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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

07/01, 2011, and ending

06/30, 2012

Name of foundation CU PROVIDENT BENEVOLENT FOUNDATION-WACH		A Employer identification number 58-1881092
Number and street (or P.O. box number if mail is not delivered to street address) 1525 WEST WT HARRIS BLVD		B Telephone number (see instructions) (919) 881-6497
City or town, state, and ZIP code CHARLOTTE, NC 28288-5709		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 21,167,321.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B		634,950.			
2 Check <input checked="" type="checkbox"/> Interest on savings and temporary cash investments					
4 Dividends and interest from securities		572,041.	572,041.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,288,633.			
b Gross sales price for all assets on line 6a 4,141,707.					
7 Capital gain net income (from Part IV, line 2)			1,288,633.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		2,495,624.	1,860,674.		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT. 2		1,935.	1,935.	NONE	NONE
c Other professional fees (attach schedule) STMT. 3		194,113.	194,113.		
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT. 4		25,425.	4,840.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT. 5		16,338.			16,338.
24 Total operating and administrative expenses. Add lines 13 through 23		237,811.	200,888.	NONE	16,338.
25 Contributions, gifts, grants paid		721,025.			721,025.
26 Total expenses and disbursements. Add lines 24 and 25		958,836.	200,888.	NONE	737,363.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,536,788.			
b Net investment income (if negative, enter -0-)			1,659,786.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

Form 990-PF (2011)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	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	878,947.	1,306,466.	1,306,466.
	3. Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4. Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5. Grants receivable			
	6. Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7. Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			NONE
	8. Inventories for sale or use			
	9. Prepaid expenses and deferred charges			
	10 a. Investments - U S and state government obligations (attach schedule)			
	b. Investments - corporate stock (attach schedule) . STMT 6		9,070,739.	9,093,130.
	c. Investments - corporate bonds (attach schedule) . STMT 7		297,080.	323,779.
	11. Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12. Investments - mortgage loans			
	13. Investments - other (attach schedule) STMT 8	14,611,046.	5,604,842.	6,096,389.
	14. Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15. Other assets (describe ▶ STMT 9)	3,299,160.	4,026,725.	4,347,557.	
16. Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	18,789,153.	20,305,852.	21,167,321.	
Liabilities	17. Accounts payable and accrued expenses			
	18. Grants payable			
	19. Deferred revenue			
	20. Loans from officers, directors, trustees, and other disqualified persons			
	21. Mortgages and other notes payable (attach schedule)			
	22. Other liabilities (describe ▶)			
23. Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24. Unrestricted			
	25. Temporarily restricted			
	26. Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27. Capital stock, trust principal, or current funds	18,789,153.	20,305,852.	
	28. Paid-in or capital surplus, or land, bldg, and equipment fund			
	29. Retained earnings, accumulated income, endowment, or other funds			
	30. Total net assets or fund balances (see instructions)	18,789,153.	20,305,852.	
31. Total liabilities and net assets/fund balances (see instructions)	18,789,153.	20,305,852.		

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	18,789,153.
2. Enter amount from Part I, line 27a	2	1,536,788.
3. Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	13,312.
4. Add lines 1, 2, and 3	4	20,339,253.
5. Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	33,401.
6. Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,305,852.

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 3,838,805.		2,853,074.	985,731.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			985,731.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	1,288,633.	
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 10px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	669,287.	20,241,389.	0.033065
2009	646,130.	17,751,059.	0.036400
2008	566,421.	15,437,432.	0.036691
2007	852,873.	19,088,481.	0.044680
2006	755,119.	17,990,696.	0.041973
2 Total of line 1, column (d)			2 0.192809
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.038562
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 20,551,040.
5 Multiply line 4 by line 3			5 792,489.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 16,598.
7 Add lines 5 and 6			7 809,087.
8 Enter qualifying distributions from Part XII, line 4			8 737,363.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	33,196.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	33,196.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	33,196.
6 Credits/Payments.			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	13,196.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,196.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	20,000.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 12		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 <u>N/A</u>				
14	The books are in care of <u>WELLS FARGO BANK NA</u> Telephone no. <u>(919) 881-6497</u>			
	Located at <u>150 FAYETTEVILLE STREET, RALEIGH, NC</u> ZIP + 4 <u>27601-1395</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>			X

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

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

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

Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		NONE	NONE	NONE

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

Form 990-PF (2011)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	19,631,722.
b	Average of monthly cash balances	1,232,278.
c	Fair market value of all other assets (see instructions)	NONE
d	Total (add lines 1a, b, and c)	20,864,000.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	NONE
3	Subtract line 2 from line 1d	20,864,000.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	312,960.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	20,551,040.
6	Minimum investment return. Enter 5% of line 5	1,027,552.

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	1,027,552.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	33,196.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	33,196.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	994,356.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	994,356.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	994,356.

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	737,363.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	737,363.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	737,363.

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				994,356.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			131,401.	
b Total for prior years: 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>737,363.</u>				
a Applied to 2010, but not more than line 2a			131,401.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				605,962.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				388,394.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

NOT APPLICABLE

- b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(5)

- (4) Gross investment income .

