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 DR. M. LEE PEARCE FOUNDATION, INC.	A Employer identification number 59-2424272
Number and street (or P O box number if mail is not delivered to street address) 5601 N. DIXIE HIGHWAY, #411 — Room/suite	B Telephone number (see instructions) (954) 202-1998 EXT 242
City or town, state, and ZIP code FORT LAUDERDALE, FL 33334	C If exemption application is pending check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 11,485,012.

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

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

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

	Line	Description	(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)	24,950.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	54,879.	54,879.		ATCH 1
	4	Dividends and interest from securities	165,677.	165,677.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-157,831.			
	b	Gross sales price for all assets on line 6a 1,950,556.				
	7	Capital gain net income (from Part IV, line 2)				
	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)	28,639.	50.		ATCH 3
	12	**Total** Add lines 1 through 11	116,314.	220,606.		
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) ATCH 4	62,546.			
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) *	101,170.	50,761.		4,904.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) **	1,212.	1,187.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	169,976.	330.		
	24	**Total operating and administrative expenses** Add lines 13 through 23	334,904.	52,278.		4,904.
	25	Contributions, gifts, grants paid	1,140,159.			1,140,159.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,475,063.	52,278.	0	1,145,063.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,358,749.			
	b	**Net investment income** (if negative, enter -0-)		168,328.		
	c	**Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions. *ATCH 5 JSA ** ATCH 6 Form **990-PF** (2011) 2

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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	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	488,692.	10,335.	10,335.
	2 Savings and temporary cash investments	1,261,725.	477,460.	477,460.
	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			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 8	8,325,039.	8,462,755.	8,471,611.
	c Investments - corporate bonds (attach schedule) ATCH 9	1,341,279.	1,408,352.	1,175,322.
	11 Investments - land, buildings, and equipment basis ▶ 4,201.			ATCH 10
	Less accumulated depreciation (attach schedule) ▶ 4,201.			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 11	144,914.	49,411.	49,411.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 12)	1,269,097.	1,300,873.	1,300,873.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	12,830,746.	11,709,186.	11,485,012.
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 ▶ ATCH 13)		410.	
	23 Total liabilities (add lines 17 through 22)	0	410.	
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			
	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)	12,830,746.	11,708,776.	
	31 Total liabilities and net assets/fund balances (see instructions)	12,830,746.	11,709,186.	

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	12,830,746.
2 Enter amount from Part I, line 27a	2	-1,358,749.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 14	3	236,779.
4 Add lines 1, 2, and 3	4	11,708,776.
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	11,708,776.

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	-157,831.
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	1,239,489.	12,504,598.	0.099123
2009	834,509.	12,432,989.	0.067121
2008	1,054,970.	15,505,631.	0.068038
2007	811,278.	15,068,123.	0.053841
2006	848,095.	15,701,990.	0.054012

2	**Total** of line 1, column (d)	2	0.342135
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	0.068427
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	12,240,882.
5	Multiply line 4 by line 3	5	837,607.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,683.
7	Add lines 5 and 6	7	839,290.
8	Enter qualifying distributions from Part XII, line 4	8	1,145,063.

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 ▶ [X] and enter 1% of Part I, line 27b			1	1,683.
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	1,683.
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	1,683.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	13,666.		
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	13,666.
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	11,983.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 11,983. **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	X	
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) ▶ DE, FL,			
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 ▶ PHYLLIS JOHNS Telephone no ▶ 954-202-1998

Located at ▶ 5601 N. DIXIE HIGHWAY, SUITE 411 FORT LAUDERDALE, FL ZIP + 4 ▶ 33334

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 (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X (No)

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 15		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 NOT APPLICABLE	
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	8,565,538.
b	Average of monthly cash balances	1b	789,106.
c	Fair market value of all other assets (see instructions)	1c	3,072,647.
d	**Total** (add lines 1a, b, and c)	1d	12,427,291.
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	12,427,291.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	186,409.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,240,882.
6	**Minimum investment return.** Enter 5% of line 5	6	612,044.

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	612,044.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,683.		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,683.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	610,361.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	610,361.
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	610,361.

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	1,145,063.
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	1,145,063.
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	1,683.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,143,380.

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				610,361.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only				
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 529,613.				
f	**Total** of lines 3a through e	529,613.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,145,063.				
a	Applied to 2010, but not more than line 2a				
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				610,361.
e	Remaining amount distributed out of corpus	534,702.			
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	1,064,315.			
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				
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	1,064,315.			
10	Analysis of line 9				
a	Excess from 2007				
b	Excess from 2008				
c	Excess from 2009				
d	Excess from 2010 529,613.				
e	Excess from 2011 534,702.				

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))

M. LEE PEARCE

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 ▶ [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 ATTACHED STATEMENT				1,140,159.
Total . . . . . ▶ 3a				1,140,159.
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			14	54,879.	
4 Dividends and interest from securities			14	165,677.	
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	-157,831.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 16		-931.		50.	29,520.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-931.		62,775.	29,520.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 91,364.

(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
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Timothy C Lincoln 11/14/12 ▶ SEC.

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY MUTNIK	Jeffrey Mutnik CPA	11/13/12		

Firm's name ▶ BERKOWITZ POLLACK BRANT, LLP Firm's EIN ▶

Firm's address ▶ 200 S. BISCAYNE BLVD., SIXTH FLOOR MIAMI, FL 33131 Phone no 305 379-7000

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
THE DR. M. LEE PEARCE FOUNDATION, INC.

Employer identification number
59-2424272

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 THE DR. M. LEE PEARCE FOUNDATION, INC.

Employer identification number 59-2424272

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	M. LEE PEARCE, M.D. 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	$ 24,950.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization THE DR. M. LEE PEARCE FOUNDATION, INC.

Employer identification number 59-2424272

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
1	10,000 SHARES OF LTS STOCK	$ 24,950.	12/31/2011
(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 THE DR. M. LEE PEARCE FOUNDATION, INC.

Employer identification number 59-2424272

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

THE DR. M. LEE PEARCE FOUNDATION, INC. 59-2424272

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)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					7.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-58,448.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					31,072.	
		ATTACHMENT A PROPERTY TYPE: SECURITIES				P	VAR	VAR
184,967.		191,365.					-6,398.	
		ATTACHMENT B PROPERTY TYPE: SECURITIES				P	VAR	VAR
554,694.		545,224.					9,470.	
		ATTACHMENT C PROPERTY TYPE: SECURITIES				P	VAR	VAR
203,676.		210,034.					-6,358.	
		ATTACHMENT C PROPERTY TYPE: SECURITIES				P	VAR	VAR
172,437.		168,171.					4,266.	
		ATTACHMENT D PROPERTY TYPE: SECURITIES				P	VAR	VAR
305,716.		296,163.					9,553.	
		ATTACHMENT D PROPERTY TYPE: SECURITIES				P	VAR	VAR
497,158.		501,058.					-3,900.	
		ATTACHMENT C - LESS DISALLOWED LOSSES PROPERTY TYPE: SECURITIES				P	VAR	VAR
482.							482.	
		CFT SECURITIES, LLC					VAR	10/25/2011
3,020.		2,171.					849.	
		CORPORATE RESURGENCE PARTNERS, LLC - EXC					11/01/2010	12/31/2011
55,775.							55,775.	
		MD SASS CORPORATE RESURGENCE PARTNERS, L					VAR	12/31/2011
		194,201.					-194,201.	
TOTAL GAIN(LOSS)							-157,831.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET ACCOUNTS AND MISCELLANEOUS	4,174.	4,174.
GOLDMAN SACHS	41,667.	41,667.
WELLS FARGO	9,038.	9,038.
TOTAL	54,879.	54,879.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS	59,973.	59,973.
WELLS FARGO	105,703.	105,703.
CORPORATE RESURGENCE PARTNERS, LLC	1.	1.
TOTAL	165,677.	165,677.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM BHI ISLANDWINDS, LLC	-931.	
FROM CORPORATE RESURGENCE PARTNERS, LLC	50.	50.
990-T REFUND	29,520.	
TOTALS	28,639.	50.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	62,546.			
TOTALS	62,546.			

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PROFESSIONAL FEES	25,133.	4,904.	4,904.
REPRESENTATION FEES	180.		
ADVISORY FEE	45,857.	45,857.	
CONSULTING FEES FROM	30,000.		
TOTALS	101,170.	50,761.	4,904.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX EXPENSE	1,187.	1,187.
ANNUAL FRANCHISE TAX	25.	
TOTALS	1,212.	1,187.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INSURANCE PREM NET OF CSV INCS	150,186.	
K-1 PORTFOLIO DEDUCTIONS	330.	330.
BANK CHARGES	136.	
DELIVERY CHARGES	136.	
MISCELLANEOUS	8,644.	
LOGO AND STATIONARY DESIGN	10,369.	
OFFICE EXPENSE	175.	
TOTALS	169,976.	330.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
QUELLOS STATEGIC PARTNERS, INC	1,735,184.	1,735,184.
GOLDMAN SACHS - FIXED INC. D	969,162.	1,073,887.
GOLDMAN SACHS - EQUITIES	3,560,702.	3,118,136.
GOLDMAN SACHS - HEDGE	600,000.	709,338.
WELLS FARGO TRUST - EQUITIES	1,297,224.	1,598,507.
WELLS FARGO TRUST - REAL ASSET	300,483.	236,559.
TOTALS	8,462,755.	8,471,611.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WACHOVIA TRUST - FIXED INCOME	1,408,352.	1,175,322.
TOTALS	1,408,352.	1,175,322.

