Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

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

Name of foundation INDEPENDENT INSURANCE AGENTS AND BROKERS OF SOUTH CAROLINA FOUNDATION

A Employer identification number 57-0781364

Number and street (or P O box number if mail is not delivered to street address) 800 GRACERN ROAD

Room/suite

B Telephone number (see instructions) (803) 731-9460

City or town, state, and ZIP code COLUMBIA, SC 29210

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 545,459.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	13,575.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	14,999.	14,999.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	15,506.			
	b Gross sales price for all assets on line 6a 154,867.				
	7 Capital gain net income (from Part IV, line 2)		15,506.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	44,080.	30,505.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	2,265.	2,265.		
	c Other professional fees (attach schedule)				
	17 Interest	120.	120.		
	18 Taxes (attach schedule) (see instructions) **	147.	147.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	14,722.	14,722.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	17,254.	17,254.		
	25 Contributions, gifts, grants paid	19,185.			19,185.
	26 **Total expenses and disbursements** Add lines 24 and 25	36,439.	17,254.	0	19,185.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	7,641.			
	b **Net investment income** (if negative, enter -0-)		13,251.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	23,530.	23,054.	23,054.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	89,146.	91,441.	97,757.
	b	Investments - corporate stock (attach schedule) ATCH 5	298,895.	315,069.	342,018.
	c	Investments - corporate bonds (attach schedule) ATCH 6	85,967.	75,615.	83,367.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	497,538.	505,179.	546,196.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	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. ▶ [X]			
	27	Capital stock, trust principal, or current funds	497,538.	505,179.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	497,538.	505,179.	
	31	Total liabilities and net assets/fund balances (see instructions)	497,538.	505,179.	

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	497,538.
2	Enter amount from Part I, line 27a	2	7,641.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	505,179.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	505,179.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
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				
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				
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	15,506.
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	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 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			
2009			
2008			
2007			
2006			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	265.
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	265.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	265.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 774.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	774.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	509.
11	Enter the amount of line 10 to be *Credited to 2012 estimated tax* ▶ 509. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ SC,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		

Website address ▶ N/A

14 The books are in care of ▶ BETH CHASTIE Telephone no ▶ 803-731-9460

Located at ▶ 800 GRACERN ROAD COLUMBIA, SC ZIP+4 ▶ 29210

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

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 7		0	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				

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

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		0

Total number of others receiving over $50,000 for professional services . . . . ▶

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	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	522,403.
b	Average of monthly cash balances	1b	20,631.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	543,034.
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	
3	Subtract line 2 from line 1d	3	543,034.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,146.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	534,888.
6	**Minimum investment return.** Enter 5% of line 5	6	26,744.

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	26,744.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	265.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	265.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	26,479.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	26,479.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	26,479.

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	19,185.
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	
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	19,185.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	19,185.

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				26,479.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			18,057.	
b Total for prior years 20 09 , 20 08 , 20 07				
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				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 19,185.				
a Applied to 2010, but not more than line 2a			18,057.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				1,128.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
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				25,351.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
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				

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

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))

N/A

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

N/A

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

Check here ▶ [ ] 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:

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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				
ATTACHMENT 8				
Total . . . . . . ▶ 3a				19,185.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	14,999.	
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	15,506.	
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)				30,505.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 30,505.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
1C	5,000.	INDEP.INS.AGENTS	OPERATING EXPENSES

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? [X] Yes [ ] No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
INDEPEND. INSURANCE AGENTS	501(C)(6)	HISTORIC & CONTINUING RELATIONSHIP

Sign Here

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

Signature of officer or trustee: G. Frank Sheppard Date: 5/10/2012 Title: President

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [X] if self-employed	PTIN
HARRY D. DELOACH	Harry D. DeLoach	05/10/2012		P00592698

Firm's name ▶ DELOACH & WILLIAMSON, LLP — Firm's EIN ▶ 57-0964814

Firm's address ▶ 1401 MAIN STREET, SUITE 660, COLUMBIA, SC 29201 — Phone no 803-771-8855

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	Employer identification number
INDEPENDENT INSURANCE AGENTS AND BROKERS OF SOUTH CAROLINA FOUNDATION	57-0781364

Organization type (check one).

