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

OMB No 1545-0052

2011

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

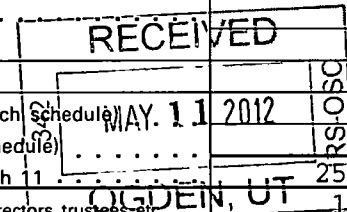
For calendar year **2011** or tax year beginning , **2011**, and ending , **20**

Name of foundation ELIAS S. FAISON FOUNDATION		A Employer identification number 56-6052820
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 40200, FL9-100-10-19		B Telephone number (see instructions) (866) 461-7287
City or town, state, and ZIP code JACKSONVILLE, FL 32203-0200		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,756,154.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 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 <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	62,480.	62,480.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	190,639.			
	b Gross sales price for all assets on line 6a	1,053,918.			
	7 Capital gain net income (from Part IV, line 2)		190,639.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	253,119.	253,119.		
	13 Compensation of officers, directors, trustees, etc.	17,879.	10,727.		7,151.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	845.	NONE	NONE	845.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	1,848.	754.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	20,572.	11,481.	NONE	7,996.
	25 Contributions, gifts, grants paid	77,905.			77,905.
	26 Total expenses and disbursements. Add lines 24 and 25	98,477.	11,481.	NONE	85,901.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	154,642.			
	b Net investment income (if negative, enter -0-)		241,638.		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	NONE	NONE	
	2	Savings and temporary cash investments	52,247.	89,495.	89,495.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ *		*	NONE
		Less: allowance for doubtful accounts ▶	NONE	NONE	NONE
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule) . .	50,985.	NONE	NONE
	b	Investments - corporate stock (attach schedule)	1,565,819.	1,736,255.	1,666,659.
	c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶	NONE	NONE	
	12	Investments - mortgage loans	NONE	NONE	
	13	Investments - other (attach schedule)	NONE	NONE	NONE
14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)	NONE	NONE	NONE	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,669,051.	1,825,750.	1,756,154.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,669,051.	1,825,750.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .	NONE	NONE	
	30	Total net assets or fund balances (see instructions)	1,669,051.	1,825,750.	
31	Total liabilities and net assets/fund balances (see instructions)	1,669,051.	1,825,750.		

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	1,669,051.
2	Enter amount from Part I, line 27a	2	154,642.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	3,415.
4	Add lines 1, 2, and 3	4	1,827,108.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	1,358.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,825,750.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,037,708.		863,279.	174,429.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			174,429.		
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	190,639.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	80,410.	1,736,444.	0.046307
2009	90,651.	1,609,845.	0.056310
2008	104,317.	1,857,564.	0.056158
2007	99,088.	2,121,843.	0.046699
2006	95,644.	2,016,476.	0.047431
2 Total of line 1, column (d)			2 0.252905
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 0.050581
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,820,603.
5 Multiply line 4 by line 3			5 92,088.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,416.
7 Add lines 5 and 6			7 94,504.
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 85,901.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	4,833.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2.		3	4,833.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,833.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011.	6a	776.	
b Exempt foreign organizations - tax withheld at source.	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868).	6c	NONE	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	776.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9	4,057.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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)? 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 <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	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?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>SEE STATEMENT 7</u> Telephone no. <u></u>			
Located at <u></u> ZIP + 4 <u></u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u></u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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	Yes	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 <u></u>				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <u></u>		
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.) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/>	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ 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? **7b** ☐ 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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		17,879.	-0-	-0-

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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

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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	1,770,402.
b	Average of monthly cash balances	1b	77,926.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,848,328.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,848,328.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,725.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,820,603.
6	Minimum investment return. Enter 5% of line 5	6	91,030.

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	91,030.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,833.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,833.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,197.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	86,197.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	86,197.

