - CAP	Bond Fund of America CIA (...)	258.456	6/25/2009	12/27/2011	3,225.53	2,892.12	333.41
Wachovia Securities - CAP	Bond Fund of America CIA (...)	232.321	7/24/2009	12/27/2011	2,899.36	2,629.87	269.49
Wachovia Securities - CAP	Bond Fund of America CIA (...)	228.272	8/25/2009	12/27/2011	2,848.83	2,638.82	210.01
Wachovia Securities - CAP	Bond Fund of America CIA (...)	225.134	9/25/2009	12/27/2011	2,809.67	2,647.58	162.09
Wachovia Securities - CAP	Bond Fund of America CIA (...)	225.490	10/23/2009	12/27/2011	2,814.11	2,656.27	157.84

Capital Gains - Last year

1/1/2011 through 12/31/2011

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L..
Wachovia Securities - CAP.. Bond Fund of America CIA (...)		223.196	11/25/2009	12/27/2011	2,785.48	2,664.96	120.52
Wachovia Securities - CAP.. Bond Fund of America CIA (...)		247.169	12/24/2009	12/27/2011	3,084.67	2,916.60	168.07
Wachovia Securities - CAP.. Bond Fund of America CIA (...)		203.775	1/25/2010	12/27/2011	2,543.11	2,439.19	103.92
Wachovia Securities - CAP.. Bond Fund of America CIA (...)		225.173	2/25/2010	12/27/2011	2,810.16	2,690.82	119.34
Wachovia Securities - CAP.. Bond Fund of America CIA (...)		226.470	3/25/2010	12/27/2011	2,826.34	2,699.52	126.82
Wachovia Securities - CAP.. Bond Fund of America CIA (...)		225.684	4/23/2010	12/27/2011	2,816.53	2,708.21	108.32
Wachovia Securities - CAP.. Bond Fund of America CIA (...)		224.910	5/25/2010	12/27/2011	2,806.87	2,716.91	89.96
Wachovia Securities - CAP.. Bond Fund of America CIA (...)		224.515	6/25/2010	12/27/2011	2,801.94	2,725.61	76.33
Wachovia Securities - CAP.. Bond Fund of America CIA (...)		223.386	7/23/2010	12/27/2011	2,787.85	2,734.24	53.61
Wachovia Securities - CAP.. Bond Fund of America CIA (...)		220.840	8/25/2010	12/27/2011	2,756.08	2,742.83	13.25
Wachovia Securities - CAP.. Bond Fund of America CIA (...)		221.534	9/24/2010	12/27/2011	2,764.74	2,751.45	13.29
Wachovia Securities - CAP.. Bond Fund of America CIA (...)		220.797	10/25/2010	12/27/2011	2,755.54	2,759.96	-4.42
Wachovia Securities - CAP.. Bond Fund of America CIA (...)		224.705	11/24/2010	12/27/2011	2,804.31	2,768.36	35.95
Wachovia Securities - CAP.. Bond Fund of America CIA (...)		244,491.287	12/16/2010	12/27/2011	3,051,247.53	2,953,454.75	97,792.78
Wachovia Securities - CAP.. Bond Fund of America CIA (...)		1,110.271	12/23/2010	12/27/2011	13,856.17	13,456.48	399.69
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		6,485.963	4/29/2005	12/27/2011	318,914.42	335,006.00	-16,091.58
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		28.590	6/22/2005	12/27/2011	1,405.77	1,507.85	-102.08
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		56.762	9/22/2005	12/27/2011	2,790.98	3,061.76	-270.78
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		4,670.278	12/5/2005	12/27/2011	229,637.30	250,006.00	-20,368.70
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		117.594	12/22/2005	12/27/2011	5,782.09	6,224.24	-442.15
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		146.546	12/22/2005	12/27/2011	7,205.66	7,756.70	-551.04
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		1.382	12/28/2005	12/27/2011	67.95	73.14	-5.19
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		98.504	3/22/2006	12/27/2011	4,843.44	5,465.97	-622.53
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		102.570	6/22/2006	12/27/2011	5,043.36	5,570.59	-527.23
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		97.718	9/22/2006	12/27/2011	4,804.79	5,678.41	-873.62
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		153.500	12/22/2006	12/27/2011	7,547.59	9,326.66	-1,779.07
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		227.336	12/22/2006	12/27/2011	11,178.10	13,812.91	-2,634.81
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		614.150	1/23/2007	12/27/2011	30,197.72	37,506.00	-7,308.28
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		611.426	2/5/2007	12/27/2011	30,063.78	37,786.00	-7,722.22
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		617.589	3/1/2007	12/27/2011	30,366.81	37,507.50	-7,140.69
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		104.932	3/22/2007	12/27/2011	5,159.50	6,443.87	-1,284.37
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		109.031	6/22/2007	12/27/2011	5,361.05	7,067.42	-1,706.37
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		109.239	9/24/2007	12/27/2011	5,371.28	7,193.36	-1,822.08
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		246.944	12/24/2007	12/27/2011	12,142.22	15,214.24	-3,072.02
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		559.121	12/24/2007	12/27/2011	27,491.95	34,447.46	-6,955.51
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		137.927	3/25/2008	12/27/2011	6,781.86	7,882.54	-1,100.68
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		21.414	6/20/2008	12/27/2011	1,052.93	1,222.11	-169.18
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		155.296	9/19/2008	12/27/2011	7,635.90	8,118.85	-482.95
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		203.451	12/19/2008	12/27/2011	10,003.67	8,278.43	1,725.24
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		171.129	12/19/2008	12/27/2011	8,414.40	6,963.22	1,451.18
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		187.605	3/20/2009	12/27/2011	9,224.53	6,973.29	2,251.24
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		173.092	6/19/2009	12/27/2011	8,510.92	7,216.20	1,294.72
Wachovia Securities - CAP.. Capital Income Builder CIA (...)		157.336	9/25/2009	12/27/2011	7,736.20	7,294.09	442.11

