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
HOPE THROUGH LIFE FOUNDATION

A Employer identification number
56-2114270

Number and street (or P O box number if mail is not delivered to street address) / Room/suite
P O BOX 4150

B Telephone number
919-967-0618

City or town, state, and ZIP code
CHAPEL HILL, NC 27515-4150

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)* ▶$ 2492029.

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 ▶ ☐

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	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	20045.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	19.	19.		Statement 1
	4 Dividends and interest from securities	53369.	53369.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-90457.			
	b Gross sales price for all assets on line 6a 1562485.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	-17024.	53388.		
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 3	4728.	0.		4728.
	c Other professional fees Stmt 4	28941.	28941.		0.
	17 Interest				
	18 Taxes Stmt 5	1375.	1375.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 6	276.	276.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	35320.	30592.		4728.
	25 Contributions, gifts, grants paid	151000.			151000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	186320.	30592.		155728.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-203344.			
	b **Net investment income** (if negative, enter -0-)		22796.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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			
	2	Savings and temporary cash investments	287112.	218954.	218954.
	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			
	b	Investments - corporate stock Stmt 8	2607813.	2463669.	2424075.
	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 ▶ CHECKS OUTSTANDING)	-136000.	-151000.	-151000.
	16	**Total assets** (to be completed by all filers)	2758925.	2531623.	2492029.
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 ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	2758925.	2531623.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	2758925.	2531623.	
	31	**Total liabilities and net assets/fund balances**	2758925.	2531623.	

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	2758925.
2	Enter amount from Part I, line 27a	2	-203344.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2555581.
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	23958.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2531623.

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 STATEMENT	P		
b	SEE STATEMENT	P		
c	ADDITIONAL CG DUE TO ROC NOT			
d	REFLECTED ON G/L STATEMENT			
e	Capital Gains Dividends			

	(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	165897.		185066.	-19169.
b	1395787.		1473441.	-77654.
c				0.
d				5565.
e	801.			801.

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				-19169.
b				-77654.
c				0.
d				5565.
e				801.

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 -90457.

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	149913.	3119105.	.048063
2009	134727.	3038635.	.044338
2008	169405.	2679574.	.063221
2007	140596.	3731126.	.037682
2006	153902.	3339480.	.046086

2	**Total** of line 1, column (d)	2	.239390
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	.047878
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2779818.
5	Multiply line 4 by line 3	5	133092.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	228.
7	Add lines 5 and 6	7	133320.
8	Enter qualifying distributions from Part XII, line 4	8	155728.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	228.
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	228.
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	228.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8720.		
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	8720.
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	8492.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 8492. **Refunded** ▶			11	0.

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)? *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*	1b		X
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

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ STEVEN R. ARMSTRONG Telephone no. ▶919-967-0618

Located at ▶STE 525, 100 EUROPA DRIVE, CHAPEL HILL, NC, NC ZIP+4 ▶27517

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
DENNIS ANDREW HOWELL	PRESIDENT, TREASURER, DIRE			
STE 525, 100 EUROPA DRIVE				
CHAPEL HILL, NC 27514	0.00	0.	0.	0.
ELIZABETH KENAN HOWELL	VICE-PRES, SECRETARY, DIRE			
STE 525, 100 EUROPA DRIVE				
CHAPEL HILL, NC 27514	0.00	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

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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 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	2696008.
b	Average of monthly cash balances			1b	126142.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	2822150.
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	2822150.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	42332.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	2779818.
6	**Minimum investment return.** Enter 5% of line 5			6	138991.

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	138991.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	228.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	228.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	138763.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	138763.
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	138763.

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	155728.
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	155728.
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	228.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	155500.

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				138763.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			150519.	
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: ▶ $ 155728.				
a Applied to 2010, but not more than line 2a			150519.	
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				5209.
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				133554.
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				

Form **990-PF** (2011)

123581
12-02-11

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).)

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE				151000.
Total			▶ 3a	151000.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

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
	(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	19.	
4 Dividends and interest from securities			14	53369.	
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			14		
8 Gain or (loss) from sales of assets other than inventory			18	-90457.	
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.		-37069.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -37069.

(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.

A H Howell 11/12/12 President

Signature of officer or trustee Date Title

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
STEVEN R. ARMSTRONG	Ste R	11/12/12		P01366491

Firm's name ▶ KENAN MANAGMENT, INC.

