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: THE BALLOUN FAMILY FOUNDATION

A Employer identification number: 58-6381081

Number and street (or P O. box number if mail is not delivered to street address): 1525 WEST WT HARRIS BLVD

Room/suite:

B Telephone number (see instructions): (336) 747-8185

City or town, state, and ZIP code: CHARLOTTE, NC 28288-5709

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: [X] 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)* ▶ $ 981,050.

J Accounting method: [X] 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)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	25,957.	25,193.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	189,079.			
	b Gross sales price for all assets on line 6a 954,907.				
	7 Capital gain net income (from Part IV, line 2)		189,079.		
	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	215,036.	214,272.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	NONE	NONE		NONE
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	2,061.	NONE	NONE	2,061.
	c Other professional fees (attach schedule) STMT 3	14,000.	14,000.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	6,775.	607.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	22,836.	14,607.	NONE	2,061.
	25 Contributions, gifts, grants paid	41,000.			41,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	63,836.	14,607.	NONE	43,061.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	151,200.			
	b **Net investment income** (if negative, enter -0-)		199,665.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED MAY 17 2012 OGDEN, UT E2-644 IRS-OSC

ENVELOPE POSTMARK DATE MAY 14 2012

SCANNED MAY 29 2012

19

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	1,664.	277.	277.
	2 Savings and temporary cash investments	46,289.	43,823.	43,823.
	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 ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 5		650,889.	660,552.
	c Investments - corporate bonds (attach schedule) STMT 6	766,301.	274,451.	276,398.
	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)	814,254.	969,440.	981,050.
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 ▶ ☐ 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	814,254.	969,440.	
	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)	814,254.	969,440.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	814,254.	969,440.	

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	814,254.
2 Enter amount from Part I, line 27a	2	151,200.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	4,899.
4 Add lines 1, 2, and 3	4	970,353.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	913.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	969,440.

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	948,465.		765,828.	182,637.
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				182,637.
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	189,079.
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	46,500.	988,173.	0.04705653767
2009	51,641.	869,693.	0.05937842434
2008	59,231.	1,045,884.	0.05663247549
2007	57,137.	1,231,357.	0.04640165281
2006	52,076.	1,154,031.	0.04512530426

2 **Total** of line 1, column (d)	2	0.25459439457
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	0.05091887891
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,049,553.
5 Multiply line 4 by line 3	5	53,442.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,997.
7 Add lines 5 and 6	7	55,439.
8 Enter qualifying distributions from Part XII, line 4	8	43,061.

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	3,993.
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	3,993.
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	3,993.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 3,196.		
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	3,196.
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	797.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be. **Credited to 2012 estimated tax** ▶ Refunded ▶	11	

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) ▶ GA			
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	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK NA Telephone no. ▶ (336)747-8185

Located at ▶ 1 WEST 4TH STREET, WINSTON SALEM, NC ZIP + 4 ▶ 27101-3818

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		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 ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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
SEE STATEMENT 10		-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
SEE STATEMENT 11		NONE	NONE	NONE

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

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
SEE STATEMENT 12		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 ▶	

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	968,732.
b	Average of monthly cash balances	1b	96,804.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,065,536.
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	1,065,536.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,983.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,049,553.
6	**Minimum investment return.** Enter 5% of line 5	6	52,478.

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	52,478.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,993.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,993.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	48,485.
4	Recoveries of amounts treated as qualifying distributions			4	4,000.
5	Add lines 3 and 4			5	52,485.
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	52,485.

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	43,061.
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	43,061.
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	43,061.

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				52,485.
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			40,357.	
b	Total for prior years: 20 09 ,20 ___ ,20 ___		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. ▶ $ 43,061.				
a	Applied to 2010, but not more than line 2a			40,357.	
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				2,704.
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				49,781.
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 22				
Total . . . . ▶ **3a**				41,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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	25,957.	
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	189,079.	
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)				215,036.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 215,036.

(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.)
	NOT APPLICABLE

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

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

b If "Yes," complete the following schedule.