Capital Gains - Last year

1/1/2011 through 12/31/2011

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L..
Wachovia Securities - CAP .. Capital Income Builder C/A (..		57.044	12/18/2009	12/27/2011	2,804.85	2,700.46	104.39
Wachovia Securities - CAP .. Capital Income Builder C/A (..		155.574	12/18/2009	12/27/2011	7,649.56	7,364.89	284.67
Wachovia Securities - CAP .. Capital Income Builder C/A (..		145.613	3/19/2010	12/27/2011	7,159.78	6,963.20	196.58
Wachovia Securities - CAP .. Capital Income Builder C/A (..		164.433	6/18/2010	12/27/2011	8,085.16	7,526.10	559.06
Wachovia Securities - CAP .. Capital Income Builder C/A (..		158.269	9/17/2010	12/27/2011	7,782.08	7,600.09	181.99
Wachovia Securities - CAP .. Capital Income Builder C/A (..		63,605.586	12/16/2010	12/27/2011	3,127,482.94	3,184,095.64	-56,612.70
Wachovia Securities - CAP .. Capital Income Builder C/A (..		384.217	12/20/2010	12/27/2011	18,891.93	18,953.44	-61.51
Wachovia Securities - CAP .. Capital Income Builder C/A (..		743.910	12/20/2010	12/27/2011	36,578.01	36,697.09	-119.08
Wachovia Securities - CAP .. Capital World Growth & Inco..		889.891	1/23/2007	12/27/2011	28,600.91	35,591.46	-6,990.55
Wachovia Securities - CAP .. Capital World Growth & Inco..		885.192	2/5/2007	12/27/2011	28,449.89	35,403.52	-6,953.63
Wachovia Securities - CAP .. Capital World Growth & Inco..		904.268	3/1/2007	12/27/2011	29,082.98	36,166.47	-7,103.49
Wachovia Securities - CAP .. Capital World Growth & Inco..		13.038	3/20/2007	12/27/2011	419.04	521.46	-102.42
Wachovia Securities - CAP .. Capital World Growth & Inco..		16,351.320	4/2/2007	12/27/2011	525,528.01	653,975.97	-128,447.96
Wachovia Securities - CAP .. Capital World Growth & Inco..		164.845	6/19/2007	12/27/2011	5,298.08	6,593.03	-1,294.95
Wachovia Securities - CAP .. Capital World Growth & Inco..		101.375	9/25/2007	12/27/2011	3,258.17	4,054.52	-796.35
Wachovia Securities - CAP .. Capital World Growth & Inco..		133.942	12/19/2007	12/27/2011	4,304.87	5,357.05	-1,052.18
Wachovia Securities - CAP .. Capital World Growth & Inco..		31.253	12/19/2007	12/27/2011	1,004.46	1,249.97	-245.51
Wachovia Securities - CAP .. Capital World Growth & Inco..		1,459.518	12/19/2007	12/27/2011	46,908.60	58,373.86	-11,465.26
Wachovia Securities - CAP .. Capital World Growth & Inco..		104.621	3/25/2008	12/27/2011	3,362.50	4,184.35	-821.85
Wachovia Securities - CAP .. Capital World Growth & Inco..		224.823	7/25/2008	12/27/2011	7,225.76	8,991.86	-1,766.10
Wachovia Securities - CAP .. Capital World Growth & Inco..		154.222	9/24/2008	12/27/2011	4,956.66	6,168.16	-1,211.50