[illegible]

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 35				
Total			3a	721,025.
b Approved for future payment				
Total			3b	

Form **990-PF** (2011)

Enter gross amounts unless otherwise indicated.		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	572,041.	
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	1,288,633.	
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)				1,860,674.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,860,674.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes
------------	---

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
▼	

NOT APPLICABLE

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

Employer identification number

CU PROVIDENT BENEVOLENT FOUNDATION-WACH

58-1881092

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

CU PROVIDENT BENEVOLENT FOUNDATION-WACH

Employer identification number

58-1881092

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	THOMPSON CLAT SYLVIA THE NORTHERN TRUST CO DALLAS, TX 75222	\$ 634,950.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AMERICAN CENTURY EQUITY INCOME-I#338	7,212.	7,212.
ARTISAN MID CAP VALUE FUND #1464	2,850.	2,850.
ARTIO INTERNATIONAL EQ FD 3# 1529	9,003.	9,003.
ARTIO GLOBAL HIGH INCOME-I #1525	47,061.	47,061.
CORE EQUITY FUND	21,362.	21,362.
NORTHERN TRUST	101,620.	101,620.
FEDERATED STRAT VAL DIV FD IS #662	32,457.	32,457.
HARBOR FD INTL FD	11,623.	11,623.
HARBOR FD CAP APPRECIATION	1,162.	1,162.
LAZARD EMERGING MKTS PTFL #638	30,230.	30,230.
PIMCO FDS PAC INVT MGMT SER MODE DUR INS	50,418.	50,418.
PIMCO EMERG MKTS BD-INST #137	23,562.	23,562.
PIMCO COMMODITY REAL RET STRAT-I#45	153,539.	153,539.
ROYCE PREMIER FUND W CLASS #566	1,220.	1,220.
TOUCHSTONE SMALL CAP CORE-IN #555	635.	635.
VANGUARD S/T BD IND SIGNAL #1349	34,521.	34,521.
VANGUARD INFLAT-PROT SECS-ADM #5119	24,936.	24,936.
WELLS FARGO ADV INTL BOND-IS #4705	18,523.	18,523.
FEDERATED TREAS OBL FD 68	88.	88.
WF ADV HERITAGE MM FD-INSTL #3106	19.	19.
	-----	-----
TOTAL	572,041.	572,041.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSES - 2%	1,935.	1,935.		
TOTALS	1,935.	1,935.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CUSTODIAN & MANAGEMENT FEES (A	135,992.	135,992.
INVESTMENT MGMT FEES-SUBJECT T	58,121.	58,121.
	-----	-----
TOTALS	194,113.	194,113.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	7,389.	
FEDERAL ESTIMATES - PRINCIPAL	13,196.	
FOREIGN TAXES ON QUALIFIED FOR	4,289.	4,289.
FOREIGN TAXES ON NONQUALIFIED	551.	551.
	-----	-----
TOTALS	25,425.	4,840.
	=====	=====

CU PROVIDENT BENEVOLENT FOUNDATION-WACH

58-1881092

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OFFICE RENT

16,338.

16,338.

TOTALS

16,338.

16,338.

CU PROVIDENT BENEVOLENT FOUNDATION-WACH

58-1881092

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
04314H105 ARTISAN FDS INC SMAL	300,000.	324,959.
04314H709 ARTISAN MID CAP VALU	475,000.	452,084.
04315J837 ARTIO INTERNATIONAL	694,909.	444,742.
131618795 CALVERT SOC INV EQUI	900,610.	1,289,832.
140995127 CORE EQUITY FUND	1,065,169.	1,153,392.
314172560 FEDERATED STRAT VAL	1,050,000.	1,114,513.
38142Y401 GOLDMAN SACHS GRTH O	386,930.	542,405.
411511306 HARBOR INTERNATIONAL F	379,451.	434,338.
411511504 HARBOR CAPITAL APRCT	1,050,000.	1,114,553.
52106N889 LAZARD EMERGING MKTS	1,106,231.	857,117.
722005667 PIMCO COMMODITY REAL	1,115,977.	722,281.
780905451 ROYCE PREMIER FUND W	246,462.	313,545.
89155H256 TOUCHSTONE SMALL CAP	300,000.	329,369.
	-----	-----
TOTALS	9,070,739.	9,093,130.
	=====	=====

CU PROVIDENT BENEVOLENT FOUNDATION-WACH
 FORM 990PF, PART II - CORPORATE BONDS
 =====

58-1881092

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
94985D582 WELLS FARGO ADV INTL	297,080.	323,779.
TOTALS	297,080.	323,779.
	=====	=====

CU PROVIDENT BENEVOLENT FOUNDATION-WACH
 FORM 990PF, PART II - OTHER INVESTMENTS
 =====

58-1881092

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
04315J860 ARTIO GLOBAL HIGH IN	C	503,809.	600,021.
693390593 PIMCO MODERATE DURAT	C	1,884,640.	2,011,345.
922031737 VANGUARD INFLAT-PROT	C	801,985.	967,746.
921937850 VANGUARD S/T BD IND	C	1,935,184.	1,995,000.
693391559 PIMCO EMERG MKTS BD-	C	479,224.	522,277.
94985D582 WELLS FARGO FD #4705	C		
025076209 AMERICAN CENTURY#338	C		
131618795 CALVERT SOC FD #798	C		
92934R769 CRM MIDCAP VALUE #32	C		
26203E836 DREYFUS BOSTON #6941	C		
38142Y401 GOLDMAN SACHS #1132	C		
780905451 ROYCE PREMIER FD#566	C		
04315J837 ARTIO INTL FD #1529	C		
411511306 HARBOR INTL FD #2011	C		
52106N889 LAZARD EMERGING #638	C		
CAPITAL PARTNERS CORE EQUITY FD	C		
722005667 PIMCO COMMOD FD #45	C		
TOTALS			
		5,604,842.	6,096,389.
		=====	=====