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	85,901.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	85,901.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	85,901.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				86,197.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			77,905.	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>85,901.</u>				
a Applied to 2010, but not more than line 2a			77,905.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				7,996.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				78,201.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 9				
Total			▶ 3a	77,905.
b Approved for future payment				
Total			▶ 3b	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	237.	237.
WILLIAM BLAIR INTL SMALL CAP GROWTH FUND	617.	617.
BOFA CASH RESERVES TRUST CLASS	10.	10.
CVS CAREMARK CORP COM	63.	63.
CHEVRONTXACO CORP COM	98.	98.
CISCO SYS INC	19.	19.
COCA COLA CO	43.	43.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	2,878.	2,878.
COLUMBIA LARGE CAP VALUE FUND CLASS Z SH	489.	489.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	9,392.	9,392.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	818.	818.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	403.	403.
COLUMBIA SMALL CAP INDEX FUND CLASS Z SH	625.	625.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	3,249.	3,249.
COLUMBIA BOND FUND CLASS Z SHARES	1,738.	1,738.
EATON VANCE LARGE-CAP VALUE FUND CL I	208.	208.
EXELON CORP COM	113.	113.
EXXON MOBIL CORPORATION	102.	102.
FEDERAL HOME LN MTG CORP DEB	1,534.	1,534.
GENERAL ELEC CO	48.	48.
HARTFORD FINANCIAL SVCS GRP	15.	15.
HOME DEPOT INC	90.	90.
ISHARES TR GOLDMAN SACHS CORP BD	1,322.	1,322.
JOHN HANCOCK FDS III INTL GROWTH FUND CL	987.	987.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	157.	157.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	5,787.	5,787.
MFS EMERGING MKTS DEBT FUND CL I	783.	783.
MICROSOFT CORP	100.	100.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	210.	210.
PEPSICO INC	98.	98.
PFIZER INC	54.	54.
PIMCO COMMODITY REALRETURN STRATEGY FUND	27,718.	27,718.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PROCTER & GAMBLE CO	247.	247.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	833.	833.
STAPLES INC	89.	89.
TEVA PHARMACEUTICAL INDS LTD ADR (GERMAN	64.	64.
THORNBURG INTL VALUE FUND CL I	1,075.	1,075.
UNITED TECHNOLOGIES CORP	29.	29.
WASTE MANAGEMENT INC	79.	79.
WELLS FARGO COMPANY	59.	59.
-----	-----	-----
TOTAL	62,480.	62,480.
=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEES	845.			845.
TOTALS	845.	NONE	NONE	845.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	318.	
FEDERAL ESTIMATES - PRINCIPAL	776.	
FOREIGN TAXES ON QUALIFIED FOR	656.	656.
FOREIGN TAXES ON NONQUALIFIED	98.	98.
	-----	-----
TOTALS	1,848.	754.
	=====	=====

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

INCOME POSTED 01/04/11 EFECTIVE 12/31/10

3,415.

TOTAL

3,415.
=====

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

COST BASIS ADJUSTMENT FOR NATIXIS FDS TR IV
MUTUAL FDS ADJUSTMENT FOR TY2011
ROUNDING

33.
1,320.
5.

TOTAL

1,358.
=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: BANK OF AMERICA, N.A.

ADDRESS: 111 WESTMINSTER ST, RI1-102-M1-02
PROVIDENCE, RI 02903

TELEPHONE NUMBER: (866)461-7287

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

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

111 WESTMINSTER ST, RI102-M1-02

PROVIDENCE, RI 02903

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 17,879.

TOTAL COMPENSATION:

17,879.

=====

=====

RECIPIENT NAME:

MECK COUNTY MEDICAL SOCIETY

ATTN: SANDI BUCHANAN

ADDRESS:

1112 HARDING PL STE 200

CHARLOTTE, NC 28204-2983

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DONATION

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 77,905.

TOTAL GRANTS PAID:

77,905.

=====

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses****▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust

ELIAS S. FAISON FOUNDATION

Employer identification number

56-6052820

Note: Form 5227 filers need to complete *only* Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-1,043.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-1,043.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
LONG-TERM CAPITAL GAIN DIVIDENDS					16,210.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	175,472.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	191,682.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-1,043.
14 Net long-term gain or (loss):			
a Total for year	14a		191,682.
b Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		190,639.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:

a The loss on line 15, column (3) or **b** \$3,000

16 ()

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

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

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

Schedule D (Form 1041) 2011

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2011

► See instructions for Schedule D (Form 1041).