Wachovia Securities - CAP .. Capital World Growth & Inco..		120.599	12/17/2008	12/27/2011	3,876.03	4,823.39	-947.36
Wachovia Securities - CAP .. Capital World Growth & Inco..		120.599	12/17/2008	12/27/2011	3,876.03	4,823.39	-947.36
Wachovia Securities - CAP .. Capital World Growth & Inco..		139.499	3/20/2009	12/27/2011	4,483.47	5,579.30	-1,095.83
Wachovia Securities - CAP .. Capital World Growth & Inco..		314.560	6/19/2009	12/27/2011	10,109.89	12,580.92	-2,471.03
Wachovia Securities - CAP .. Capital World Growth & Inco..		102.094	9/25/2009	12/27/2011	3,281.28	4,083.28	-802.00
Wachovia Securities - CAP .. Capital World Growth & Inco..		52.211	12/16/2009	12/27/2011	1,678.05	2,088.19	-410.14
Wachovia Securities - CAP .. Capital World Growth & Inco..		65.264	12/16/2009	12/27/2011	2,097.57	2,610.25	-512.68
Wachovia Securities - CAP .. Capital World Growth & Inco..		99.141	3/19/2010	12/27/2011	3,186.37	3,965.17	-778.80
Wachovia Securities - CAP .. Capital World Growth & Inco..		286.400	6/18/2010	12/27/2011	9,204.84	11,454.65	-2,249.81
Wachovia Securities - CAP .. Capital World Growth & Inco..		102.275	9/17/2010	12/27/2011	3,287.10	4,090.52	-803.42
Wachovia Securities - CAP .. Capital World Growth & Inco..		64.722	12/17/2010	12/27/2011	2,080.15	2,588.58	-508.43
Wachovia Securities - CAP .. Capital World Growth & Inco..		64.722	12/17/2010	12/27/2011	2,080.15	2,588.58	-508.43
Wachovia Securities - CAP .. iShares Dow Jones Select Di...		955.000	12/11/2003	12/27/2011	51,569.33	50,018.05	1,551.28
Wachovia Securities - CAP .. iShares Dow Jones Select Di...		305.000	6/4/2004	12/27/2011	16,469.79	16,810.25	-340.46
Wachovia Securities - CAP .. iShares Dow Jones Select Di...		305.000	7/1/2004	12/27/2011	16,469.79	16,981.05	-511.26
Wachovia Securities - CAP .. iShares Dow Jones Select Di...		304.000	8/3/2004	12/27/2011	16,415.79	16,980.66	-564.87
Wachovia Securities - CAP .. iShares Dow Jones Select Di...		300.000	9/8/2004	12/27/2011	16,199.79	17,454.00	-1,254.21
Wachovia Securities - CAP .. iShares Dow Jones Select Di...		290.000	10/4/2004	12/27/2011	15,659.80	17,083.80	-1,424.00
Wachovia Securities - CAP .. iShares Dow Jones Select Di...		288.000	11/4/2004	12/27/2011	15,551.80	17,266.68	-1,714.88
Wachovia Securities - CAP .. iShares Dow Jones Select Di...		280.000	12/1/2004	12/27/2011	15,119.80	17,343.40	-2,223.60
Wachovia Securities - CAP .. iShares Dow Jones Select Di...		274.000	1/4/2005	12/27/2011	14,795.81	16,739.78	-1,943.97
Wachovia Securities - CAP .. iShares Dow Jones Select Di...		286.000	2/4/2005	12/27/2011	15,443.80	17,305.26	-1,861.46

