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 AUG 1, 2011 **, and ending** JUL 31, 2012

Name of foundation
DALTON-BRAND FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)
112 SOUTH TRYON ST

Room/suite
805

City or town, state, and ZIP code
CHARLOTTE, NC 28284

A Employer identification number
56-6061267

B Telephone number
704-332-5380

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 5,382,506.

J Accounting method: ☒ Cash ☐ Accrual ☐ 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).)	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	67,320.	67,320.		STATEMENT 1
	4	Dividends and interest from securities	135,645.	135,645.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	103,851.			
	b	Gross sales price for all assets on line 6a 2,134,810.				
	7	Capital gain net income (from Part IV, line 2)		103,851.		
	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	102.	102.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	306,918.	306,918.		
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 STMT 4	615.	615.		0.
	b	Accounting fees STMT 5	2,675.	2,675.		0.
	c	Other professional fees STMT 6	30,166.	30,166.		0.
	17	Interest				
	18	Taxes STMT 7	3,227.	3,227.		0.
	19	Depreciation and depletion				
	20	Occupancy	5,000.	5,000.		0.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	41,683.	41,683.		0.
	25	Contributions, gifts, grants paid	388,715.			388,715.
	26	**Total expenses and disbursements.** Add lines 24 and 25	430,398.	41,683.		388,715.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-123,480.			
	b	**Net investment income** (if negative, enter -0-)		265,235.		
	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	3,077.	5,413.	5,413.
	2	Savings and temporary cash investments	298,852.	319,480.	319,480.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 8	98,575.	98,575.	147,219.
	b	Investments - corporate stock STMT 9	3,085,053.	3,247,980.	3,483,587.
	c	Investments - corporate bonds STMT 10	1,612,196.	1,302,825.	1,426,807.
	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 ▶)			
	16	**Total assets** (to be completed by all filers)	5,097,753.	4,974,273.	5,382,506.
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	5,097,753.	4,974,273.	
	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			
	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**	5,097,753.	4,974,273.	
	31	**Total liabilities and net assets/fund balances**	5,097,753.	4,974,273.	

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	5,097,753.
2	Enter amount from Part I, line 27a	2	-123,480.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,974,273.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,974,273.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	158,446.		171,573.	-13,127.
b	1,963,833.		1,859,386.	104,447.
c	12,531.			12,531.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(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	
a				-13,127.
b				104,447.
c				12,531.
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	103,851.
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	514,362.	5,796,522.	.088736
2009	852,002.	5,619,893.	.151605
2008	358,950.	5,819,224.	.061683
2007	339,449.	6,672,347.	.050874
2006	271,634.	7,122,334.	.038138

2	**Total** of line 1, column (d)	2	.391036
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	.078207
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,301,768.
5	Multiply line 4 by line 3	5	414,635.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,652.
7	Add lines 5 and 6	7	417,287.
8	Enter qualifying distributions from Part XII, line 4	8	388,715.

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	5,305.
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	5,305.
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	5,305.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,279.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,279.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	23.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	4,049.
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** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities.			
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?	5		X
If "Yes," attach the statement required by General Instruction T.			
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?	7	X	
If "Yes," complete Part II, col (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.GUIDESTAR.ORG

14 The books are in care of ▶ ELIZABETH D. BRAND Telephone no. ▶ 704-332-5380

Located at ▶ 112 SOUTH TRYON ST., CHARLOTTE, NC ZIP+4 ▶ 28284

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
ELIZABETH D. BRAND 112 S. TRYON ST, SUITE 805 CHARLOTTE, NC 28284	PRES/TREAS 10.00	0.	0.	0.
R. ALFRED BRAND, III 112 S. TRYON ST, SUITE 805 CHARLOTTE, NC 28284	VICE-PRES 10.00	0.	0.	0.
DEEDA COFFEY 112 S. TRYON ST, SUITE 805 CHARLOTTE, NC 28284	SECRETRY/DIR 10.00	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

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	0.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	5,382,506.
d	**Total** (add lines 1a, b, and c)	1d	5,382,506.
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	5,382,506.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,738.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,301,768.
6	**Minimum investment return.** Enter 5% of line 5	6	265,088.

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	265,088.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a 5,305.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	5,305.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	259,783.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	259,783.
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	259,783.

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	388,715.
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	388,715.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	388,715.

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.

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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					259,783.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006					
b From 2007					
c From 2008					
d From 2009	315,823.				
e From 2010	229,912.				
f **Total** of lines 3a through e		545,735.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 388,715.					
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2011 distributable amount					259,783.
e Remaining amount distributed out of corpus		128,932.			
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		674,667.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		674,667.			
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009	315,823.				
d Excess from 2010	229,912.				
e Excess from 2011	128,932.				

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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:

NONE

c Any submission deadlines:

NONE

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

NONE EXCEPT APPROVED UNDER IRS CODE

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE				388,715.
Total			▶ 3a	388,715.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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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	67,320.	
4 Dividends and interest from securities			14	135,645.	
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	102.	
8 Gain or (loss) from sales of assets other than inventory			14	103,851.	
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.		306,918.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 306,918.

(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).
	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

Date 11/9/2012

Title Exec V.P.

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
CHRISTOPHER M. SALISBURY, CPA/PFS,		11/7/12		P00094321

Firm's name ▶ SMITH & SALISBURY, PLLC

Firm's EIN ▶ 56-2175356

Firm's address ▶ 1714 CLEVELAND AVE.
CHARLOTTE, NC 28203

Phone no. 704-770-0191

Form 990-PF (2011)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WELLS FARGO	67,320.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	67,320.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO	148,176.	12,531.	135,645.
TOTAL TO FM 990-PF, PART I, LN 4	148,176.	12,531.	135,645.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO	102.	102.	
TOTAL TO FORM 990-PF, PART I, LINE 11	102.	102.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	615.	615.		0.
TO FM 990-PF, PG 1, LN 16A	615.	615.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,675.	2,675.		0.
TO FORM 990-PF, PG 1, LN 16B	2,675.	2,675.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES	30,166.	30,166.		0.
TO FORM 990-PF, PG 1, LN 16C	30,166.	30,166.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	3,227.	3,227.		0.
TO FORM 990-PF, PG 1, LN 18	3,227.	3,227.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BOND	X		98,575.	147,219.
TOTAL U.S. GOVERNMENT OBLIGATIONS			98,575.	147,219.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			98,575.	147,219.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK PORTFOLIO	3,247,980.	3,483,587.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,247,980.	3,483,587.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS	1,302,825.	1,426,807.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,302,825.	1,426,807.