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization INDEPENDENT INSURANCE AGENTS AND BROKERS OF SOUTH CAROLINA FOUNDATION

Employer identification number 57-0781364

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	IIABSC AGENCY, INC 800 GRACERN ROAD COLUMBIA, SC 29210	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	OTHER VARIOUS CONTRIBUTORS	$ 3,575.	Person [X] 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	Employer identification number
INDEPENDENT INSURANCE AGENTS AND BROKERS OF SOUTH CAROLINA FOUNDATION	57-0781364

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
		$	

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

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

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

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

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

Name of organization INDEPENDENT INSURANCE AGENTS AND BROKERS OF SOUTH CAROLINA FOUNDATION

Employer identification number 57-0781364

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. See instructions) ▶ $

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

(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

(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

(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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		MSSB ACCT # 607-09352-15: SEE ATTACHED PROPERTY TYPE: SECURITIES				P	12/23/2009	08/09/2011
23,546.		22,711.					835.	
		MSSB ACCT # 607-31172-17: SEE ATTACHED PROPERTY TYPE: SECURITIES				P	02/18/2011	06/14/2011
28,055.		26,524.					1,531.	
		MSSB ACCT # 607-31172-17: SEE ATTACHED PROPERTY TYPE: SECURITIES				P	04/13/2010	05/05/2011
103,266.		90,126.					13,140.	
TOTAL GAIN(LOSS)							15,506.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGANSTANLEY SMITHBARNEY	14,999.	14,999.
TOTAL	14,999.	14,999.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DELOACH & WILLIAMSON, LLP	2,265.	2,265.		
TOTALS	2,265.	2,265.		

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	147.	147.
TOTALS	147.	147.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CONSULTING SERVICES	9,722.	9,722.
ADMINISTRATIVE FEES	5,000.	5,000.
TOTALS	14,722.	14,722.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MORGANSTANLEY SMITHBARNEY	315,069.	342,018.
TOTALS	315,069.	342,018.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INCLUDES ACCRUED INTEREST	75,615.	83,367.
TOTALS	75,615.	83,367.

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HERBERT C. ADAMS 88 CHESTNUT RIDGE ROAD LAURENS, SC 29360	CHAIR 1.00	0	0	0
JOHN T. COOK POST OFFICE BOX 8100 MYRTLE BEACH, SC 29578	VICE CHAIR 1.00	0	0	0
WILLIAM THOMAS POST OFFICE BOX 5159 HILTON HEAD ISLAND, SC 29838	TRUSTEE 1.00	0	0	0
CHARLES S. DORTON POST OFFICE BOX 7817 COLUMBIA, SC 29202	TRUSTEE 1.00	0	0	0
ANDREW N. THEODORE POST OFFICE BOX 6727 COLUMBIA, SC 29260	SECRETARY 1.00	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
USC BUSINESS PARTNERSHIP FOUNDATION	NOT APPLICABLE PUBLIC	SUPPORT EXEMPT PURPOSE	1,000.
CLEMSON UNIVERSITY	NOT APPLICABLE PUBLIC	SUPPORT EXEMPT PURPOSE	1,000.
IIABSC EDUCATION	NOT APPLICABLE PUBLIC	SUPPORT EXEMPT PURPOSE	16,185.
ARSON AWARD	NOT APPLICABLE INDIVIDUAL	SUPPORT EFFORTS TO DETER ARSON	1,000.
		TOTAL CONTRIBUTIONS PAID	19,185.

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: INDEPENDENT INSURANCE AGENTS AND BROKERS OF SOUTH CAROLINA FOUNDATION

Employer identification number: 57-0781364

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	1,531.
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	1,531.

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					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	13,975.
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	13,975.

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			1,531.
14	Net long-term gain or (loss):				
	a Total for year	14a			13,975.
	b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
	c 28% rate gain	14c			
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15			15,506.

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

Part IV Capital Loss Limitation

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

a The loss on line 15, column (3) **or** b $3,000 . . . . . 16 ( )

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: INDEPENDENT INSURANCE AGENTS AND BROKERS OF

Employer identification number: 57-0781364

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a MSSB ACCT # 607-31172-17: SEE ATTACHED	02/18/2011	06/14/2011	28,055.	26,524.	1,531.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 1,531.