Capital Gains - Last year

1/1/2011 through 12/31/2011

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L..
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	300.000	3/1/2005	12/27/2011	16,199.79	18,414.00	-2,214.21
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	280.000	4/1/2005	12/27/2011	15,119.80	16,934.60	-1,814.80
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	275.000	5/5/2005	12/27/2011	14,849.81	16,618.75	-1,768.94
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	270.000	6/2/2005	12/27/2011	14,579.81	16,865.10	-2,285.29
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	266.000	7/1/2005	12/27/2011	14,363.81	16,670.98	-2,307.17
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	265.000	8/4/2005	12/27/2011	14,309.82	17,101.85	-2,792.03
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	408.000	11/1/2005	12/27/2011	22,031.72	25,040.32	-3,008.60
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	398.000	12/2/2005	12/27/2011	21,491.72	25,055.68	-3,563.96
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	45.361	12/29/2005	12/27/2011	2,449.46	2,805.13	-355.67
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	400.000	1/5/2006	12/27/2011	21,599.72	25,108.00	-3,508.28
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	398.000	2/1/2006	12/27/2011	21,491.72	24,992.79	-3,501.07
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	391.000	3/1/2006	12/27/2011	21,113.73	24,994.00	-3,880.27
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	265.000	3/28/2006	12/27/2011	14,309.82	16,930.96	-2,621.14
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	65.453	3/30/2006	12/27/2011	3,534.42	4,135.97	-601.55
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	69.330	6/28/2006	12/27/2011	3,743.77	4,301.91	-558.14
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	65.515	10/3/2006	12/27/2011	3,537.76	4,350.22	-812.46
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	57.255	12/27/2006	12/27/2011	3,091.73	4,073.66	-981.93
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	60.919	3/29/2007	12/27/2011	3,289.58	4,367.90	-1,078.32
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	675.000	5/1/2007	12/27/2011	36,449.53	49,810.15	-13,360.62
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	68.075	7/5/2007	12/27/2011	3,676.00	4,979.69	-1,303.69
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	73.986	10/1/2007	12/27/2011	3,995.19	5,142.01	-1,146.82
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	85.118	12/31/2007	12/27/2011	4,596.31	5,439.04	-842.73
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	1,630.000	2/19/2008	12/27/2011	88,018.86	100,382.74	-12,363.88
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	122.312	3/31/2008	12/27/2011	6,604.76	7,048.86	-444.10
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	134.771	6/30/2008	12/27/2011	7,277.54	6,637.47	640.07
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	110.463	10/1/2008	12/27/2011	5,964.92	5,903.14	61.78
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	150.975	12/30/2008	12/27/2011	8,152.54	5,985.60	2,166.94
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	152.754	3/31/2009	12/27/2011	8,248.61	4,778.34	3,470.27
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	122.966	6/30/2009	12/27/2011	6,640.08	4,394.43	2,245.65
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	107.933	9/28/2009	12/27/2011	5,828.31	4,420.22	1,408.09
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	109.446	12/30/2009	12/27/2011	5,910.01	4,873.15	1,036.86
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	103.985	3/31/2010	12/27/2011	5,615.12	4,795.30	819.82
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	114.470	6/30/2010	12/27/2011	6,181.30	4,892.89	1,288.41
Wachovia Securities - CAP...	Shares Dow Jones Select Di...	104.588	9/29/2010	12/27/2011	5,647.68	4,903.65	744.03
Wachovia Securities - CAP...	Shares Russell 1000 Index F...	865.000	12/11/2003	12/27/2011	60,368.80	50,032.23	10,336.57
Wachovia Securities - CAP...	Shares Russell 1000 Index F...	277.000	6/4/2004	12/27/2011	19,331.97	16,764.49	2,567.48
Wachovia Securities - CAP...	Shares Russell 1000 Index F...	277.000	7/1/2004	12/27/2011	19,331.97	16,858.47	2,473.50
Wachovia Securities - CAP...	Shares Russell 1000 Index F...	286.000	8/3/2004	12/27/2011	19,960.09	16,950.18	3,009.91
Wachovia Securities - CAP...	Shares Russell 1000 Index F...	286.000	9/8/2004	12/27/2011	19,960.09	17,311.14	2,648.95
Wachovia Securities - CAP...	Shares Russell 1000 Index F...	275.000	10/4/2004	12/27/2011	19,192.39	16,903.79	2,288.60
Wachovia Securities - CAP...	Shares Russell 1000 Index F...	278.000	11/4/2004	12/27/2011	19,401.76	17,275.14	2,126.62
Wachovia Securities - CAP...	Shares Russell 1000 Index F...	270.000	12/1/2004	12/27/2011	18,843.44	17,410.27	1,433.17
Wachovia Securities - CAP...	Shares Russell 1000 Index F...	258.000	1/4/2005	12/27/2011	18,005.95	16,712.92	1,293.03