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

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

Signature of officer or trustee | Date 5/3/12 | Title Trustee

BALLOUN FAMILY FOUNDATION

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only				
Print/Type preparer's name: DERRICK PUCKETT	Preparer's signature	Date: 04/19/2012	Check ☐ if self-employed	PTIN: P01031673
Firm's name ▶ WELLS FARGO BANK, N.A.			Firm's EIN ▶ 94-3080771	
Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28288			Phone no 704-427-6882	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARTIO TOTAL RETURN BD FD CL I #1524	944.	944.
DODGE & COX INCOME FD COM	1,218.	1,218.
DREYFUS EMG MKT DEBT LOC C-I #6083	1,332.	1,332.
FLEMING CAP MUTUAL FUND GROUP J P MORGAN	400.	400.
ING INTERNATIONAL REAL EST-I #2664	303.	303.
JPMORGAN HIGH YIELD FUND SS #3580	2,145.	2,145.
NUVEEN FUNDS INT DURATION MUNI BD FD CL	49.	
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	790.	790.
PIMCO FOREIGN BOND FUND-INST	706.	706.
PIMCO EMERG MKTS BD-INST #137	516.	516.
PIMCO COMMODITY REAL RET STRAT-I#45	4,377.	4,377.
SPDR DJ WILSHIRE INTERNATIONAL REAL	785.	785.
VANGUARD INFLAT PROTECT SEC FD #119	661.	661.
VANGARD MSCI EMERGING MARKETS EFT	1,080.	1,080.
VANGUARD REIT VIPER	1,567.	1,051.
WF ADV INDEX FUND-ADMIN #88	841.	841.
WF ADV C & B LARGE CAP VAL-I #1868	1,378.	1,378.
WELLS FARGO ADV TOT RT BD FD-IN #944	353.	353.
WELLS FARGO ADV EMG MK E-INS #4146	530.	530.
WELLS FARGO ADV INTL BOND-IS #4705	936.	936.
WELLS FARGO ADV DIV INTL FD-I #3113	3,052.	3,052.
WELLS FARGO ADV HI INC-INS #3110	1,122.	1,122.
WF ADV GOVT SECURITIES- I #3101	415.	415.
WF ADV SHORT-TERM BOND FUND-I#3102	225.	225.
WELLS FARGO ADV S/T MUNI-INS #3161	13.	
WELLS FARGO ADV INTM T/F-INS #3158	192.	6.
FEDERATED TREAS OBL FD 68	2.	2.
WF ADV HERITAGE MM FD-INSTL #3106	25.	25.
TOTAL	25,957.	25,193.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	2,061.			2,061.
TOTALS	2,061.	NONE	NONE	2,061.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO BANK - AGENT	14,000.	14,000.
TOTALS	14,000.	14,000.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	2,972.	
FEDERAL ESTIMATES - PRINCIPAL	3,196.	
FOREIGN TAXES ON QUALIFIED FOR	490.	490.
FOREIGN TAXES ON NONQUALIFIED	117.	117.
TOTALS	6,775.	607.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
22544R305 CREDIT SUISSE COMM R	49,754.	47,177.
339128100 JP MORGAN MID CAP VA	33,314.	33,654.
38142Y401 GOLDMAN SACHS GRTH O	16,491.	31,201.
487300808 KEELEY SMALL CAP VAL	35,208.	33,099.
78463X863 SPDR DJ WILSHIRE INT	41,147.	36,955.
87234N849 TCW SMALL CAP GROWTH	35,939.	32,098.
922042858 VANGUARD MSCI EMERGI	45,750.	40,235.
922908553 VANGUARD REIT VIPER	38,399.	41,702.
94975G686 WF ADV INDEX FUND-AD	43,655.	44,900.
94975J268 WF ADV C & B LARGE C	70,417.	74,540.
94975P751 WELLS FARGO ADV EMG	40,864.	40,498.
949915615 WF ADV CAPITAL GROWT	69,160.	73,670.
949917322 WELLS FARGO ADV DIV	130,791.	130,823.
TOTALS	650,889.	660,552.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
#04315J209 ARTIO TOTAL RETURN		
#256210105 DODGE & COX INCOME		
#251980494 DREYFUS EMERGING		
#4812C0803 JP MORGAN HIGH		
#94985D582 WELLS FARGO ADVANT	18,735.	20,381.
#693390700 PIMCO TOTAL RETURN	19,151.	20,933.
#922031869 VANGUARD INFLATION		
#693391559 PIMCO EMERGING		
#693390882 PIMCO FOREIGN BOND		
#34984T881 GOLDEN LARGE CAP		
#38142Y401 GOLDMAN SACHS GROW		
#38142Y773 GOLDMAN SACHS GROW		
#339128100 JP MORGAN MID CAP		
#487300808 KEELEY SMALL CAP		
#784924425 SSGA EMERGING MRTS		
#87234N849 TCW SMALL CAP GROW		
#949915565 WELLS FARGO ADVANT		
#94984B181 WELLS FARGO ADVANT		
#04315J837 ARTIO INTERNATIONAL		
#256206103 DODGE & COX INTERN.		
#922042858 VANGUARD EMERGING		
#44980Q518 ING INTERNATIONAL		
#722005667 PIMCO COMMODITY		
#922908553 VANGUARD REIT VIPER		
261980494 DREYFUS EMG MKT DEBT	46,839.	44,637.
94975J581 WELLS FARGO ADV TOT	51,063.	50,591.
949917538 WELLS FARGO ADV HI I	50,363.	51,422.
949917579 WF ADV GOVT SECURITI	51,072.	51,346.
949917652 WF ADV SHORT-TERM BO	37,228.	37,088.