Firm's EIN ▶ 56-1979315

Firm's address ▶ P.O. BOX 4150
CHAPEL HILL, NC 27515-415-

Phone no. 919-967-0618

Form 990-PF (2011)

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

HOPE THROUGH LIFE FOUNDATION

Employer identification number

56-2114270

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	Employer identification number
HOPE THROUGH LIFE FOUNDATION	56-2114270

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	DENNIS A. HOWELL 100 EUROPA DRIVE, SUITE 525 CHAPEL HILL, NC 27517	$ 10023.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	ELIZABETH HOWELL KENAN 100 EUROPA DRIVE, SUITE 525 CHAPEL HILL, NC 27517	$ 10022.	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	Employer identification number
HOPE THROUGH LIFE FOUNDATION	56-2114270

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	493 SHARES OF PFIZER COMMON STOCK	$ 10023.	12/08/11

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	493 SHARES OF PFIZER COMMON STOCK	$ 10022.	12/08/11

(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	Employer identification number
HOPE THROUGH LIFE FOUNDATION	56-2114270

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) ▶ $__________

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
FIDELITY SECURITIES	19.
Total to Form 990-PF, Part I, line 3, Column A	19.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
FIDELITY SECURITIES	52866.	0.	52866.
LONG TERM CAPITAL GAIN DIS.	801.	801.	0.
SHORT TERM CAPITAL GAIN DISTR.	503.	0.	503.
Total to Fm 990-PF, Part I, ln 4	54170.	801.	53369.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
KENAN MANAGEMENT INC	4728.	0.		4728.
To Form 990-PF, Pg 1, ln 16b	4728.	0.		4728.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
SCHWAB FEE	28941.	28941.		0.
To Form 990-PF, Pg 1, ln 16c	28941.	28941.		0.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAX	1375.	1375.		0.
To Form 990-PF, Pg 1, ln 18	1375.	1375.		0.

Form 990-PF Other Expenses Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MISCELLANEOUS	276.	276.		0.
To Form 990-PF, Pg 1, ln 23	276.	276.		0.

Form 990-PF Other Decreases in Net Assets or Fund Balances Statement 7

Description	Amount
BOOK/TAX DIFFERENCE ON DONATED STOCK	18392.
ADDITIONAL CAPITAL GAIN DUE TO ROC NOT REFLECTED ON G/L STMT	5565.
ROUNDING	1.
Total to Form 990-PF, Part III, line 5	23958.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
MARKETABLE SECURITIES	2089359.	2051632.
ETF/iSHARE	374310.	372443.
Total to Form 990-PF, Part II, line 10b	2463669.	2424075.

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4: -
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PORTFOLIO EVALUATION FOR
Hope Through L.I.F.E. Foundation Corp