Capital Gains - Last year

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Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L..
Wachovia Securities - CAP..iShares Russell 1000 Index F...		270 000	2/4/2005	12/27/2011	18,843.44	17,372.55	1,470.89
Wachovia Securities - CAP...iShares Russell 1000 Index F...		250 000	3/1/2005	12/27/2011	17,447.63	16,281.84	1,165.79
Wachovia Securities - CAP..iShares Russell 1000 Index F...		270 000	4/1/2005	12/27/2011	18,843.44	17,183.95	1,659.49
Wachovia Securities - CAP..iShares Russell 1000 Index F...		261 000	5/5/2005	12/27/2011	18,215.32	16,400.16	1,815.16
Wachovia Securities - CAP..iShares Russell 1000 Index F...		256 000	6/2/2005	12/27/2011	17,866.37	16,760.84	1,105.53
Wachovia Securities - CAP..iShares Russell 1000 Index F...		256 000	7/1/2005	12/27/2011	17,866.37	16,679.09	1,187.28
Wachovia Securities - CAP..iShares Russell 1000 Index F...		253 000	8/4/2005	12/27/2011	17,657.00	17,121.50	535.50
Wachovia Securities - CAP...iShares Russell 1000 Index F...		383 000	11/1/2005	12/27/2011	26,729.77	25,123.83	1,605.94
Wachovia Securities - CAP..iShares Russell 1000 Index F...		362 000	12/2/2005	12/27/2011	25,264.17	25,012.74	251.43
Wachovia Securities - CAP..iShares Russell 1000 Index F...		28.169	12/29/2005	12/27/2011	1,965.93	1,922.20	43.73
Wachovia Securities - CAP...iShares Russell 1000 Index F...		360 000	1/5/2006	12/27/2011	25,124.59	25,057.20	67.39
Wachovia Securities - CAP...iShares Russell 1000 Index F...		357 000	2/1/2006	12/27/2011	24,915.21	25,038.90	-123.69
Wachovia Securities - CAP..iShares Russell 1000 Index F...		353 000	3/1/2006	12/27/2011	24,636.05	25,015.43	-379.38
Wachovia Securities - CAP..iShares Russell 1000 Index F...		236 000	3/28/2006	12/27/2011	16,470.56	16,885.20	-414.64
Wachovia Securities - CAP...iShares Russell 1000 Index F...		25.235	3/30/2006	12/27/2011	1,761.16	1,789.40	-28.24
Wachovia Securities - CAP...iShares Russell 1000 Index F...		352 000	4/4/2006	12/27/2011	24,566.26	25,195.04	-628.78
Wachovia Securities - CAP..iShares Russell 1000 Index F...		348 000	5/2/2006	12/27/2011	24,287.10	25,046.68	-759.58
Wachovia Securities - CAP..iShares Russell 1000 Index F...		355 000	6/1/2006	12/27/2011	24,775.63	25,085.05	-309.42
Wachovia Securities - CAP..iShares Russell 1000 Index F...		33 878	6/28/2006	12/27/2011	2,364.36	2,292.21	72.15
Wachovia Securities - CAP..iShares Russell 1000 Index F...		360 000	7/6/2006	12/27/2011	25,124.59	25,126.00	-1.41
Wachovia Securities - CAP..iShares Russell 1000 Index F...		360 000	8/7/2006	12/27/2011	25,124.59	25,172.80	-48.21