THE BALLOUN FAMILY FOUNDATION 58-6381081

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TOTALS	274,451.	276,398.

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

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	4,899.
TOTAL	4,899.

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

DESCRIPTION	AMOUNT
MUTUAL FUND POSTING DATE AFTER TYE	609.
ROC BASIS ADJUSTMENT	300.
ROUNDING	4.
TOTAL	913.

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

OFFICER NAME:
JIM & CAROLLEE BALLOUN
ADDRESS:
1516 CHESTNUT STREET
WILMINGTON, NC 28401
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

THE BALLOUN FAMILY FOUNDATION 58-6381081

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
==

EMPLOYEE NAME:
NONE

THE BALLOUN FAMILY FOUNDATION 58-6381081

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME:
NONE

RECIPIENT NAME:
FULL BELLY PROJECT
ADDRESS:
PO BOX 7874
WILMINGTON, NC 28406
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
TEACH FOR AMERICA
ADDRESS:
315 WEST 36TH STREET
NEW YORK, NY 10018
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
KIDS MAKING IT
ADDRESS:
15 SOUTH WATER STREET
WILMINGTON, NC 28401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
FRIENDS OF THE LOWER CAPE FEAR
ADDRESS:
1409 AUDUBON BLVD
WILMINGTON, NC 28403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CITY OF WILMINGTON
ADDRESS:
PO BOX 1810
WILMINGTON, NC 28402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
GOVERNMENT ENTITY

RECIPIENT NAME:
ARTS COUNCIL OF WILMINGTON
& NEW HANOVER COUNTY
ADDRESS:
814 MARKET STREET
WILMINGTON, NC 28401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
BOY SCOUTS OF AMERICA
WILMINGTON AREA
ADDRESS:
110 LONGSTREET DR
WILMINGTON, NC 28406
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
FRIENDS SCHOOL OF WILMINGTON
ADDRESS:
35 PEIFFER AVE
WILMINGTON, NC 28408
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
CUCALORUS FILM FOUNDATION
ADDRESS:
815 PRINCESS ST
WILMINGTON, NC 28401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
CAPE FEAR ACADEMY
ADDRESS:
3900 SOUTH COLLEGE ROAD
WILMINGTON, NC 28412
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
WESTMINSTER SCHOOLS
ADDRESS:
1424 W PACES FERRY RD
ATLANTA, GA 30327
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TEACHING FOR TOMORROW/ANNUAL FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
SHELTERING ARMS
ADDRESS:
385 CENTENNIAL OLYMPIC PARK DR
ATLANTA, GA 30313
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
GERGIA CONSERVANCY
ADDRESS:
817 W PEACHTREE ST NW
ATLANTA, GA 30308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
FAMILIES FIRST
ADDRESS:
PO BOX 7948
ATLANTA, GA 30357
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
TRINITY SCHOOL
ADDRESS:
4301 NORTHSIDE PKWY
ATLANTA, GA 30327
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT/SPOTLIGHT ON ART PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ATLANTA BOTANICAL GARDENS
ADDRESS:
1345 PIEDMONT AVE NE
ATLANTA, GA 30309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
YOUNG AUDIENCES
ADDRESS:
100 EDGEWOOD AVE NE, STE 1580
ATLANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
TREES ATLANTA
ADDRESS:
96 POPLAR ST NW
ATLANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
ATLANTA CHILDREN'S SHELTER
ADDRESS:
PO BOX 54322
ATLANTA, GA 30308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CHLDREN'S HEALTHCARE OF
ATLANTA
ADDRESS:
1584 TULLIE CIRCLE
ATLANTA, GA 30329
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
THE STUDY HALL AT
EMMAUS HOUSE
ADDRESS:
1010 CREW STREET
ATLANTA, GA 30315
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
COOL GIRLS INC
ADDRESS:
100 EDGEWOOD AVE
ATLANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
AGAPE COMMUNITY CENTER
ADDRESS:
2353 BOLTON ROAD NE STE
ATLANTA, GA 30318
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
PROJECT GRAD
ADDRESS:
260 PEACHTREE ST NE STE 402
ATLANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
BOYS & GIRLS CLUB OF WILMINGTON
NC
ADDRESS:
901 NIXON STREET
WILMINGTON, NC 28401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
1,000 PEOPLE WHO CARE
ADDRESS:
1605 PRINCESS STREET
WILMINGTON, NC 28401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SURFRIDER FOUNDATION
ADDRESS:
PO BOX 6010
SAN CLEMENTE, CA 92674
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
DREAM CENTER FOR EDUCATION
ADDRESS:
PO BOX 363
WILMINGTON, NC 28402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