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 10

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
OFFICE EQUIPMENT	M7	4,201			4,201	4,201			4,201
TOTALS		4,201			4,201	4,201			4,201

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MD SASS RESURGENCE PARTNERS LP		
EURO CURRENCY		
BHI ISLANDWINDS,LLC	6,697.	6,697.
APPLIED SPECTRAL IMAGING	19,293.	19,293.
CARDIAC ASSIST TECH	20,360.	20,360.
CORPORATE RESURGENCE PARTNERS	3,061.	3,061.
TOTALS	49,411.	49,411.

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CSV EQUIT. LIFE INS POLICIES	1,290,263.	1,290,263.
DIV. REC. - WELLS FARGO TRUST	10,610.	10,610.
TOTALS	1,300,873.	1,300,873.

ATTACHMENT 13

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
FOREIGN TAXES PAYABLE	410.
TOTALS	410.

ATTACHMENT 14

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

DESCRIPTION	AMOUNT
BOOK/TAX TEMPORARY TIMING DIFFERENCES	236,779.
TOTAL	236,779.

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

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHARLES DOUGLAS ONE SOUTH DEARBORN CHICAGO, IL 60603	VICE CHAIRMAN, PRESIDENT	0	0	0
M. LEE PEARCE, M.D. 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	CHAIRMAN, CEO & DIRECTOR 2.00	0	0	0
JOSE VALLE 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	TREASURER & DIRECTOR	0	0	0
ROBERT POTTS 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	SR. VP & DIRECTOR	0	0	0
MARY DAMON 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	ASS'T SECRETARY & TREASURER	0	0	0
TIM LINCOLN 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	SECRETARY	0	0	0

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

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SCOTT KENT 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	VICE PRESIDENT & DIRECTOR	0	0	0
ROBERT L. ACHOR 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	DIRECTOR	0	0	0
JEFFREY BIVINS 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	DIRECTOR	0	0	0
DALE RUSTED 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	DIRECTOR	0	0	0
	GRAND TOTALS	0	0	0

THE DR. M. LEE PEARCE FOUNDATION, INC. 59-2424272

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INVESTMENT INCOME			14	50.	
PARTNERSHIP UBTI	531390	-931.			
990-T REFUND					29,520.
TOTALS		-931.		50.	29,520.

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 DR. M. LEE PEARCE FOUNDATION, INC.

Employer identification number: 59-2424272

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	-1,872.
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	7.
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	-1,865.

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	-128,590.
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	-58,448.
9	Capital gain distributions	9	31,072.
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	-155,966.

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			-1,865.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-155,966.
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			-157,831.

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 | (3,000.)

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 DR. M. LEE PEARCE FOUNDATION, INC.

Employer identification number: 59-2424272

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 ATTACHMENT A			184,967.	191,365.	-6,398.
ATTACHMENT C			203,676.	210,034.	-6,358.
ATTACHMENT D			305,716.	296,163.	9,553.
ATTACHMENT C - LESS DISALLOWED LOSSES			482.		482.
CFT SECURITIES, LLC		10/25/2011	3,020.	2,171.	849.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -1,872.

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

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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 ATTACHMENT B			554,694.	545,224.	9,470.
ATTACHMENT C			172,437.	168,171.	4,266.
ATTACHMENT D			497,158.	501,058.	-3,900.
CORPORATE RESURGENCE PARTNERS, LLC - EXCESS DI	11/01/2010	12/31/2011	55,775.		55,775.
MD SASS CORPORATE RESURGENCE PARTNERS, LP		12/31/2011		194,201.	-194,201.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -128,590.

The Dr. M. Lee Pearce Foundation, Inc.
EIN: 59-2424272

SCHEDULE D - ATTACHMENT C

Goldman Sachs

Statement Detail

LARGE CAP STRATEGIC VALUE

Realized Gains and Losses

Period Ended December 31, 2011

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes You should use only your official form 1099 s or other tax records for tax reporting This information is not and should not be construed as tax accounting or legal advice. Please consult with your tax advisor regarding the tax consequences of your investment decisions The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
POLO RALPH LAUREN CORPORATION CLASS A COMMON STOCK	Oct 25 2010	Jan 05 2011	17.00	1,843.07	1,617.55	0.00	225.52	225.52	ST
BAXTER INTERNATIONAL INC CMN	Jan 11 2008	Jan 13 2011	15.00	755.37	955.02	0.00	(199.65)	(199.65)	LT
	Jan 16 2008	Jan 13 2011	20.00	1,007.16	1,289.56	0.00	(282.40)	(282.40)	LT
	Jan 23 2008	Jan 13 2011	4.00	201.43	240.81	0.00	(39.37)	(39.37)	LT
KOHL'S CORP (WISCONSIN) CMN	Nov 05 2010	Jan 13 2011	39.00	2,005.89	2,067.55	0.00	(61.66)	(61.66)	ST
LYONDELLBASELL INDUSTRIES N V CMN CLASS A	Nov 05 2010	Jan 14 2011	34.00	1,233.74	959.06	0.00	274.68	274.68	ST
FREEPORT-MCMORAN COPPER & GOLD CMN	Oct 12 2010	Jan 20 2011	11.00	1,218.40	1,041.55	0.00	176.86	176.86	ST
	Oct 12 2010	Jan 20 2011	16.00	1,761.99	1,514.98	0.00	247.02	247.02	ST
LYONDELL BASELL INDUSTRIES N V CMN CLASS A	Nov 05 2010	Jan 21 2011	34.00	1,194.07	959.06	0.00	235.01	235.01	ST
RANGE RESOURCES CORPORATION CMN	Apr 15 2010	Jan 21 2011	18.00	820.28	918.73	0.00	(98.45)	(98.45)	ST
	May 10 2010	Jan 21 2011	24.00	1,093.71	1,148.09	0.00	(54.38)	(54.38)	ST
OCCIDENTAL PETROLEUM CORP CMN	Feb 26 2009	Jan 25 2011	1[illegible].00	1,060.26	581.84	0.00	478.42	478.42	LT
	Feb 26 2009	Jan 31 2011	6.00	575.24	317.37	0.00	257.87	257.87	LT
	Mar 27 2009	Jan 31 2011	9.00	862.85	522.54	0.00	340.32	340.32	LT
ARCHER DANIELS MIDLAND CO CMN	May 12 2010	Feb 02 2011	16.00	563.90	438.15	0.00	125.75	125.75	ST
	Jun 15 2010	Feb 02 2011	17.00	599.14	453.17	0.00	145.97	145.97	ST
	Jun 16 2010	Feb 02 2011	52.00	1,832.66	1,385.67	0.00	446.99	446.99	ST
BIOGEN IDEC INC CMN	Jan 21 2009	Feb 16 2011	15.00	1,008.47	752.36	0.00	256.11	256.11	LT
	Mar 10 2009	Feb 16 2011	26.00	1,748.02	1,191.13	0.00	556.89	556.89	LT
BMC SOFTWARE INC CMN	Apr 29 2010	Feb 22 2011	14.00	696.74	562.06	0.00	134.69	134.69	ST
	Jun 16 2010	Feb 22 2011	17.00	846.05	636.77	0.00	209.28	209.28	ST
	Jun 16 2010	Feb 23 2011	16.00	771.88	599.31	0.00	172.57	172.57	ST
OCCIDENTAL PETROLEUM CORP CMN	Mar 27 2009	Feb 24 2011	8.00	831.66	464.48	0.00	367.19	367.19	LT

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Goldman Sachs

Statement Detail

LARGE CAP STRATEGIC VALUE

Realized Gains and Losses (Continued)