Wachovia Securities - CAP...iShares Russell 1000 Index F...		38.391	10/2/2006	12/27/2011	2,679.33	2,771.84	-92.51
Wachovia Securities - CAP...iShares Russell 1000 Index F...		39 177	12/27/2006	12/27/2011	2,734.18	3,019.36	-285.18
Wachovia Securities - CAP..iShares Russell 1000 Index F...		36.943	3/29/2007	12/27/2011	2,578.27	2,872.65	-294.38
Wachovia Securities - CAP..iShares Russell 1000 Index F...		33.834	7/5/2007	12/27/2011	2,361.29	2,806.50	-445.21
Wachovia Securities - CAP...iShares Russell 1000 Index F...		36 730	10/1/2007	12/27/2011	2,563.41	3,050.03	-486.62
Wachovia Securities - CAP..iShares Russell 1000 Index F...		40 342	12/31/2007	12/27/2011	2,815.49	3,188.67	-373.18
Wachovia Securities - CAP..iShares Russell 1000 Index F...		40 265	3/28/2008	12/27/2011	2,810.12	2,915.99	-105.87
Wachovia Securities - CAP..iShares Russell 1000 Index F...		42 784	7/9/2008	12/27/2011	2,985.92	2,983.74	2.18
Wachovia Securities - CAP...iShares Russell 1000 Index F...		43.272	10/1/2008	12/27/2011	3,019.98	2,720.06	299.92
Wachovia Securities - CAP...iShares Russell 1000 Index F...		51 268	12/30/2008	12/27/2011	3,578.02	2,430.90	1,147.12
Wachovia Securities - CAP..iShares Russell 1000 Index F...		71.470	3/30/2009	12/27/2011	4,987.93	3,106.50	1,881.43
Wachovia Securities - CAP..iShares Russell 1000 Index F...		55 599	7/9/2009	12/27/2011	3,880.28	2,694.68	1,185.60
Wachovia Securities - CAP..iShares Russell 1000 Index F...		39 173	9/28/2009	12/27/2011	2,733.90	2,259.00	474.90
Wachovia Securities - CAP..iShares Russell 1000 Index F...		48 251	12/30/2009	12/27/2011	3,367.46	2,979.20	388.26
Wachovia Securities - CAP..iShares Russell 1000 Index F...		35.244	3/30/2010	12/27/2011	2,459.70	2,285.04	174.66
Wachovia Securities - CAP..iShares Russell 1000 Index F...		47.468	7/9/2010	12/27/2011	3,312.82	2,803.03	509.79
Wachovia Securities - CAP..iShares Russell 1000 Index F...		42 976	9/29/2010	12/27/2011	2,999.32	2,716.94	282.38
Wachovia Securities - CAP..Income Fund of America CIA...		18,611.111	4/29/2005	12/27/2011	312,107.97	335,006.00	-22,898.03
Wachovia Securities - CAP..Income Fund of America CIA...		92 821	6/28/2005	12/27/2011	1,556.61	1,702.34	-145.73
Wachovia Securities - CAP..Income Fund of America CIA...		166 808	9/27/2005	12/27/2011	2,797.37	3,085.94	-288.57
Wachovia Securities - CAP..Income Fund of America CIA...		13,498 920	12/5/2005	12/27/2011	226,376.63	250,006.00	-23,629.37
Wachovia Securities - CAP..Income Fund of America CIA...		295.724	12/28/2005	12/27/2011	4,959.29	5,388.08	-428.79