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

Name of estate or trust

ELIAS S. FAISON FOUNDATION

Employer identification number

56-6052820

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

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-1,043.00
---	-----------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

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

Employer identification number

56-6052820

ELIAS S. FAISON FOUNDATION

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

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 216. BANK NEW YORK MELLON	11/29/2004	01/25/2011	6,794.00	7,537.00	-743.00
375.903 COLUMBIA MARSICO G CLASS Z SHARES	05/30/2007	01/25/2011	7,845.00	8,183.00	-338.00
2030.771 COLUMBIA MARSICO CLASS Z SHARES	03/24/2005	01/25/2011	42,382.00	35,071.00	7,311.00
44. GENERAL ELEC CO	12/26/2002	01/25/2011	873.00	1,111.00	-238.00
300. GENERAL ELEC CO	07/09/1997	01/25/2011	5,949.00	6,899.00	-950.00
6.56 WELLS FARGO COMPANY	11/29/2004	01/25/2011	213.00	1,713.00	-1,500.00
6.57 WELLS FARGO COMPANY	01/21/2004	01/25/2011	213.00	1,543.00	-1,330.00
11.87 WELLS FARGO COMPANY	11/14/2003	01/25/2011	385.00	2,668.00	-2,283.00
50000. FEDERAL HOME LN MTG	04/16/1999	02/15/2011	50,000.00	50,985.00	-985.00
6. CITIGROUP INC	03/24/2005	03/22/2011	26.00	269.00	-243.00
94. CITIGROUP INC	10/19/1998	03/22/2011	413.00	1,867.00	-1,454.00
83.666 COLUMBIA MID CAP IN CLASS Z SHARES	12/12/2007	03/22/2011	1,017.00	997.00	20.00
168.261 COLUMBIA MID CAP I CLASS Z SHARES	06/18/2008	03/22/2011	2,044.00	1,974.00	70.00
.33 COLUMBIA MID CAP INDEX Z SHARES	06/18/2008	03/22/2011	4.00	4.00	
1643.502 COLUMBIA MID CAP CLASS Z SHARES	08/30/2001	03/22/2011	19,969.00	13,920.00	6,049.00
85.069 COLUMBIA SMALL CAP CLASS Z SHARES	06/20/2007	03/22/2011	1,519.00	1,972.00	-453.00
4.688 COLUMBIA SMALL CAP I CLASS Z SHARES	06/20/2007	03/22/2011	84.00	109.00	-25.00
70.585 COLUMBIA SMALL CAP CLASS Z SHARES	12/13/2006	03/22/2011	1,261.00	1,555.00	-294.00
22.563 COLUMBIA SMALL CAP CLASS Z SHARES	12/14/2005	03/22/2011	403.00	481.00	-78.00
1.015 COLUMBIA SMALL CAP I CLASS Z SHARES	12/14/2005	03/22/2011	18.00	22.00	-4.00
113.839 COLUMBIA SMALL CAP CLASS Z SHARES	06/19/2006	03/22/2011	2,033.00	2,290.00	-257.00
6.311 COLUMBIA SMALL CAP I CLASS Z SHARES	06/19/2006	03/22/2011	113.00	127.00	-14.00
8.763 COLUMBIA SMALL CAP I CLASS Z SHARES	12/12/2007	03/22/2011	157.00	171.00	-14.00
235.923 COLUMBIA SMALL CAP CLASS Z SHARES	12/12/2007	03/22/2011	4,214.00	4,601.00	-387.00
7.324 COLUMBIA SMALL CAP I CLASS Z SHARES	05/18/2005	03/22/2011	131.00	139.00	-8.00

