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

OMB No 1545-0052

Form **990-PF****2011**Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning 10/01/11, and ending 09/30/12

Name of foundation JAMES J & MAMIE RICHARDSON PERKINS MEMORIAL FUND - C/O BANK OF AMERICA		A Employer identification number 56-6325764
Number and street (or P.O. box number if mail is not delivered to street address) NC7-002-17-01, 421 FAYETTEVILLE ST	Room/suite MALL	B Telephone number (see instructions) 919-829-6769
City or town, state, and ZIP code RALEIGH NC 27601		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,057,707	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	303,024	303,024		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	139,887			
	b Gross sales price for all assets on line 6a 2,932,164				
	7 Capital gain net income (from Part IV, line 2)		139,887		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & 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	442,911	442,911	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	118,050	61,291		56,759
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	8,975	4,488		4,487
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	27,554	40		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 3	2,991			2,991
	24 Total operating and administrative expenses. Add lines 13 through 23	157,570	65,819	0	64,237
	25 Contributions, gifts, grants paid	528,460			528,460
26 Total expenses and disbursements. Add lines 24 and 25	686,030	65,819	0	592,697	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-243,119				
b Net investment income (if negative, enter -0-)		377,092			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	683,035	476,094	476,094
	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 (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) SEE STMT 4	9,948,768	9,912,590	11,459,984
	c Investments—corporate bonds (attach schedule) SEE STMT 5	103,574	103,574	121,629
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
Liabilities	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,735,377	10,492,258	12,057,707
	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)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	10,735,377	10,492,258	
	30 Total net assets or fund balances (see instructions)	10,735,377	10,492,258	
	31 Total liabilities and net assets/fund balances (see instructions)	10,735,377	10,492,258	

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	10,735,377
2 Enter amount from Part I, line 27a	2	-243,119
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	10,492,258
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,492,258

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 SALE OF PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b SALE OF PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
c VARIOUS SECURITIES				
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 1,055,432		1,100,766	-45,334
b 1,843,843		1,691,511	152,332
c 32,889			32,889
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j) if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-45,334
b			152,332
c			32,889
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	139,887
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) (see instructions) If (loss), enter -0- in Part I, line 8 		3	

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	539,340	12,013,683	0.044894
2009	498,964	11,036,833	0.045209
2008	660,545	9,838,900	0.067136
2007	668,085	13,496,057	0.049502
2006	651,466	14,284,750	0.045606

2 Total of line 1, column (d)	2	0.252347
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	0.050469
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	11,606,249
5 Multiply line 4 by line 3	5	585,756
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,771
7 Add lines 5 and 6	7	589,527
8 Enter qualifying distributions from Part XII, line 4 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	8	592,697

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	3,771
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	3,771
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	3,771
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	15,492
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	15,492
8	Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,721
11	Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11	7,949

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		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JAMES G SULLIVAN 1100 CONFERENCE DRIVE Located at ► GREENVILLE NC ZIP+4 ► 27858 Telephone no ► 252-756-8888			
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? N/A	1c	
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? If "Yes," list the years ► 20 , 20 , 20 , 20 ☐ Yes ☒ No		
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 ► 20 , 20 , 20 , 20		
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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 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)? 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? 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? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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? b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No N/A ☐ Yes ☐ No ☐ Yes ☒ No ☐ Yes ☒ No N/A	5b 6b 7b	X
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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
DANNY MCNALLY 498 RED BANKS ROAD GREENVILLE NC 27858	MEMBER 0.79	7,228	0	0
JAMES G SULLIVAN 1100 CONFERENCE DRIVE GREENVILLE NC 27858	CHAIRMAN 2.12	19,300	0	0
ROBERT HUDAK 401 E 4TH STREET GREENVILLE NC 27858	MEMBER 1.07	9,800	0	0
BANK OF AMERICA 421 FAYETTEVILLE ST RALEIGH NC 27601	TRUSTEE 8.98	81,722	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
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 (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		