Capital Gains - Last year

1/1/2011 through 12/31/2011

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Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Wachovia Securities - CAP	Income Fund of America CIA	643 130	12/28/2005	12/27/2011	10,785.28	11,717.82	-932.54
Wachovia Securities - CAP	Income Fund of America CIA	307 440	3/28/2006	12/27/2011	5,155.76	5,829.06	-673.30
Wachovia Securities - CAP	Income Fund of America CIA	334 167	6/27/2006	12/27/2011	5,603.97	6,218.84	-614.87
Wachovia Securities - CAP	Income Fund of America CIA	318 495	9/26/2006	12/27/2011	5,341.15	6,280.72	-939.57
Wachovia Securities - CAP	Income Fund of America CIA	584 690	12/27/2006	12/27/2011	9,805.24	11,822.44	-2,017.20
Wachovia Securities - CAP	Income Fund of America CIA	786.382	12/27/2006	12/27/2011	13,187.61	15,900.64	-2,713.03
Wachovia Securities - CAP	Income Fund of America CIA	1,836.435	1/23/2007	12/27/2011	30,796.98	37,506.00	-6,709.02
Wachovia Securities - CAP	Income Fund of America CIA	1,828.654	2/5/2007	12/27/2011	30,666.49	37,786.00	-7,119.51
Wachovia Securities - CAP	Income Fund of America CIA	1,848.201	3/1/2007	12/27/2011	30,994.29	37,507.50	-6,513.21
Wachovia Securities - CAP	Income Fund of America CIA	360 892	3/27/2007	12/27/2011	6,052.15	7,456.03	-1,403.88
Wachovia Securities - CAP	Income Fund of America CIA	382 390	6/26/2007	12/27/2011	6,412.67	8,095.20	-1,682.53
Wachovia Securities - CAP	Income Fund of America CIA	385 006	9/25/2007	12/27/2011	6,456.54	8,169.82	-1,713.28
Wachovia Securities - CAP	Income Fund of America CIA	706.849	12/26/2007	12/27/2011	11,853.84	13,741.14	-1,887.30
Wachovia Securities - CAP	Income Fund of America CIA	1,844 368	12/26/2007	12/27/2011	30,930.02	35,854.51	-4,924.49
Wachovia Securities - CAP	Income Fund of America CIA	489.770	3/25/2008	12/27/2011	8,213.43	8,742.40	-528.97
Wachovia Securities - CAP	Income Fund of America CIA	49.427	6/20/2008	12/27/2011	828.89	864.47	-35.58
Wachovia Securities - CAP	Income Fund of America CIA	531.069	9/19/2008	12/27/2011	8,906.02	8,947.61	-41.59
Wachovia Securities - CAP	Income Fund of America CIA	703 692	12/24/2008	12/27/2011	11,800.90	8,950.96	2,849.94
Wachovia Securities - CAP	Income Fund of America CIA	151.566	12/24/2008	12/27/2011	2,541.76	1,927.92	613.84
Wachovia Securities - CAP	Income Fund of America CIA	783.322	3/20/2009	12/27/2011	13,136.29	9,117.87	4,018.42
Wachovia Securities - CAP	Income Fund of America CIA	601 097	6/19/2009	12/27/2011	10,080.39	7,844.32	2,236.07
Wachovia Securities - CAP	Income Fund of America CIA	535.276	9/18/2009	12/27/2011	8,976.57	7,943.50	1,033.07
Wachovia Securities - CAP	Income Fund of America CIA	518 851	12/23/2009	12/27/2011	8,701.12	8,031.82	669.30
Wachovia Securities - CAP	Income Fund of America CIA	517.363	3/19/2010	12/27/2011	8,676.17	8,117.43	558.74
Wachovia Securities - CAP	Income Fund of America CIA	538 949	6/18/2010	12/27/2011	9,038.16	8,202.80	835.36
Wachovia Securities - CAP	Income Fund of America CIA	527 128	9/17/2010	12/27/2011	8,839.93	8,291.72	548.21
Wachovia Securities - CAP	Income Fund of America CIA	195,567.579	12/16/2010	12/27/2011	3,279,664.50	3,258,155.87	21,508.63
Wachovia Securities - CAP	Income Fund of America CIA	2,463 476	12/23/2010	12/27/2011	41,312.44	40,647.35	665.09
Wachovia Securities - CAP	Income Fund of America CIA	1,306.388	12/23/2010	12/27/2011	21,908.10	21,555.41	352.69
Wachovia Securities - CAP	Spdr Dividend (SDY)	257.000	8/7/2006	12/27/2011	13,921.31	14,871.50	-950.19
Wachovia Securities - CAP	Spdr Dividend (SDY)	1,272.000	9/1/2006	12/27/2011	68,902.38	75,299.60	-6,397.22
Wachovia Securities - CAP	Spdr Dividend (SDY)	2,570.000	9/27/2006	12/27/2011	139,213.13	152,570.00	-13,356.87
Wachovia Securities - CAP	Spdr Dividend (SDY)	1,275.000	10/2/2006	12/27/2011	69,064.88	75,348.50	-6,283.62
Wachovia Securities - CAP	Spdr Dividend (SDY)	1,238.000	11/1/2006	12/27/2011	67,060.65	75,479.28	-8,418.63
Wachovia Securities - CAP	Spdr Dividend (SDY)	1,225.000	12/1/2006	12/27/2011	66,356.45	75,316.75	-8,960.30
Wachovia Securities - CAP	Spdr Dividend (SDY)	105.990	12/31/2007	12/27/2011	5,741.32	5,643.95	97.37
Wachovia Securities - CAP	Spdr Dividend (SDY)	127 737	12/31/2007	12/27/2011	6,919.33	6,745.79	173.54
Wachovia Securities - CAP	Spdr Dividend (SDY)	20.201	12/31/2007	12/27/2011	1,094.26	1,066.84	27.42
Wachovia Securities - CAP	Spdr Dividend (SDY)	1,535.000	2/19/2008	12/27/2011	83,148.70	81,704.06	1,444.64
Wachovia Securities - CAP	Spdr Dividend (SDY)	300 000	2/19/2008	12/27/2011	16,250.56	15,969.00	281.56
Wachovia Securities - CAP	Spdr Dividend (SDY)	50 000	2/19/2008	12/27/2011	2,708.43	2,669.00	39.43
Wachovia Securities - CAP	Spdr Dividend (SDY)	109.339	4/2/2008	12/27/2011	5,922.73	5,870.42	52.31
Wachovia Securities - CAP	Spdr Dividend (SDY)	155 648	7/2/2008	12/27/2011	8,431.22	7,013.48	1,417.74