OF DATE: June 30, 2012

DOW JONES INDUSTRIAL AVG	12880.09
STANDARD & ORS 500	1362.16

	SECURITY DESCRIPTION		PURCHASE DATE	ORIGINAL COST	COST/ UNIT	06/30 PRICE	CURRENT VALUE	% VALUE	GAIN/ (-LOSS)	ANNUAL INCOME	YTM/ YLD
	AND CASH EQUIVALENTS										
Ⓐ	CASH – NET OF CHECKS WRITTEN @ Y/E ($151,000)			67,953.72			67,954	2.7			
	ON STOCKS										
1,007	ACCENTURE PLC	(ACN 8)	01/25/12	57,576.79	57.18	60.09	60,511	2.4	2,934	1,359	2 2
3,038	BANCO BRADESCO S A SP ADR PFD NEW	(BBD 9)	01/25/12	57,630.50	18 97	14.87	45,175	1.8	-12,455	322	0 7
2,084	BB&T CORP COM	(BBT N)	01/25/12	57,729.18	27.70	30 85	64,291	2 6	6,562	1,667	2 6
732	CENOVUS ENERGY INC COM	(CVE 9)	12/11/09	17,819.02	24.34	31.80	23,278	0.9	5,459	644	2 8
452	CENOVUS ENERGY INC COM	(CVE 9)	12/11/09	11,003 00	24 34	31.80	14,374	0.6	3,371	398	2 8
704	CENOVUS ENERGY INC COM	(CVE 9)	01/25/12	25,540 13	36 28	31 80	22,387	0.9	-3,153	620	2.8
1,888	CENOVUS ENERGY INC COM	(CVE 9)		54,362.15	28.79		60,038	2 4	5,676	1,661	2 8
1	CHINA MOBILE LIMITED SPONSORED ADR	(CHL 9)	01/22/08	75 87	75.87	54.67	55	0.0	-21	2	3 5
40	CHINA MOBILE LIMITED SPONSORED ADR	(CHL 9)	01/22/08	3,034.80	75 87	54.67	2,187	0 1	-848	77	3.5
576	CHINA MOBILE LIMITED SPONSORED ADR	(CHL 9)	10/14/08	27,805.31	48 27	54.67	31,490	1.3	3,685	1,109	3 5
369	CHINA MOBILE LIMITED SPONSORED ADR	(CHL 9)	01/25/12	18,390.97	49.84	54 67	20,173	0.8	1,782	711	3.5
986	CHINA MOBILE LIMITED SPONSORED ADR	(CHL 9)		49,306.95	50 01		53,905	2.2	4,598	1,899	3.5
715	CISCO SYS INC COM	(CSCO O)	01/23/06	13,057.99	18 26	17.17	12,277	0.5	-781	229	1.9
249	CISCO SYS INC COM	(CSCO O)	01/22/08	5,819.42	23 37	17.17	4,275	0.2	-1,544	80	1 9
226	CISCO SYS INC COM	(CSCO O)	12/23/08	3,680 50	16 29	17.17	3,880	0.2	200	72	1.9
1,389	CISCO SYS INC COM	(CSCO O)	06/28/11	20,937.10	15 07	17.17	23,849	1.0	2,912	444	1 9
1,568	CISCO SYS INC COM	(CSCO O)	01/25/12	31,082.89	19 82	17 17	26,923	1 1	-4,160	502	1.9
4,147	CISCO SYS INC COM	(CSCO O)		74,577 90	17 98		71,204	2.9	-3,374	1,327	1.9
3,109	COMPANHIA ENERGETICA DE MINASP ADR N-V PFD		08/19/11	43,643.03	14 04	18 42	57,263	2 3	13,620	1,800	3.1
1,821	COMPANHIA ENERGETICA DE MINASP ADR N-V PFD		01/25/12	28,781 87	15 80	18.42	33,547	1.3	4,766	1,055	3 1
4,930	COMPANHIA ENERGETICA DE MINASP ADR N-V PFD			72,424 90	14 69		90,811	3.6	18,386	2,854	3 1
216	CTRIP COM INTL LTD ADR	(CTRP 4)	01/23/06	1,543.09	7 14	16.76	3,620	0.1	2,077		
412	CTRIP COM INTL LTD ADR	(CTRP 4)	01/23/06	2,943 30	7 14	16 76	6,905	0.3	3,962		
290	CTRIP COM INTL LTD ADR	(CTRP 4)	01/22/08	6,612 91	22 80	16.76	4,860	0 2	-1,753		
220	CTRIP COM INTL LTD ADR	(CTRP 4)	12/23/08	2,206 90	10 03	16.76	3,687	0.1	1,480		
695	CTRIP COM INTL LTD ADR	(CTRP 4)	01/25/12	19,112.78	27 50	16 76	11,648	0 5	-7,465		
1,833	CTRIP COM INTL LTD ADR	(CTRP 4)		32,418 98	17 69		30,721	1.2	-1,698		
1,170	DARDEN RESTAURANTS INC COM	(DRI N)	02/29/12	59,400 95	50 77	50 63	59,237	2.4	-164	2,340	4 0

Ⓐ THIS CASH FIGURE HAS NETTED THE CHECKS (GRANTS) WRITTEN @ Y/E.