REALIZED GAIN/LOSS DETAIL

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
07/30/12	**131.000**	**ABBOTT LABS**	**- $7,451.21**	**$8,360.35**	**$909.14**	**$0.00**
		ACCOUNT NUMBER 52698700				
		131 0000 UNITS ACQUIRED ON 02/29/12	7,451 21			
11/09/11	**131.000**	**ADMIRAL GROUP PLC - UNSPON ADR**	**- 3,520.98**	**2,481.80**	**- 1,039.18**	**0.00**
		ACCOUNT NUMBER 1025877159				
		131 0000 UNITS ACQUIRED ON 01/27/11	3,520.98			
09/29/11	**100,000.000**	**AETNA INC 7.625% 8/15/26**	**- 102,551.00**	**118,186.00**	**0.00**	**15,635.00**
		ACCOUNT NUMBER 1025020324				
		100,000 0000 UNITS ACQUIRED ON 11/07/96	102,551 00			
07/02/12	**0.100**	**AIR LIQUIDE - ADR**	**- 1.75**	**2.30**	**0.00**	**0.55**
		ACCOUNT NUMBER 1025877159				
		0 1000 UNITS ACQUIRED ON 11/28/06	1 75			
03/14/12	**25.000**	**ALBEMARLE CORP COM**	**- 450.02**	**1,567.41**	**0.00**	**1,117.39**
		ACCOUNT NUMBER 1025877275				
		25 0000 UNITS ACQUIRED ON 10/13/05	450 02			
03/29/12	**90.000**	**AMERICAN VANGUARD CORP**	**- 1,399.58**	**1,873.04**	**473.46**	**0.00**
		ACCOUNT NUMBER 1025877275				
		45 0000 UNITS ACQUIRED ON 01/20/12	678 71			
		45 0000 UNITS ACQUIRED ON 02/10/12	720 87			
10/14/11	**132.000**	**ASAHI KASEI CORP ADR**	**- 1,457.54**	**1,658.85**	**0.00**	**201.31**
		ACCOUNT NUMBER 1025877177				
		132 0000 UNITS ACQUIRED ON 10/04/05	1,457.54			
03/28/12	**130.000**	**ATMEL CORP**	**- 428.60**	**1,338.53**	**0.00**	**909.93**
		ACCOUNT NUMBER 1025877275				
		125 0000 UNITS ACQUIRED ON 12/08/08	367 43			
		5 0000 UNITS ACQUIRED ON 03/22/11	61 17			
09/16/11	**257.000**	**AXA - ADR**	**- 5,903.76**	**3,038.89**	**- 646.39**	**- 2,218.48**
		ACCOUNT NUMBER 1025877177				
		60.0000 UNITS ACQUIRED ON 07/12/05	1,551 60			
		15.0000 UNITS ACQUIRED ON 08/15/05	423 60			
		85 0000 UNITS ACQUIRED ON 06/27/05	2,135 20			
		97.0000 UNITS ACQUIRED ON 10/07/10	1,793 36			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
09/19/11	**227.000**	**BANCO BILBAO VIZCAYA ARGENT- ADR**	**- 3,000.80**	**1,728.92**	**- 1,271.88**	**0.00**
		ACCOUNT NUMBER 1025877177				
		36 0000 UNITS ACQUIRED ON 09/16/10	479.64			
		191 0000 UNITS ACQUIRED ON 09/17/10	2,521 16			
07/25/12	**198.000**	**BANCO BILBAO VIZCAYA ARGENT- ADR**	**- 2,494.71**	**1,107.99**	**0.00**	**- 1,386.72**
		ACCOUNT NUMBER 1025877177				
		77 0000 UNITS ACQUIRED ON 09/17/10	1,016 39			
		121 0000 UNITS ACQUIRED ON 05/06/11	1,478 32			
09/12/11	**441.000**	**BANCO SANTANDER CEN-SPON - ADR**	**- 5,038.39**	**3,652.73**	**- 44.82**	**- 1,340.84**
		ACCOUNT NUMBER 1025877177				
		115 0000 UNITS ACQUIRED ON 11/21/08	768 89			
		115 0000 UNITS ACQUIRED ON 04/13/10	1,686 69			
		200 0000 UNITS ACQUIRED ON 08/25/05	2,446 88			
		4.3080 UNITS ACQUIRED ON 11/10/10	55 40			
		5.9230 UNITS ACQUIRED ON 02/10/11	71 14			
		0 0770 UNITS ACQUIRED ON 02/10/11	0 92			
		0 6920 UNITS ACQUIRED ON 11/10/10	8 47			
11/29/11	**348.000**	**BANK OF CHINA - UNSPN ADR**	**- 4,902.18**	**2,640.82**	**- 1,210.99**	**- 1,050.37**
		ACCOUNT NUMBER 1025877177				
		148 0000 UNITS ACQUIRED ON 10/25/10	2,173 48			
		200 0000 UNITS ACQUIRED ON 05/05/11	2,728 70			
01/23/12	**21.000**	**BAYER AG - ADR**	**- 1,248.08**	**1,472.83**	**224.75**	**0.00**
		ACCOUNT NUMBER 1025877177				
		21 0000 UNITS ACQUIRED ON 10/20/11	1,248.08			
10/24/11	**36.000**	**BG GROUP PLC - ADR**	**- 3,014.72**	**3,908.81**	**0.00**	**894.09**
		ACCOUNT NUMBER 1025877177				
		28 0000 UNITS ACQUIRED ON 06/21/10	2,383 07			
		8 0000 UNITS ACQUIRED ON 08/11/10	631 65			
11/02/11	**50.000**	**BRIGHAM EXPL CO**	**- 986.74**	**1,819.05**	**208.64**	**623.67**
		ACCOUNT NUMBER 1025877275				
		25 0000 UNITS ACQUIRED ON 08/11/11	700 89			
		25 0000 UNITS ACQUIRED ON 12/08/09	285 85			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
11/29/11	**30.000**	**BRIGHAM EXPL CO**	**-343.02**	**1,091.38**	**0.00**	**748.36**
		ACCOUNT NUMBER 1025877275				
		30 0000 UNITS ACQUIRED ON 12/08/09	343 02			
10/17/11	**104.000**	**BRISTOL MYERS SQUIBB CO**	**-3,378.94**	**3,421.20**	**42.26**	**0.00**
		ACCOUNT NUMBER 52698700				
		104 0000 UNITS ACQUIRED ON 10/05/11	3,378 94			
10/21/11	**40.000**	**CADENCE DESIGN SYSTEMS INC**	**-247.84**	**401.81**	**0.00**	**153.97**
		ACCOUNT NUMBER 1025877275				
		40 0000 UNITS ACQUIRED ON 07/19/10	247 84			
11/01/11	**45.000**	**CADENCE DESIGN SYSTEMS INC**	**-278.82**	**505.92**	**0.00**	**227.10**
		ACCOUNT NUMBER 1025877275				
		45 0000 UNITS ACQUIRED ON 07/19/10	278 82			
05/11/12	**84.000**	**CARNIVAL CORP**	**-2,891.68**	**2,652.13**	**0.00**	**-239.55**
		ACCOUNT NUMBER 1025877159				
		84 0000 UNITS ACQUIRED ON 09/08/10	2,891 68			
03/28/12	**10.000**	**CHICAGO BRIDGE & IRON COMPANY N.V.**	**-96.40**	**443.45**	**0.00**	**347.05**