Capital Gains - Last year

1/1/2011 through 12/31/2011

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
Wachovia Securities - CAP Spdr Dividend (SDY)		127 639	10/1/2008	12/27/2011	6,914.02	6,570.85	343.17
Wachovia Securities - CAP ... Spdr Dividend (SDY)		179 009	12/31/2008	12/27/2011	9,696.66	7,289.05	2,407.61
Wachovia Securities - CAP . Spdr Dividend (SDY)		164.381	4/1/2009	12/27/2011	8,904.28	5,511.43	3,392.85
Wachovia Securities - CAP . Spdr Dividend (SDY)		141 266	7/1/2009	12/27/2011	7,652.17	5,382.34	2,269.83
Wachovia Securities - CAP . Spdr Dividend (SDY)		121 643	9/30/2009	12/27/2011	6,589.22	5,418.22	1,171.00
Wachovia Securities - CAP . Spdr Dividend (SDY)		122 002	12/31/2009	12/27/2011	6,608.67	5,730.74	877.93
Wachovia Securities - CAP . Spdr Dividend (SDY)		100.011	3/31/2010	12/27/2011	5,417.45	4,944.56	472.89
Wachovia Securities - CAP ... Spdr Dividend (SDY)		121.681	6/30/2010	12/27/2011	6,591.28	5,534.38	1,056.90
Wachovia Securities - CAP . Spdr Dividend (SDY)		117 206	9/29/2010	12/27/2011	6,348.88	5,875.66	473.22
TOTAL LONG TERM					15,498,146.25	15,846,661.39	-348,515.14
OVERALL TOTAL					16,076,142.09	16,428,926.87	-352,784.78