MorganStanley
SmithBarney

Ref: 00001161 00032844

2011 Year End Summary

INDEPENDENT INSURANCE AGENTS

Account Number 607-31172-17 549

Details of Short Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000120	20	ADVANCE AUTO PARTS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/02/10	02/07/11	$ 1,293 18	$ 827.27		$ 465 91
125000230	40 30	EXELON CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/17/10 05/17/10	02/16/11	1,657 92 1,243.44	1,773 60 1,239 14	(115 68)	 4.30
125000290	10	INTEL CORP MorganStanley SmithBarney LLC acted as principal in this transaction	11/29/10	06/14/11	216 49	212.59		3.90
125000330	145 20 25	LIFE TECHNOLOGIES CORP MorganStanley SmithBarney LLC acted as principal in this transaction	07/26/11 07/29/11 08/17/11	10/11/11	5,334 37 735 78 919 72	7,302 68 900.61 971 59	(1,968 31) (164 83) (51 87)	
125000370	25	MCGRAW HILL COS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/21/11	07/21/11	1,117 21	942 67		174.54
125000380	5	MERCK & CO INC NEW MorganStanley SmithBarney LLC acted as your agent in this transaction	06/14/10	06/14/11	177 04	175.39		1 65
125000440	130	RESEARCH IN MOTION LTD-CAD MorganStanley SmithBarney LLC acted as principal in this transaction	09/27/10	02/14/11	8,727.45	6,294 03		2,433 42
125000480	35	ST JUDE MEDICAL INC MorganStanley SmithBarney LLC acted as your agent in this transaction	01/07/11	07/26/11	1,670.25	1,428 07		242 18
125000530	5	VALE S A SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction	02/18/11	06/14/11	152.94	176 04	(23 10)	
Total					**$ 28,055 44**	**$ 26,524 09**	**($ 2,329 79)**	**$ 3,861 14**

2011 YEAR END SUMMARY

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

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 MSSB ACCT # 607-09352-15: SEE ATTACHED	12/23/2009	08/09/2011	23,546.	22,711.	835.
MSSB ACCT # 607-31172-17: SEE ATTACHED	04/13/2010	05/05/2011	103,266.	90,126.	13,140.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 13,975.

INDEPENDENT INSURANCE AGENTS

Account Number 607-09352-15 549

Details of 1099 Reported Interest Income 2011, Boxes 1-4 - *continued*

Reference number	CUSIP Description	Interest income (Box 1)	Early withdrawal penalty (Box 2)	Interest on US Savings Bonds and Treas obligations (Box 3)	Federal income tax withheld (Box 4)
130002500	912828NB20B0 U S TREASURY NOTES SER AK-2012 DTD 04/30/2010 DUE 04/30/2012 RATE 1 000			$ 160.00	
130002600	912828PC80B0 U S TREASURY NOTES SER F-2010 DTD 11/15/2010 DUE 11/15/2020 RATE 2 625			262.50	
Totals		$ 5,327 69		$ 1,829.33	

Details of Long Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	5,000	BANK OF AMERICA CORP GLOBAL DTD 9/25/02 DUE 09/15/2012 RATE 4.875 YTM 4 017	12/19/05	08/10/11	$ 5,044 85	$ 4,969 90 **$ 4,969 90**	$ 74 95 **$ 74 95**	$ 0.00 $ 74 95
125000020	5,000	CISCO SYSTEMS INC DTD 02/22/2006 DUE 02/22/2011 RATE 5.250	12/07/06	02/22/11	5,000.00	5,062 40 **5,000 00**	(62 40) **0.00**	0 00 0 00
125000030	7,000	U S TREASURY NOTES SER C-2011 DTD 08/15/2001 DUE 08/15/2011 RATE 5 000	08/30/05	08/15/11	7,000 00	7,369 69 **7,000 00**	(369 69) **0 00**	0 00 0 00
125000040	6,000	U S TREASURY NOTES SER C-2019 DTD 05/15/2009 DUE 05/15/2019 RATE 3 125 YIELD 1.959MTY	12/23/09	08/09/11	6,501.56	5,741 25 **5,741.25**	760 31 **760 31**	38 67 721 64
Total					**$ 23,546 41**	$ 23,143 24 **$ 22,711.15**	$ 403 17 **$ 835 26**	$ 38 67 $ 796 59

INDEPENDENT INSURANCE AGENTS
Account Number 607-31172-17 549

Details of Long Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	20	ACE LIMITED MorganStanley SmithBarney LLC acted as your agent in this transaction	04/24/09	01/05/11	$ 1,246.27	$ 885 38		$ 360.89
125000030	5	ACE LIMITED MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/24/09	06/14/11	328.69	221.34		107.35
125000040	15	ACE LIMITED MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/24/09	10/14/11	943.55	664 03		279.52
125000050	240	FLEXTRONICS INTL LTD USD MorganStanley SmithBarney LLC acted as principal in this transaction.	12/10/08	01/10/11	1,935 06	624 48		1,310.58
125000060	140 135	FLEXTRONICS INTL LTD USD MorganStanley SmithBarney LLC acted as principal in this transaction.	12/10/08 01/30/09	02/07/11	1,114.93 1,075.12	364 28 351 26		750 65 723.86
125000070	15	FLEXTRONICS INTL LTD USD MorganStanley SmithBarney LLC acted as principal in this transaction	01/30/09	06/14/11	105.59	39 03		66.56
125000080	65	AT&T INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/18/08	06/07/11	1,982.15	2,295 80	(313.65)	
125000090	5	AT&T INC MorganStanley SmithBarney LLC acted as your agent in this transaction	06/18/08	06/14/11	153 39	176 60	(23 21)	