		ACCOUNT NUMBER 1025877275				
		10 0000 UNITS ACQUIRED ON 11/07/08	96 40			
04/05/12	**402.000**	**CHINA RESOURCES ENTER-SP ADR**	**-2,720.25**	**2,744.27**	**0.00**	**24.02**
		ACCOUNT NUMBER 1025877159				
		402 0000 UNITS ACQUIRED ON 10/21/09	2,720 25			
02/08/12	**108.000**	**CINCINNATI FINANCIAL CORP**	**-2,843.64**	**3,590.22**	**746.58**	**0.00**
		ACCOUNT NUMBER 52698700				
		108 0000 UNITS ACQUIRED ON 10/05/11	2,843 64			
09/02/11	**121.000**	**COMP. PARANAENSE DE ENERGIA-CO - ADR**	**-1,634.23**	**2,592.24**	**0.00**	**958.01**
		ACCOUNT NUMBER 1025877177				
		121 0000 UNITS ACQUIRED ON 05/11/09	1,634 23			
06/28/12	**20.000**	**CONCUR TECHNOLOGIES INC**	**-466.80**	**1,319.71**	**0.00**	**852.91**
		ACCOUNT NUMBER 1025877275				
		5 0000 UNITS ACQUIRED ON 11/12/10	247 19			
		15 0000 UNITS ACQUIRED ON 07/12/06	219 61			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
01/10/12	**103.000**	**CONSOLIDATED EDISON INC**	**- 5,664.98**	**6,115.62**	**450.64**	**0.00**
		ACCOUNT NUMBER 52698700				
		103 0000 UNITS ACQUIRED ON 10/05/11	5,664 98			
02/08/12	**10.000**	**CONSTANT CONTACT INC**	**- 281.46**	**309.88**	**28.42**	**0.00**
		ACCOUNT NUMBER 1025877275				
		10.0000 UNITS ACQUIRED ON 02/04/11	281 46			
02/09/12	**10.000**	**CONSTANT CONTACT INC**	**- 281.45**	**309.79**	**0.00**	**28.34**
		ACCOUNT NUMBER 1025877275				
		10 0000 UNITS ACQUIRED ON 02/04/11	281 45			
04/11/12	**50.000**	**CORRECTIONS CORP OF AMER**	**- 1,059.54**	**1,455.59**	**257.94**	**138.11**
		ACCOUNT NUMBER 1025877275				
		40 0000 UNITS ACQUIRED ON 07/13/11	906 53			
		10 0000 UNITS ACQUIRED ON 01/05/06	153 01			
04/27/12	**15.000**	**CORRECTIONS CORP OF AMER**	**- 229.52**	**414.75**	**0.00**	**185.23**
		ACCOUNT NUMBER 1025877275				
		15 0000 UNITS ACQUIRED ON 01/05/06	229 52			
02/17/12	**39.000**	**DASSAULT SYSTEMES S.A. - ADR**	**- 2,118.16**	**3,178.89**	**0.00**	**1,060.73**
		ACCOUNT NUMBER 1025877159				
		1 0000 UNITS ACQUIRED ON 10/26/09	57 52			
		38 0000 UNITS ACQUIRED ON 04/02/07	2,060 64			
01/18/12	**45.000**	**DIGITAL RIVER, INC**	**- 1,590.12**	**676.95**	**- 466.37**	**- 446.80**
		ACCOUNT NUMBER 1025877275				
		20 0000 UNITS ACQUIRED ON 05/22/08	747 67			
		25 0000 UNITS ACQUIRED ON 02/28/11	842 45			
02/29/12	**3,987.597**	**DODGE & COX STOCK FUND #145**	**- 547,179.97**	**451,635.24**	**0.00**	**- 95,544.73**
		ACCOUNT NUMBER 1025020324				
		1,296.4880 UNITS ACQUIRED ON 11/09/05	175,000 00			
		664 8930 UNITS ACQUIRED ON 11/15/05	90,000.00			
		214 5620 UNITS ACQUIRED ON 12/20/05	30,000 00			
		190 1500 UNITS ACQUIRED ON 02/24/06	27,179 97			
		1,621 5040 UNITS ACQUIRED ON 11/22/05	225,000.00			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
11/16/11	86.000	**DOMINION RES INC VA**	-4,240.65	4,391.56	150.91	0.00
		ACCOUNT NUMBER 52698700				
		86 0000 UNITS ACQUIRED ON 10/05/11	4,240 65			
01/10/12	92.000	**DOMINION RES INC VA**	-4,536.50	4,735.94	199.44	0.00
		ACCOUNT NUMBER 52698700				
		92 0000 UNITS ACQUIRED ON 10/05/11	4,536 50			
07/13/12	0.333	**DUKE ENERGY HOLDING CORP. COM**	- 20.94	22.10	1.16	0.00
		ACCOUNT NUMBER 52698700				
		0.3330 UNITS ACQUIRED ON 02/29/12	20 94			
03/06/12	4,454.343	**EATON VANCE FLOATING RATE FD-I #924**	- 28,062.36	40,000.00	0.00	11,937.64
		ACCOUNT NUMBER 1025020324				
		4,454 3430 UNITS ACQUIRED ON 12/05/08	28,062 36			
09/27/11	9,418.436	**EDGEWOOD GROWTH INSTL #2131**	- 87,358.02	105,674.85	0.00	18,316.83
		ACCOUNT NUMBER 1025020324				
		5,531 8450 UNITS ACQUIRED ON 05/18/09	50,007 88			
		3,886 5910 UNITS ACQUIRED ON 08/06/09	37,350 14			
08/29/11	20.000	**ELIZABETH ARDEN INC**	- 361.27	621.30	0.00	260.03
		ACCOUNT NUMBER 1025877275				
		5 0000 UNITS ACQUIRED ON 03/04/10	96 38			
		15 0000 UNITS ACQUIRED ON 05/19/10	264 89			
11/21/11	139.000	**ENCANA CORP**	- 3,484.26	2,747.15	- 574.33	- 162.78
		ACCOUNT NUMBER 1025877159				
		30 0000 UNITS ACQUIRED ON 07/12/05	677 02			
		62 0000 UNITS ACQUIRED ON 06/24/05	1,304 02			
		47 0000 UNITS ACQUIRED ON 01/28/11	1,503 22			
07/12/12	547.000	**ERSTE GROUP BANK AG- ADR**	- 11,384.67	4,854.13	- 4.92	- 6,525.62
		ACCOUNT NUMBER 1025877159				
		120 0000 UNITS ACQUIRED ON 09/23/08	3,610 20			
		111 0000 UNITS ACQUIRED ON 05/17/10	2,134 15			
		165 0000 UNITS ACQUIRED ON 09/28/05	4,295 41			
		151 0000 UNITS ACQUIRED ON 12/28/11	1,344 91			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
09/30/11	**15.000**	**EVERCORE PARTNERS INC**	**- 432.70**	**365.84**	**0.00**	**- 66.86**
		ACCOUNT NUMBER 1025877275				
		10 0000 UNITS ACQUIRED ON 10/12/09	302 75			
		5 0000 UNITS ACQUIRED ON 06/10/10	129 95			
08/30/11	**37.000**	**FOMENTO ECONOMICO MEX-SP ADR**	**- 1,702.69**	**2,453.31**	**0.00**	**750.62**