Period Ended December 31 201

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Jun 25 2009	Feb 24 2011	7.00	727.71	456.02	0.00	271.69	271.69	LT
WEATHERFORD INTERNATIONAL LTD CMN	Dec 21 2010	Feb 28 2011	55.00	1,301.42	1,244.16	0.00	57.26	57.26	ST
AFLAC INCORPORATED CMN	May 08 2009	Mar 01 2011	3.00	176.17	108.46	0.00	67.71	67.71	LT
	Aug 26 2009	Mar 01 2011	20.00	1,174.48	823.04	0.00	351.44	351.44	LT
BAXTER INTERNATIONAL INC CMN	Jan 23 2008	Mar 01 2011	21.00	1,104.25	1,264.23	0.00	(159.98)	(159.98)	LT
	Jun 05 2009	Mar 01 2011	19.00	999.09	903.51	0.00	95.57	95.57	LT
EMERSON ELECTRIC CO CMN	Jul 10 2009	Mar 01 2011	5.00	297.08	154.55	0.00	142.53	142.53	LT
	Nov 18 2009	Mar 01 2011	29.00	1,723.08	1,229.98	0.00	493.10	493.10	LT
GENERAL MILLS INC CMN	Dec 15 2008	Mar 01 2011	32.00	1,179.10	964.63	0.00	214.47	214.47	LT
HONEYWELL INTL INC CMN	Feb 12 2009	Mar 01 2011	1.00	57.41	31.31	0.00	26.10	26.10	LT
	Jul 15 2009	Mar 01 2011	19.00	1,090.74	615.08	0.00	475.66	475.66	LT
ORACLE CORPORATION CMN	Dec 24 2009	Mar 01 2011	8.00	259.81	199.20	0.00	60.62	60.62	LT
	Dec 28 2009	Mar 01 2011	51.00	1,656.31	1,270.43	0.00	385.88	385.88	LT
SCHLUMBERGER LTD CMN	Oct 27 2010	Mar 01 2011	14.00	1,308.49	966.37	0.00	342.12	342.12	ST
WEATHERFORD INTERNATIONAL LTD CMN	Dec 22 2010	Mar 02 2011	53.00	1,073.44	1,203.64	0.00	(130.20)	(130.20)	ST
	Jan 28 2011	Mar 02 2011	5.00	101.27	114.25	0.00	(12.98)	(12.98)	ST
	Jan 31 2011	Mar 02 2011	49.00	992.43	1,136.92	0.00	(144.49)	(144.49)	ST
CLIFFS NATURAL RESOURCES INC CMN	Jan 14 2011	Mar 11 2011	9.00	782.05	782.22	0.00	(0.17)	(0.17)	ST
CLIFFS NATURAL RESOURCES INC CMN DISALLOWED LOSSES								(0.17)	
NEWFIELD EXPLORATION CO CMN	Oct 05 2009	Mar 23 2011	5.00	366.32	218.58	0.00	147.74	147.74	LT
OCCIDENTAL PETROLEUM CORP CMN	Jun 25 2009	Mar 23 2011	5.00	502.01	325.73	0.00	176.29	176.29	LT
	Jun 26 2009	Mar 23 2011	6.00	602.42	388.09	0.00	214.33	214.33	LT
INVESCO LTD CMN	Dec 14 2007	Mar 24 2011	8.00	207.01	225.53	0.00	(18.52)	(18.52)	LT
	Feb 22 2008	Mar 24 2011	25.00	646.90	637.92	0.00	8.98	8.98	LT
	Mar 20 2008	Mar 24 2011	14.00	362.27	336.08	0.00	26.19	26.19	LT
BIOGEN IDEC INC CMN	Mar 10 2009	Mar 25 2011	4.00	286.76	183.25	0.00	103.51	103.51	LT
	Aug 03 2009	Mar 25 2011	10.00	716.90	481.29	0.00	235.61	235.61	LT
	Aug 04 2009	Mar 25 2011	19.00	1,362.12	920.48	0.00	441.64	441.64	LT
CBS CORPORATION CMN CLASS B	Nov 18 2009	Mar 25 2011	37.00	924.40	503.53	0.00	420.87	420.87	LT
DISH NETWORK CORPORATION CMN CLASS A	Apr 23 2009	Mar 25 2011	45.00	1,100.20	595.12	0.00	505.08	505.08	LT
NEWFIELD EXPLORATION CO CMN	Oct 05 2009	Apr 05 2011	17.00	1,287.45	743.19	0.00	544.26	544.26	LT
BAXTER INTERNATIONAL INC CMN	Jun 05 2009	Apr 08 2011	14.00	753.25	665.75	0.00	87.50	87.50	LT
	May 07 2010	Apr 08 2011	22.00	1,183.67	994.36	0.00	189.31	189.31	ST

Goldman Sachs

Statement Detail

LARGE CAP STRATEGIC VALUE

Realized Gains and Losses (Continued)

Period Ended December 31, 2011

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
YUM BRANDS, INC CMN	Jan 07 2011	Apr 12 2011	30 00	1,503 51	1,482.63	0.00	20.88	20 88	ST
	Jan 10 2011	Apr 12 2011	7 00	350 82	345 06	0 00	5 76	5.76	ST
NEXTERA ENERGY INC CMN	Oct 14 2010	Apr 15 2011	16 00	881 38	886.35	0 00	(4 97)	(4 97)	ST
	Oct 14 2010	Apr 18 2011	15 00	819 29	830 95	0 00	(11 66)	(11 66)	ST
EMC CORPORATION MASS CMN	Apr 30 2010	Apr 27 2011	41 00	1,153 16	793 40	0 00	359 76	359 76	ST
NEWFIELD EXPLORATION CO CMN	Oct 05 2009	Apr 28 2011	4 00	279 42	174 87	0 00	104 55	104.55	LT
	Oct 06 2009	Apr 28 2011	11 00	768 40	507 95	0 00	260 45	260 45	LT
HESS CORPORATION CMN	Feb 24 2011	May 04 2011	15 00	1,159 83	1,255 91	0 00	(96 08)	(96 08)	ST
	Feb 24 2011	May 04 2011	30 00	2,319 66	2,531 17	0 00	(211 51)	(211.51)	ST
NEWFIELD EXPLORATION CO CMN	Oct 06 2009	May 04 2011	13 00	858.65	600 31	0 00	258.34	258.34	LT
THE BANK OF NY MELLON CORP CMN	Oct 22 2009	May 12 2011	1 00	28 44	28 95	0 00	(0 51)	(0.51)	LT
	Oct 23 2009	May 12 2011	15 00	426 61	441 62	0 00	(15 02)	(15 02)	LT
	Oct 28 2009	May 12 2011	46 00	1,308.26	1,273.86	0 00	34 40	34 40	LT
DOW CHEMICAL CO CMN	Sep 15 2009	May 17 2011	31 00	1,135 82	804.29	0 00	331 53	331 53	LT
	Nov 11 2009	May 17 2011	51.00	1,868.61	1,360.47	0 00	508.14	508 14	LT
SLM CORPORATION CMN	May 27 2008	May 17 2011	21 00	336 83	493 75	0 00	(156.92)	(156.92)	LT
	Aug 22 2008	May 17 2011	44 00	705 73	623.51	0.00	82 23	82.23	LT
	Aug 22 2008	May 18 2011	5.00	80 37	70 85	0,00	9 51	9.51	LT
	Aug 25 2008	May 18 2011	32 00	514 34	457.10	0 00	57 24	57.24	LT
OCCIDENTAL PETROLEUM CORP CMN	Jun 26 2009	May 25 2011	9 00	927 74	582.13	0 00	345.60	345.60	LT
	Aug 13 2009	May 25 2011	3 00	309 25	211 28	0.00	97.97	97 97	LT
CBS CORPORATION CMN CLASS B	Nov 18 2009	Jun 03 2011	17 00	462.46	231.35	0 00	231.11	231.11	LT
	Mar 08 2010	Jun 03 2011	29 00	788 91	426.58	0 00	362,32	362 32	LT
NEWELL RUBBERMAID INC CMN	Sep 28 2009	Jun 07 2011	132 00	1,912 63	2,069.73	0 00	(157 10)	(157 10)	LT
NIKE CLASS-B CMN CLASS B	Apr 08 2011	Jun 22 2011	8 00	656 37	621.97	0 00	34 41	34 41	ST
PEPSICO INC CMN	May 07 2010	Jun 22 2011	18 00	1,242 30	1,152 92	0.00	89 38	89 38	LT
PROCTER & GAMBLE COMPANY (THE) CMN	Aug 18 2010	Jun 22 2011	40 00	2,563 29	2 421 27	0.00	142,02	142.02	ST
NIKE CLASS-B CMN CLASS B	Apr 08 2011	Jun 23 2011	17 00	1,378 51	1,321 68	0 00	56 84	56 84	ST
ENTERGY CORPORATION CMN	Mar 07 2007	Jul 01 2011	18 00	1,230 50	1,745 27	0.00	(514 77)	(514.77)	LT
PEPSICO INC CMN	Jul 01 2010	Jul 08 2011	20 00	1,394 54	1,222 97	0 00	171 57	171 57	LT

Goldman Sachs

Statement Detail

LARGE CAP STRATEGIC VALUE

Realized Gains and Losses (Continued)