Total number of others receiving over \$50,000 for professional services ▶**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 (see instructions)

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 ▶	

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	11,057,828
b	Average of monthly cash balances	1b	725,166
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	11,782,994
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	11,782,994
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	176,745
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,606,249
6	Minimum investment return. Enter 5% of line 5	6	580,312

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	580,312
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,771
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,771
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	576,541
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	576,541
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	576,541

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	592,697
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	
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	592,697
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	3,771
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	588,926

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				576,541
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			583,460	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 592,697				
a Applied to 2010, but not more than line 2a			583,460	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				9,237
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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				567,304
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1a 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)

2a 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))

N/A

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

N/A

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

DIST COMMITTEE JAMES J & MAMIE 252-756-8888

RICHARDSON PERKINS MEMORIAL FUND GREENVILLE NC 27858

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

APPLICATION FORMS AVAILABLE AT ABOVE ADDRESS

c Any submission deadlines

N/A

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

SEE STATEMENT 6

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 7				528,460
Total			▶ 3a	528,460
b Approved for future payment N/A				
Total			▶ 3b	

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

- 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
- (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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		

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.

BANK OF AMERICA, N.A.

BY:

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes

☐ Yes ☐ No

**Sign
Here**

Paid

Preparer**Use Only**

Print/Type preparer's name

Prepared by signature

Date _____

Check ☐ if self-employed

JAMES G. SULLIVAN

Firm's name ► SULLIVAN, SHEARIN & ~~20~~

PTIN P00238015

Firm's address ► 1100 CONFERENCE DR
GREENVILLE, NC 27858

Firm's EIN ▶ 56-1350306

Phone no 252-756-8888

Form **990-PF** (2011)

56-6325764

FYE: 9/30/2012

Federal Statements**Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
SULLIVAN, SHEARIN & COMPANY	\$ 8,975	\$ 4,488	\$	\$ 4,487
TOTAL	\$ 8,975	\$ 4,488	\$ 0	\$ 4,487

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FORM 8802 APPLICATION FEE	\$ 40	\$ 40	\$	\$
FORM 990-PF TAXES	27,514			
TOTAL	\$ 27,554	\$ 40	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
LIABILITY INSURANCE	2,991			2,991
TOTAL	\$ 2,991	\$ 0	\$ 0	\$ 2,991

Federal Statements

56-6325764

FYE: 9/30/2012

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE SCHEDULE	\$ 9,948,768	\$ 9,912,590	COST	\$ 11,459,984
TOTAL	\$ 9,948,768	\$ 9,912,590		\$ 11,459,984

Statement 5 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE SCHEDULE	\$ 103,574	\$ 103,574	COST	\$ 121,629
TOTAL	\$ 103,574	\$ 103,574		\$ 121,629

Federal Statements**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description

APPLICATION FORMS AVAILABLE AT ABOVE ADDRESS

Form 990-PF, Part XV, Line 2c - Submission DeadlinesDescription

N/A

Statement 6 - Form 990-PF, Part XV, Line 2d - Award Restrictions or LimitationsDescription501C3 CHARITIES FOR BENEFIT OF PITT COUNTY, NORTH
CAROLINA RESIDENTS