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

Schedule D-1 (Form 1041) 2011

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

Employer identification number

ELIAS S. FAISON FOUNDATION

56-6052820

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2.964 COLUMBIA SMALL CAP I CLASS Z SHARES	05/18/2005	03/22/2011	53.00	56.00	-3.00
1.358 COLUMBIA SMALL CAP I CLASS Z SHARES	06/18/2008	03/22/2011	24.00	25.00	-1.00
70.897 COLUMBIA SMALL CAP CLASS Z SHARES	06/18/2008	03/22/2011	1,266.00	1,312.00	-46.00
475.441 COLUMBIA SMALL CAP CLASS Z SHARES	02/06/2002	03/22/2011	8,491.00	6,718.00	1,773.00
359.877 COLUMBIA SMALL CAP CLASS Z SHARES	08/30/2001	03/22/2011	6,427.00	5,074.00	1,353.00
99. HARTFORD FINANCIAL SVC	11/14/2003	03/22/2011	2,652.00	5,439.00	-2,787.00
17. WELLS FARGO COMPANY	11/14/2003	03/22/2011	539.00	3,822.00	-3,283.00
84. WELLS FARGO COMPANY	08/30/2001	03/22/2011	2,665.00	1,940.00	725.00
75. AT&T INC	03/24/2005	04/27/2011	2,349.00	1,759.00	590.00
65. CVS CAREMARK CORP COM	11/29/2004	04/27/2011	2,351.00	1,368.00	983.00
35. CHEVRONTXACO CORP COM	02/06/2002	04/27/2011	3,790.00	1,447.00	2,343.00
85. CISCO SYS INC	11/14/2003	04/27/2011	1,462.00	1,905.00	-443.00
25. COCA COLA CO	02/06/2002	04/27/2011	1,669.00	1,144.00	525.00
55. EXELON CORP COM	11/29/2004	04/27/2011	2,261.00	2,318.00	-57.00
60. EXXON MOBIL CORPORATIO	07/09/1997	04/27/2011	5,215.00	1,617.00	3,598.00
55. HOME DEPOT INC	07/10/1997	04/27/2011	2,051.00	821.00	1,230.00
170. MICROSOFT CORP	07/08/1997	04/27/2011	4,465.00	2,781.00	1,684.00
25. PEPSICO INC	03/20/2001	04/27/2011	1,696.00	1,055.00	641.00
75. PFIZER INC	07/09/1997	04/27/2011	1,546.00	1,562.00	-16.00
65. PROCTER & GAMBLE CO	03/24/2005	04/27/2011	4,149.00	3,366.00	783.00
90. STAPLES INC	06/22/2004	04/27/2011	1,912.00	1,756.00	156.00
20. TEVA PHARMACEUTICAL IN (GERMANY)	08/06/2004	04/27/2011	919.00	566.00	353.00
60. TEVA PHARMACEUTICAL IN (GERMANY)	11/29/2004	04/27/2011	2,758.00	1,625.00	1,133.00
20. UNITED TECHNOLOGIES CO	02/26/2002	04/27/2011	1,756.00	713.00	1,043.00
60. WASTE MANAGEMENT INC	11/14/2003	04/27/2011	2,355.00	1,697.00	658.00