CU PROVIDENT BENEVOLENT FOUNDATION-WACH
 FORM 990PF, PART II - OTHER ASSETS
 =====

58-1881092

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
ASSETS HELD BY NORTHERN TRUST	4,026,725.	4,347,557.
TOTALS	4,026,725.	4,347,557.
	=====	=====



Account Statement

June 1, 2012 - June 30, 2012

Account No.
PROVIDENT BENEVOLENT FUND

Portfolio Details

Equity Securities - Large Cap									
	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
ABBOTT LABORATORIES, COMMON STOCK, NO PAR (ABT)	\$64.470	100.00	\$6,447.00	\$4,683.50	\$1,763.50		\$204.00	3.2%	0.3%
AMERICAN EXPRESS CO. COMMON STOCK, \$.60 PAR (AXP)	58.210	175.00	10,186.75	8,187.16	1,999.59		140.00	1.4%	0.5%
AMGEN INC COMMON STOCK (AMGN)	73.040	75.00	5,478.00	5,125.08	352.92		108.00	2.0%	0.3%
APPLE INC COM STK (AAPL)	584.000	50.00	29,200.00	5,484.42	23,715.58				1.4%
AUTOMATIC DATA PROCESSING INC COM (ADP)	55.660	75.00	4,174.50	4,155.16	19.34	29.62	118.50	2.8%	0.2%
BRISTOL MYERS SQUIBB CO COMMON STOCK (BMY)	35.950	300.00	10,785.00	8,763.55	2,021.45		408.00	3.8%	0.5%
CHEVRON CORP COM (CVX)	105.500	150.00	15,825.00	10,746.71	5,078.29		540.00	3.4%	0.8%
CITRIX SYS INC COMMON STOCK (CTXS)	83.940	125.00	10,492.50	7,317.87	3,174.63				0.5%
COCA COLA CO COM (KO)	78.190	150.00	11,728.50	10,418.78	1,309.72	76.50	306.00	2.6%	0.6%
CONOCOPHILLIPS COM (COP)	55.880	75.00	4,191.00	3,479.03	711.97		198.00	4.7%	0.2%
COSTCO WHOLESALE CORP NEW COM (COST)	95.000	100.00	9,500.00	6,717.00	2,783.00		110.00	1.2%	0.5%
COVIDIEN PLC USD0.20(POST CONSOLIDATION) (COV)	53.500	125.00	6,687.50	6,455.07	232.43		112.50	1.7%	0.3%
CVS CAREMARK CORP COM STK (CVS)	46.730	175.00	8,177.75	7,879.11	298.64		113.75	1.4%	0.4%
DANAHER CORP. COMMON STOCK \$.01 PAR (DHR)	52.080	250.00	13,020.00	8,971.75	4,048.25	6.25	25.00	0.2%	0.6%

Continued on next page.



Northern Trust

Account Statement

June 1, 2012 - June 30, 2012

Account Numb.
PROVIDENT BENEVOLENT FUND

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
DOMINION RES INC VA NEW COM (D)	54.000	150.00	8,100.00	6,595.24	1,504.76		316.50	3.9%	0.4%
DU PONT E I DE NEMOURS & CO COM STK (DD)	50.570	100.00	5,057.00	3,763.11	1,293.89		172.00	3.4%	0.2%
EATON CORP - COMMON STOCK \$50 PAR (ETN)	39.630	150.00	5,944.50	8,187.55	(2,243.05)		228.00	3.8%	0.3%
EMC CORP COM (EMC)	25.630	400.00	10,252.00	7,577.56	2,674.44				0.5%
EXPRESS SCRIPTS HLDG CO COM (ESRX)	55.830	75.00	4,187.25	3,895.05	292.20				0.2%
EXXON MOBIL CORP COM (XOM)	85.570	200.00	17,114.00	15,264.29			456.00	2.7%	0.8%
FRANKLIN RES INC - COMMON STOCK (BEN)	110.990	75.00	8,324.25	8,383.76	(59.51)	20.25	81.00	1.0%	0.4%
GENERAL ELECTRIC CO (GE)	20.840	550.00	11,462.00	16,172.06	(4,710.06)	93.50	374.00	3.3%	0.6%
GOOGLE INC CL A (GOOG)	580.070	20.00	11,601.40	9,007.70	2,593.70				0.6%
GRAINGER, W. W., INC. - COMMON STOCK \$1 PAR (GWW)	191.240	35.00	6,693.40	4,013.94	2,679.46		112.00	1.7%	0.3%
H J HEINZ (HNZ)	54.380	125.00	6,797.50	5,834.70	962.80	64.37	257.50	3.8%	0.3%
HOME DEPOT INC - COMMON STOCK \$05 PAR (HD)	52.990	225.00	11,922.75	10,181.88	1,740.87		261.00	2.2%	0.6%
INTEL CORP COM (INTC)	26.650	150.00	3,997.50	4,093.91	(96.41)		126.00	3.2%	0.2%
INTERNATIONAL BUSINESS MACHS CORP COM (IBM)	195.580	50.00	9,779.00	5,389.32	4,389.68		170.00	1.7%	0.5%
JOHNSON & JOHNSON COM USD (JNJ)	67.560	75.00	5,067.00	4,855.50	211.50		183.00	3.6%	0.2%
JOHNSON CONTROLS INC - COMMON STOCK \$2.50 PAR (JCI)	27.710	175.00	4,849.25	4,726.12	123.13	31.50	126.00	2.6%	0.2%