2011 YEAR END SUMMARY

INDEPENDENT INSURANCE AGENTS

Account Number 607-31172-17 549

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	75	AT&T INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/18/08	08/23/11	$ 2,152 73	$ 2,649 00	($ 496.27)	
125000130	85	ADVANCE AUTO PARTS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/02/10	08/11/11	4,636.06	3,515 89		1,120.17
	35		03/19/10		1,908 97	1,510 16		398.81
125000140	10	BRISTOL MYERS SQUIBB CO MorganStanley SmithBarney LLC acted as your agent in this transaction	04/17/09	06/14/11	276.99	207.88		69.11
125000150	55	BRISTOL MYERS SQUIBB CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/17/09	09/28/11	1,716.64	1,143 37		573.27
125000160	30	CAPITAL ONE FINL CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/18/08	04/26/11	1,630 19	1,261.50		368.69
125000170	5	CHUBB CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	06/18/08	06/14/11	319 69	261 65		58.04
125000180	20	CHUBB CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	06/18/08	06/28/11	1,237.27	1,046 60		190.67
125000190	15	CHUBB CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/18/08	08/24/11	899 05	784.95		114.10
125000200	40	CHUBB CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	06/18/08	10/27/11	2,786.72	2,093 20		693.52
	10		07/21/08		696 68	473 80		222 88
	5		08/05/08		348.34	242 93		105 41

2011 YEAR END SUMMARY

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000210	30	CONOCOPHILLIPS MorganStanley SmithBarney LLC acted as your agent in this transaction	06/18/08	03/21/11	$ 2,335 02	$ 2,844 10	($ 509 08)	
125000220	20 130 30	CONOCOPHILLIPS MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/18/08 07/21/08 06/05/09	08/16/11	1,329.48 8,641 61 1,994.22	1.896 07 11.087.69 1.349.45	(566 59) (2,446 08)	 644.77
125000230	120	EXELON CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/15/09	02/16/11	4,973.77	6,123 30	(1,149 53)	
125000240	10	GAMESTOP CORP NEW CL A MorganStanley SmithBarney LLC acted as your agent in this transaction	05/27/09	06/14/11	262.39	229 16		33 23
125000250	45	GAMESTOP CORP NEW CL A MorganStanley SmithBarney LLC acted as your agent in this transaction	05/27/09	06/15/11	1,185.15	1,031.22		153 93
125000260	115	GAMESTOP CORP NEW CL A MorganStanley SmithBarney LLC acted as your agent in this transaction	05/27/09	10/11/11	2,812 46	2,635 35		177 11
125000270	50 5	GAMESTOP CORP NEW CL A MorganStanley SmithBarney LLC acted as your agent in this transaction	05/27/09 06/23/09	10/31/11	1,289.45 128 94	1,145 81 103 40		143.64 25 54
125000280	20	GAMESTOP CORP NEW CL A MorganStanley SmithBarney LLC acted as your agent in this transaction	06/23/09	11/18/11	449 82	413 61		36.21
125000300	5	INTL BUSINESS MACHINES CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	07/21/08	05/20/11	848.53	642 55		205 98