56-6325764

FYE: 9/30/2012

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
THE SALVATION ARMY	GREENVILLE NC 27834	N/A	2337 DICKINSON AVE 501C3	501C3 PURPOSES	20,907
ST PAULS EPISCOPAL CHURCH	GREENVILLE NC 27858	N/A	401 E 4TH STREET 501C3	501C3 PURPOSES	120,906
PCMH FOUNDATION	GREENVILLE NC 27858-8489	N/A	P.O. BOX 8489 501C3	501C3 PURPOSES	20,907
PITT CO EDUCATIONAL FOUND	GREENVILLE NC 27834	N/A	1717 WEST FIFTH STREET 501C3	501C3 PURPOSES	25,108
WINTERVILLE HISTORICAL	WINTERVILLE NC 28590	N/A	P.O. BOX 2014 501C3	501C3 PURPOSES	
GREENVILLE LITTLE LEAGUE	GREENVILLE NC 27858	N/A	1416 RED BANKS ROAD 501C3	501C3 PURPOSES	
WINTERVILLE RESCUE & EMS	WINTERVILLE NC 28590	N/A	P.O. BOX 1683 501C3	501C3 PURPOSES	
BOYS & GIRLS CLUB OF PITT	WINTERVILLE NC 28590	N/A	621 WEST FIRE TOWER ROAD 501C3	501C3 PURPOSES	
OPERATION SUNSHINE INC	GREENVILLE NC 27836	N/A	P.O. BOX 3412 501C3	501C3 PURPOSES	5,000
FARMVILLE MIDDLE SCHOOL	FARMVILLE NC 27858	N/A	3914 GRIMMERSBURG STREET 501C3	501C3 PURPOSES	
EC MUSICAL ARTS ED FDN	GREENVILLE NC 27835	N/A	P.O. BOX 1924 501C3	501C3 PURPOSES	
W H ROBINSON ELEM SCHOOL	WINTERVILLE NC 28590	N/A	449 N. RAILROAD STREET 501C3	501C3 PURPOSES	
A G COX MIDDLE SCHOOL	WINTERVILLE NC 28590	N/A	2657 CHURCH STREET 501C3	501C3 PURPOSES	55,876
PITT CO ARBORETUM	GREENVILLE NC 27834	N/A	403 GOVERNMENT CIRCLE 501C3	501C3 PURPOSES	
THE LITTLE WILLIE CENTER	GREENVILLE NC 27834	N/A	807 W. 5TH STREET 501C3	501C3 PURPOSES	2,000
REBUILDING TOGETHER PITT	GREENVILLE NC 27858	N/A	1000 E. FIFTH STREET 501C3	501C3 PURPOSES	25,000
SOUTH GREENVILLE ELEM PTA	GREENVILLE NC 27858	N/A	811 HOWELL STREET 501C3	501C3 PURPOSES	

Federal Statements

56-6325764

FYE: 9/30/2012

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
ECU FOUNDATION		GREENVILLE NC 27858	N/A	2200 S. CHARLES BLVD	501C3	501C3 PURPOSES	
WELLCOME MIDDLE SCHOOL		GREENVILLE NC 27834	N/A	3101 N MEMORIAL DRIVE	501C3	501C3 PURPOSES	56,924
BUILDING HOPE COMMUNITY LIFE CENTER		GREENVILLE NC 27836	N/A	P.O. BOX 4237	501C3	501C3 PURPOSES	5,000
TOWN OF GRIFTON		GRIFTON NC 28530	N/A	P.O. BOX 579	501C3	501C3 PURPOSES	22,705
GREENVILLE/PITT CO BABE RUTH LEAGUE		GREENVILLE NC 27858	N/A	700 DAVENTRY DRIVE	501C3	501C3 PURPOSES	39,914
PITT CO GIRLS SOFTBALL LEAGUE		WINTERVILLE NC 28590	N/A	4801 REEDY BRANCH ROAD	501C3	501C3 PURPOSES	10,000
EAST CAROLINA VILLAGE OF YESTERYEAR		GREENVILLE NC 27836-0740	N/A	P.O. BOX 2740	501C3	501C3 PURPOSES	23,190
GREENVILLE COMMUNITY SHELTERS INC		GREENVILLE NC 27834	N/A	207 MANHATTAN AVENUE	501C3	501C3 PURPOSES	65,023
GREATER GREENVILLE COMMUNITY FDN		AYDEN NC 28513	N/A	P.O. BOX 425	501C3	501C3 PURPOSES	30,000
TOTAL							528,460