TOTAL GRANTS PAID: 41,000.

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: THE BALLOUN FAMILY FOUNDATION

Employer identification number: 58-6381081

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 SHORT-TERM CAPITAL GAIN DIVIDENDS					1,713.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-1,353.
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	360.

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					4,729.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	183,990.
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	188,719.

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			360.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			188,719.
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			189,079.

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: THE BALLOUN FAMILY FOUNDATION

Employer identification number: 58-6381081

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 381. ARTIO INTERNATIONAL E	07/23/2010	05/16/2011	4,770.00	4,221.00	549.00
760.751 DIAMOND HILL LONG-I #11	08/30/2011	09/29/2011	11,921.00	12,728.00	-807.00
170. FLEMING CAP MUTUAL FU MORGAN MID CAP VALUE FUND	12/17/2010	05/16/2011	4,318.00	3,997.00	321.00
174. FLEMING CAP MUTUAL FU MORGAN MID CAP VALUE FUND	12/17/2010	07/14/2011	4,340.00	4,091.00	249.00
136. FLEMING CAP MUTUAL FU MORGAN MID CAP VALUE FUND	12/17/2010	08/26/2011	2,988.00	3,197.00	-209.00
475. FLEMING CAP MUTUAL FU MORGAN MID CAP VALUE FUND	12/17/2010	09/29/2011	10,298.00	11,167.00	-869.00
91. FLEMING CAP MUTUAL FUN MORGAN MID CAP VALUE FUND	12/17/2010	12/06/2011	2,172.00	2,139.00	33.00
81. GOLDMAN SACHS LARGE C FUND INSTITUTIONAL SHARES	07/23/2010	05/16/2011	1,011.00	859.00	152.00
1347.812 HUSSMAN STRATEGIC	08/30/2011	09/29/2011	17,483.00	16,816.00	667.00
128. ING INTERNATIONAL REA #2664	07/23/2010	05/16/2011	1,125.00	984.00	141.00
83. KEELEY SMALL CAP VAL F	12/17/2010	05/16/2011	2,196.00	2,068.00	128.00
85. KEELEY SMALL CAP VAL F	12/17/2010	07/14/2011	2,260.00	2,118.00	142.00
34. KEELEY SMALL CAP VAL F	12/17/2010	08/26/2011	757.00	847.00	-90.00
36.12169 KEELEY SMALL CAP #2251	12/17/2010	10/21/2011	832.00	900.00	-68.00 *
8.87831 KEELEY SMALL CAP V #2251	12/17/2010	10/21/2011	204.00	221.00	-17.00
98. KEELEY SMALL CAP VAL F	12/17/2010	12/06/2011	2,344.00	2,442.00	-98.00
529.577 MERGER FD SH BEN I	08/30/2011	09/29/2011	8,239.00	8,479.00	-240.00
2717.272 NUVEEN FUNDS INT MUNI BD FD CL R	10/03/2011	10/21/2011	24,537.00	24,700.00	-163.00
134. PIMCO FOREIGN BOND FU	07/23/2010	05/16/2011	1,396.00	1,419.00	-23.00
249. PIMCO COMMODITY REAL STRAT-I#45	07/23/2010	05/16/2011	2,298.00	1,897.00	401.00
74. TCW GALILEO FDS INC SM GROWTH FD	12/17/2010	05/16/2011	2,320.00	2,153.00	167.00
74. TCW GALILEO FDS INC SM GROWTH FD	12/17/2010	07/14/2011	2,287.00	2,153.00	134.00
24. TCW GALILEO FDS INC SM GROWTH FD	12/17/2010	08/26/2011	614.00	698.00	-84.00
18. TCW GALILEO FDS INC SM GROWTH FD	12/17/2010	09/29/2011	447.00	524.00	-77.00