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

Schedule D-1 (Form 1041) 2011

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

Employer identification number

ELIAS S. FAISON FOUNDATION

56-6052820

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 70. WELLS FARGO COMPANY	08/30/2001	04/27/2011	2,034.00	1,617.00	417.00
227.169 JOHN HANCOCK FDS I	04/20/2010	05/04/2011	5,000.00	4,262.00	738.00
GROWTH FUND CL I	04/20/2010	05/04/2011	5,000.00	4,209.00	791.00
161.134 THORNBURG INTL VAL	03/24/2005	05/06/2011	6,247.00	4,690.00	1,557.00
200. AT&T INC	11/29/2004	05/06/2011	666.00	379.00	287.00
18. CVS CAREMARK CORP COM	08/06/2004	05/06/2011	6,183.00	2,798.00	3,385.00
167. CVS CAREMARK CORP COM	02/06/2002	05/06/2011	1,145.00	455.00	690.00
11. CHEVRONTExACO CORP COM	09/05/2002	05/06/2011	2,498.00	875.00	1,623.00
24. CHEVRONTExACO CORP COM	12/26/2002	05/06/2011	6,868.00	2,205.00	4,663.00
66. CHEVRONTExACO CORP COM	11/14/2003	05/06/2011	3,961.00	5,042.00	-1,081.00
225. CISCO SYS INC	02/06/2002	05/06/2011	941.00	641.00	300.00
14. COCA COLA CO	12/26/2002	05/06/2011	3,561.00	2,344.00	1,217.00
53. COCA COLA CO	03/24/2005	05/06/2011	18,940.00	14,929.00	4,011.00
864.423 COLUMBIA MARSICO G	10/06/2004	05/06/2011	83,712.00	62,622.00	21,090.00
CLASS Z SHARES	11/29/2004	05/06/2011	6,602.00	6,744.00	-142.00
3820.717 COLUMBIA MARSICO	07/09/1997	05/06/2011	14,315.00	4,610.00	9,705.00
CLASS Z SHARES	07/08/1997	05/06/2011	11,900.00	7,476.00	4,424.00
160. EXELON CORP COM	03/20/2001	05/06/2011	5,369.00	3,249.00	2,120.00
171. EXXON MOBIL CORPORATI	07/09/1997	05/06/2011	4,033.00	4,103.00	-70.00
457. MICROSOFT CORP	11/29/2004	05/06/2011	10,173.00	5,822.00	4,351.00
77. PEPSICO INC	02/26/2002	05/06/2011	541.00	214.00	327.00
197. PFIZER INC	12/26/2002	05/06/2011	2,885.00	986.00	1,899.00
215. TEVA PHARMACEUTICAL I	09/05/2002	05/06/2011	902.00	286.00	616.00
(GERMANY)	11/14/2003	05/06/2011	6,665.00	4,838.00	1,827.00
6. UNITED TECHNOLOGIES COR	08/30/2001	05/06/2011	5,378.00	4,388.00	990.00
32. UNITED TECHNOLOGIES CO					
10. UNITED TECHNOLOGIES CO					
171. WASTE MANAGEMENT INC					
190. WELLS FARGO COMPANY					