		ACCOUNT NUMBER 1025877177				
		37 0000 UNITS ACQUIRED ON 03/16/10	1,702 69			
12/23/11	**14.000**	**FOMENTO ECONOMICO MEX-SP ADR**	**- 644.26**	**939.42**	**0.00**	**295.16**
		ACCOUNT NUMBER 1025877177				
		14 0000 UNITS ACQUIRED ON 03/16/10	644 26			
01/24/12	**14.000**	**FOMENTO ECONOMICO MEX-SP ADR**	**- 644.26**	**987.97**	**0.00**	**343.71**
		ACCOUNT NUMBER 1025877177				
		14 0000 UNITS ACQUIRED ON 03/16/10	644 26			
03/08/12	**14.000**	**FOMENTO ECONOMICO MEX-SP ADR**	**- 644.26**	**1,043.86**	**0.00**	**399.60**
		ACCOUNT NUMBER 1025877177				
		14 0000 UNITS ACQUIRED ON 03/16/10	644 26			
09/20/11	**48.000**	**FUJI HEAVY INDS LTD ADR**	**- 3,356.94**	**2,751.07**	**- 605.87**	**0.00**
		ACCOUNT NUMBER 1025877177				
		48 0000 UNITS ACQUIRED ON 03/16/11	3,356 94			
05/15/12	**100,000.000**	**GENL ELEC CAP CORP 8.125% 5/15/12**	**- 103,895.00**	**100,000.00**	**0.00**	**- 3,895.00**
		ACCOUNT NUMBER 1025020324				
		100,000 0000 UNITS ACQUIRED ON 03/17/95	103,895 00			
12/12/11	**10.000**	**GENTEX CORP**	**- 231.85**	**308.76**	**76.91**	**0.00**
		ACCOUNT NUMBER 1025877275				
		10 0000 UNITS ACQUIRED ON 08/09/11	231 85			
01/13/12	**10.000**	**GENTEX CORP**	**- 231.85**	**306.11**	**74.26**	**0.00**
		ACCOUNT NUMBER 1025877275				
		10 0000 UNITS ACQUIRED ON 08/09/11	231 85			
01/13/12	**42.000**	**GLAXOSMITHKLINE PLC - ADR**	**- 2,137.86**	**1,856.73**	**0.00**	**- 281.13**
		ACCOUNT NUMBER 1025877177				
		10 0000 UNITS ACQUIRED ON 05/02/06	570 50			
		32 0000 UNITS ACQUIRED ON 06/27/05	1,567 36			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
02/23/12	78.000	**GLAXOSMITHKLINE PLC - ADR**	**- 3,786.74**	**3,494.02**	**0.00**	**- 292.72**
		ACCOUNT NUMBER 1025877177				
		40 0000 UNITS ACQUIRED ON 07/12/05	1,942 00			
		15 0000 UNITS ACQUIRED ON 08/15/05	718 20			
		23 0000 UNITS ACQUIRED ON 06/27/05	1,126 54			
08/15/11	33.000	**HEALTHCARE SVCS GROUP INC**	**- 408.25**	**432.74**	**0.00**	**24.49**
		ACCOUNT NUMBER 1025877275				
		33 0000 UNITS ACQUIRED ON 03/05/07	408 25			
01/17/12	25.000	**IMPERIAL TOBACCO GROUP PLC - ADR**	**- 1,539.84**	**1,823.55**	**283.71**	**0.00**
		ACCOUNT NUMBER 1025877177				
		25 0000 UNITS ACQUIRED ON 02/02/11	1,539 84			
01/24/12	14.000	**IMPERIAL TOBACCO GROUP PLC - ADR**	**- 862.26**	**962.83**	**100.57**	**0.00**
		ACCOUNT NUMBER 1025877177				
		12 0000 UNITS ACQUIRED ON 02/02/11	739 13			
		2 0000 UNITS ACQUIRED ON 02/03/11	123 13			
09/27/11	8,591.340	**ING INTERNATIONAL REAL EST-I #2664**	**- 75,002.40**	**61,943.56**	**0.00**	**- 13,058.84**
		ACCOUNT NUMBER 1025020324				
		8,591 3400 UNITS ACQUIRED ON 12/07/09	75,002 40			
01/26/12	75.000	**INNERWORKINGS INC**	**- 809.65**	**753.20**	**103.82**	**- 160.27**
		ACCOUNT NUMBER 1025877275				
		24 0000 UNITS ACQUIRED ON 10/03/07	404 38			
		50 0000 UNITS ACQUIRED ON 07/20/11	398 31			
		1 0000 UNITS ACQUIRED ON 07/01/10	6 96			
02/10/12	75.000	**INTERMEC INC**	**- 828.46**	**598.52**	**- 229.94**	**0.00**
		ACCOUNT NUMBER 1025877275				
		75 0000 UNITS ACQUIRED ON 07/12/11	828 46			
05/10/12	55.000	**IXIA**	**- 566.62**	**650.77**	**15.06**	**69.09**
		ACCOUNT NUMBER 1025877275				
		30 0000 UNITS ACQUIRED ON 02/28/07	335 78			
		20 0000 UNITS ACQUIRED ON 06/10/10	186 74			
		5 0000 UNITS ACQUIRED ON 08/12/11	44 10			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
06/25/12	45.000	**IXIA**	- 396.90	540.42	143.52	0.00
		ACCOUNT NUMBER 1025877275				
		45 0000 UNITS ACQUIRED ON 08/12/11	396 90			
09/27/11	25,435.396	**JP MORGAN STRAT INC OPP SEL FD #3844**	- 297,684.09	291,743.99	- 3,850.41	- 2,089.69
		ACCOUNT NUMBER 1025020324				
		9,483 0000 UNITS ACQUIRED ON 03/04/10	110,002 80			
		4,284 4900 UNITS ACQUIRED ON 08/20/10	50,000 00			
		11,667 9060 UNITS ACQUIRED ON 12/10/10	137,681 29			
05/24/12	19.000	**JUPITER TELECOM-UNSPON ADR**	- 831.68	1,302.78	0.00	471.10
		ACCOUNT NUMBER 1025877159				
		19 0000 UNITS ACQUIRED ON 03/24/09	831 68			
05/25/12	25.000	**JUPITER TELECOM-UNSPON ADR**	- 1,094.32	1,713.88	0.00	619.56
		ACCOUNT NUMBER 1025877159				
		25 0000 UNITS ACQUIRED ON 03/24/09	1,094.32			
05/29/12	12.000	**JUPITER TELECOM-UNSPON ADR**	- 525.27	812.87	0.00	287.60
		ACCOUNT NUMBER 1025877159				
		12.0000 UNITS ACQUIRED ON 03/24/09	525.27			
07/30/12	100.000	**KIMBERLY CLARK CORP COM**	- 7,262.99	8,333.56	1,070.57	0.00
		ACCOUNT NUMBER 52698700				
		100 0000 UNITS ACQUIRED ON 02/29/12	7,262.99			
04/27/12	173.000	**KONICA MINOLTA HLDS- UNS ADR**	- 3,201.33	2,715.38	0.00	- 485.95
		ACCOUNT NUMBER 1025877177				
		173 0000 UNITS ACQUIRED ON 03/07/11	3,201.33			
04/30/12	76.000	**KONICA MINOLTA HLDS- UNS ADR**	- 1,399.73	1,207.04	0.00	- 192.69
		ACCOUNT NUMBER 1025877177				
		24 0000 UNITS ACQUIRED ON 03/07/11	444 12			