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

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: THE BALLOUN FAMILY FOUNDATION

Employer identification number: 58-6381081

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 68. TCW GALILEO FDS INC SM GROWTH FD	12/17/2010	12/06/2011	1,852.00	1,979.00	-127.00	
94. VANGUARD INFLAT PROTEC #119	07/23/2010	05/16/2011	1,264.00	1,207.00	57.00	
57. VANGARD MSCI EMERGING	12/17/2010	12/06/2011	2,329.00	2,686.00	-357.00	
16. VANGUARD REIT VIPER	07/14/2011	08/26/2011	860.00	980.00	-120.00	
47. VANGUARD REIT VIPER	05/16/2011	09/29/2011	2,434.00	2,570.00	-136.00	
19. VANGUARD REIT VIPER	12/17/2010	12/06/2011	1,064.00	1,015.00	49.00	
35. WF ADV INDEX FUND-ADMI	05/16/2011	10/21/2011	1,541.00	1,640.00	-99.00	*
45. WF ADV INDEX FUND-ADMI	05/16/2011	12/06/2011	2,019.00	2,108.00	-89.00	
322. WF ADV C & B LARGE CA #1868	05/16/2011	10/21/2011	2,599.00	2,789.00	-190.00	*
287. WF ADV C & B LARGE CA #1868	05/16/2011	12/06/2011	2,316.00	2,485.00	-169.00	
1588.705 WELLS FARGO ADV T FD-IN #944	08/30/2011	09/29/2011	20,685.00	20,365.00	320.00	
106. WELLS FARGO ADV EMG M #4146	07/14/2011	12/06/2011	2,273.00	2,527.00	-254.00	
24. WELLS FARGO ADV INTL B	07/14/2011	08/26/2011	301.00	288.00	13.00	
195. WF ADV CAPITAL GROWTH	05/16/2011	10/21/2011	3,056.00	3,356.00	-300.00	*
191. WF ADV CAPITAL GROWTH	05/16/2011	12/06/2011	3,050.00	3,287.00	-237.00	
485. WELLS FARGO ADV DIV I #3113	05/16/2011	10/21/2011	4,617.00	5,296.00	-679.00	*
245. WELLS FARGO ADV DIV I #3113	05/16/2011	12/06/2011	2,308.00	2,675.00	-367.00	
1840.142 WF ADV GOVT SECUR #3101	08/30/2011	09/29/2011	20,738.00	20,356.00	382.00	
1589.103 WF ADV SHORT-TERM FUND-I#3102	08/30/2011	09/29/2011	13,857.00	13,954.00	-97.00	*
1002.004 WELLS FARGO ADV S #3161	10/03/2011	10/21/2011	9,980.00	10,000.00	-20.00	
8810.376 WELLS FARGO ADV I #3158	10/03/2011	10/21/2011	97,795.00	98,500.00	-705.00	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -1,353.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