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

Schedule D-1 (Form 1041) 2011

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

Employer identification number

56-6052820

ELIAS S. FAISON FOUNDATION

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

(a) Description of property (Example - 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 121.369 COLUMBIA LARGE CAP CLASS Z SHARES	06/26/2007	05/13/2011	1,464.00	1,845.00	-381.00
498.449 COLUMBIA LARGE CAP CLASS Z SHARES	06/26/2007	05/13/2011	6,011.00	7,576.00	-1,565.00
894.347 COLUMBIA LARGE CAP CLASS Z SHARES	12/12/2007	05/13/2011	10,786.00	12,333.00	-1,547.00
3240.199 COLUMBIA LARGE CAP CLASS Z SHARES	03/24/2005	05/13/2011	39,077.00	42,220.00	-3,143.00
85.83 COLUMBIA LARGE CAP CLASS Z SHARES	05/18/2005	05/13/2011	1,035.00	1,110.00	-75.00
290.612 COLUMBIA LARGE CAP CLASS Z SHARES	12/27/2002	05/13/2011	3,505.00	2,584.00	921.00
905.289 COLUMBIA MARSICO CLASS Z SHARES	10/06/2004	05/13/2011	19,663.00	14,838.00	4,825.00
6384.024 COLUMBIA LARGE CAP CLASS Z SHARES	12/27/2002	07/12/2011	74,629.00	56,754.00	17,875.00
2972.652 COLUMBIA LARGE CAP CLASS Z SHARES	03/14/2003	07/12/2011	34,750.00	25,000.00	9,750.00
2595.532 COLUMBIA MARSICO CLASS Z SHARES	10/06/2004	07/12/2011	57,102.00	42,541.00	14,561.00
2397.499 COLUMBIA MID CAP CLASS Z SHARES	08/30/2001	07/12/2011	29,249.00	20,307.00	8,942.00
4750.594 COLUMBIA MID CAP CLASS Z SHARES	02/06/2002	07/12/2011	57,957.00	40,000.00	17,957.00
48.523 COLUMBIA MID CAP IN CLASS Z SHARES	11/19/2002	07/12/2011	592.00	351.00	241.00
1597.444 COLUMBIA MID CAP CLASS Z SHARES	03/25/2009	07/12/2011	19,489.00	10,000.00	9,489.00
10.559 COLUMBIA MID CAP IN CLASS Z SHARES	12/11/2008	07/12/2011	129.00	66.00	63.00
556.95 COLUMBIA MID CAP IN CLASS Z SHARES	12/11/2008	07/12/2011	6,795.00	3,475.00	3,320.00
152. HOME DEPOT INC	07/10/1997	07/12/2011	5,558.00	2,270.00	3,288.00
515. ISHARES TR GOLDMAN SA	05/15/2009	07/12/2011	57,411.00	50,012.00	7,399.00
52. PROCTER & GAMBLE CO	03/24/2005	07/12/2011	3,370.00	2,693.00	677.00
128. PROCTER & GAMBLE CO	04/10/2000	07/12/2011	8,295.00	4,087.00	4,208.00
247. STAPLES INC	06/22/2004	07/12/2011	3,816.00	4,820.00	-1,004.00
2105.263 COLUMBIA SHORT TE CLASS Z SHARES	07/17/2003	07/20/2011	20,968.00	21,200.00	-232.00
7432.89 COLUMBIA SHORT TER CLASS Z SHARES	07/08/2003	07/20/2011	74,032.00	74,626.00	-594.00
251.509 COLUMBIA SHORT TER CLASS Z SHARES	07/08/2003	08/12/2011	2,500.00	2,525.00	-25.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 175,472.00

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ELIAS S. FAISON FOUNDATION
56-6052820
Balance Sheet
12/30/2011



Cusip	Asset	Units	Basis	Market Value
885215566	THORNBURG INTL VALUE FUND	2391.726	62,471.89	58,788.63
77956H104	ROWE T PRICE INTL FDS INC	1715.758	17,482.78	16,711.48
722005667	PIMCO COMMODITY REALRETURN	13216.807	107,805.29	86,437.92
63872W409	NATIXIS FDS TR IV AEW REAL	1187.709	17,651.90	20,179.18
55273E640	MFS EMERGING MKTS DEBT FUND	960.874	14,487.75	13,951.89
52106N889	LAZARD EMERGING MKTS EQUITY	9280.504	184,236.30	155,912.47
47803W406	JOHN HANCOCK FDS III DISCIPLINED	4464.020	54,754.43	50,398.79
47803T627	JOHN HANCOCK FDS III INTL GROWTH	3327.240	62,419.02	61,354.31
19765Y886	COLUMBIA BOND FUND	10481.931	97,855.05	99,368.71
19765Y688	COLUMBIA SELECT LARGE CAP	17607.835	237,863.72	211,646.18
19765N245	COLUMBIA DIVIDEND INCOME FUND	18109.993	246,658.10	246,658.10
19765J814	COLUMBIA SMALL CAP INDEX FUND	3358.312	40,995.54	54,975.57
19765H362	COLUMBIA SHORT TERM BOND FUND	44955.639	441,821.78	443,262.60
19763T889	COLUMBIA INCOME OPPORTUNITIES	5882.763	51,025.83	54,886.18
197199409	COLUMBIA ACORN FUND	1763.927	56,124.57	48,613.83
093001188	WILLIAM BLAIR INTL SMALL CAP	3796.931	42,601.57	43,512.83
	Cash/Cash Equivalent	89494.840	89,494.84	89,494.84
		Totals:	1,825,750.36	1,756,153.48