		52 0000 UNITS ACQUIRED ON 03/08/11	955 61			
08/04/11	112.000	**LAFARGE - ADR**	- 1,591.75	1,434.53	0.00	- 157.22
		ACCOUNT NUMBER 1025877177				
		10 0000 UNITS ACQUIRED ON 10/11/05	217 73			
		92 0000 UNITS ACQUIRED ON 04/09/09	1,241 89			
		10 0000 UNITS ACQUIRED ON 04/08/09	132 13			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
08/05/11	**110.000**	**LAFARGE - ADR**	**- 1,422.99**	**1,354.07**	**- 12.04**	**- 56.88**
		ACCOUNT NUMBER 1025877177				
		63 0000 UNITS ACQUIRED ON 04/08/09	832 39			
		47 0000 UNITS ACQUIRED ON 08/11/10	590 60			
01/23/12	**20.000**	**LKQ CORP**	**- 310.00**	**637.71**	**0.00**	**327.71**
		ACCOUNT NUMBER 1025877275				
		20 0000 UNITS ACQUIRED ON 09/19/07	310 00			
01/10/12	**46.000**	**MCDONALDS CORP**	**- 3,923.33**	**4,553.51**	**630.18**	**0.00**
		ACCOUNT NUMBER 52698700				
		46 0000 UNITS ACQUIRED ON 10/05/11	3,923 33			
08/12/11	**60.000**	**MEDASSETS INC**	**- 891.34**	**564.10**	**0.00**	**- 327.24**
		ACCOUNT NUMBER 1025877275				
		60 0000 UNITS ACQUIRED ON 02/27/09	891 34			
08/11/11	**35.000**	**MERIDIAN BIOSCIENCE INC**	**- 718.89**	**648.50**	**0.00**	**- 70.39**
		ACCOUNT NUMBER 1025877275				
		35 0000 UNITS ACQUIRED ON 03/19/10	718 89			
06/08/12	**10.000**	**MICROS SYS INC**	**- 163.61**	**492.61**	**0.00**	**329.00**
		ACCOUNT NUMBER 1025877275				
		10 0000 UNITS ACQUIRED ON 02/27/09	163 61			
12/01/11	**30.000**	**MICROSEMI CORP COM**	**- 631.06**	**482.33**	**0.00**	**- 148.73**
		ACCOUNT NUMBER 1025877275				
		25 0000 UNITS ACQUIRED ON 04/09/07	558.56			
		5 0000 UNITS ACQUIRED ON 06/10/10	72 50			
02/13/12	**169.000**	**MTN GROUP LTD ADR**	**- 2,683.38**	**2,959.43**	**0.00**	**276.05**
		ACCOUNT NUMBER 1025877159				
		169 0000 UNITS ACQUIRED ON 11/20/09	2,683 38			
02/01/12	**65.000**	**NATIONAL AUSTRALIA BANK - ADR**	**- 1,678.25**	**1,662.76**	**0.00**	**- 15.49**
		ACCOUNT NUMBER 1025877177				
		65.0000 UNITS ACQUIRED ON 04/12/10	1,678 25			
02/17/12	**100,000.000**	**NATIONSBANK CORP SUB 7.250% 10/15/25**	**- 98,192.76**	**100,000.00**	**0.00**	**1,807.24**
		ACCOUNT NUMBER 1025020324				
		100,000 0000 UNITS ACQUIRED ON 11/06/96	98,192 76			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
08/12/11	**25.000**	**NETSCOUT SYSTEMS INC**	**- 311.33**	**295.98**	**0.00**	**- 15.35**
		ACCOUNT NUMBER 1025877275 25 0000 UNITS ACQUIRED ON 10/30/09	311 33			
11/16/11	**298.000**	**NEW YORK CMNTY BANCORP INC**	**- 3,551.92**	**3,633.06**	**81.14**	**0.00**
		ACCOUNT NUMBER 52698700 298 0000 UNITS ACQUIRED ON 10/05/11	3,551 92			
07/26/12	**129.000**	**NEXEN INC**	**- 3,231.01**	**3,320.25**	**0.00**	**89.24**
		ACCOUNT NUMBER 1025877177 129 0000 UNITS ACQUIRED ON 01/24/11	3,231 01			
11/01/11	**25.000**	**NIC INC**	**- 174.80**	**352.31**	**0.00**	**177.51**
		ACCOUNT NUMBER 1025877275 25 0000 UNITS ACQUIRED ON 04/01/08	174 80			
02/24/12	**138.000**	**NIPPON TELEGRAPH AND TELEPHONE - ADR**	**- 3,214.21**	**3,244.98**	**30.77**	**0.00**
		ACCOUNT NUMBER 1025877177 138.0000 UNITS ACQUIRED ON 03/16/11	3,214 21			
02/23/12	**44.000**	**NOVARTIS AG - ADR**	**- 1,940.14**	**2,483.88**	**- 29.52**	**573.26**
		ACCOUNT NUMBER 1025877177				
		13 0000 UNITS ACQUIRED ON 09/01/11	763 39			
		31 0000 UNITS ACQUIRED ON 04/30/09	1,176 75			
10/18/11	**28.000**	**NOVO NORDISK A/S - ADR**	**- 1,078.96**	**2,797.44**	**0.00**	**1,718.48**
		ACCOUNT NUMBER 1025877159 28 0000 UNITS ACQUIRED ON 11/17/06	1,078 96			
07/13/12	**284.000**	**PDG REALTY SA-SPON ADR**	**- 2,164.99**	**844.06**	**- 1,320.93**	**0.00**
		ACCOUNT NUMBER 1025877177				
		113 0000 UNITS ACQUIRED ON 01/10/12	854 69			
		171 0000 UNITS ACQUIRED ON 01/11/12	1,310 30			
04/16/12	**44.000**	**PHILIP MORRIS INTERNATIONAL IN**	**- 3,691.16**	**3,844.68**	**153.52**	**0.00**
		ACCOUNT NUMBER 52698700 44 0000 UNITS ACQUIRED ON 02/29/12	3,691 16			
07/30/12	**192.000**	**PHILIP MORRIS INTERNATIONAL IN**	**- 15,689.50**	**16,735.75**	**1,046.25**	**0.00**
		ACCOUNT NUMBER 52698700				
		172 0000 UNITS ACQUIRED ON 02/29/12	14,429.06			
		20 0000 UNITS ACQUIRED ON 10/05/11	1,260 44			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
05/08/12	160.000	**PHILLIPS 66**	- 5,163.60	4,995.20	- 168.40	0.00
		ACCOUNT NUMBER 52698700				
		72 0000 UNITS ACQUIRED ON 10/05/11	2,071 34			
		88 0000 UNITS ACQUIRED ON 02/29/12	3,092 26			
07/02/12	100,000.000	**PITNEY BOWES INC 4.625% 10/01/12**	- 101,522.00	101,118.00	0.00	- 404.00
		ACCOUNT NUMBER 1025020324				
		100,000 0000 UNITS ACQUIRED ON 01/27/04	101,522 00			
04/03/12	50.000	**POLYCOM INC COM**	- 399.25	933.88	0.00	534.63
		ACCOUNT NUMBER 1025877275				
		50 0000 UNITS ACQUIRED ON 06/27/05	399 25			
04/16/12	59.000	**PROCTER & GAMBLE CO**	- 3,988.37	3,915.90	- 72.47	0.00