JSA 1F1221 2 000

* INDICATES WASH SALE

DMJ195 5892 04/19/2012 10:08:56

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

THE BALLOUN FAMILY FOUNDATION

Employer identification number

58-6381081

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 362. ARTIO TOTAL RETURN BD #1524	01/25/2008	05/16/2011	4,945.00	4,831.00	114.00
370. ARTIO TOTAL RETURN BD #1524	01/25/2008	07/14/2011	5,073.00	4,938.00	135.00
383. ARTIO TOTAL RETURN BD #1524	01/25/2008	08/26/2011	5,328.00	5,112.00	216.00
1650.142 ARTIO TOTAL RETUR #1524	06/08/2009	09/29/2011	22,887.00	22,024.00	863.00
230. ARTIO INTERNATIONAL E	12/19/2008	05/16/2011	2,880.00	2,328.00	552.00
624. ARTIO INTERNATIONAL E	12/19/2008	07/14/2011	7,819.00	6,315.00	1,504.00
646. ARTIO INTERNATIONAL E	12/19/2008	08/26/2011	6,964.00	6,538.00	426.00
2780.235 ARTIO INTERNATION 1529	03/10/2009	09/29/2011	27,691.00	27,620.00	71.00
217. DODGE & COX INT'L STO	03/10/2009	05/16/2011	8,044.00	3,663.00	4,381.00
222. DODGE & COX INT'L STO	03/10/2009	07/14/2011	7,899.00	3,747.00	4,152.00
230. DODGE & COX INT'L STO	03/10/2009	08/26/2011	7,160.00	3,882.00	3,278.00
988.546 DODGE & COX INT'L 1048	03/10/2009	09/29/2011	29,261.00	16,687.00	12,574.00
472. DODGE & COX INCOME FD	06/08/2009	05/16/2011	6,377.00	5,582.00	795.00
483. DODGE & COX INCOME FD	12/07/2009	07/14/2011	6,501.00	5,712.00	789.00
499. DODGE & COX INCOME FD	12/07/2009	08/26/2011	6,687.00	5,901.00	786.00
2150.465 DODGE & COX INCOM	03/10/2009	09/29/2011	28,494.00	25,432.00	3,062.00
1087. GOLDEN LARGE CAP COR	06/08/2009	05/16/2011	12,087.00	8,005.00	4,082.00
1111. GOLDEN LARGE CAP COR	03/10/2009	07/14/2011	12,132.00	7,310.00	4,822.00
1149. GOLDEN LARGE CAP COR	03/10/2009	08/26/2011	10,927.00	7,560.00	3,367.00
4947.622 GOLDEN LARGE CAP	03/10/2009	09/29/2011	46,557.00	32,555.00	14,002.00
173. GOLDMAN SACHS GROWTH ES INSTITUTIONAL SHARES	03/10/2009	05/16/2011	4,489.00	2,019.00	2,470.00
173. GOLDMAN SACHS GROWTH ES INSTITUTIONAL SHARES	03/10/2009	07/14/2011	4,313.00	2,019.00	2,294.00
129. GOLDMAN SACHS GROWTH ES INSTITUTIONAL SHARES	03/10/2009	08/26/2011	2,798.00	1,505.00	1,293.00
445. GOLDMAN SACHS GROWTH ES INSTITUTIONAL SHARES	03/10/2009	09/29/2011	9,394.00	5,193.00	4,201.00
123. GOLDMAN SACHS GROWTH ES INSTITUTIONAL SHARES	03/10/2009	12/06/2011	2,943.00	1,435.00	1,508.00

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

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
THE BALLOUN FAMILY FOUNDATION	58-6381081