2011 YEAR END SUMMARY

2011 Year End Summary

INDEPENDENT INSURANCE AGENTS
Account Number 607-31172-17 549

Details of Long Term Gain (Loss) 2011 *- continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000310	5	INTL BUSINESS MACHINES CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	07/21/08	10/25/11	$ 907.07	$ 642 55		$ 264.52
125000320	10	JOHNSON & JOHNSON	06/18/08	05/11/11	663.04	646 50		16 54
	90	MorganStanley SmithBarney LLC	07/21/08		5,967 34	6,085 71	(118 37)	
	40	acted as your agent	04/22/09		2,652.15	2,051 62		600 53
	35	in this transaction	03/19/10		2,320 63	2,278 54		42 09
125000340	5	ELI LILLY & CO MorganStanley SmithBarney LLC acted as your agent in this transaction	06/18/08	06/14/11	186.79	236 05	(49 26)	
125000350	130	MCGRAW HILL COS INC MorganStanley SmithBarney LLC acted as your agent in this transaction	04/13/10	06/09/11	5,376.79	4,696 26		680 53
125000360	5	MCGRAW HILL COS INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	04/13/10	06/14/11	207.34	180 63		26 71
125000370	50	MCGRAW HILL COS INC	04/13/10	07/21/11	2,234 42	1,806.25		428 17
	50	MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/16/10		2,234 42	1,535 13		699 29
125000390	5	MICROSOFT CORP MorganStanley SmithBarney LLC acted as principal in this transaction.	04/09/10	06/14/11	121.84	150 76	(28 92)	
125000400	5	MORGAN STANLEY MorganStanley SmithBarney LLC acted as your agent in this transaction	06/18/08	06/14/11	117.19	201 45	(84 26)	
125000410	65	ORACLE CORP MorganStanley SmithBarney LLC acted as principal in this transaction.	06/18/08	03/25/11	2,163 46	1,461 72		701 74

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000420	10	ORACLE CORP MorganStanley SmithBarney LLC acted as principal in this transaction.	06/18/08	06/14/11	$ 320.19	$ 224 88		$ 95.31
125000430	30	ORACLE CORP MorganStanley SmithBarney LLC acted as principal in this transaction	06/18/08	11/02/11	965.68	674.64		291.04
125000450	20	ST JUDE MEDICAL INC MorganStanley SmithBarney LLC acted as your agent in this transaction	04/17/09	05/25/11	986 27	717.62		268.65
125000460	5	ST JUDE MEDICAL INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/17/09	06/14/11	244 29	179.41		64.88
125000470	50	ST JUDE MEDICAL INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/17/09	06/17/11	2,418.51	1.794 06		624.45
125000480	60 55 30	ST JUDE MEDICAL INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/17/09 06/23/09 10/06/09	07/26/11	2,863.27 2,624.66 1,431.63	2,152 87 2 259.10 1 021 19		710 40 365.56 410 44
125000490	15	V F CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	07/29/09	06/21/11	1,576.85	950 33		626 52
125000500	25	V F CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/29/09	09/23/11	3,139.07	1,583 89		1,555.18
125000510	15	V F CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/09	09/30/11	1,840.72	1,100.35		740.37

2011 YEAR END SUMMARY

INDEPENDENT INSURANCE AGENTS
Account Number 607-31172-17 549

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000520	15	V F CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	10/27/09	12/06/11	$ 2,090 02	$ 1,100 36		$ 989.66
125000540	5	WAL-MART STORES INC MorganStanley SmithBarney LLC acted as your agent in this transaction	07/20/09	06/14/11	265 34	241 79		23.55
125000550	95	WESTERN DIGITAL CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/13/10	05/05/11	3,602 03	3,837 80	(235 77)	
Total					**$ 103,265.93**	**$ 90,126 30**	**($ 6,020 99)**	**$ 19,160.62**

Details of Deposits and Withdrawals 2011

This section reflects any deposits or withdrawals made to your account during the year.

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	01/12/11	CSG 4TH QTR FEE FROM 10/01/2010 TO 12/31/2010		$ 376.00
220000300	04/08/11	CSG 1ST QTR FEE FROM 01/01/2011 TO 03/31/2011		399.00
220000500	05/06/11	VALE S A SPON ADR ADR FEE OF .01500 PER SHR RECORD 04/18/11 PAY 05/06/11		3.00
220000700	07/13/11	CSG 2ND QTR FEE FROM 04/01/2011 TO 06/30/2011		412 00
220000900	09/02/11	VALE S A SPON ADR ADR FEE OF 00500 PER SHR RECORD 08/16/11 PAY 09/02/11		1 13
220001100	10/21/11	CONSULTING & ADVISORY SERVICES FROM 10/01/11 TO 12/31/11		1,201.55
220000200	01/21/11	CONSULTING & ADVISORY SERVICES FROM 01/01/11 TO 03/31/11		$ 1,278.84
220000400	04/15/11	CONSULTING & ADVISORY SERVICES FROM 04/01/11 TO 06/30/11		1,347.52
220000600	06/13/11	FROM 607-31172-01 TO 607-04224-01 SAME NAME & SSN		3,778.66
220000800	07/15/11	CONSULTING & ADVISORY SERVICES FROM 07/01/11 TO 09/30/11		1,353.24
220001000	10/12/11	CSG 3RD QTR FEE FROM 07/01/2011 TO 09/30/2011		377.00
220001200	11/07/11	VALE S A SPON ADR ADR FEE OF .00500 PER SHR RECORD 10/19/11 PAY 11/07/11		1.13

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