Period Ended December 31, 2011

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
COMCAST CORPORATION CMN CLASS A VOTING	Jun 22 2010	Jul 18 2011	77 00	1,830 34	1,415.17	0 00	415 17	415 17	LT
	Jul 02 2010	Jul 18 2011	101 00	2,400.84	1 755,88	0 00	544,96	644 96	LT
	Aug 12 2010	Jul 18 2011	75 00	1,762 83	1 358 22	0 00	424 58	424 58	ST
PNC FINANCIAL SERVICES GROUP CMN	Sep 28 2010	Jul 19 2011	28 00	1,561 50	1,463 30	0 00	98 20	98 20	ST
	Oct 19 2010	Jul 19 2011	8 00	446 14	423 94	0,00	22 20	22 20	ST
	Oct 20 2010	Jul 19 2011	15 00	892 28	839 69	0 00	52.59	52 59	ST
	Dec 13 2010	Jul 19 2011	19 00	1,059 59	1 146 02	0 00	(86 43)	(86 43)	ST
TEXAS INSTRUMENTS INC CMN	Jun 25 2010	Jul 21 2011	64 00	2,023 69	1,543.94	0.00	479 75	479 75	LT
CLIFFS NATURAL RESOURCES INC CMN	Jan 14 2011	Jul 28 2011	14 00	1,270.38	1,216.79	0.00	53 60	53 60	ST
CONOCOPHILLIPS CMN	Mar 23 2011	Aug 01 2011	2 00	143.21	156 82	0.00	(13.61)	(13 61)	ST
GENERAL ELECTRIC CO CMN	Dec 03 2009	Aug 01 2011	17 00	302 44	276 47	0 00	25 97	25 97	LT
GENERAL MOTORS COMPANY CMN	Nov 18 2010	Aug 01 2011	11 00	304 91	390 90	0.00	(85.99)	(85.99)	ST
HARTFORD FINANCIAL SRVCS GROUP CMN	Mar 26 2010	Aug 01 2011	18 00	411.65	504.38	0,00	(92 73)	(92.73)	LT
JPMORGAN CHASE & CO CMN	Oct 15 2007	Aug 01 2011	7 00	282.18	324.10	0,00	(41 92)	(41 92)	LT
MERCK & CO , INC CMN	Dec 17 2009	Aug 01 2011	6 00	197 71	226 14	0 00	(28 43)	(28 43)	LT
SPRINT NEXTEL CORPORATION CMN	Aug 13 2007	Aug 01 2011	34 00	142.47	664.55	0 00	(522 08)	(522 08)	LT
U S BANCORP CMN	May 24 2010	Aug 01 2011	7 00	180.93	168.32	0 00	12 61	12 61	LT
ENTERGY CORPORATION CMN	Mar 07 2007	Aug 02 2011	33 00	2,163 80	3 199.67	0 00	(1,035.87)	(1,035 87)	LT
CBS CORPORATION CMN CLASS B	Mar 08 2010	Aug 03 2011	13 00	344 88	191.23	0 00	153.65	153 65	LT
	Dec 08 2010	Aug 03 2011	36 00	955,06	647,06	0,00	308.00	308 00	ST
DOW CHEMICAL CO CMN	Nov 1? 2009	Aug 04 2011	15 00	456 57	400 14	0.00	56 43	56.43	LT
	Oct 12 2010	Aug 04 2011	53,00	1,613,22	1,569 28	0.00	43 94	43 94	ST
CBS CORPORATION CMN CLASS B	Dec 08 2010	Aug 05 2011	25 00	596 82	449,34	0 00	147.48	147 48	ST
	Dec 13 2010	Aug 05 2011	41 00	978.79	739.99	0 00	238 80	238.80	ST
NEWFIELD EXPLORATION CO CMN	Oct 06 2009	Aug 05 2011	19 00	1,056 91	877.37	0 00	179 54	179 54	LT
BANK OF AMERICA CORP CMN	Apr 13 2009	Aug 08 2011	79 00	577 76	863 55	0 00	(285 78)	(285.78)	LT
	May 01 2009	Aug 08 2011	88 00	643 59	773 07	0 00	(129.49)	(129 49)	LT
PEPSICO INC CMN	Jul 01 2010	Aug 09 2011	19,00	1 164,05	1,161.83	0 00	2.22	2.22	LT
FIFTH THIRD BANCORP CMN	Jul 20 2011	Aug 10 2011	80 00	782 84	991 35	0 00	(208 51)	(208 51)	ST
SUNTRUST BANKS INC $1.00 PAR CMN	Feb 03 2010	Aug 10 2011	48 00	877.51	1,128.91	0 00	(251.40)	(251.40)	LT
	Dec 20 2010	Aug 10 2011	11.00	201 10	297.92	0 00	(96 82)	(96.82)	ST
SCHLUMBERGER LTD CMN	Oct 27 2010	Aug 11 2011	7 00	520 95	483 19	0 00	37.77	37 77	ST
	Nov 0? 2010	Aug 11 2011	5 00	446 53	419.45	0 00	27 08	27 08	ST
CONOCOPHILLIPS CMN	Mar 23 2011	Aug 12 2011	16 00	1,057.42	1,254.60	0 00	(197.18)	(197 18)	ST

SCHEDULE D - ATTACHMENT C

Goldman Sachs

Statement Detail

LARGE CAP STRATEGIC VALUE

Realized Gains and Losses (Continued)

Period Ended December 31, 2011

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Mar 23 2011	Aug 15 2011	14 00	940.46	1,097.77	0.00	(157.31)	(157 31)	ST
	Mar 28 2011	Aug 15 2011	12 00	806.11	962 20	0.00	(155 09)	(156 09)	ST
DEVON ENERGY CORPORATION (NEW) CMN	Jan 20 2011	Aug 15 2011	12 00	833 38	986 18	0.00	(152.80)	(152.80)	ST
STATE STREET CORPORATION (NEW) CMN	May 19 2009	Aug 16 2011	1.00	34 65	43.51	0 00	(8 86)	(8.86)	LT
	Dec 15 2009	Aug 16 2011	29 00	1,004 73	1,155.75	0.00	(151.01)	(151.01)	LT
BAKER HUGHES INC CMN	May 31 2011	Aug 19 2011	27 00	1,482.01	2,022.04	0 00	(540.03)	(540.03)	ST
OCCIDENTAL PETROLEUM CORP CMN	Aug 13 2009	Aug 19 2011	12 00	987 60	845.10	0 00	142.50	142 50	LT
NEWFIELD EXPLORATION CO CMN	Jul 06 2010	Aug 22 2011	20 00	926 30	962.41	0.00	(36.11)	(36 11)	LT
GOOGLE, INC CMN CLASS A	Mar 31 2010	Sep 14 2011	3 00	1,588 57	1,702.81	0 00	(114 24)	(114.24)	LT
ALLSTATE CORPORATION COMMON STOCK	Jun 23 2010	Sep 20 2011	49 00	1 200 95	1,491.43	0.00	(290 48)	(290 48)	LT
SCHLUMBERGER LTD CMN	Nov 01 2010	Sep 23 2011	12 00	797 61	908.82	0.00	(111.21)	(111 21)	ST
	Jul 08 2011	Sep 23 2011	14 00	858 96	1,253 54	0 00	(394.58)	(394 58)	ST
STATE STREET CORPORATION (NEW) CMN	Dec 15 2009	Sep 26 2011	1 00	31.24	39.85	0 00	(8.62)	(8.62)	LT
	May 18 2010	Sep 26 2011	30 00	937.14	1,217 59	0.00	(280 45)	(280 45)	LT
GENERAL MOTORS COMPANY CMN	Nov 18 2010	Sep 28 2011	41 00	837 28	1,456 97	0.00	(619 69)	(619 69)	ST
RANGE RESOURCES CORPORATION CMN	Jul 28 2011	Sep 28 2011	15 00	913 61	983.67	0.00	(70 06)	(70.06)	ST
CLIFFS NATURAL RESOURCES INC CMN	Jan 14 2011	Sep 29 2011	5 00	273.75	434.57	0 00	(160 81)	(160 81)	ST
	Jan 14 2011	Sep 29 2011	9 00	492.76	868.66	0 00	(375 90)	(375.90)	ST
	Mar 01 2011	Sep 29 2011	4 00	219 00	385 99	0 00	(166.99)	(166 99)	ST
GENERAL MOTORS COMPANY CMN	Nov 18 2010	Sep 29 2011	22 00	457 51	781.79	0.00	(324 28)	(324.28)	ST
RANGE RESOURCES CORPORATION CMN	Jul 28 2011	Sep 29 2011	7 00	405 03	459 05	0 00	(54 02)	(54 02)	ST
OCCIDENTAL PETROLEUM CORP CMN	May 03 2010	Sep 30 2011	12 00	867 27	1,083.35	0 00	(216 08)	(216 08)	LT
CELGENE CORPORATION CMN	Feb 16 2011	Oct 06 2011	19 00	1,199 22	1,021 77	0 00	177 45	177 45	ST
CVS CAREMARK CORPORATION CMN	Mar 04 2010	Oct 06 2011	55 00	1,873 72	1,951 90	0.00	(78 19)	(78.19)	LT
	May 07 2010	Oct 06 2011	44 00	1 472.21	1 530 53	0 00	(58 33)	(58 33)	LT
DISH NETWORK CORPORATION CMN CLASS A	Apr 23 2009	Oct 06 2011	33 00	826 60	436.42	0.00	390.18	390,18	LT
	May 19 2009	Oct 06 2011	45 00	1,127 18	776.61	0.00	350 57	350 57	LT
	May 20 2009	Oct 06 2011	9 00	225 44	158 35	0 00	67 09	67 09	LT
	Oct 28 2009	Oct 06 2011	9 00	225 44	155 73	0 00	69 71	69,71	LT