	SECURITY DESCRIPTION		PURCHASE DATE	ORIGINAL COST	COST/ UNIT	06/30 PRICE	CURRENT VALUE	VALUE	GAIN/ (-LOSS)	ANNUAL INCOME	YTM/ YLD
195	DBS GROUP HLDGS LTD SPONSORED ADR	(DBSDYO)	06/02/04	5,245 50	26.90	43 80	8,540	0.3	3,295	339	4.0
138	DBS GROUP HLDGS LTD SPONSORED ADR	(DBSDYO)	06/02/04	3,712.20	26.90	43.80	6,044	0.2	2,332	240	4 0
57	DBS GROUP HLDGS LTD SPONSORED ADR	(DBSDYO)	11/09/05	2,154 60	37 80	43.80	2,496	0.1	342	99	4.0
136	DBS GROUP HLDGS LTD SPONSORED ADR	(DBSDYO)	01/22/08	6,934.90	50.99	43 80	5,956	0.2	-979	236	4.0
124	DBS GROUP HLDGS LTD SPONSORED ADR	(DBSDYO)	12/23/08	3,064 60	24 71	43.80	5,431	0 2	2,366	215	4.0
361	DBS GROUP HLDGS LTD SPONSORED ADR	(DBSDYO)	01/25/12	15,281.86	42.33	43 80	15,810	0 6	528	627	4.0
1,011	DBS GROUP HLDGS LTD SPONSORED ADR	(DBSDYO)		36,393.66	36 00		44,277	1 8	7,883	1,756	4.0
951	DR REDDYS LABS LTD ADR	(RDY N)	12/30/11	28,214.58	29 67	29 68	28,226	1.1	11	217	0 8
550	DR REDDYS LABS LTD ADR	(RDY N)	01/25/12	18,259.48	33 20	29 68	16,324	0 7	-1,935	125	0.8
1,501	DR REDDYS LABS LTD ADR	(RDY N)		46,474.06	30 96		44,550	1 8	-1,924	342	0 8
6	FIRST SOLAR INC COM	(FSLR)	08/06/07	592 47	98 75	15 06	90	0 0	-502		
4	FIRST SOLAR INC COM	(FSLR)	01/22/08	697.28	174 32	15 06	60	0 0	-637		
244	FIRST SOLAR INC COM	(FSLR)	10/07/08	31,220 48	127 95	15 06	3,675	0 1	-27,546		
127	FIRST SOLAR INC COM	(FSLR)	06/28/11	15,554 02	122 47	15 06	1,913	0.1	-13,641		
678	FIRST SOLAR INC COM	(FSLR)	12/30/11	22,746.04	33 55	15 06	10,211	0.4	-12,535		
629	FIRST SOLAR INC COM	(FSLR)	01/25/12	24,209 86	38 49	15 06	9,473	0 4	-14,737		
1,688	FIRST SOLAR INC COM	(FSLR)		95,020 15	56 29		25,421	1 0	-69,599		
526	GENERAL DYNAMICS CORP COM	(GD N)	06/28/11	38,876 23	73 91	65 96	34,695	1.4	-4,181	1,073	3 1
315	GENERAL DYNAMICS CORP COM	(GD N)	01/25/12	22,574.03	71 66	65.96	20,777	0 8	-1,797	643	3 1
841	GENERAL DYNAMICS CORP COM	(GD N)		61,450 26	73 07		55,472	2 2	-5,978	1,716	3 1
79	GILEAD SCIENCES INC COM	(GILD)	10/06/09	3,610.91	45 71	51 28	4,051	0.2	440		
956	GILEAD SCIENCES INC COM	(GILD)	07/01/10	32,484 23	33 98	51.28	49,024	2.0	16,539		
599	GILEAD SCIENCES INC COM	(GILD)	01/25/12	29,040 51	48 48	51 28	30,717	1.2	1,676		
1,634	GILEAD SCIENCES INC COM	(GILD)		65,135 65	39 86		83,792	3 4	18,656		
1,621	ICICI BK LTD ADR	(IBN 9)	01/25/12	57,694.96	35.59	32 41	52,537	2 1	-5,158	930	1 8
713	ICON PUB LTD CO SPONSORED ADR	(ICLR)	08/07/07	17,043.13	23 90	22 53	16,064	0.6	-979		
106	ICON PUB LTD CO SPONSORED ADR	(ICLR)	12/23/08	1,916 00	18.08	22.53	2,388	0.1	472		
1,502	ICON PUB LTD CO SPONSORED ADR	(ICLR)	08/19/11	28,599 28	19 04	22.53	33,840	1 4	5,241		
1,420	ICON PUB LTD CO SPONSORED ADR	(ICLR)	01/25/12	26,749 39	18 84	22 53	31,993	1 3	5,243		
3,741	ICON PUB LTD CO SPONSORED ADR	(ICLR)		74,307 80	19 86		84,285	3 4	9,977		
22	INTUITIVE SURGICAL INC COM NEW	(ISRG)	06/26/06	2,334 29	106 10	553 79	12,183	0.5	9,849		
33	INTUITIVE SURGICAL INC COM NEW	(ISRG)	01/22/08	8,615 44	261 07	553.79	18,275	0.7	9,660		
27	INTUITIVE SURGICAL INC COM NEW	(ISRG)	12/23/08	3,288 50	121 80	553.79	14,952	0 6	11,664		
46	INTUITIVE SURGICAL INC COM NEW	(ISRG)	01/25/12	20,882 75	453 97	553 79	25,474	1 0	4,592		
128	INTUITIVE SURGICAL INC COM NEW	(ISRG)		35,120 98	274 38		70,885	2 8	35,764		