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 400. GOLDMAN SACHS LARGE FUND INSTITUTIONAL SHARES	03/10/2009	05/16/2011	4,992.00	2,844.00	2,148.00
492. GOLDMAN SACHS LARGE FUND INSTITUTIONAL SHARES	03/10/2009	07/14/2011	5,938.00	3,498.00	2,440.00
509. GOLDMAN SACHS LARGE FUND INSTITUTIONAL SHARES	03/10/2009	08/26/2011	5,253.00	3,619.00	1,634.00
2188.975 GOLDMAN SACHS LA VALUE FUND INSTITUTIONAL SH	03/10/2009	09/29/2011	22,218.00	15,564.00	6,654.00
195. ING INTERNATIONAL REA #2664	03/10/2009	05/16/2011	1,714.00	918.00	796.00
330. ING INTERNATIONAL REA #2664	03/10/2009	07/14/2011	2,884.00	1,554.00	1,330.00
341. ING INTERNATIONAL REA #2664	03/10/2009	08/26/2011	2,711.00	1,606.00	1,105.00
1468.347 ING INTERNATIONAL #2664	03/10/2009	09/29/2011	10,778.00	6,916.00	3,862.00
799. JPMORGAN HIGH YIELD F	01/25/2008	05/16/2011	6,712.00	5,323.00	1,389.00
816. JPMORGAN HIGH YIELD F	01/25/2008	07/14/2011	6,716.00	5,437.00	1,279.00
845. JPMORGAN HIGH YIELD F	03/10/2009	08/26/2011	6,523.00	5,630.00	893.00
3635.228 JPMORGAN HIGH YIE #3580	12/07/2009	09/29/2011	27,591.00	24,220.00	3,371.00
442. PIMCO FDS PAC INVT MG RETURN FD INSTL CL	03/10/2009	05/16/2011	4,875.00	4,410.00	465.00
452. PIMCO FDS PAC INVT MG RETURN FD INSTL CL	06/08/2009	07/14/2011	4,990.00	4,510.00	480.00
467. PIMCO FDS PAC INVT MG RETURN FD INSTL CL	03/10/2009	08/26/2011	5,123.00	4,659.00	464.00
2012.207 PIMCO FDS PAC INV TOTAL RETURN FD INSTL CL	06/08/2009	09/29/2011	21,692.00	20,076.00	1,616.00
43. PIMCO FOREIGN BOND FUN	12/07/2009	05/16/2011	448.00	446.00	2.00
172. PIMCO EMERG MKTS BD-I	03/10/2009	05/16/2011	1,932.00	1,446.00	486.00
176. PIMCO EMERG MKTS BD-I	03/10/2009	07/14/2011	1,984.00	1,434.00	550.00
182. PIMCO EMERG MKTS BD-I	03/10/2009	08/26/2011	2,049.00	1,483.00	566.00
785.136 PIMCO EMERG MKTS B	03/10/2009	09/29/2011	8,534.00	6,397.00	2,137.00
375. PIMCO COMMODITY REAL STRAT-I#45	03/10/2009	05/16/2011	3,461.00	2,123.00	1,338.00
637. PIMCO COMMODITY REAL STRAT-I#45	03/10/2009	07/14/2011	5,803.00	3,605.00	2,198.00
659. PIMCO COMMODITY REAL STRAT-I#45	03/10/2009	08/26/2011	5,944.00	3,730.00	2,214.00
2838.67 PIMCO COMMODITY RE STRAT-I#45	03/10/2009	09/29/2011	21,546.00	16,067.00	5,479.00
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					

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

THE BALLOUN FAMILY FOUNDATION

Employer identification number 58-6381081

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 188. SSGA EMERGING MARKETS	03/10/2009	05/16/2011	4,226.00	1,938.00	2,288.00
193. SSGA EMERGING MARKETS	03/10/2009	07/14/2011	4,375.00	1,990.00	2,385.00
199. SSGA EMERGING MARKETS	03/10/2009	08/26/2011	3,934.00	2,052.00	1,882.00
857.618 SSGA EMERGING MARK #1510	03/10/2009	09/29/2011	15,317.00	8,842.00	6,475.00
198. VANGUARD INFLAT PROTE #119	06/08/2009	05/16/2011	2,663.00	2,360.00	303.00
298. VANGUARD INFLAT PROTE #119	06/08/2009	07/14/2011	4,059.00	3,527.00	532.00
309. VANGUARD INFLAT PROTE #119	03/10/2009	08/26/2011	4,363.00	3,513.00	850.00
1329.125 VANGUARD INFLAT P FD #119	03/10/2009	09/29/2011	18,581.00	15,112.00	3,469.00
511. WELLS FARGO ADV INTR #517	12/19/2008	05/16/2011	6,112.00	3,679.00	2,433.00
3388.148 WELLS FARGO ADV I FD-IST #517	12/19/2008	06/10/2011	38,591.00	24,395.00	14,196.00
1153. WF ADV ENDEAVOR SELE	06/08/2009	05/16/2011	11,957.00	6,857.00	5,100.00
1178. WF ADV ENDEAVOR SELE	03/10/2009	07/14/2011	12,251.00	6,656.00	5,595.00
1219. WF ADV ENDEAVOR SELE	03/10/2009	08/26/2011	11,105.00	6,887.00	4,218.00
5247.165 WF ADV ENDEAVOR S #3124	03/10/2009	09/29/2011	47,277.00	29,646.00	17,631.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 183,990.00