The Dr. M. Lee Pearce Foundation, Inc.
EIN 59-2424272

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Goldman Sachs

Statement Detail

LARGE CAP STRATEGIC VALUE
Realized Gains and Losses (Continued)

Period Ended December 31 2011

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
LYONDELLBASELL INDUSTRIES N V CMN CLASS A	May 17 2011	Oct 10 2011	40 00	1,074 19	1,556 44	0 00	(482 25)	(482,25)	ST
LYONDELLBASELL INDUSTRIES N V CMN CLASS A DISALLOWED LOSSES								(482 25)	
MICROSOFT CORPORATION CMN	Feb 18 2011	Oct 10 2011	38,00	1,017,31	1,027,28	0,00	(9 97)	(9,97)	ST
MERCK & CO , INC CMN	Dec 17 2009	Oct 12 2011	19 00	616 89	716.12	0.00	(99 23)	(99.23)	LT
WELLPOINT, INC CMN	Mar 07 2007	Oct 12 2011	20.00	1,348,64	1,600 22	0,00	(251 58)	(251,58)	LT
	Mar 07 2007	Oct 14 2011	10,00	667 68	800,11	0,00	(132.43)	(132 43)	LT
CELGENE CORPORATION CMN	Feb 16 2011	Oct 19 2011	15,00	983,77	806,66	0,00	177 11	177 11	ST
P G & E CORPORATION CMN	Aug 13 2010	Oct 19 2011	27 00	1,160 84	1,213 49	0 00	(52 65)	(52 65)	LT
MERCK & CO , INC CMN	Dec 17 2009	Oct 24 2011	4 00	133 28	150 76	0,00	(17 48)	(17 48)	LT
	Feb 23 2010	Oct 24 2011	35 00	1,166 22	1,277 55	0 00	(111.33)	(111,33)	LT
UNILEVER N V NY SHS (NEW) ADR CMN	Jan 22 2008	Oct 24 2011	23 00	785 95	734 59	0 00	51 36	51.36	LT
	Feb 11 2008	Oct 24 2011	9 00	307.54	275 89	0 00	31 66	31 66	LT
CONOCOPHILLIPS CMN	Mar 28 2011	Oct 25 2011	3 00	213.20	240 56	0 00	(27 36)	(27 36)	ST
	Mar 31 2011	Oct 25 2011	16 00	1,137 04	1,290 50	0 00	(153 46)	(153 46)	ST
	May 03 2011	Oct 25 2011	13 00	923 85	977.17	0 00	(53 33)	(53 33)	ST
CENTURYLINK INC CMN	Jan 31 2011	Oct 27 2011	25 00	881 38	1,084 23	0 00	(202 85)	(202 85)	ST
KLA-TENCOR CORPORATION CMN	Jul 26 2011	Oct 28 2011	29 00	1,366 38	1,279,76	0 00	86 62	86 62	ST
U S BANCORP CMN	May 24 2010	Oct 28 2011	33 00	857 27	793.50	0 00	63 77	63 77	LT
	Jun 18 2010	Oct 28 2011	24 00	623 47	563 04	0,00	60 43	60 43	LT
WELLPOINT, INC CMN	Mar 07 2007	Oct 28 2011	8 00	551 20	640 09	0 00	(88 89)	(88 89)	LT
	Jun 05 2008	Oct 28 2011	6 00	413 40	339 60	0 00	73 80	73 80	LT
CONAGRA INC CMN	Aug 01 2011	Oct 31 2011	70 00	1 782 46	1,784 60	0,00	(2 14)	(2 14)	ST
TEVA PHARMACEUTICAL IND LTD ADS	Nov 11 2010	Nov 02 2011	11 00	428 82	558 01	0 00	(129 18)	(129 18)	ST
	Nov 12 2010	Nov 02 2011	24 00	935 62	1,210 44	0 00	(274 82)	(274 82)	ST
COCA-COLA ENTERPRISES, INC CMN	Jun 22 2011	Nov 03 2011	28 00	730 80	818 98	0 00	(88 18)	(88 18)	ST
RANGE RESOURCES CORPORATION CMN	Jul 26 2011	Nov 03 2011	6 00	424 56	393 47	0 00	31 09	31,09	ST
	Aug 09 2011	Nov 03 2011	20 00	1,415 19	1,084 92	0 00	330 27	330 27	ST
CENTURYLINK INC CMN	Jan 31 2011	Nov 04 2011	32 00	1,151 01	1,387 82	0 00	(236 81)	(236 81)	ST
COCA-COLA ENTERPRISES, INC CMN	Jun 22 2011	Nov 04 2011	35 00	930 41	1,052 97	0 00	(122 56)	(122 56)	ST
DISH NETWORK CORPORATION CMN CLASS A	Oct 28 2009	Nov 11 2011	61 00	1,555 68	1,055 52	0 00	500 16	500 16	LT
BANK OF AMERICA CORP CMN	May 01 2009	Nov 22 2011	139 00	734 52	1 194 75	0 00	(460 23)	(460,23)	LT
LEAR CORPORATION CMN	Oct 03 2011	Nov 22 2011	35 00	1,395.02	1,460 43	0.00	(65 41)	(65 41)	ST

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Goldman Sachs

Statement Detail

LARGE CAP STRATEGIC VALUE
Realized Gains and Losses (Continued)

Period Ended December 31, 2011

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
BANK OF AMERICA CORP CMN	May 01 2009	Nov 23 2011	31 00	160.99	272.33	0 00	(111.34)	(111.34)	LT
	May 08 2009	Nov 23 2011	16 00	83.09	231.17	0 00	(148 08)	(148 08)	LT
	Jun 02 2009	Nov 23 2011	87 00	451.82	998.18	0 00	(546.37)	(546.37)	LT
	Jun 02 2009	Nov 25 2011	23 00	121 31	263 89	0 00	(142.57)	(142.57)	LT
	Dec 07 2009	Nov 25 2011	93 00	490.53	1,481 84	0 00	(991 31)	(991 31)	LT
	May 17 2011	Nov 25 2011	30 00	158 24	355 24	0 00	(197 00)	(197 00)	ST
	May 17 2011	Nov 28 2011	38 00	209 47	449 97	0 00	(240 50)	(240 50)	ST
	May 17 2011	Nov 30 2011	78 00	413 84	923 62	0 00	(509 78)	(509 78)	ST
ADOBE SYSTEMS INC CMN	Oct 28 2010	Dec 01 2011	20 00	539 67	561 55	0 00	(21 88)	(21 88)	LT
	Oct 29 2010	Dec 01 2011	17 00	458 72	478.70	0 00	(19 98)	(19.98)	LT
	Nov 01 2010	Dec 01 2011	47 00	1,268 23	1,325 12	0 00	(56.89)	(56 89)	LT
	Apr 27 2011	Dec 01 2011	31 00	836.50	1,040.22	0.00	(203.72)	(203 72)	ST
AFLAC INCORPORATED CMN	Aug 26 2009	Dec 01 2011	8 00	342 00	329 22	0 00	12.79	12 79	LT
	Aug 27 2009	Dec 01 2011	11 00	470.25	452.38	0.00	17 87	17 87	LT
	Jun 16 2010	Dec 01 2011	29 00	1,239.76	1,282.69	0.00	(42 93)	(42 93)	LT
ALLSTATE CORPORATION COMMON STOCK	Jun 23 2010	Dec 01 2011	11 00	289.62	334.81	0.00	(45.19)	(45 19)	LT
	Mar 01 2011	Dec 01 2011	33 00	868.87	1,050.87	0.00	(182 00)	(182 00)	ST
ALTERA CORP CMN	Oct 25 2011	Dec 01 2011	49 00	1,826 23	1,878 30	0.00	(52 07)	(52 07)	ST
AMERICAN ELECTRIC POWER INC CMN	Jun 10 2010	Dec 01 2011	39 00	1,546.09	1,264.03	0 00	282.07	282 07	LT
	Jun 15 2010	Dec 01 2011	12 00	475.72	399.38	0 00	76.34	76.34	LT
	Jun 16 2010	Dec 01 2011	46.00	1,823 60	1,547 81	0 00	275 79	275.79	LT
AMERIPRISE FINANCIAL, INC CMN	Mar 24 2011	Dec 01 2011	32 00	1,444 00	1,921.23	0 00	(477 23)	(477.23)	ST
	Aug 16 2011	Dec 01 2011	24 00	1,083.00	1,077 21	0 00	5 79	5.79	ST
BOEING COMPANY CMN	Oct 13 2008	Dec 01 2011	8 00	563 96	360.92	0.00	203 04	203.04	LT
	Oct 14 2008	Dec 01 2011	9 00	634 45	432.43	0.00	202 02	202 02	LT
	Nov 18 2009	Dec 01 2011	22 00	1,550 88	1,150 68	0 00	400 20	400 20	LT
	May 24 2010	Dec 01 2011	22 00	1,550.88	1,408.36	0 00	142 52	142 52	LT
	Jan 27 2011	Dec 01 2011	19 00	1,339 39	1,344 07	0 00	(4 68)	(4 68)	ST
BOSTON PROPERTIES INC COMMON STOCK	Aug 10 2011	Dec 01 2011	22 00	2,061 21	2,108 00	0 00	(46 79)	(46 79)	ST
BOSTON SCIENTIFIC CORP COMMON STOCK	Mar 01 2011	Dec 01 2011	257 00	1,520 93	1,955 09	0 00	(434 17)	(434 17)	ST