	SECURITY DESCRIPTION		PURCHASE DATE	ORIGINAL COST	COST/ UNIT	06/30 PRICE	CURRENT VALUE	VALUE	GAIN/ (-LOSS)	ANNUAL INCOME	YTM/ YLD
1,643	ITAU UNIBANCO BANCO BRASILEIROS S A	(ITUB 8)	10/07/08	17,594 95	10 71	13 92	22,871	0.9	5,276	140	0.6
905	ITAU UNIBANCO BANCO BRASILEIROS S A	(ITUB 8)	01/25/12	18,993 95	20 99	13 92	12,598	0.5	-6,396	77	0.6
2,548	ITAU UNIBANCO BANCO BRASILEIROS S A	(ITUB 8)		36,588 90	14.36		35,468	1.4	-1,121	217	0.6
667	KIMBERLY CLARK CORP COM	(KMB O)	08/19/11	43,920 03	65 85	83 77	55,875	2 2	11,955	1,974	3.5
405	KIMBERLY CLARK CORP COM	(KMB O)	01/25/12	29,118 53	71 90	83.77	33,927	1 4	4,808	1,199	3.5
1,072	KIMBERLY CLARK CORP COM	(KMB O)		73,038.56	68 13		89,801	3 6	16,763	3,173	3.5
568	KOHLS CORP COM	(KSS 9)	12/30/11	28,186.12	49 62	45 49	25,838	1.0	-2,348	727	2.8
347	KOHLS CORP COM	(KSS 9)	01/25/12	16,625.04	47 91	45.49	15,785	0 6	-840	444	2 8
915	KOHLS CORP COM	(KSS 9)		44,811 16	48 97		41,623	1.7	-3,188	1,171	2 8
363	NII HLDGS INC CL B NEW	(NIHD)	03/26/08	11,645 45	32 08	10.23	3,713	0.1	-7,932		
809	NII HLDGS INC CL B NEW	(NIHD)	10/07/08	21,373 69	26 42	10 23	8,276	0.3	-13,098		
485	NII HLDGS INC CL B NEW	(NIHD)	12/30/11	10,328.44	21 30	10.23	4,962	0.2	-5,367		
872	NII HLDGS INC CL B NEW	(NIHD)	01/25/12	17,429 40	19 99	10.23	8,921	0 4	-8,509		
2,529	NII HLDGS INC CL B NEW	(NIHD)		60,776 98	24 03		25,872	1.0	-34,905		
487	NOBLE ENERGY INC COM	(NBL 8)	05/24/10	29,328 34	60 22	84 82	41,307	1.7	11,979	429	1 0
281	NOBLE ENERGY INC COM	(NBL 8)	01/25/12	28,791 97	102 46	84.82	23,834	1.0	-4,958	247	1.0
768	NOBLE ENERGY INC COM	(NBL 8)		58,120 31	75 68		65,142	2 6	7,021	676	1 0
480	O'REILLY AUTOMOTIVE INC NEW COM	(ORLY)	01/29/10	18,246 98	38 01	83 77	40,210	1 6	21,963		
284	O'REILLY AUTOMOTIVE INC NEW COM	(ORLY)	01/25/12	23,459 59	82 60	83 77	23,791	1.0	331		
764	O'REILLY AUTOMOTIVE INC NEW COM	(ORLY)		41,706 57	54 59		64,000	2 6	22,294		
765	PETROLEO BRASILEIRO SA PETROSPONSORED ADR		10/14/08	23,833 25	31 15	18.77	14,359	0 6	-9,474	84	0.6
660	PETROLEO BRASILEIRO SA PETROSPONSORED ADR		06/28/11	21,621 08	32 76	18 77	12,388	0 5	-9,233	73	0 6
845	PETROLEO BRASILEIRO SA PETROSPONSORED ADR		01/25/12	26,894.18	31 83	18 77	15,861	0.6	-11,034	93	0 6
2,270	PETROLEO BRASILEIRO SA PETROSPONSORED ADR			72,348 51	31 87		42,608	1 7	-29,741	250	0 6
530	POTASH CORP SASK INC COM	(POT N)	10/07/08	15,062 38	28 42	43 69	23,156	0 9	8,093	297	1.3
694	POTASH CORP SASK INC COM	(POT N)	01/25/12	31,465 67	45 34	43 69	30,321	1 2	-1,145	389	1 3
1,224	POTASH CORP SASK INC COM	(POT N)		46,528 05	38 01		53,477	2 1	6,949	685	1 3
491	PT UTD TRACTORS TBK ADR	(PUTKY9)	12/30/11	28,456 49	57 96	45.46	22,322	0 9	-6,135	490	2 2
311	PT UTD TRACTORS TBK ADR	(PUTKY9)	01/25/12	19,600 95	63 03	45 46	14,139	0 6	-5,462	310	2 2
802	PT UTD TRACTORS TBK ADR	(PUTKY9)		48,057 44	59 92		36,460	1 5	-11,597	800	2 2