Continued on next page.



Account Statement

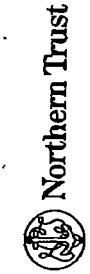
June 1, 2012 - June 30, 2012

Account Number
PROVIDENT BENEVOLENT

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
JPMORGAN CHASE & CO COM (JPM)	35.730	350.00	12,505.50	12,845.26	(339.76)		420.00	3.4%	0.6%
MC DONALDS CORP. COMMON STOCK, NO PAR (MCD)	88.530	75.00	6,639.75	6,439.74	200.01		210.00	3.2%	0.3%
MF8 NORTHERN FDS STK INDEX FD (NOSIX)	16.890	17,756.66	299,909.98	238,458.09	61,451.89		5,273.73	1.8%	14.5%
MFC SHARES TR RUSSELL 1000 GROWTH INDEXFD (IWF)	63.230	2,100.00	132,783.00	124,224.41	8,558.59	464.54	1,724.10	1.3%	6.4%
NATIONAL OILWELL VARCO COM STK (NOV)	64.440	175.00	11,277.00	7,598.29	3,678.71		84.00	0.7%	0.5%
NIKE INC CL B (NKE)	87.780	75.00	6,583.50	4,895.83	1,687.67	27.00	108.00	1.6%	0.3%
NOBLE ENERGY INC COM (NBL)	84.820	50.00	4,241.00	2,892.71	1,348.29		44.00	1.0%	0.2%
NORFOLK SOUTHN CORP COM (NSC)	71.770	100.00	7,177.00	6,750.47	426.53		188.00	2.6%	0.3%
OMNICOM GROUP INC. COMMON STOCK \$.50 PAR (OMC)	48.600	150.00	7,290.00	6,891.56	398.44	45.00	180.00	2.5%	0.4%
ORACLE CORPORATION COM (ORCL)	29.700	375.00	11,137.50	10,482.90	654.60		75.00	0.7%	0.5%
PRECISION CASTPARTS CORP COM (PCP)	164.490	25.00	4,112.25	4,298.64	(186.39)	0.75	3.00	0.1%	0.2%
PROCTER & GAMBLE COM NPV (PG)	61.250	150.00	9,187.50	9,510.67	(323.17)		337.20	3.7%	0.4%
QUALCOMM INC COM (QCOM)	55.680	250.00	13,920.00	13,576.89	343.11		250.00	1.8%	0.7%
SCHLUMBERGER LTD COM COM (SLB)	64.910	50.00	3,245.50	4,676.93	(1,431.43)	13.75	55.00	1.7%	0.2%
SIMON PROPERTY GROUP INC COM (SPG)	155.660	80.00	12,452.80	7,604.15	4,848.65		320.00	2.6%	0.6%
SPDR S&P 500 ETF TRUST (SPY)	136.270	2,550.00	347,488.50	323,039.74	24,448.76	1,755.06	6,877.35	2.0%	16.8%
SPECTRA ENERGY CORP COM STK (SE)	29.060	250.00	7,265.00	6,148.66	1,116.34		280.00	3.9%	0.4%

Continued on next page.