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Goldman Sachs

Statement Detail

LARGE CAP STRATEGIC VALUE

Realized Gains and Losses (Continued)

Period Ended December 31, 2011

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	May 17 2011	Dec 01 2011	209 00	1,236 86	1,419 32	0 00	(182.46)	(182 46)	ST
	Oct 19 2011	Dec 01 2011	193 00	1,142 17	1 114 64	0 00	27 53	27 53	ST
CAMERON INTERNATIONAL CORP CMN	Mar 07 2011	Dec 01 2011	41 00	2,187 36	2,543.68	0 00	(356 32)	(356 32)	ST
CBS CORPORATION CMN CLASS B	Aug 08 2011	Dec 01 2011	95 00	2,415 73	2,062 44	0 00	353 29	353 29	ST
	Oct 10 2011	Dec 01 2011	44 00	1,118 86	1 002 35	0.00	116 50	116 50	ST
CELGENE CORPORATION CMN	Feb 16 2011	Dec 01 2011	2 00	124 82	107.55	0 00	17.27	17.27	ST
	May 17 2011	Dec 01 2011	31 00	1,934 69	1,869 48	0 00	65 21	65 21	ST
CHEVRON CORPORATION CMN	Sep 23 2011	Dec 01 2011	23 00	2,331 29	2,081.59	0.00	249 70	249.70	ST
	Sep 28 2011	Dec 01 2011	10 00	1,013.60	932 11	0.00	81 49	81 49	ST
	Sep 29 2011	Dec 01 2011	11 00	1,114 96	1,025 20	0 00	89 76	89 76	ST
CISCO SYSTEMS, INC CMN	Oct 04 2011	Dec 01 2011	161 00	2,973 62	2,434 98	0 00	538 64	538 64	ST
	Oct 06 2011	Dec 01 2011	60 00	1,108.18	982.83	0.00	125 35	125 35	ST
DEVON ENERGY CORPORATION (NEW) CMN	Jan 20 2011	Dec 01 2011	26 00	1,686.66	2,136 71	0 00	(450 06)	(450.06)	ST
	Jan 25 2011	Dec 01 2011	13 00	843 33	1,104.72	0 00	(261 39)	(261 39)	ST
	Feb 01 2011	Dec 01 2011	22 00	1,427 17	1,964 77	0 00	(537 60)	(537.60)	ST
	Mar 01 2011	Dec 01 2011	14 00	908 20	1,266 38	0.00	(358 18)	(358.18)	ST
	Nov 11 2011	Dec 01 2011	16 00	1,037.94	1,100 17	0.00	(62 23)	(62 23)	ST
FMC CORPORATION MASS CMN	Apr 30 2010	Dec 01 2011	34.00	786.02	657.94	0.00	128 08	128 08	LT
	Jul 23 2010	Dec 01 2011	75.00	1,733.87	1,517 32	0.00	216 55	216 55	LT
	Nov 30 2010	Dec 01 2011	56 00	1,294.62	1,202 96	0.00	91 66	91 66	LT
	Sep 14 2011	Dec 01 2011	56 00	1,294 62	1,237.80	0.00	56 82	56 82	ST
EQT CORPORATION CMN	Aug 18 2011	Dec 01 2011	29 00	1,795.17	1,560 83	0.00	234.34	234.34	ST
	Sep 01 2011	Dec 01 2011	17 00	1,052.34	1,035.05	0.00	17 29	17 29	ST
	Oct 18 2011	Dec 01 2011	14 00	865.63	910.53	0 00	(43.90)	(43 90)	ST
EVEREST RE GROUP LTD CMN	Mar 07 2007	Dec 01 2011	5 00	429.03	475 49	0 00	(46 46)	(46.46)	LT
	Apr 22 2008	Dec 01 2011	10 00	858 07	921 22	0.00	(63.16)	(63 16)	LT
	Apr 24 2008	Dec 01 2011	10.00	858 07	916 86	0 00	(58 80)	(58.80)	LT
	Jan 21 2009	Dec 01 2011	15.00	1,287.10	1,031.70	0.00	255 40	255 40	LT
EXXON MOBIL CORPORATION CMN	Aug 05 2011	Dec 01 2011	30 00	2,391.41	2,256 57	0 00	134 84	134 84	ST
	Aug 11 2011	Dec 01 2011	15.00	1,195.70	1,033.53	0.00	162 17	162.17	ST
	Aug 12 2011	Dec 01 2011	14 00	1,115 99	1,017 78	0.00	98.21	98 21	ST
	Sep 30 2011	Dec 01 2011	13 00	1 036 28	961 93	0.00	74.35	74 35	ST
FIFTH THIRD BANCORP CMN	Jul 20 2011	Dec 01 2011	192 00	2 288 58	2,379 24	0 00	(90 66)	(90 66)	ST
FORD MOTOR COMPANY CMN	Oct 28 2009	Dec 01 2011	205 00	2,168 85	1,458.46	0 00	700 40	700.40	LT

Goldman Sachs

Statement Detail

LARGE CAP STRATEGIC VALUE

Realized Gains and Losses (Continued)

Period Ended December 31, 2011

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
FRANKLIN RESOURCES INC CMN	Nov 19 2008	Dec 01 2011	11 00	1,083.99	558.73	0.00	525 26	525 26	LT
	Jun 18 2010	Dec 01 2011	17 00	1,675 25	1,580.28	0 00	94 97	94 97	LT
FREEPORT-MCMORAN COPPER & GOLD CMN	Nov 02 2011	Dec 01 2011	42 00	1,635.94	1,654.32	0.00	(18.38)	(18 38)	ST
GENERAL ELECTRIC CO CMN	Dec 03 2009	Dec 01 2011	48 00	759 77	780 63	0 00	(20 86)	(20,86)	LT
	Dec 17 2009	Dec 01 2011	122 00	1,931 09	1,933.47	0.00	(2 38)	(2.38)	LT
	Feb 22 2010	Dec 01 2011	72 00	1,139 66	1,167.66	0.00	(28,00)	(28,00)	LT
	Apr 06 2010	Dec 01 2011	59,00	933 89	1,094 23	0,00	(160 34)	(160,34)	LT
	Apr 23 2010	Dec 01 2011	71 00	1,123 83	1,346 76	0 00	(222.93)	(222.93)	LT
	Oct 19 2010	Dec 01 2011	91 00	1,440 40	1,459 28	0 00	(18 88)	(18,88)	LT
	Dec 23 2010	Dec 01 2011	74 00	1,171 32	1,336 08	0 00	(164 76)	(164 76)	ST
GENERAL MILLS INC CMN	Dec 15 2008	Dec 01 2011	8 00	319,11	241 16	0 00	77 95	77 95	LT
	Jan 22 2010	Dec 01 2011	40 00	1,595 54	1,428 24	0 00	167 30	167 30	LT
	Apr 28 2010	Dec 01 2011	28 00	1,116 88	983 47	0 00	133 41	133.41	LT
	Apr 29 2010	Dec 01 2011	42 00	1,675 32	1,492.42	0 00	182 90	182 90	LT
GOOGLE, INC CMN CLASS A	Mar 31 2010	Dec 01 2011	1 00	611 80	567.60	0 00	44 20	44 20	LT
	Jan 14 2011	Dec 01 2011	2 00	1,223 61	1,245.73	0 00	(22 12)	(22 12)	ST
	Jun 22 2011	Dec 01 2011	3 00	1 835 42	1 472 45	0 00	362 97	362 97	ST
HARTFORD FINANCIAL SRVCS GROUP CMN	Mar 26 2010	Dec 01 2011	54 00	957 87	1,513 13	0 00	(555 26)	(555 26)	LT
	Jun 23 2010	Dec 01 2011	48 00	851 44	1,176 94	0 00	(325 51)	(325 51)	LT
HONEYWELL INTL INC CMN	Jul 15 2009	Dec 01 2011	19 00	1,027 04	615,08	0,00	411 96	411 96	LT
	Oct 14 2009	Dec 01 2011	15 00	810,82	559,36	0 00	251 46	251 46	LT
	Oct 15 2009	Dec 01 2011	17 00	918,93	634 48	0,00	284 45	284 45	LT
	Mar 09 2010	Dec 01 2011	38 00	2 054 08	1,606 20	0 00	447 88	447 88	LT
ILLINOIS TOOL WORKS CMN	Aug 19 2010	Dec 01 2011	37 00	1,668 64	1,559.45	0 00	109 19	109 19	LT
INVESCO LTD CMN	Mar 20 2008	Dec 01 2011	21,00	418 54	504.12	0,00	(85 58)	(85 58)	LT
	Jul 18 2008	Dec 01 2011	16 00	318 89	369,31	0.00	(50 42)	(50 42)	LT
	Jul 21 2008	Dec 01 2011	26 00	518 19	608,94	0 00	(90 75)	(90 75)	LT
	Jul 22 2008	Dec 01 2011	20,00	398 61	463,36	0 00	(64 75)	(64,75)	LT
JOHNSON CONTROLS INC CMN	Apr 17 2009	Dec 01 2011	31 00	961.36	537,81	0,00	423,54	423 54	LT
	May 18 2010	Dec 01 2011	43 00	1,333 49	1,267,65	0 00	65,84	65,84	LT