		ACCOUNT NUMBER 52698700				
		59 0000 UNITS ACQUIRED ON 02/29/12	3,988 37			
10/17/11	166.000	**PROGRESS ENERGY INC**	- 8,299.97	8,358.12	58.15	0.00
		ACCOUNT NUMBER 52698700				
		166 0000 UNITS ACQUIRED ON 10/05/11	8,299 97			
08/16/11	30.000	**RADIANT SYSTEMS INC COM**	- 558.90	832.18	273.28	0.00
		ACCOUNT NUMBER 1025877275				
		20 0000 UNITS ACQUIRED ON 09/01/10	375 08			
		10 0000 UNITS ACQUIRED ON 01/07/11	183 82			
04/23/12	24.000	**REXAM PLC - ADR**	- 1,092.98	827.87	0.00	- 265.11
		ACCOUNT NUMBER 1025877177				
		24 0000 UNITS ACQUIRED ON 06/21/06	1,092 98			
10/27/11	30.000	**RIGHTNOW TECHNOLOGIES INC**	- 331.09	1,285.49	0.00	954.40
		ACCOUNT NUMBER 1025877275				
		30 0000 UNITS ACQUIRED ON 09/18/08	331 09			
12/09/11	20.000	**RIGHTNOW TECHNOLOGIES INC**	- 220.73	857.71	0.00	636.98
		ACCOUNT NUMBER 1025877275				
		20 0000 UNITS ACQUIRED ON 09/18/08	220 73			
01/12/12	20.000	**ROBBINS & MYERS INC COM**	- 840.02	1,008.17	168.15	0.00
		ACCOUNT NUMBER 1025877275				
		20 0000 UNITS ACQUIRED ON 05/13/11	840 02			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
01/23/12	**48.000**	**ROCHE HOLDINGS LTD - ADR**	**- 1,629.59**	**2,079.70**	**0.00**	**450.11**
		ACCOUNT NUMBER 1025877177 48 0000 UNITS ACQUIRED ON 09/24/10	1,629 59			
12/27/11	**29.000**	**ROLLS-ROYCE HOLDINGS-SP ADR**	**- 1,146.15**	**1,618.53**	**0.00**	**472.38**
		ACCOUNT NUMBER 1025877177 29 0000 UNITS ACQUIRED ON 08/11/08	1,146 15			
07/17/12	**43.000**	**ROLLS-ROYCE HOLDINGS-SP ADR**	**- 1,699.47**	**2,850.72**	**0.00**	**1,151.25**
		ACCOUNT NUMBER 1025877177 43 0000 UNITS ACQUIRED ON 08/11/08	1,699 47			
07/18/12	**33.000**	**ROLLS-ROYCE HOLDINGS-SP ADR**	**- 1,304.24**	**2,241.51**	**0.00**	**937.27**
		ACCOUNT NUMBER 1025877177 33 0000 UNITS ACQUIRED ON 08/11/08	1,304 24			
01/18/12	**26.000**	**ROYAL DUTCH SHELL PLC ADR**	**- 1,364.08**	**1,881.64**	**0.00**	**517.56**
		ACCOUNT NUMBER 1025877177 26 0000 UNITS ACQUIRED ON 05/14/10	1,364 08			
04/26/12	**80.000**	**RUBY TUESDAY INC COM**	**- 521.88**	**539.61**	**0.00**	**17.73**
		ACCOUNT NUMBER 1025877275 80 0000 UNITS ACQUIRED ON 11/04/09	521 88			
02/22/12	**5.000**	**RUSH ENTERPRISES INC**	**- 103.51**	**121.19**	**0.00**	**17.68**
		ACCOUNT NUMBER 1025877275 5 0000 UNITS ACQUIRED ON 02/15/11	103 51			
02/28/12	**250.000**	**SAN GOLD CORPORATION**	**- 873.80**	**433.24**	**0.00**	**- 440.56**
		ACCOUNT NUMBER 1025877275 250.0000 UNITS ACQUIRED ON 03/01/10	873 80			
12/27/11	**111.000**	**SANOFI-ADR**	**- 3,792.02**	**3,923.43**	**131.41**	**0.00**
		ACCOUNT NUMBER 1025877177 111 0000 UNITS ACQUIRED ON 09/08/11	3,792 02			
07/17/12	**28.000**	**SBM OFFSHORE NV - ADR**	**- 813.33**	**342.46**	**0.00**	**- 470.87**
		ACCOUNT NUMBER 1025877177 28 0000 UNITS ACQUIRED ON 03/31/11	813 33			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
07/18/12	**29.000**	**SBM OFFSHORE NV - ADR**	**- 842.37**	**353.43**	**0.00**	**- 488.94**
		ACCOUNT NUMBER 1025877177				
		29.0000 UNITS ACQUIRED ON 03/31/11	842 37			
07/19/12	**19.000**	**SBM OFFSHORE NV - ADR**	**- 551.90**	**229.48**	**0.00**	**- 322.42**
		ACCOUNT NUMBER 1025877177				
		19 0000 UNITS ACQUIRED ON 03/31/11	551 90			
07/20/12	**42.000**	**SBM OFFSHORE NV - ADR**	**- 1,129.30**	**498.48**	**- 201.35**	**- 429.47**
		ACCOUNT NUMBER 1025877177				
		25 0000 UNITS ACQUIRED ON 03/31/11	726 18			
		17 0000 UNITS ACQUIRED ON 08/01/11	403.12			
07/24/12	**21.000**	**SBM OFFSHORE NV - ADR**	**- 497.98**	**247.84**	**- 250.14**	**0.00**
		ACCOUNT NUMBER 1025877177				
		21 0000 UNITS ACQUIRED ON 08/01/11	497 98			
07/25/12	**20.000**	**SBM OFFSHORE NV - ADR**	**- 474.26**	**233.15**	**- 241.11**	**0.00**
		ACCOUNT NUMBER 1025877177				
		20 0000 UNITS ACQUIRED ON 08/01/11	474 26			
07/27/12	**30.000**	**SBM OFFSHORE NV - ADR**	**- 711.40**	**328.36**	**- 383.04**	**0.00**
		ACCOUNT NUMBER 1025877177				
		30 0000 UNITS ACQUIRED ON 08/01/11	711 40			
06/19/12	**127.000**	**SEADRILL LIMITED**	**- 4,448.78**	**4,196.92**	**28.64**	**- 280.50**
		ACCOUNT NUMBER 1025877177				
		78 0000 UNITS ACQUIRED ON 03/31/11	2,858 14			
		49 0000 UNITS ACQUIRED ON 09/01/11	1,590 64			
12/20/11	**16.000**	**SIEMENS AG - ADR**	**- 2,133.02**	**1,485.06**	**- 647.96**	**0.00**
		ACCOUNT NUMBER 1025877177				
		16 0000 UNITS ACQUIRED ON 06/01/11	2,133 02			
01/20/12	**63.000**	**SINGAPORE TELECOMMUNICATIONS LTD ADR**	**- 1,509.46**	**1,512.10**	**2.64**	**0.00**
		ACCOUNT NUMBER 1025877177				
		63 0000 UNITS ACQUIRED ON 03/09/11	1,509 46			
02/27/12	**36.000**	**SMITH & NEPHEW PLC - ADR**	**- 1,845.61**	**1,767.56**	**0.00**	**- 78.05**
		ACCOUNT NUMBER 1025877177				
		35 0000 UNITS ACQUIRED ON 12/08/10	1,797 72			
		1 0000 UNITS ACQUIRED ON 12/07/10	47.89			

REALIZED GAIN/LOSS DETAIL *(continued)*

DATE SOLD	QUANTITY	ASSET DESCRIPTION	COST BASIS	PROCEEDS	SHORT TERM REALIZED GAIN/LOSS	LONG TERM REALIZED GAIN/LOSS
09/15/11	**351.000**	**SOCIETE GENERALE - ADR**	**- 4,278.69**	**1,474.73**	**- 2,803.96**	**0.00**
		ACCOUNT NUMBER 1025877177				
		351 0000 UNITS ACQUIRED ON 10/22/10	4,278 69			
01/30/12	**45.000**	**SONOSITE INC.**	**- 1,323.73**	**2,424.10**	**303.15**	**797.22**
		ACCOUNT NUMBER 1025877275				
		25 0000 UNITS ACQUIRED ON 10/14/09	687 00			
		5 0000 UNITS ACQUIRED ON 06/10/10	131 85			
		15 0000 UNITS ACQUIRED ON 07/26/11	504.88			
09/27/11	**916.000**	**SPDR S&P MIDCAP 400 ETF TRUST**	**- 74,815.21**	**131,562.09**	**0.00**	**56,746.88**
		ACCOUNT NUMBER 1025020324				
		916 0000 UNITS ACQUIRED ON 05/08/03	74,815 21			
01/31/12	**56.000**	**SVENSKA CELLULOSA AKTIEBOLAGET - ADR**	**- 802.62**	**944.06**	**141.44**	**0.00**
		ACCOUNT NUMBER 1025877177				
		56 0000 UNITS ACQUIRED ON 08/03/11	802 62			
06/21/12	**253.000**	**SVENSKA CELLULOSA AKTIEBOLAGET - ADR**	**- 3,545.69**	**3,707.94**	**162.25**	**0.00**
		ACCOUNT NUMBER 1025877177				
		115 0000 UNITS ACQUIRED ON 08/03/11	1,648 25			
		138 0000 UNITS ACQUIRED ON 08/04/11	1,897 44			
09/27/11	**1,891.521**	**T ROWE PRICE MID CAP GROWTH #64**	**- 100,023.66**	**102,350.20**	**0.00**	**2,326.54**
		ACCOUNT NUMBER 1025020324				
		1,891.5210 UNITS ACQUIRED ON 08/19/08	100,023 66			
05/23/12	**1,021.000**	**TELEFONICA SA - ADR**	**- 18,545.23**	**12,752.82**	**- 5,792.41**	**0.00**
		ACCOUNT NUMBER 52698700				
		460 0000 UNITS ACQUIRED ON 10/05/11	8,896 31			
		561 0000 UNITS ACQUIRED ON 02/29/12	9,648 92			
04/23/12	**20.000**	**TELENOR ASA - ADR**	**- 1,095.56**	**1,056.76**	**0.00**	**- 38.80**
		ACCOUNT NUMBER 1025877177				
		20 0000 UNITS ACQUIRED ON 04/25/07	1,095 56			
06/28/12	**22.000**	**TELENOR ASA - ADR**	**- 1,159.88**	**1,018.68**	**0.00**	**- 141.20**
		ACCOUNT NUMBER 1025877177				
		17 0000 UNITS ACQUIRED ON 04/25/07	931.23			
		5 0000 UNITS ACQUIRED ON 06/20/11	228 65			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
08/15/11	79.000	**TEVA PHARMACEUTICAL INDUSTRIES - ADR**	-3,577.06	3,062.53	0.00	-514.53
		ACCOUNT NUMBER 1025877159				
		79 0000 UNITS ACQUIRED ON 03/13/09	3,577 06			
01/26/12	10.000	**TRACTOR SUPPLY CO COM**	-235.37	806.91	0.00	571.54
		ACCOUNT NUMBER 1025877275				
		10 0000 UNITS ACQUIRED ON 11/19/09	235 37			
12/09/11	5.000	**ULTA SALON COSMETICS & FRAGRAN**	-34.21	362.77	0.00	328.56
		ACCOUNT NUMBER 1025877275				
		5 0000 UNITS ACQUIRED ON 04/03/09	34 21			
03/20/12	15.000	**ULTA SALON COSMETICS & FRAGRAN**	-102.63	1,355.34	0.00	1,252.71
		ACCOUNT NUMBER 1025877275				
		15 0000 UNITS ACQUIRED ON 04/03/09	102 63			
07/05/12	15.000	**ULTIMATE SOFTWARE GROUP INC**	-626.25	1,312.37	0.00	686.12
		ACCOUNT NUMBER 1025877275				
		10 0000 UNITS ACQUIRED ON 02/14/11	510 32			
		5 0000 UNITS ACQUIRED ON 10/02/08	115 93			
09/27/11	7,024.000	**VANGUARD MSCI EMERGING MARKETS ETF**	-151,019.38	254,828.63	0.00	103,809.25
		ACCOUNT NUMBER 1025020324				
		342 0000 UNITS ACQUIRED ON 02/06/09	8,115 46			
		6,682 0000 UNITS ACQUIRED ON 12/05/08	142,903 92			
11/28/11	13.000	**VOLKSWAGEN AG - ADR**	-398.05	374.48	-23.57	0.00
		ACCOUNT NUMBER 1025877177				
		13 0000 UNITS ACQUIRED ON 01/21/11	398 05			
12/05/11	16.000	**VOLKSWAGEN AG - ADR**	-489.91	481.91	-8.00	0.00
		ACCOUNT NUMBER 1025877177				
		16 0000 UNITS ACQUIRED ON 01/21/11	489 91			
08/11/11	130.000	**WABASH NATL CORP**	-1,040.49	626.14	0.00	-414.35
		ACCOUNT NUMBER 1025877275				
		55 0000 UNITS ACQUIRED ON 05/04/10	552 19			
		70 0000 UNITS ACQUIRED ON 05/24/10	455 00			
		5 0000 UNITS ACQUIRED ON 06/10/10	33 30			

REALIZED GAIN/LOSS DETAIL *(continued)*

Date Sold	Quantity	Asset Description	Cost Basis	Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss
04/27/12	**111.000**	**WAL-MART DE MEXICO-SPON ADR**	**- 1,158.00**	**3,129.86**	**0.00**	**1,971.86**
		ACCOUNT NUMBER 1025877159				
		25 0000 UNITS ACQUIRED ON 07/12/05	278 00			
		86 0000 UNITS ACQUIRED ON 06/24/05	880 00			
05/14/12	**110.000**	**WAL-MART DE MEXICO-SPON ADR**	**- 1,125.57**	**2,792.77**	**0.00**	**1,667.20**
		ACCOUNT NUMBER 1025877159				
		110 0000 UNITS ACQUIRED ON 06/24/05	1,125 57			
09/07/11	**33.000**	**WPP GRP PLC AMER DEPOSITARY SH - ADR**	**- 1,770.45**	**1,708.80**	**0.00**	**- 61.65**
		ACCOUNT NUMBER 1025877159				
		33 0000 UNITS ACQUIRED ON 06/24/05	1,770 45			
Total This Period			**- $2,030,959.83**	**$2,122,279.33**	**- $13,127.27**	**$104,446.77**

Gain/Loss information is un-audited and should not be used for tax preparation, estate and/or retirement planning purposes

Name	Address	Relationship	Status	Purpose	Amount
Arts & Science Council	227 W Trade, Ste 250 Charlotte, NC 28202	None		Community/Charitable	1,000
Agnes Scott College	141 East College Ave Decatour, GA 30030	None		Education	4,000
Levine Children's Hospital	1000 Blythe Blvd Charlotte, NC 28203	None		Community/Charitable	1,000
Behailu Academy	451 E 36th Street Charlotte, NC 28205	None		Education	2,000
Bethel United Methodist Church	57 Pitt Street Charleston, SC 29401	None		Religious	3,000
Bless Back Worldwide	2102 Lytton Lane Matthews, NC 28104	None		Religious/Charitable	500
Charlotte Country Day School	1440 Carmel Rd Charlotte, NC 28226	None		Education	183,150
Charlotte Rescue Mission	P O Box 33000 Charlotte, NC 28233	None		Community/Charitable	10,000
Charlotte Symphony	301 South Tryon Street, Suite 1700 Charlotte, NC 28282	None		Community/Cultural	4,000
Crisis Assistance Ministries	500-A Spratt Street Charlotte, NC 28206	None		Community/Charitable	3,000
Crossnore School	P O Box 249 Crossnore, NC 28616	None		Education	4,000
Duke University	450 Research Drive Durham, NC 27710	None		Education	200
Faith Hope and Love Mentoring	1800 South Blvd Charlotte, NC 28203	None		Community/Charitable	3,000
Thompson Child & Family Focus	6800 Saint Peter's Lane Matthews, NC 28105	None		Community/Charitable	(75,160)
Foundation for the Carolinas	217 S Tryon St Charlotte, NC 28202	None		Community/Charitable	11,000
Freedom School Partners	1030 Arosa Avenue Charlotte, 28203	None		Education	5,000
Harvest Center	P O Box 16714 Charlotte, NC 28297	None		Community/Charitable	14,000
Hospice & Palliative Care Clt Region	1420 East Seventh Street Chatrlotte, NC 28204	None		Community/Charitable	5,000
InReach	4425 Randolph Road, Suite 400 Charlotte, NC 28211	None		Community/Charitable	1,000
Johnson & Wales University	801 West Trade Street Charlotte, NC 28202	None		Education	2,150
Leighton Ford Ministries	4029 Dove's Roost Ct Charlotte, NC 28211	None		Religious	15,000
Linville Foundation	P O Box 99 Linvelle, NC 28646	None		Scholarship Fund	2,000
Mercy Ministries of America	PO Box 111060 Nashville, TN 37222-1060	None		Religious	1,000
Mint Museum of Art	2730 Randolph Rd Charlotte, NC 28207	None		Museum Support	12,000
Myers Park Presbyterian Church	2501 Oxford Place Charlotte, NC 28207	None		Religious	131,250
National Outdoor Leadership School NOLS	284 Lincoln Street Lander, WY 82520	None		Education	125
NC Blumenthal Performing Arts Center	130 N Tryon St Charlotte, NC 28202	None		Community/Cultural	5,000
Porter-Gaud Annual Fund	300 Albermarle Rd Charleston, SC 29407	None		Education	3,000
The Good Fellows Club	700 Parkewood Avenue Charlotte, NC 28205	None		Community/Charitable	500
The Greater Charlotte Cultural Trust	217 S Tryon Street Charlotte, NC 28202	None		Community/Charitable	3,000
The Lynnwood Foundation	400 Hermitage Road Charlotte, NC	None		Community/Cultural	2,000
UMAR	PO Box 1558 Huntersville, NC 28070-1558	None		Community/Educational	1,000
UNC Lineberger Comprehensive Cancer Ctr	P O Box 6100 Chapel Hill, NC 27599	None		Scientific/Educational	5,000
World Vision	P O Box 70005 Tacoma, WA 98481	None		Community/Charitable	15,000
World Vision - Women of Vision Charlotte	P O Box 9716 Federal Way, WA 98063	None		Community/Charitable	11,000
Grand Total - Contributions					388,715