08/07/12 4:28 P M

OF DATE· June 30, 2012

STANDARD & POORS 500 1362.16

	SECURITY DESCRIPTION		PURCHASE DATE	ORIGINAL COST	COST/ UNIT	06/30 PRICE	CURRENT VALUE	VALUE	GAIN/ (-LOSS)	ANNUAL INCOME	YTM/ YLD
77	QUALCOMM INC COM	(QCOM 9)	01/22/08	2,847.17	36.98	55.68	4,287	0.2	1,440	77	1 8
116	QUALCOMM INC COM	(QCOM 9)	12/23/08	3,982.16	34.33	55.68	6,459	0.3	2,477	116	1 8
899	QUALCOMM INC COM	(QCOM 9)	07/01/10	28,910.80	32.16	55.68	50,056	2 0	21,146	899	1 8
651	QUALCOMM INC COM	(QCOM 9)	01/25/12	38,409.39	59 00	55.68	36,248	1.5	-2,162	651	1 8
1,743	QUALCOMM INC COM	(QCOM 9)		74,149.52	42.54		97,050	3.9	22,901	1,743	1 8
479	SYNGENTA AG SPONSORED ADR	(SYT 9)	12/30/11	28,194 50	58 86	68.44	32,783	1.3	4,588	692	2 1
287	SYNGENTA AG SPONSORED ADR	(SYT 9)	01/25/12	17,935.61	62.49	68.44	19,642	0.8	1,707	415	2 1
766	SYNGENTA AG SPONSORED ADR	(SYT 9)		46,130 11	60 22		52,425	2 1	6,295	1,107	2 1
5,881	THERATECHNOLOGIES INC COM	(THER)	11/05/07	74,557 54	12 68	0.80	4,708	0.2	-69,849		
606	THERATECHNOLOGIES INC COM	(THER)	11/05/07	7,682 68	12 68	0.80	485	0.0	-7,198		
1,700	THERATECHNOLOGIES INC COM	(THER)	12/28/07	17,445 84	10.26	0 80	1,361	0.1	-16,085		
1,425	THERATECHNOLOGIES INC COM	(THER)	01/22/08	14,435 49	10 13	0.80	1,141	0.0	-13,295		
2,846	THERATECHNOLOGIES INC COM	(THER)	01/30/08	26,013.33	9 14	0.80	2,279	0.1	-23,735		
1,835	THERATECHNOLOGIES INC COM	(THER)	03/26/08	13,587.00	7 40	0.80	1,469	0 1	-12,118		
1,610	THERATECHNOLOGIES INC COM	(THER)	04/09/08	11,978.35	7 44	0.80	1,289	0 1	-10,689		
321	THERATECHNOLOGIES INC COM	(THER)	05/21/08	2,332 04	7 26	0.80	257	0 0	-2,075		
1,049	THERATECHNOLOGIES INC COM	(THER)	06/18/08	6,721 60	6.41	0.80	840	0.0	-5,882		
4,757	THERATECHNOLOGIES INC COM	(THER)	06/23/08	23,740.17	4 99	0 80	3,808	0.2	-19,932		
459	THERATECHNOLOGIES INC COM	(THER)	07/28/08	2,240 75	4 88	0.80	367	0 0	-1,873		
4,532	THERATECHNOLOGIES INC COM	(THER)	10/07/08	15,645.35	3 45	0.80	3,628	0 1	-12,017		
22,656	THERATECHNOLOGIES INC COM	(THER)	11/26/08	24,113 44	1 06	0 80	18,138	0 7	-5,975		
49,677	THERATECHNOLOGIES INC COM	(THER)		240,493 58	4 84		39,771	1.6	-200,722		
6,461	TORTOISE ENERGY INFRSTRCTR CCOM	(TYG 9)	04/13/09	135,272 95	20 94	39 90	257,794	10 3	122,521	14,473	5.6
1,983	TORTOISE ENERGY INFRSTRCTR CCOM	(TYG 9)	01/29/10	59,721.23	30 12	39.90	79,122	3 2	19,400	4,442	5 6
8,444	TORTOISE ENERGY INFRSTRCTR CCOM	(TYG 9)		194,994 18	23.09		336,916	13.5	141,921	18,915	5 6
331	WATERS CORP COM	(WAT)	10/14/08	15,720 38	47 49	79 47	26,305	1.1	10,584		
274	WATERS CORP COM	(WAT)	08/19/11	20,246 36	73 89	79 47	21,775	0.9	1,528		
325	WATERS CORP COM	(WAT)	01/25/12	28,622 61	88 07	79.47	25,828	1.0	-2,795		
930	WATERS CORP COM	(WAT)		64,589 35	69 45		73,907	3.0	9,318		
	COMMON STOCKS	TOTAL		$ 2,089,359			$ 2,051,632	82 3	$ -37,727	46,912	2 3

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                                                                                  STANDARD & POORS 500         1362.16
08/07/12  4:28 P.M                               OF DATE  June 30, 2012
                                                                                  ----------   -------------------------
                                                 PURCHASE   ORIGINAL  COST/   06/30   CURRENT          GAIN/    ANNUAL YTM/
         SECURITY DESCRIPTION                     DATE         COST   UNIT    PRICE     VALUE VALUE   (-LOSS)   INCOME YLD
         ----------------------------            --------  ---------  -----   -----    ------ -----   -------   ------ ----

- EQUITY
- ------
 3,755   POWERSHARES GLOBAL ETF TRUSTSOVEREIGN DEBT  01/29/10  95,130 01  25 33  28.83   108,257   4 3    13,127    5,482  5.1
 1,297   SPDR GOLD TRUST GOLD SHS                 01/25/12 215,782.84 166 37 155.19   201,281   8 1   -14,501
 1,767   SPDR SERIES TRUST SHRT INTL ETF          01/29/10  63,397 35  35.88  35 60    62,905   2.5      -492    1,997  3 2

         ETF - EQUITY                  TOTAL             $ 374,310 20              $   372,443  14.9 $  -1,867    7,479  2.0


                                 GRAND TOTAL             $  2,531,623              $ 2,492,029 100.0 $ -39,594   54,391  2 2
LAST DIGIT IN THE TICKER SYMBOL REPRESENTS THE NEXT DIVIDEND PAYMENT MONTH
DICATES OPTIONABLE SECURITIES
------------------------------------------------------------------------------------------
 PERIOD  (FY 12/31)                  --2012 YTD--        POTENTIAL
IZED SHORT TERM GAIN/LOSS(35 0%)      $-12,700.91      $-63,338.40
IZED  LONG TERM GAIN/LOSS(15 0%)      $-98,721 60      $ 23,744 64

MAXIMUM 2012 TAX LIAB  35.0% STG
MAXIMUM 2012 TAX LIAB  15 0% LTG
                                ----------------  ----------------
                TOTAL EST  TAX
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HOPE THROUGH LIFE FOUNDATION
FORM 990-PF - Part XV
YE 6/30/2012

Name and Address	Foundation Status of Recipient	Purpose	Amount
Pregnancy Support Services PO Box 52599 Durham, NC 27717	Public	$26,000 Ultrasound, $20,000 Operations, $5,000 Oper Hope	51,000
Reality Ministries PO Box 242 Durham, NC 27702	Public	Operations	20,000
The Medical Foundation of NC Inc Horizons Program 880 MLK, Jr Blvd. Chapel Hill, NC 27514	Public	UNC Horizons Program - Expansion/Operations	20,000
Durham Rescue Mission PO Box 11368 Durham, NC 27703	Public	$5,000 Medical Clinic, $ 5,000 General Operations	10,000
North Carolina Family Policy Council PO Box 20607 Raleigh, NC 27619	Public	Operations	2,500
Converting Hearts Ministries PO Box 90818 Raleigh, NC 27675	Public	Operations	10,000
The Seattle School of Theology & Psychology 2501 Elliott Avenue Seattle, WA 98121	Public	Allender Center	25,000
40 Days for Life 10908 Courthouse Road Suite 102229 Fredericksburg, VA 22408	Public	Operations	10,000
SECU Family House at UNC Hospitals 123 Old Mason Farm Road Chapel Hill, NC 27517	Public	Operations	2,500
TOTAL GRANTS YE 6/30/12			**$151,000**

UE – A00053.LSR

SCHEDULE OF REALIZED GAINS AND LOSSES
Hope Through L.I.F.E. Foundation Corp

56-2114270

FOR THE PERIOD FROM: 07/01/11 THROUGH 06/30/12

Hope Through Life Foundation

-term (Max tax rate 35.0%)

	SECURITY DESCRIPTION	ORIGINAL COST	PURCHASE DATE	PROCEEDS	SALE DATE	GAIN OR (-LOSS)
1,607	LOGITECH INTL S A SHS	16,877 50	06/28/11	14,782.29	08/19/11	-2,095.21
544	NOBLE CORPORATION BAAR NAMEN -AKT	21,081 73	06/28/11	16,708.34	12/30/11	-4,373.39
254	CATERPILLAR INC COM	27,685.72	01/25/12	27,884 71	01/30/12	198.99
1,281	DUKE ENERGY CORP NEW COM	28,162.85	12/30/11	26,972.26	01/30/12	-1,190.59
755	DUKE ENERGY CORP NEW COM	16,125.99	01/25/12	15,897.00	01/30/12	-228 99
577	SYSCO CORP COM	17,565.31	01/25/12	17,263.45	01/30/12	-301.86
717	BHP BILLITON LTD SPONSORED ADR	57,567.22	01/25/12	46,388.76	06/07/12	-11,178.46
	Short-term TOTAL	$185,066.32		$165,896.81		$-19,169.51

term (Max tax rate 15.0%)

	SECURITY DESCRIPTION	ORIGINAL COST	PURCHASE DATE	PROCEEDS	SALE DATE	GAIN OR (-LOSS)
353	ADOBE SYS INC COM	10,278 36	10/07/08	8,301.29	08/19/11	-1,977.07
963	ADOBE SYS INC COM	25,695.01	07/01/10	22,646 29	08/19/11	-3,048.72
767	DENDREON CORP COM	23,455 03	07/01/10	9,375.44	08/19/11	-14,079.59
715	LOGITECH INTL S A SHS	19,395.87	08/06/07	6,577.06	08/19/11	-12,818.81
396	LOGITECH INTL S A SHS	10,620.48	01/22/08	3,642.68	08/19/11	-6,977.80
249	LOGITECH INTL S A SHS	3,501,52	12/23/08	2,290.47	08/19/11	-1,211.05
501	CEPHALON INC COM	28,266.46	12/07/09	40,831.50	10/14/11	12,565.04
986	PFIZER INC	1,653.20	11/13/86	21,172 12	12/20/11	19,518.92
661	NOBLE CORPORATION BAAR NAMEN -AKT	21,159 00	10/07/08	20,301 87	12/30/11	-857.13
23	SK TELECOM LTD SPONSORED ADR	458.15	11/09/05	312.46	12/30/11	-145.69
46	SK TELECOM LTD SPONSORED ADR	916.30	11/09/05	624.91	12/30/11	-291 39
62	SK TELECOM LTD SPONSORED ADR	1,274.92	12/20/05	842.27	12/30/11	-432 65
700	SK TELECOM LTD SPONSORED ADR	14,385.00	12/20/05	9,509.52	12/30/11	-4,875.48
287	SK TELECOM LTD SPONSORED ADR	6,861 42	01/22/08	3,898 90	12/30/11	-2,962 52
262	SK TELECOM LTD SPONSORED ADR	4,743 16	12/23/08	3,559.28	12/30/11	-1,183 88
2,089	TORTOISE ENERGY INFRSTRCTR CCOM	43,737.07	04/13/09	83,581.92	12/30/11	39,844.85
4,238	PROSHARES TR PSHS SH MSCI E	157,214 81	08/11/10	135,567 81	01/10/12	-21,647.00
1,821	PROSHARES TR PSHS SH MSCI E	57,226 51	12/22/10	58,251.30	01/10/12	1,024.79
9,684	PROSHARES TR PSHS SH MSCI EA	568,732 57	08/11/10	492,121 40	01/10/12	-76,611 17
973	PROSHARES TR PSHS SH MSCI EA	49,288.38	12/22/10	49,445.90	01/10/12	157.52
5,527	PROSHARES TR PSHS SHORT QQQ	190,407.47	12/22/10	166,022 10	01/10/12	-24,385 37
2,984	PROSHARES TR PSHS SHTRUSS20	95,279 38	12/22/10	85,628.79	01/10/12	-9,650.59
2,363	WISDOMTREE TRUST CHINESE YUAN E	59,708.56	02/19/10	59,995.17	01/25/12	286.61
382	CATERPILLAR INC COM	29,522.76	03/26/08	41,936 84	01/30/12	12,414 08
75	CATERPILLAR INC COM	3,098 00	12/23/08	8,233.67	01/30/12	5,135.67
688	POTASH CORP SASK INC COM	19,552.67	10/07/08	32,453 04	01/30/12	12,900 37
958	SYSCO CORP COM	27,009.22	01/29/10	28,662 71	01/30/12	1,653 49
	Long-term TOTAL	$1,473,441 28		$1,395,786 71		$-77,654 57