Goldman Sachs

Statement Detail

LARGE CAP STRATEGIC VALUE

Realized Gains and Losses (Continued)

Period Ended December 31 2011

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
JPMORGAN CHASE & CO CMN	Oct 15 2007	Dec 01 2011	58.00	1 747 32	2,685 43	0.00	(938 11)	(938 11)	LT
	Oct 31 2007	Dec 01 2011	110 00	3 313 89	5,202.74	0 00	(1,888 85)	(1,888.85)	LT
	Nov 14 2008	Dec 01 2011	25 00	753 16	885.49	0 00	(132 33)	(132 33)	LT
	Sep 30 2009	Dec 01 2011	30 00	903 79	1,324.45	0.00	(420 66)	(420.66)	LT
	Dec 13 2010	Dec 01 2011	35.00	1,054 42	1,446 70	0 00	(392 28)	(392.28)	ST
JUNIPER NETWORKS, INC CMN	Jul 27 2011	Dec 01 2011	74.00	1 650.62	1,824.89	0.00	(174 27)	(174,27)	ST
	Oct 26 2011	Dec 01 2011	42.00	936 84	973.83	0.00	(36 99)	(36.99)	ST
LIBERTY GLOBAL INC CMN CLASS A	Oct 10 2011	Dec 01 2011	6,00	236,81	224,07	0 00	12 74	12,74	ST
	Oct 11 2011	Dec 01 2011	14 00	552 56	533.51	0 00	19 05	19 05	ST
	Oct 12 2011	Dec 01 2011	21 00	828 84	807.96	0 00	20 88	20 88	ST
LIBERTY INTERACTIVE CORP INTERACTIVE CMN CLASS A	Jun 07 2011	Dec 01 2011	119.00	1 917 27	2,085.96	0 00	(168.69)	(168.69)	ST
LYONDELLBASELL INDUSTRIES N V CMN CLASS A	May 17 2011	Dec 01 2011	27.00	871 10	1,050.59	0 00	(179 49)	(179.49)	ST
	May 17 2011	Dec 01 2011	40 00	1,290.52	1,585 41	0.00	(294 89)	(294 89)	ST
	Aug 09 2011	Dec 01 2011	34 00	1,096 95	1,035 93	0 00	61 02	61 02	ST
	Oct 19 2011	Dec 01 2011	3 00	96 79	82.74	0 00	14 05	14 05	ST
MARSH & MCLENNAN CO INC CMN	Sep 10 2009	Dec 01 2011	65 00	1,969 18	1,513 24	0 00	455 94	455 94	LT
MAXIM INTEGRATED PRODUCTS INC CMN	Jul 22 2011	Dec 01 2011	31 00	786 52	735 17	0 00	51 35	51 35	ST
	Jul 25 2011	Dec 01 2011	55 00	1,395.43	1,291 51	0 00	103 92	103.92	ST
MERCK & CO , INC CMN	Feb 23 2010	Dec 01 2011	35 00	1,247 38	1,277 55	0.00	(30 17)	(30 17)	LT
	Mar 26 2010	Dec 01 2011	41 00	1,461.21	1,550 13	0 00	(88 92)	(88.92)	LT
	Jun 28 2010	Dec 01 2011	39.00	1 389 94	1,390.69	0 00	(0 76)	(0 76)	LT
	May 17 2011	Dec 01 2011	54 00	1,924 53	1,996 54	0 00	(72 02)	(72 02)	ST
MICROSOFT CORPORATION CMN	Feb 18 2011	Dec 01 2011	58 00	1,469 12	1,567.95	0 00	(98.84)	(98 84)	ST
	Apr 27 2011	Dec 01 2011	60 00	1,519 78	1,576.61	0.00	(56 84)	(56 84)	ST
MORGAN STANLEY CMN	Nov 01 2011	Dec 01 2011	95 00	1,371 54	1,540.79	0.00	(169 25)	(169 25)	ST
NATIONAL OILWELL VARCO, INC COMMON STOCK CMN	Oct 26 2011	Dec 01 2011	21,00	1 715 48	1,655 74	0.00	59 74	59 74	ST
NETAPP, INC CMN	Nov 18 2011	Dec 01 2011	46.00	1,683 05	1,618 37	0 00	64 68	64 68	ST
NVIDIA CORP CMN	Jun 22 2011	Dec 01 2011	116 00	1,805 17	1,850 39	0 00	(45 22)	(45 22)	ST
OCCIDENTAL PETROLEUM CORP CMN	May 03 2010	Dec 01 2011	1.00	96 64	90.28	0.00	6 36	6 36	LT
	May 27 2010	Dec 01 2011	13 00	1 256 28	1,060 60	0 00	195 68	195 68	LT
	Apr 01 2011	Dec 01 2011	11 00	1,063 01	1 161 26	0 00	(98 25)	(98 25)	ST
P G & E CORPORATION CMN	Aug 19 2010	Dec 01 2011	12.00	463 62	539 33	0 00	(75 71)	(75 71)	LT

LARGE CAP STRATEGIC VALUE

Realized Gains and Losses (Continued)

Period Ended December 31, 2011

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Oct 12 2010	Dec 01 2011	36 00	1,390.87	1,674.14	0 00	(283 27)	(283 27)	LT
	Dec 03 2010	Dec 01 2011	28 00	1,081 79	1,339 47	0 00	(257 68)	(257 68)	ST
PEPSICO INC CMN	Jul 01 2010	Dec 01 2011	8 00	511 00	489.19	0 00	21.81	21 81	LT
	Mar 01 2011	Dec 01 2011	22 00	1,405.24	1,399 09	0.00	6 15	6 15	ST
	Oct 06 2011	Dec 01 2011	21 00	1,341 36	1,260.53	0 00	80.83	80 83	ST
PFIZER INC CMN	Oct 07 2011	Dec 01 2011	229 00	4,563 06	4,253.38	0 00	309 68	309.68	ST
	Nov 07 2011	Dec 01 2011	52 00	1,036 15	1,034 41	0.00	1 74	1 74	ST
PPL CORPORATION CMN	Apr 12 2011	Dec 01 2011	99 00	2,966 89	2,584.70	0.00	382 19	382 19	ST
	May 17 2011	Dec 01 2011	39 00	1,168.77	1,095.00	0.00	73.77	73.77	ST
PRUDENTIAL FINANCIAL INC CMN	Jun 03 2009	Dec 01 2011	38 00	1,891.29	1,553.06	0.00	338 23	338 23	LT
	Dec 23 2009	Dec 01 2011	24 00	1,194 50	1,248 37	0.00	(53 87)	(53 87)	LT
	Oct 25 2010	Dec 01 2011	27.00	1,343 81	1,442 98	0.00	(99 17)	(99.17)	LT
PUBLIC-SVC ENTERPRISE GROUP HOLDING CO	Aug 01 2011	Dec 01 2011	12 00	393 35	393 62	0.00	(0 27)	(0 27)	ST
	Aug 02 2011	Dec 01 2011	42 00	1,376 71	1,359 94	0,00	16 77	16 77	ST
SIMON PROPERTY GROUP INC CMN	Sep 23 2011	Dec 01 2011	14 00	1,715.15	1,562.73	0,00	152 42	152.42	ST
SLM CORPORATION CMN	Aug 25 2008	Dec 01 2011	48 00	606 71	685.66	0 00	(78 94)	(78 94)	LT
	Jan 19 2010	Dec 01 2011	156 00	1,971.82	1,770 63	0.00	201.19	201.19	LT
SPRINT NEXTEL CORPORATION CMN	Aug 13 2007	Dec 01 2011	6 00	15.93	117.27	0.00	(101 34)	(101 34)	LT
	Jan 10 2008	Dec 01 2011	90 00	239 00	1,157.08	0,00	(918 08)	(918 08)	LT
	Apr 24 2008	Dec 01 2011	195.00	517.84	1,538.71	0 00	(1,020 87)	(1,020 87)	LT
	May 06 2008	Dec 01 2011	195 00	517 84	1,690 08	0 00	(1,172 24)	(1,172 24)	LT
	Jun 03 2008	Dec 01 2011	30 00	79 67	291 39	0,00	(211 72)	(211 72)	LT
	Jun 12 2008	Dec 01 2011	100 00	265 56	818 29	0 00	(552 73)	(552 73)	LT
	Jul 28 2009	Dec 01 2011	249 00	661 24	1,140 35	0 00	(479 11)	(479,11)	LT
	Mar 03 2011	Dec 01 2011	347 00	921 49	1,514.02	0 00	(592 53)	(592.53)	ST
STARWOOD HOTELS & RESORTS CMN	Oct 27 2011	Dec 01 2011	32 00	1,502 79	1,664 19	0 00	(161 40)	(161 40)	ST
SUNTRUST BANKS INC $1 00 PAR CMN	Dec 20 2010	Dec 01 2011	37 00	657 70	1,002 10	0 00	(344 40)	(344 40)	ST
	Dec 21 2010	Dec 01 2011	9 00	159 98	250 53	0 00	(90 55)	(90 55)	ST
	Dec 22 2010	Dec 01 2011	9 00	159 98	259 46	0 00	(99 48)	(99 48)	ST
	Dec 23 2010	Dec 01 2011	19 00	337 74	546 93	0 00	(209 19)	(209 19)	ST