Account Statement

June 1, 2012 - June 30, 2012

Account Number: 3
PROVIDENT BENEVO

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
UNITED TECHNOLOGIES CORP COM (UTX)	75.530	100.00	7,553.00	6,534.50	1,018.50		214.00	2.8%	0.4%
UNITEDHEALTH GROUP INC COM (UNH)	58.500	200.00	11,700.00	6,574.10	5,125.90		170.00	1.5%	0.6%
US BANCORP (USB)	32.160	300.00	9,648.00	9,266.75	381.25	58.50	234.00	2.4%	0.5%
V. F. CORP. COMMON STOCK, NO PAR (VFC)	133.450	75.00	10,008.75	8,169.75	1,839.00		216.00	2.2%	0.5%
VERTON COMMUNICATIONS COM (VTZ)	44.440	125.00	5,555.00	4,635.60	919.40		250.00	4.5%	0.3%
WAL-MART STORES, INC. COMMON STOCK, \$.10 PAR (WMT)	69.720	100.00	6,972.00	5,510.57	1,461.43		159.00	2.3%	0.3%
WALT DISNEY CO (DIS)	48.500	150.00	7,275.00	4,526.86	2,748.14		90.00	1.2%	0.4%
WELLS FARGO & CO NEW COM STK (WFC)	33.440	425.00	14,212.00	12,289.27	1,922.73		374.00	2.6%	0.7%
WHOLE FOODS MKT INC COM (WFM)	95.320	100.00	9,532.00	3,872.98	5,659.02	14.00	10.00	0.1%	0.5%
Total Large Cap			\$1,256,713.83	\$1,068,041.20	\$186,822.92	\$2,700.59	\$23,393.13	1.9%	60.6%
Equity Securities - Mid Cap									
AMERICAN WTR WKS CO INC NEW COM (AWK)	\$34.280	100.00	\$3,428.00	\$3,369.96	\$58.04		\$100.00	2.9%	0.2%
AUTODESK INC. COMMON STOCK (ADSK)	34.990	100.00	3,499.00	4,214.49	(715.49)				0.2%
INTERCONTINENTAL EXCHANGE INC COM (ICE)	135.980	50.00	6,799.00	6,399.46	399.54				0.3%
MFB NORTHERN MID CAP INDEX FD (NOMIX)	12.520	7,423.78	92,945.72	85,870.00	7,075.72		742.38	0.8%	4.5%
NUCOR CORP. COMMON STOCK, \$.40 PAR (NUE)	37.900	100.00	3,790.00	4,549.54	(759.54)	36.50	146.00	3.9%	0.2%
Total Mid Cap			\$110,461.72	\$104,403.45	\$6,058.27	\$36.50	\$988.38	0.9%	5.3%

Continued on next page.



Account Statement

June 1, 2012 - June 30, 2012

Account N
PROVIDENT BENEVOLENT FUND

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Small Cap									
MF8 NORTHERN FDS SMALL CAP VALUE FD (NOSGX)	\$15.820	5,615.98	\$88,844.80	\$76,722.00	\$12,122.80		\$550.37	0.6%	4.3%
Total Small Cap			\$88,844.80	\$76,722.00	\$12,122.80		\$550.37	0.6%	4.3%
Equity Securities - International Developed									
BHP BILLITON LTD SPONSORED ADR (BHP)	\$65.300	75.00	\$4,897.50	\$4,967.68	(\$70.18)		\$165.00	3.4%	0.2%
Total Australia - USD			\$4,897.50	\$4,967.68	(\$70.18)		\$165.00	3.4%	0.2%
MFC SHARES TR MSCI EAFE INDEX FD (EFA)	49.960	1,000.00	49,960.00	60,844.60	(10,884.60)		1,718.00	3.4%	2.4%
Total Europe, Australia, and Far East Region - USD			\$49,960.00	\$60,844.60	(\$10,884.60)		\$1,718.00	3.4%	2.4%
MF8 NORTHERN INTL EQUITY INDEX FD (NOINX)	9.270	17,637.42	163,498.88	182,751.19	(19,252.31)		4,603.37	2.8%	7.9%
MF8 NORTHERN MULTI-MANAGER INTL EQUITY FUND (NMMEX)	8.540	16,215.63	138,481.48	130,061.34	8,420.14		2,578.29	1.9%	6.7%
Total International Region - USD			\$301,980.36	\$312,812.53	(\$10,832.17)		\$7,181.65	2.4%	14.6%
Total International Developed			\$356,837.86	\$378,624.81	(\$21,786.95)		\$9,064.65	2.5%	17.2%
Equity Securities - International Emerging									
MF8 NORTHERN FDS MULTI-MANAGER EMERGING MKTS EQUITY FD (NMMEX)	\$17.080	2,362.63	\$40,353.72	\$29,391.13	\$10,962.59		\$491.43	1.2%	1.9%
MF8 NORTHERN FDS EMERGING MKTS EQUITY INDEX FUND (NOEMX)	10.680	16,651.62	177,839.30	191,516.00	(13,676.70)		2,564.35	1.4%	8.6%

Continued on next page.



June 1, 2012 - June 30, 2012

Account Number 22-11133-
PROVIDENT BENEVOLENT FUND

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(loss)	Accrual	Estimated Annual Income	Yield	% of Assets
MFC SHARES TR MSCI EMERGING MKTS INDEX FD (EEM)	39.190	1,100.00	43,109.00	45,210.00	(2,101.00)		544.02	1.3%	2.1%
Total Emerging Markets Region - USD			\$261,302.02	\$266,117.13	(\$4,815.11)		\$3,599.80	1.4%	12.6%
Total International Emerging			\$261,302.02	\$266,117.13	(\$4,815.11)		\$3,599.80	1.4%	12.6%
Total Equity Securities			\$2,074,160.23	\$1,893,908.59	\$178,401.93	\$2,737.09	\$37,596.32	1.8%	100.0%
Fixed Income Securities - Corporate/ Government									
2013									
PEPSICO INC 4.65% DUE 02-15-2013 BE0	\$102.569	25,000.00 A03	\$25,642.15	\$24,778.75	\$863.40	\$439.16	\$1,162.50	4.5% 0.6%	1.4%
2014									
LILLY ELI & CO 4.2% DUE 03-06-2014/03-06-2009 REG	106.064	25,000.00 A2	26,515.90	25,280.50	1,235.40	335.41	1,050.00	4.0% 0.6%	1.4%
2016									
ABBOTT LABS 5.875% DUE 05-15-2016 BE0	117.913	25,000.00 A1	29,478.35	24,950.50	4,527.85	187.67	1,468.75	5.0% 1.1%	1.6%
Funds									
MFB NORTHERN FDS BD INDEX FD (NOBOX)	11.010	47,163.40	519,269.03	492,484.93	26,784.10		14,903.63	2.9%	27.9%
MFB NORTHERN FDS FIXED INCOME FD (NOFDX)	10.620	23,456.12	249,103.99	229,823.00	19,280.99		6,661.54	2.7%	13.4%

Continued on next page.



