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

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

2011

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation Helen S. and Julius L. Goldman Scholarship Fund, Inc.		A Employer identification number 56-1941869						
Number and street (or P O box number if mail is not delivered to street address) 130 S. Main Street	Room/suite 205	B Telephone number 704-636-8050						
City or town, state, and ZIP code Salisbury, NC 28144		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table style="display:inline-table; vertical-align:top;"> <tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr> <tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 307,809.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	50.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	9,869.	9,869.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	11,266.			
	b Gross sales price for all assets on line 6a	51,669.			
	7 Capital gain net income (from Part IV, line 2)		11,266.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11	21,185.	21,135.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	1,506.	0.		1,506.
	17 Interest				
	18 Taxes	23.	0.		23.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	23.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,552.	0.		1,529.
	25 Contributions, gifts, grants paid	12,500.			12,500.
26 Total expenses and disbursements. Add lines 24 and 25	14,052.	0.		14,029.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	7,133.				
b Net investment income (if negative, enter -0-)		21,135.			
c Adjusted net income (if negative, enter -0-)			N/A		

**Helen S. and Julius L. Goldman
Scholarship Fund, Inc.**

56-1941869

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing		-3.	-3.
	2 Savings and temporary cash investments	13,945.	13,650.	13,650.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations Stmt 5	20,200.	20,200.	20,865.
	b Investments - corporate stock Stmt 6	177,754.	185,184.	216,526.
	c Investments - corporate bonds Stmt 7	46,849.	46,849.	56,771.
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
Liabilities	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	258,748.	265,880.	307,809.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	258,747.	265,880.	
	30 Total net assets or fund balances	258,747.	265,880.	
	31 Total liabilities and net assets/fund balances	258,747.	265,880.	

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	258,747.
2 Enter amount from Part I, line 27a	2	7,133.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	265,880.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	265,880.

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			
b See Attached Statement			
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 51,669.		40,403.	11,266.

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			11,266.

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	11,266.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	16,854.	11,355.	1.484280
2009	15,904.	277,233.	.057367
2008	16,767.	266,434.	.062931
2007	21,516.	328,246.	.065548
2006	17,931.	337,229.	.053172

2 Total of line 1, column (d)	2	1.723298
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	.344660
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	296,773.
5 Multiply line 4 by line 3	5	102,286.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	211.
7 Add lines 5 and 6	7	102,497.
8 Enter qualifying distributions from Part XII, line 4	8	14,029.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	423.
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	0.
3 Add lines 1 and 2		3	423.
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	423.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	423.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	423.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Mark Perry Telephone no. ► 7046330091 Located at ► 1938 W. Jake Alexander Blvd, Salisbury, NC ZIP+4 ► 28147			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

N/A

▶	0
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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 Awarded 6 educational scholarships in the amount of \$1,500.00 for the 2011-2012 school year.	9,000.
2 Awarded 3 educational scholarships in the amount of \$1,000.00 for the 2011-2012 school year.	3,000.
3 Awarded 1 educational scholarship in the amount of \$500.00 for the 2011-2012 school year.	500.
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2011)

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	291,854.
b	Average of monthly cash balances	1b	9,438.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	301,292.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	301,292.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,519.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	296,773.
6	Minimum investment return. Enter 5% of line 5	6	14,839.

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	14,839.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	423.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	423.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,416.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	14,416.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	14,416.

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	14,029.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	14,029.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,029.

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				14,416.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				2,714.
c From 2008				3,667.
d From 2009				2,263.
e From 2010				11,610.
f Total of lines 3a through e	20,254.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 14,029.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				14,029.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	387.			387.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	19,867.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	19,867.			
10 Analysis of line 9:				
a Excess from 2007				2,327.
b Excess from 2008				3,667.
c Excess from 2009				2,263.
d Excess from 2010				11,610.
e Excess from 2011				

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

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

Judy Grissom, 704-636-3895
1350 Potneck Road, Salisbury, NC 28147

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

Application forms available upon request.

c Any submission deadlines:

April 1 of each year

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

Available only to females who reside and/or work in Rowan County, NC.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
Alexandrea Worthy Post Office Box 6040 Concord, NC 28027	None		Educational Scholarships	1,500.
Alexandria Yarborough 817-2B Mitchell Avenue Salisbury, NC 28144	None		Educational Scholarships	1,500.
Casey Wellmon 230 Sweetgum Lane Salisbury, NC 28146	None		Educational Scholarships	1,500.
Clarissa Beaty 105 Cornwall Drive Salisbury, NC 28147	None		Educational Scholarships	1,500.
Morgan Grissom East Fifth Street Greenville, NC 27858		None	Educational Scholarship	500.
Total	See continuation sheet(s)			12,500.
b Approved for future payment				
Alexandrea Worthy Post Office Box 6040 Concord, NC 28027	None		Educational Scholarships	1,500.
Alexandria Yarborough 817-2B Mitchell Avenue Salisbury, NC 28144	None		Educational Scholarship	1,500.
Casey Wellmon 230 Sweetgum Lane Salisbury, NC 28146	none		Educational Scholarships	1,500.
Total	See continuation sheet(s)			12,500.

Helen S. and Julius L. Goldman
Scholarship Fund, Inc.

56-1941869

Part XV Supplementary Information

3' Grants and Contributions Paid During the Year (Continuation)

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
Raven Corbett 135 Lavista Drive Rockwell, NC 28138	None		Educational Scholarship	1,000.
Tiffany Anderson 1650 Harrison Road Salisbury, NC 28147	None		Educational Scholarships	1,500.
Tiffany McClure 4379 White Tail Drive Lagrange, NC 28551	None		Educational Scholarship	1,000.
Xiomara Villatoro 295 Ernest Miller Road Salisbury, NC 28147	None		Educational Scholarship	1,500.
Zoe Gonzales 207 Heilig Avenue Salisbury, NC 28144	None		Educational Scholarship	1,000.
Total from continuation sheets				6,000.

Helen S. and Julius L. Goldman
Scholarship Fund, Inc.

56-1941869

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
Jade Lomax 435 Blue Heron Road Salisbury, NC 28146	None		Educational Scholarship	1,000.
Melissa Hollar 223 Ferns Avenue Rockwell, NC 28138	None		Educational Scholarship	1,000.
Raven Corbett 135 Lavista Drive Rockwell, NC 28138	None		Educational Scholarship	1,500.
Tiffany McClure 4379 White Tail Drive Lagrange, NC 28551	None		Educational Scholarship	1,500.
Xiomara Villatoro 295 Ernest Miller Road Salisbury, NC 28147	None		Educational Scholarships	1,500.
Zoe Gonzales 207 Heilig Avenue Salisbury, NC 28144	None		Educational Scholarship	1,500.
Total from continuation sheets				8,000.

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 Helmerich & Payne Inc; 60 shares			10/18/06	09/27/11
b Hewlett-Packard Company; 120 shares			02/09/11	09/16/11
c HollyFrontier Corp; 120 shares			05/15/08	05/13/11
d The Charles Schwab Corp; 340 shares			Various	08/17/11
e Valspar Corporation; 200 shares			10/05/07	10/04/11
f Wolverine World Wide Inc; 50 shares			11/28/05	10/04/11
g Wolverine World Wide Inc; 170 shares			11/28/05	04/30/12
h International Business Machines; 50 shares			09/30/05	01/11/12
i Cullen Frost Bankers; 90 shares			04/17/09	03/30/12
j Cullen Frost Bankers; 40 shares			10/07/11	03/30/12
k Illinois Tool Works Inc; 120 shares			06/09/09	04/10/12
l				
m				
n				
o				

(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 2,790.		1,413.	1,377.
b 2,795.		5,839.	-3,044.
c 3,933.		2,459.	1,474.
d 4,238.		6,106.	-1,868.
e 6,015.		5,149.	866.
f 1,730.		1,073.	657.
g 6,973.		3,647.	3,326.
h 9,062.		4,008.	5,054.
i 5,239.		4,469.	770.
j 2,328.		1,812.	516.
k 6,566.		4,428.	2,138.
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,377.
b			-3,044.
c			1,474.
d			-1,868.
e			866.
f			657.
g			3,326.
h			5,054.
i			770.
j			516.
k			2,138.
l			
m			
n			
o			

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	11,266.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Charles Schwab	5,994.	0.	5,994.
Charles Schwab	3,875.	0.	3,875.
Total to Fm 990-PF, Part I, ln 4	9,869.	0.	9,869.

Form 990-PF	Other Professional Fees	Statement	2
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MorganStanley SmithBarney	1,506.	0.		1,506.
To Form 990-PF, Pg 1, ln 16c	1,506.	0.		1,506.

Form 990-PF	Taxes	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax Withheld	23.	0.		23.
To Form 990-PF, Pg 1, ln 18	23.	0.		23.

Form 990-PF	Other Expenses	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Postage	23.	0.		0.
To Form 990-PF, Pg 1, ln 23	23.	0.		0.

Form 990-PF	U.S. and State/City Government Obligations		Statement	5
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Fed Home Loan Bank; 20000 shares	X		20,200.	20,865.
Total U.S. Government Obligations			20,200.	20,865.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			20,200.	20,865.

Form 990-PF	Corporate Stock		Statement	6
Description			Book Value	Fair Market Value
AT&T Inc New; 170 shares			4,021.	6,062.
Ace Limited New; 90 shares			6,190.	6,672.
Air Prod & Chemicals Inc; 70 shares			6,370.	5,651.
Baker Hughes Inc; 60 shares			2,926.	2,466.
Brown & Brown Inc; 250 shares			5,206.	6,818.
Chevron Corporation; 70 shares			3,153.	7,385.
Cullen Frost Bankers; 90 shares			0.	0.
Ensco PLC ADR; 90 shares			4,982.	4,227.
Exxon Mobil Corporation; 80 shares			2,857.	6,846.
General Dynamics Corp; 80 shares			2,369.	5,277.
Genuine Parts Co; 140 shares			6,852.	8,435.
Grainger WW Inc; 60 shares			3,725.	11,474.
Greif Inc Cl A; 90 shares			5,800.	3,690.
Helmerich & Payne Inc; 60 shares			0.	0.
Hewlett-Packard Company; 120 shares			0.	0.
Holly Corp; 60 shares			0.	0.
Illinois Tool Works Inc; 120 shares			0.	0.
Intel Corp; 260 shares			5,231.	6,929.
Intl Business Machines; 50 shares			0.	0.
Johnson & Johnson; 90 shares			4,490.	6,080.
Lilly Eli & Company; 150 shares			5,167.	6,437.
Linear Technology Corp; 220 shares			8,316.	6,893.
Merck & Co Inc New; 190 shares			6,094.	7,933.
Omnicom Group Inc; 120 shares			5,778.	5,832.
Partnerre Ltd; 70 shares			3,785.	5,297.
Paychex Inc; 190 shares			5,948.	5,968.
Pepsico Inc; 90 shares			5,809.	6,359.
Procter & Gamble; 80 shares			5,058.	4,900.
Rowe T Price Group Inc; 110 shares			5,399.	6,926.
Stryker Corp; 110 shares			6,852.	6,061.
Target Corporation; 100 shares			5,341.	5,819.

Teva Pharm Inds Ltd Adrf; 110 shares	6,189.	4,338.
The Charles Schwab Corp; 340 shares	0.	0.
United Parcel Service B; 100 shares	5,257.	7,876.
Valspar Corporation; 200 shares	0.	0.
Wolverine World Wide Inc; 220 shares	0.	0.
Albemarle Corp; 110 shares	5,974.	6,560.
American Express Company; 110 shares	6,390.	6,403.
Blackrock Inc; 30 shares	5,322.	5,095.
Cardinal Health Inc; 140 shares	5,910.	5,880.
Darden Restaurants Inc; 120 shares	5,874.	6,076.
Energen Corp; 120 shares	5,374.	5,416.
Greif Inc Cl A; 40 shares	1,736.	1,640.
Energen Corp; 30 shares	1,193.	1,354.
Microsoft Corp; 210 shares	6,196.	6,424.
Partnerre Ltd; 40 shares	2,050.	3,027.
Total to Form 990-PF, Part II, line 10b	185,184.	216,526.

Form 990-PF	Corporate Bonds	Statement	7
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Description	Book Value	Fair Market Value
Coca Cola Enter; 25000 shares	28,135.	36,236.
Goldman Sachs; 20000 shares	18,714.	20,535.
Total to Form 990-PF, Part II, line 10c	46,849.	56,771.

Form 990-PF Part VIII - List of Officers, Directors Statement 8
Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan	Expense Contrib	Account
Judy Grissom 1350 Potneck Road Salisbury, NC 28147	President 0.00	0.	0.	0.	0.
Norma Goldman 3303 Winged Foot Drive Salisbury, NC 28144	Vice-President 0.00	0.	0.	0.	0.
Lollie Streiff 603 Anderson Avenue Salisbury, NC 28144	Secretary 0.00	0.	0.	0.	0.
Mark Perry 131 West Bank Street Salisbury, NC 28144	Treasurer 0.00	0.	0.	0.	0.
Brunetta Franklin 210 Sunset Drive, Apt 538 Salisbury, NC 28147	AAUW President 0.00	0.	0.	0.	0.
Judy Grissom 1350 Potneck Road Salisbury, NC 28144	Director 0.00	0.	0.	0.	0.
Norma Goldman 3303 Winged Foot Drive Salisbury, NC 28144	Director 0.00	0.	0.	0.	0.
Donna Wiseman 2210 Old Mocksville Road Salisbury, NC 28144	Director 0.00	0.	0.	0.	0.
Mark Perry 131 West Bank Street Salisbury, NC 28144	Director 0.00	0.	0.	0.	0.
Dr. Catrelia Hunter 3855 Woodleaf-Barber Road Cleveland, NC 27013	Director 0.00	0.	0.	0.	0.
Harriet Murphy 335 Bethel Drive Salisbury, NC 28144	Director 0.00	0.	0.	0.	0.

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Zebbie Bondurant 1071 Lighthouse Way Salisbury, NC 28146	Director 0.00	0.	0.	0.
Lollie Streiff 603 Anderson Avenue Salisbury, NC 28144	Director 0.00	0.	0.	0.
Ann Medlin 111 Prestwick Court Salisbury, NC 28146	Director 0.00	0.	0.	0.
Kathy Pulliam 1060 Quail Circle Salisbury, NC 28147	Director 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		<u>0.</u>	<u>0.</u>	<u>0.</u>