SCHEDULE D - ATTACHMENT C

Goldman Sachs

Statement Detail

LARGE CAP STRATEGIC VALUE

Realized Gains and Losses (Continued)

Period Ended December 31 2011

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	May 17 2011	Dec 01 2011	38 00	675 47	1,064 25	0 00	(388 78)	(388 78)	ST
TEVA PHARMACEUTICAL IND LTD ADS	Nov 12 2010	Dec 01 2011	16.00	639 11	806 96	0 00	(167 85)	(167.85)	LT
	Nov 15 2010	Dec 01 2011	38 00	1,517.88	1,929.97	0 00	(412 09)	(412 09)	LT
	Mar 01 2011	Dec 01 2011	29 00	1,158 38	1 458 93	0.00	(300 55)	(300.55)	ST
THE HOME DEPOT INC CMN	Nov 22 2011	Dec 01 2011	57 00	2,242 78	2,120 75	0 00	122 03	122 03	ST
THE MOSAIC COMPANY CMN	Jul 08 2011	Dec 01 2011	28 00	1,479 05	1,972.95	0 00	(493.90)	(493 90)	ST
THE TRAVELERS COMPANIES INC CMN	Jul 11 2008	Dec 01 2011	13 00	714.48	569 60	0.00	144 89	144 89	LT
	Jan 21 2009	Dec 01 2011	46 00	2,528 17	1 790,99	0.00	737 18	737 18	LT
THERMO FISHER SCIENTIFIC INC CMN	Oct 13 2011	Dec 01 2011	72 00	3,399 21	3,884 47	0 00	(485 26)	(485.26)	ST
U S BANCORP CMN	Jun 18 2010	Dec 01 2011	46 00	1,176.21	1,079 15	0 00	97 06	97.06	LT
	Jun 21 2010	Dec 01 2011	70 00	1,789 89	1,669 62	0 00	120 27	120.27	LT
	Dec 13 2010	Dec 01 2011	59 00	1,508 62	1,549.42	0 00	(40.80)	(40 80)	ST
UNILEVER N V NY SHS (NEW) ADR CMN	Feb 11 2008	Dec 01 2011	31 00	1,037.60	950.27	0.00	87.32	87.32	LT
	Jan 06 2011	Dec 01 2011	57 00	1,907 84	1,736.65	0.00	171.19	171 19	ST
	Mar 01 2011	Dec 01 2011	49 00	1 640 07	1,483 33	0 00	156 74	156 74	ST
WALT DISNEY COMPANY (THE) CMN	Jul 18 2011	Dec 01 2011	132.00	4,744.91	5,096 75	0.00	(351.84)	(351 84)	ST
	Aug 16 2011	Dec 01 2011	30 00	1,078.39	1,005.35	0.00	73.04	73.04	ST
	Oct 12 2011	Dec 01 2011	17 00	611.09	577.76	0.00	33.33	33.33	ST
WELLPOINT, INC CMN	Jun 05 2008	Dec 01 2011	14 00	983 66	792.40	0 00	191.26	191.26	LT
	Sep 03 2008	Dec 01 2011	13.00	913 40	686 38	0 00	227.02	227.02	LT
	Sep 04 2008	Dec 01 2011	10 00	702 62	519.89	0.00	182.73	182 73	LT
WILLIAMS COMPANIES INC (THE) CMN	Nov 02 2011	Dec 01 2011	44 00	1,413 54	1,323 28	0.00	90.26	90.26	ST
	Nov 04 2011	Dec 01 2011	28.00	899.52	878.11	0.00	21 41	21.41	ST
TRANSOCEAN LTD CMN	Dec 01 2011	Dec 02 2011	38.00	1,561.10	1,642 70	0.00	18.40	18.40	ST

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	103,912 40	93,124 10	0.00	10,788.38	10,788 38
SHORT TERM LOSSES	99 763 54	116,910 33	0.00	(17,146 84)	(17,146 84)
SHORT TERM DISALLOWED LOSSES					(482 42)
NET SHORT TERM GAINS (LOSSES)	**203,675.94**	**210,034.43**	**0.00**	**(6,358.46)**	**(5,876.04)**
LONG TERM GAINS	105,302 28	81,600 90	0 00	23,701 42	23,701.42
LONG TERM LOSSES	67,134,31	86,569.80	0 00	(19,435 54)	(19,435,54)
NET LONG TERM GAINS (LOSSES)	**172,436.59**	**168,170.70**	**0.00**	**4,265.88**	**4,265.88**

The Dr. M. Lee Pearce Foundation, Inc.
EIN: 59-2424272

SCHEDULE D - ATTACHMENT D

Goldman Sachs

Statement Detail

ADVISORY

Realized Gains and Losses

Period Ended December 31, 2011

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes. You should use only your official form 1099s or other tax records for tax reporting. This information is not and should not be construed as tax, accounting or legal advice. Please consult with your tax advisor regarding the tax consequences of your investment decisions. The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information.

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
EKSPORTFINANS ASA LINKED TO MSCI EAFE AND EEM 0% COUPON DUE 01/24/2011 STRUCTURED NOTE	Dec 17 2008	Jan 24 2011	45.00	63,022.50	45,000.00	0.00	18,022.50	18,022.50	LT
GS LOCAL EMERGING MARKETS DEBT FUND CLASS A SHARES	Apr 22 2010	Feb 23 2011	2,653.88	24,628.00	25,026.08	0.00	(398.08)	(398.08)	ST
ISHARES MSCI EMERGING MKT INDEX FUND ETF	Jan 20 2011	Feb 28 2011	260.00	11,903.74	12,204.48	0.00	(300.74)	(300.74)	ST
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF	Jan 20 2011	Feb 28 2011	843.00	51,874.85	49,532.83	0.00	2,342.02	2,342.02	ST
RABOBANK NEDERLAND LINKED TO TOPIX 0% COUPON DUE 11/07/2011 STRUCTURED NOTE	Sep 30 2010	May 17 2011	110.00	109,759.10	110,000.00	0.00	(240.90)	(240.90)	ST
BNP PARIBAS LINKED TO EUROSTOXX 50 DIV PTS 0% COUPON DUE 12/31/2012 STRUCTURED NOTE	Nov 19 2010	May 31 2011	100.00	107,550.00	99,400.00	0.00	8,150.00	8,150.00	ST
FHLB 5 375% 08/19/2011 FA	Nov 03 2006	Aug 19 2011	200,000.00	200,000.00	200,000.00 [3]	0.00	(4,284.00)	0.00	LT
BNP PARIBAS LNK TO BRIC + IT VS JPY (FX) 0% COUPON DUE 9/22/2011 STRUCTURED NOTE	Aug 31 2009	Sep 22 2011	150,000.00	132,453.37	154,888.49 [3]	0.00	(21,730.75)	(22,435.12)	LT
FHLB 1 625% 03/20/2013 MS	Sep 17 2010	Dec 13 2011	100,000.00	101,682.00	101,169.95 [3]	0.00	(616.00)	512.05	LT

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	159,424.85	148,932.83	0.00	10,492.02	10,492.02
SHORT TERM LOSSES	146,290.84	147,230.56	0.00	(939.72)	(939.72)
NET SHORT TERM GAINS (LOSSES)	**305,715.69**	**296,163.39**	**0.00**	**9,552.30**	**9,552.30**
LONG TERM GAINS	364,704.50	346,169.95	0.00	13,120.50	18,534.55
LONG TERM LOSSES	132,453.37	154,888.49	0.00	(21,730.75)	(22,435.12)
NET LONG TERM GAINS (LOSSES)	**497,157.87**	**501,058.44**	**0.00**	**(8,610.25)**	**(3,900.57)**

[3] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization. This increase or decrease of basis assumes the investor has elected to include market discount in income currently, and/or amortize premium currently.

0601130 0048-4-0032194----0151-24

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE DR. M. LEE PEARCE FOUNDATION, INC.	Employer identification number (EIN) or [X] 59-2424272
File by the due date for filing your return. See instructions.	Number, street, and room or suite no If a P.O. box, see instructions. 5601 N. DIXIE HIGHWAY, #411	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions FORT LAUDERDALE, FL 33334	

COPY

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ PHYLLIS JOHNS

Telephone No ▶ 954 202-1998 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 12 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 20 11 or
▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$	13,666.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$	13,666.
c **Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$	

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions