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 JUL 1, 2011 , and ending JUN 30, 2012

Name of foundation: THE SYCAMORE FOUNDATION

A Employer identification number: 56-2091833

Number and street (or P O box number if mail is not delivered to street address): C/O BBH TRUST COMPANY, N.A. 140 BROADWA — Room/suite:

B Telephone number: 704-370-0500

City or town, state, and ZIP code: NEW YORK, NY 10005

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: [X] 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) ▶$ 956,391.

J Accounting method: [X] 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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	19,021.	19,021.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17,913.			
	b Gross sales price for all assets on line 6a 194,901.				
	7 Capital gain net income (from Part IV, line 2)		17,913.		
	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	36,934.	36,934.		
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 STMT 2	2,060.	0.		2,060.
	c Other professional fees STMT 3	3,684.	3,684.		0.
	17 Interest				
	18 Taxes STMT 4	1,980.	1,980.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	12.	12.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	7,736.	5,676.		2,060.
	25 Contributions, gifts, grants paid	50,000.			50,000.
	26 Total expenses and disbursements. Add lines 24 and 25	57,736.	5,676.		52,060.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-20,802.			
	b Net investment income (if negative, enter -0-)		31,258.		
	c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED SEP 26 2012

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123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	87,906.	52,451.	52,451.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	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 6	99,346.	49,659.	51,176.
	b Investments - corporate stock STMT 7	704,802.	765,816.	852,764.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ DUE FROM BROKERS)	0.	3,326.	0.
	16 **Total assets** (to be completed by all filers)	892,054.	871,252.	956,391.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	879,829.	879,829.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	12,225.	-8,577.	
	30 **Total net assets or fund balances**	892,054.	871,252.	
	31 **Total liabilities and net assets/fund balances**	892,054.	871,252.	

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	892,054.
2 Enter amount from Part I, line 27a	2	-20,802.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	871,252.
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	871,252.

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 ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b	SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	7,116.		5,829.	1,287.
b	187,018.		171,159.	15,859.
c	767.			767.
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				1,287.
b				15,859.
c				767.
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** 17,913.

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	40,000.	948,558.	.042169
2009	33,500.	890,827.	.037606
2008	54,673.	823,844.	.066363
2007	49,006.	1,007,021.	.048664
2006	43,448.	976,562.	.044491

2	Total of line 1, column (d)	2	.239293
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	.047859
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	955,837.
5	Multiply line 4 by line 3	5	45,745.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	313.
7	Add lines 5 and 6	7	46,058.
8	Enter qualifying distributions from Part XII, line 4	8	52,060.

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	313.
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	313.
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	313.
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,120.		
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	1,120.
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	807.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	400.	**Refunded** ▶	11	407.

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 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 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.*	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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	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

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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 ▶ BROWN BROTHERS HARRIMAN TRUST CO., Telephone no ▶704.370.0500
Located at ▶227 WEST TRADE STREET, SUITE 2100,, CHARLOTTE, NC ZIP+4 ▶28202-1675

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

			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)?	N/A	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)	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?	☐ 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.)*	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

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)? ☐ 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)? N/A | 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? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JESSIE L. THOMPSON 227 WEST TRADE STREET, SUITE 2100 CHARLOTTE, NC 28202-1675	PRESIDENT & TREASURER 0.30	0.	0.	0.
SYLVIA M. THOMPSON 227 WEST TRADE STREET, SUITE 2100 CHARLOTTE, NC 28202-1675	VICE PRESIDENT 0.30	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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 N/A	
2	
3	
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	888,971.
b	Average of monthly cash balances	1b	81,422.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	970,393.
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	970,393.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,556.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	955,837.
6	**Minimum investment return.** Enter 5% of line 5	6	47,792.

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	47,792.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 313.		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	313.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	47,479.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	47,479.
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	47,479.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	52,060.
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	52,060.
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	313.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	51,747.

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				47,479.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			45,418.	
b Total for prior years ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 52,060.				
a Applied to 2010, but not more than line 2a			45,418.	
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				6,642.
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))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				40,837.
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	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 8

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

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				
A CHILD'S PLACE 601 E 5TH STREET, SUITE 230 CHARLOTTE, NC 28202	NONE	PUBLIC	GENERAL SUPPORT	10,000.
SAMARITAN HOUSE 611 FORTUNE STREET CHARLOTTE, NC 28205	NONE	PUBLIC	GENERAL SUPPORT	10,000.
THE RELATIVES 1100 EAST BOULEVARD CHARLOTTE, NC 28203	NONE	PUBLIC	GENERAL SUPPORT	10,000.
THE RESPITE GIFT 4919 MONROE ROAD CHARLOTTE, NC 28205	NONE	PUBLIC	GENERAL SUPPORT	10,000.
BRIDGES OF PEACE INTERNATIONAL 139 DUDDINGTON PLACE SE WASHINGTON, DC 20003	NONE	PUBLIC	GENERAL SUPPORT	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	50,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

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
WTVI 3242 COMMONWEALTH AVENUE CHARLOTTE, NC 28205	NONE	PUBLIC	GENERAL SUPPORT	5,000.
Total from continuation sheets				5,000.

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	19,021.	
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	17,913.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		36,934.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 36,934.

(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)

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

Signature of officer or trustee: [signature] Date: 9/10/12 Title: PRESIDENT & TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANNA-LIESE ANDERSON	Anna-Liese Anderson	8/24/12		P00804632

Firm's name ▶ BROWN BROTHERS HARRIMAN TRUST CO., N.A. Firm's EIN ▶ 20-4592596

Firm's address ▶ 140 BROADWAY - 5TH FL
NEW YORK, NY 10005 Phone no

123622
12-02-11

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BBH - DIVIDEND	15,725.	767.	14,958.
BBH - INTEREST	4,063.	0.	4,063.
TOTAL TO FM 990-PF, PART I, LN 4	19,788.	767.	19,021.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,060.	0.		2,060.
TO FORM 990-PF, PG 1, LN 16B	2,060.	0.		2,060.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	3,684.	3,684.		0.
TO FORM 990-PF, PG 1, LN 16C	3,684.	3,684.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	284.	284.		0.
FEDERAL EXCISE PAYMENT	1,696.	1,696.		0.
TO FORM 990-PF, PG 1, LN 18	1,980.	1,980.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES	12.	12.		0.
TO FORM 990-PF, PG 1, LN 23	12.	12.		0.

FORM 990-PF — U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS — STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED - U.S. GOVERNMENT OBLIGATIONS	X		49,659.	51,176.
TOTAL U.S. GOVERNMENT OBLIGATIONS			49,659.	51,176.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			49,659.	51,176.

FORM 990-PF — CORPORATE STOCK — STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED - CORPORATE STOCK	765,816.	852,764.
TOTAL TO FORM 990-PF, PART II, LINE 10B	765,816.	852,764.

FORM 990-PF — PART XV - LINE 1A LIST OF FOUNDATION MANAGERS — STATEMENT 8

NAME OF MANAGER

JESSIE L. THOMPSON
SYLVIA M. THOMPSON

BROWN BROTHERS HARRIMAN

BROWN BROTHERS HARRIMAN AND CO **Run on 8/24/2012 2:00:02 PM**

Realized Gain/Loss Report **Start Date: 07/01/2011**

End Date: 06/30/2012

Account: 1035000452 **Administrator: RANDALL P. AYER JR. 704-370-0500**

THE SYCAMORE FOUNDATION INC

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** SHORT TERM CAPITAL GAIN (LOSS)					
14 SHARES OF VISA INC- CL.A SHARES	11/15/2011	12/06/2010	1,328.41	1,085.78	242.63
61 SHARES OF VISA INC- CL.A SHARES	11/15/2011	12/07/2010	5,788.07	4,743.16	1,044.91
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			7,116.48	5,828.94	1,287.54
** LONG TERM CAPITAL GAIN (LOSS)					
50 SHARES OF WALGREEN CO	07/20/2011	07/03/2008	2,096.85	1,587.84	509.01
25 SHARES OF WALGREEN CO	07/20/2011	06/23/2010	1,048.43	705.21	343.22
150 SHARES OF WALGREEN CO	08/11/2011	06/23/2010	5,148.50	4,231.24	917.26
100 SHARES OF WALGREEN CO	08/11/2011	06/30/2010	3,432.33	2,683.14	749.19
75 SHARES OF COCA-COLA CO	09/19/2011	07/03/2008	5,276.98	3,856.50	1,420.48
42 SHARES OF COCA-COLA CO	10/17/2011	10/09/2008	2,817.79	1,869.08	948.71
8 SHARES OF COCA-COLA CO	10/18/2011	10/09/2008	535.36	356.02	179.34
50 SHARES OF COCA-COLA CO	10/18/2011	10/10/2008	3,346.02	2,101.82	1,244.20
47 SHARES OF COSTCO WHOLESALE CORP	10/27/2011	02/17/2006	4,012.25	2,415.97	1,596.28
100 SHARES OF LIBERTY GLOBAL INC COM SER A	11/28/2011	03/12/2008	3,921.40	3,628.00	293.40
50 SHARES OF LIBERTY GLOBAL INC COM SER A	11/29/2011	03/12/2008	1,939.34	1,814.00	125.34
25 SHARES OF LIBERTY GLOBAL INC COM SER A	11/30/2011	03/12/2008	977.36	907.00	70.36
50 SHARES OF LIBERTY GLOBAL INC COM SER A	11/30/2011	08/21/2008	1,954.73	1,654.25	300.48
53 SHARES OF COSTCO WHOLESALE CORP	11/30/2011	02/17/2006	4,504.58	2,724.39	1,780.19
37 SHARES OF LIBERTY GLOBAL INC COM SER A	12/05/2011	08/21/2008	1,482.36	1,224.15	258.21
1400 SHARES OF BBH INTERNATIONAL EQUITY FUND CL N	12/05/2011	06/05/2007	17,402.00	24,402.00	7,000.00-
1335.318 SHARES OF BBH INTERNATIONAL EQUITY FUND CL N	12/05/2011	07/26/2007	16,598.00	22,700.41	6,102.41-
113 SHARES OF LIBERTY GLOBAL INC COM SER A	12/06/2011	08/21/2008	4,489.10	3,738.60	750.50
25 SHARES OF EOG RESOURCES INC	12/22/2011	10/20/2009	2,457.98	2,349.48	108.50
25 SHARES OF EOG RESOURCES INC	12/22/2011	05/25/2010	2,457.97	2,406.91	51.06
25 SHARES OF	01/19/2012	04/15/2009	1,505.83	934.43	571.40

ECOLAB INC						
50 SHARES OF ECOLAB INC	01/19/2012	02/12/2010	3,011.66	2,076.44	935.22	
1 SHARES OF ECOLAB INC	02/01/2012	04/14/2009	60.61	37.15	23.46	
25 SHARES OF ECOLAB INC	02/01/2012	04/15/2009	1,515.18	934.42	580.76	
18 SHARES OF ECOLAB INC	02/02/2012	04/14/2009	1,092.34	668.73	423.61	
25 SHARES OF VISA INC- CL.A SHARES	02/03/2012	12/06/2010	2,672.37	1,938.88	733.49	
9 SHARES OF VISA INC- CL.A SHARES	02/03/2012	12/16/2010	962.05	683.52	278.53	
16 SHARES OF VISA INC- CL.A SHARES	02/06/2012	12/16/2010	1,712.60	1,215.15	497.45	
50 SHARES OF VISA INC- CL.A SHARES	02/09/2012	12/16/2010	5,656.69	3,797.35	1,859.34	
25 SHARES OF VISA INC- CL.A SHARES	02/27/2012	12/16/2010	2,924.19	1,898.68	1,025.51	
32 SHARES OF VISA INC- CL.A SHARES	03/26/2012	03/23/2011	3,841.94	2,304.70	1,537.24	Covered
10 SHARES OF VISA INC- CL.A SHARES	03/27/2012	03/23/2011	1,199.95	720.22	479.73	Covered
8 SHARES OF VISA INC- CL.A SHARES	04/03/2012	03/23/2011	959.74	576.18	383.56	Covered
30 SHARES OF VISA INC- CL.A SHARES	04/17/2012	12/17/2010	3,666.87	2,032.22	1,634.65	
28 SHARES OF ECOLAB INC	04/17/2012	04/14/2009	1,754.13	1,040.24	713.89	
26 SHARES OF ECOLAB INC	04/18/2012	04/14/2009	1,625.77	965.94	659.83	
7 SHARES OF ECOLAB INC	04/20/2012	04/14/2009	435.85	260.06	175.79	
20 SHARES OF ECOLAB INC	04/25/2012	04/14/2009	1,247.44	743.04	504.40	
20 SHARES OF VISA INC- CL.A SHARES	04/26/2012	12/17/2010	2,448.60	1,354.81	1,093.79	
50000 UNITS OF FEDERAL NATIONAL MTGE ASSN 4.875% 05/18/2012	05/18/2012	07/26/2007	50,000.00	49,687.37	312.63	
50 SHARES OF WAL-MART STORES INC	06/07/2012	07/06/2005	3,298.61	2,486.75	811.86	
50 SHARES OF WAL-MART STORES INC	06/07/2012	02/17/2006	3,298.60	2,323.50	975.10	
93 SHARES OF COMCAST CORP CL A	06/20/2012	08/15/2007	2,901.71	2,382.48	519.23	
107 SHARES OF COMCAST CORP CL A	06/27/2012	08/15/2007	3,326.08	2,741.14	584.94	
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			187,018.14	171,159.41	15,858.73	

** LONG TERM CAPITAL GAINS DIVIDENDS

19361.084 BASIS SHARES OF BBH BROAD MARKET FUND CL N			766.70
** TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	0.00	0.00	766.70

Brown Brothers Harriman

BROWN BROTHERS HARRIMAN AND CO
Asset Details

Run on 8/24/2012 1:59:30 PM
As of 06/30/2012
Combined Portfolios
Settlement Date Basis

Account: 1035000452
THE SYCAMORE FOUNDATION INC

Administrator: RANDALL P. AYER JR. @ 704-370-0500
Investment Officer: RANDALL P. AYER JR. @ 704-370-0500
Investment Authority: Sole
Investment Objective: BALANCED
Lot Select Method: HIFO
Sort By: Security Type

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricing Date
	Cash										
	CASH									0.00	
	Total For Cash	0.000000									
	Money Market Funds										
BBMXX	05528C105 BBH MONEY MARKET FUND REGULAR	52,451.420000	1.000	52,451.42	52,451.42	52,451		5.46	5	0.01	01/01/1901
	Total For Money Market Funds	52,451.420000		52,451.42	52,451.42	52,451			5		
	U. S. Gov't Obligations										
	31398AMW9 FEDERAL NATIONAL MTGE ASSN 3.25% 04/09/2013	50,000 000000	102.351	49,659.38	49,659.38	51,176	1,516	5.33	1,625	3.18	06/30/2012
	Total For U. S. Gov't Obligations	50,000.000000		49,659.38	49,659.38	51,176	1,516		1,625		
	Common Stock										
ADP	053015103 AUTOMATIC DATA PROCESSING INC	250 000000	55.660	10,077.50	10,077.50	13,915	3,838	1.45	395	2.84	06/30/2012
BAX	071813109 BAXTER INTL INC	425.000000	53.150	20,133.12	20,133.12	22,589	2,456	2.35	570	2.52	06/30/2012
BRK.B	084670702 BERKSHIRE	400.000000	83.330	23,279.25	23,279.25	33,332	10,053	3.47		0.00	06/30/2012

	HATHAWAY INC-CL B										
CE	150870103 CELANESE CORP SERIES A	150.000000	34.620	6,673.59	6,673.59	5,193	1,481-	0.54	36	0.69	06/30/2012
CB	171232101 CHUBB CORP	350.000000	72.820	17,012.43	17,012.43	25,487	8,475	2.66	574	2.25	06/30/2012
CMCSA	20030N101 COMCAST CORP CL A	957.000000	31.970	21,831.32	21,831.32	30,595	8,764	3.19	622	2.03	06/30/2012
DELL	24702R101 DELL INC	900.000000	12.510	21,440.50	21,440.50	11,259	10,182-	1.17		0.00	06/30/2012
XRAY	249030107 DENTSPLY INTL INC	425.000000	37.810	11,477.20	11,477.20	16,069	4,592	1.67	94	0.58	06/30/2012
EOG	26875P101 EOG RESOURCES INC	125.000000	90.110	11,319.28	11,319.28	11,264	56-	1.17	85	0.75	06/30/2012
EBAY	278642103 EBAY INC	500.000000	42.010	7,760.47	7,760.47	21,005	13,245	2.19		0.00	06/30/2012
GOOG	38259P508 GOOGLE INC CL A	32.000000	580.070	18,954.14	18,954.14	18,562	392-	1.93		0.00	06/30/2012
JNJ	478160104 JOHNSON & JOHNSON	225.000000	67.560	14,032.81	14,032.81	15,201	1,168	1.58	549	3.61	06/30/2012
LINTA	53071M104 LIBERTY INTERACTIVE A	836 000000	17.775	13,113.57	13,113.57	14,860	1,746	1.55		0.00	06/30/2012
MSFT	594918104 MICROSOFT CORP	375.000000	30.590	9,048.10	9,048.10	11,471	2,423	1.20	300	2.62	06/30/2012
NSRGY	641069406 NESTLE S A SPONS ADR	450 000000	59.740	11,568.60	11,568.60	26,883	15,314	2.80	797	2.97	06/30/2012
NVS	66987V109 NOVARTIS AG - ADR	375.000000	55.900	19,851.16	19,851.16	20,963	1,111	2.18	790	3.77	06/30/2012
OXY	674599105 OCCIDENTAL PETROLEUM CORP	150.000000	85.770	8,328.00	8,328.00	12,866	4,538	1.34	324	2.52	06/30/2012
PEP	713448108 PEPSICO INC	175.000000	70.660	7,430.50	7,430.50	12,366	4,935	1.29	376	3.04	06/30/2012
PGR	743315103 PROGRESSIVE CORP OHIO	850.000000	20.830	15,853.83	15,853.83	17,706	1,852	1.85	346	1.95	06/30/2012
HSIC	806407102 HENRY SCHEIN INC COM STK	125.000000	78.490	7,939.06	7,939.06	9,811	1,872	1.02		0.00	06/30/2012

SWN	845467109 SOUTHWSTN ENERGY CO	400.000000	31.930	14,547.24	14,547.24	12,772	1,775-	1.33		0.00	06/30/2012
TGT	87612E106 TARGET CORP	350.000000	58.190	17,761.87	17,761.87	20,367	2,605	2.12	504	2.47	06/30/2012
USB	902973304 U S BANCORP	950.000000	32.160	21,410.12	21,410.12	30,552	9,142	3.18	741	2.43	06/30/2012
WMT	931142103 WAL-MART STORES INC	350.000000	69.720	15,772.50	15,772.50	24,402	8,630	2.54	557	2.28	06/30/2012
WM	94106L109 WASTE MANAGEMENT INC	750.000000	33.400	28,129.41	28,129.41	25,050	3,079-	2.61	1,065	4.25	06/30/2012
WFC	949746101 WELLS FARGO & CO	575.000000	33.440	17,925.04	17,925.04	19,228	1,303	2.00	506	2.63	06/30/2012
	Total For Common Stock	11,450.000000		392,670.61	392,670.61	483,766	91,096		9,230		
	Fixed Income Mutual Funds										
BBBMX	05528X802 BBH BROAD MARKET FUND CL N	31,985.477000	10.340	330,000.00	330,000.00	330,730	730	34.48	6,295	1.90	06/30/2012
	Total For Fixed Income Mutual Funds	31,985.477000		330,000.00	330,000.00	330,730	730		6,295		
	Mutual Funds - Equity										
BBHEX	05528X307 BBH INTERNATIONAL EQUITY FUND CL N	3,378.311000	12.340	45,886.66	45,886.66	41,688	4,198-	4.35	1,122	2.69	06/30/2012
	Total For Mutual Funds - Equity	3,378.311000		45,886.66	45,886.66	41,688	4,198-		1,122		
	Total Portfolio			870,668.07	870,668.07	959,811	89,143	100.00	18,276	1.90	

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