Account Statement

June 1, 2012 - June 30, 2012

Account Statement
PROVIDENT BELT, INC.

Portfolio Details (continued)

	Market Price	Par Value/Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/YTM	% of Assets
MFB NORTHERN FDS U S GOVT FD (NOUGX)	10.110	4,991.07	50,459.71	48,333.29	2,126.42		289.48	0.6%	2.7%
MFB NORTHERN HIGH YIELD FIXED INCOME FUND (NHFX)	7.230	54,099.40	391,138.66	368,136.26	23,002.40		28,564.48	7.3%	21.0%
MFB NORTHERN SHORT INTERMEDIATE US GOVT GOVT.D (NSIUX)	10.190	34,972.94	356,374.25	363,570.00	(7,195.75)		1,154.11	0.3%	19.1%
MFC SHARES TR BARCLAYS TIPS 8D FD (TIP)	119.700	800.00	95,760.00	84,996.83	10,763.17		2,939.20	3.1%	5.1%
MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL (PHYX)	9.280	12,864.69	119,384.32	114,480.00	4,904.32		8,207.67	6.9%	6.4%
Total Corporate/ Government			\$1,863,126.36	\$1,776,834.06	\$86,292.30	\$962.24	\$66,401.37	3.6%	100.0%
Total Fixed Income Securities			\$1,863,126.36	\$1,776,834.06	\$86,292.30	\$962.24	\$66,401.37	3.6%	100.0%
Real Estate - Real Estate Funds									
MFO DFA INVT DIMENSIONS GROUP INC REAL ESTATE SECS PORTFOLIO (DFREX)	\$26.350	4,666.85	\$122,971.49	\$111,021.00	\$11,950.49		\$2,151.42	1.8%	100.0%
Total Real Estate Funds			\$122,971.49	\$111,021.00	\$11,950.49		\$2,151.42	1.8%	100.0%
Total Real Estate			\$122,971.49	\$111,021.00	\$11,950.49		\$2,151.42	1.8%	100.0%

Continued on next page.



Northern Trust

Account Statement

June 1, 2012 - June 30, 2012

A.
PROVIDENT BENEVOLENT

Portfolio Details (continued)

	Market Price	Units	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Commodities - Commodities									
MFC SPDR GOLD TR GOLD SHS (GLD)	\$155.190	1,490.00	\$231,233.10	\$178,649.74	\$52,583.36				80.5%
Total Global Region - USD			\$231,233.10	\$178,649.74	\$52,583.36		\$0.00	0.0%	80.5%
Funds									
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL (PCRD)	6.420	8,733.01	56,065.92	66,312.06	(10,246.14)		11,920.56	21.3%	19.5%
Total Commodities			\$287,299.02	\$244,961.80	\$42,337.22		\$11,920.56	4.1%	100.0%
Total Commodities			\$287,299.02	\$244,961.80	\$42,337.22		\$11,920.56	4.1%	100.0%
Cash and Short Term Investments - Cash									
<i>Available cash balances are invested daily in MFB NORTHERN FDS MONEY MKT FD MONEY MARKET FUND.</i>									
PRINCIPAL CASH	\$1.000	89,218.64	\$89,218.64	\$89,218.64	\$0.00				
INCOME CASH	1.000	63,029.05	63,029.05	63,029.05	0.00				
Total Cash			\$152,247.69	\$152,247.69	\$0.00	\$1.20	\$15.22	0.0%	
Total Cash and Short Term Investments			\$152,247.69	\$152,247.69	\$0.00	\$1.20	\$15.22	0.0%	

Continued on next page.



Account Statement

June 1, 2012 - June 30, 2012

PROVIDENT BENEFIT FUND

Portfolio Details (continued)

	Market Price	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/YTM	% of Assets
Total Portfolio		\$4,499,804.79	\$4,178,973.14	\$318,981.94	\$3,700.53	\$118,084.89	2.6%	
Total Accrual			\$3,700.53					
Total Value		\$4,503,505.32						

* Complete cost information not available



Northern Trust

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	13,312.

TOTAL	13,312.
	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX POSTING DATE AFTER TYE	20,456.
COMMON TRUST FUND COST BASIS ADJUSTMENT	12,940.
ROUNDING	5.

TOTAL	33,401.
	=====

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

=====

NAME AND ADDRESS

THOMPSON CLAT SYLVIA
THE NORTHERN TRUST CO
DALLAS, TX 75222

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

=====

EMPLOYEE NAME:

None

RECIPIENT NAME:
CLSSROOM CENTRAL
ADDRESS:
2116 WILKINSON BLVD
CHARLOTTE, NC 28208
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
THE SALVATION ARMY BOYS AND GIRLS C
OF GREATER CHARLOTTE
ADDRESS:
1525 WEST WT HARRIS BLVD
CHARLOTTE, NC 28288
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
COMMUNITY SERVICE OF SWAIN, INC
ADDRESS:
890 JENKINS BRANCH RD
BRYSON CITY, NC 28713
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CHANGED CHOICES, INC
ADDRESS:
1800 SOUTH BOULEVARD
CHARLOTTE, NC 28271
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
EAST BEND PUBLIC LIBRARY BUILDING
ADDRESS:
P. O. BOX 69
EAST BEND, NC 27018
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
PAT'S PLACE CHILD ADVOCACY CENTER
ADDRESS:
901 EAST BOULEVARD
CHARLOTTE, NC 28203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
SHELTER HEALTH SERVICES
ADDRESS:
534 SPRATT STREET
CHARLOTE, NC 28206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
KATHLEEN F. HOERBER MEMORIAL FDN
ADDRESS:
P.O. BOX 256
WAYNESVILLE, NC 28786
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
CRISIS CONTROL MINISTRY
ADDRESS:
200 EAST TENTH STREET
WINSTON SALEM, NC 27101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CROSSROADS CORP. FOR AFFORDABLE HOUSING
ADDRESS:
3623 LATROBE DRIVE, SUITE 208,
CHARLOTTE, NC 28205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 23,500.

RECIPIENT NAME:
WORKFORCE INITIATIVE FOR SUPPORTIVE
ADDRESS:
300 HAWTHORNE LANE
CHARLOTTE, NC 28204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CULLOWHEE COMMUNITY SAFETY AND PARK
ADDRESS:
PO BOX 2470
CULLOWHEE, NC 28723
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CHERISH THE CHILD INC
ADDRESS:
13420 REESE BLVD W
HUNTERSVILLE, NC 28078-7925
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
LIONS SERVICES, INC
ADDRESS:
4600-A NORTH TRYON STREET
CHARLOTTE, NC 28213
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CHILDREN'S SCHOLARSHIP FUND CHARLOT
ADDRESS:
708 EAST BOULEVARD
CHARLOTTE, NC 28203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

BOY SCOUTS OF AMERICA,
OLD HICKORY COUNCIL

ADDRESS:

6600 SILAS CREEK PARKWAY
WINSTON SALEM, NC 27106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

QUEENS UNIVERSITY OF CHARLOTTE

ADDRESS:

1900 SELWYN AVE
CHARLOTTE, NC 28274

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

COMMUNITY LINK

ADDRESS:

601 E. 5TH STREET SUITE 220
CHARLOTTE, NC 28202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
YWCA CENTRAL CAROLINAS
ADDRESS:
3420 PARK ROAD
CHARLOTTE, NC 28209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
BETHLEHEM CENTER OF CHARLOTTE INC
ADDRESS:
2705 BALTIMORE AVENUE
CHARLOTTE, NC 28203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CHARLOTTE RESCUE MISSION
ADDRESS:
PO BOX 33000
CHARLOTTE, NC 28233
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
UNITED WAY OF ASHEVILLE AND BUNCOMB
ADDRESS:
50 SOUTH FRENCH BROAD AVENUE
ASHEVILLE, NC 3218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
FLORENCE CRITTENTON SERVICES
ADDRESS:
1300 BLYTHE BLVD
CHARLOTTE, NC 282303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
AMERICAN RED CROSS
CENTRAL NORTH CAROLINA CHAPTER
ADDRESS:
100 N. PEARTREE LN.
RALEIGH, NC 27610
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
JUNIOR ACHIEVEMENT
ADDRESS:
201 SOUTH TRYON STREET
CHARLOTTE, NC 28202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
MENTAL HEALTH ASSOC OF CENTRAL CARO
ADDRESS:
3701 LATROBE DRIVE, SUITE 140
CHARLOTTE, NC 28211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
WINSTON SALEM RESCUE MISSION, INC
ADDRESS:
PO BOX 20424
WINSTON SALEM, NC 27120
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

CHARLOTTE SPEECH AND HEARING CENTER

ADDRESS:

741 KENILWORTH AVE, SUITE 100
CHARLOTTE, NC 28204

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

LIFESPAN, INC

ADDRESS:

1101 NORTH BREVARD STREET
CHARLOTTE, NC 28206

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

SPECIAL OLYMPICS NORTH CAROLINA

ADDRESS:

2200 GATEWAY CENTRE BLVD., STE. 201
MORRISVILLE, NC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CABARRUS MEALS ON WHEELS
ADDRESS:
1701 S. MAN STREET
KANNAPOLIS, NC 28081
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
PISGAH LEGAL SERVICES
ADDRESS:
PO BOX 2276
ASHEVILLE, NC 28802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
FREINDSHIP TRAYS
ADDRESS:
1300 BLYTHE BLVD
CHARLOTTE, NC 28236
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

KINDERMOURN

ADDRESS:

1320 HARDING PLACE
CHARLOTTE, NC 28204

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

ASHEVILLE AREA HABITAT FOR HUMANITY

ADDRESS:

31 MEADOW ROAD
ASHEVILLE, NC 28803

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

HABITAT FOR HUMANITY OF CHARLOTTE

ADDRESS:

3326 WILKINSON BLVD
CHARLOTTE, NC 28208

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
SENIOR SERVICES OF CHARLOTTE
ADDRESS:
2225 TYVOLA ROAD
CHARLOTTE, NC 28210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPROT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
LUTHERN HOME
ADDRESS:
P.O. BOX 947
Salisbury, NC 28145
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 18,325.

RECIPIENT NAME:
ROWAN HELPING MINISTRIES
ADDRESS:
226 N LONG STREET
SALISBURY, NC 28144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
EAST STOKES OUTREACH MINISTRY
ADDRESS:
4600-A NORTH TRYON STREET
CHARLOTTE, NC 28213
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
THE LEARNING COLLABORATIVE
ADDRESS:
3045 NORTH DAVIDSON ST.
CHARLOTTE, NC 28205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CHARLOTTE CHILDREN'S CHOIR
ADDRESS:
PO BOX 30724
CHARLOTTE, NC 28230
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
PIEDMONT LAND CONSERVANCY
ADDRESS:
1515 W. CORNWALLIS DRIVE, SUITE 205
GREENSBORO, NC 27404 4025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
RAFI-USA
ADDRESS:
PO BOX 640
PITTSBORO, NC 27312
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
HOUSE OF MERCY
ADDRESS:
701 MERCY DRIVE
BELMONT, NC 28012 0808
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
GROWING TOGETHER PRESCHOOL
ADDRESS:
1071 RALEIGH SCHOOL DRIVE
RALEIGH, NC 27607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
CHRIST OUR SHEPHEARD MINISTRIES
ADDRESS:
226 WEST JOHN STREET
MATTHEWS, NC 28105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
COMMUNITY CULINARY SCHOOL OF
CHARLOTTE
ADDRESS:
2401- A DISTRIBUTIONS STREET
CHARLOTTE, NC 28203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
METROLINA ASSOCIATION OF THE BLIND
ADDRESS:
704 LOUISE AVENUE
CHARLOTTE, NC 28204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 11,200.

RECIPIENT NAME:
CABARRUS COOPERATIVE CHRISTIAN
ADDRESS:
PO BOX 1717
CONCORD, NC 28026-1717
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
BROOKSTONE SCHOOL OF MECKLENBURG
ADDRESS:
2414 LESTER STREET
CHARLOTTE, NC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
BIG BROTHERS AND BIG SISTERS
OF CHARLOTTE
ADDRESS:
3801 E INDEPENDENCE BOULEVARD, SUIT
CHARLOTTE, NC 28205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CHARLOTTE COMMUNITY HEALTH CLINIC
ADDRESS:
6900 FARMINGDALE DRIVE
CHARLOTTE, NC 28212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
UNITED FAMILY SERVICES
ADDRESS:
601 EAST 5TH STREET, SUITE 400
CHARLOTTE, NC 28217
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
EXPERIMENT IN SELF-RELIANCE
ADDRESS:
PO BOX 135
WINSTON SALEM, NC 27101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
ASHEVILLE ART MUSEUM
ADDRESS:
2 SOUTH PACK SQUARE
ASHEVILLE, NC 28802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SALVATION ARMY A GEORGIA CORP
ADDRESS:
2090 N.DRUID HILLS RD., NE
ATLANTA, GA 30329
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
WESTERN CAROLINIANS FOR CRIM
ADDRESS:
218 PATTON AVENUE
ASHEVILLE, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
MANNA FOODBANK
ADDRESS:
627 SWANNANOA RIVER ROAD
ASHEVILLE, NC 28805
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CHARLOTTE EMERGENCY HOUSING
ADDRESS:
PO BOX 9373
CHARLOTTE, NC 28299
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
HABITAT FOR HUMANITY OF DURHAM
ADDRESS:
215 N. CHURCH ST.
DURHAM, NC 27701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
THE CANCER SUPPORT COM. EAST TENN
ADDRESS:
2230 SUTHERLAND AVENUE
KNOXVILLE, TN 37919-2350
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,500.

RECIPIENT NAME:
A CHILD'S PLACE OF CHARLOTTE, INC
ADDRESS:
PO BOX 33302
CHARLOTTE, NC 28233
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
LATIN AMERICAN COALITION
ADDRESS:
4938 CENTRAL AVE. SUITE 101
CHARLOTTE, NC 28205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ST. PETERS HOMES, INC
McCreesh Place
ADDRESS:
2120 N. DAVIDSON ST
CHARLOTTE, NC 28299-5303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID: 721,025.
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SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

CU PROVIDENT BENEVOLENT FOUNDATION-WACH

Employer identification number

58-1881092

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					41,819.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	79,535.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	41,346.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	162,700.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					206,274.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	906,196.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	13,463.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	1,125,933.

For Paperwork Reduction Act Notice, see the instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		162,700.
14	Net long-term gain or (loss):			
a	Total for year	14a		1,125,933.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		1,288,633.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000
16	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if: • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (if line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

Employer identification number

CU PROVIDENT BENEVOLENT FOUNDATION-WACH

58-1881092

[illegible][illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	79,535.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

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