JAMES J AND MAMIE RICHARDSON PERKINS MEMORIAL FUND
EIN 56-6325764

FORM 990-PF PART II LINE 10
YEAR ENDED 9-30-2012

UNITS	DESCRIPTION	MARKET VALUE	BOOK VALUE
	<u>CORPORATE STOCK</u>		
163	ABBOTT LABS	11,175 28	10,596.43
166	ABBOTT LABS	11,380 96	7,735 45
100	ACCENTURE PLC	7,003 00	6,088 50
237	ACCENTURE PLC	16,597 11	12,790 85
157	ACCENTURE PLC	10,994 71	8,191 40
38	AFFILIATED MANAGERS GROUP	4,674 00	3,873 75
12	AFFILIATED MANAGERS GROUP	1,476 00	1,187 28
110	AGILENT TECHNOLOGIES INC	4,229 50	3,587 24
66	AKAMAI TECHNOLOGIES INC	2,525 16	1,923 60
30	ALBEMARLE CORP	1,580 40	1,772 78
58	ALEXION PHARMACEUTICALS INC	6,635 20	1,028 02
21	ALLIANCE DATA SYS CORP	2,980 95	2,613 99
500	ALTRIA GROUP INC	16,695 00	4,566 62
233	ALTRIA GROUP INC	7,779 87	3,820 98
50	AMAZON COM INC	12,716 00	9,625 74
23	AMAZON COM INC	5,849 36	4,100 26
205	AMEREN CORP	2,577.88	2,340 78
115	AMERICAN ELEC PWR INC	5,053 10	3,559 87
800	AMERICAN EXPRESS CO	45,488 00	29,193 01
158	AMERICAN EXPRESS CO	8,983 88	6,072 05
112	AMETEK INC	3,970 40	1,287 10
93	AMGEN INC	7,838.97	5,512 53
102	AMPHENOL CORP	6,005 76	3,520 57
106	ANHEUSER BUSCH INBEV	9,106 46	7,311 70
900	APACHE CORP	77,823 00	32,551 11
91	APPLE INC	60,706 56	24,684 49
12	APPLE INC	8,005 26	7,548 66
10548 523	AQR MANAGED FUTURES STRATEGY FUND	100,210 97	100,000 00
7633 588	ARBITRAGE FUND	99,618 32	100,000 00
100	ARIAD PHARMACEUTICALS INC	2,421 00	1,671 69
303	ASCENA RETAIL GROUP INC	6,499 35	5,899 42
77	ASHLAND INC	5,513.20	4,839 16
525	AT&T INC	19,792 50	15,229 62
44	AUTOLIV INC	2,726 68	3,004 66
140	AUTOMATED DATA PROCESSING INC	8,212.40	4,992 51
52	AUTONATION INC	2,270 84	1,397 76
27	AUTOZONE INC	9,981 09	9,523 11
103	BAIDU INC	12,039 67	3,944 18
74	BALLY TECHNOLOGIES INC	3,654 86	2,888.98
159	BANKRATE INC	2,477 22	3,220 42
139	BED BATH & BEYOND INC	8,757 00	8,220.76
600	BERKSHIRE HATHAWAY INC	52,920 00	47,520 14
63	BHP BILLITON LTD	4,322 43	4,362 57
67	BIG LOTS INC	1,981 86	2,183 23
174	BIOGEN IDEC INC	25,962 54	19,120 35
25	BLACKROCK INC	4,457 50	3,946 13
34	BLACKROCK INC	6,062 20	5,333 50
124	BOEING CO	8,629 78	8,523 10

JAMES J AND MAMIE RICHARDSON PERKINS MEMORIAL FUND
EIN 56-6325764

FORM 990-PF PART II LINE 10
YEAR ENDED 9-30-2012

UNITS	DESCRIPTION	MARKET VALUE	BOOK VALUE
231	BRISTOL MYERS SQUIBB CO	7,796.25	7,466.44
488	BRISTOL MYERS SQUIBB CO	16,470.00	14,821.11
175	BROADCOM CORP	6,049.75	5,767.21
50	CANADIAN NATIONAL RAILWAY	4,411.50	3,929.25
24	CARDTRONICS INC	714.24	639.23
132	CASEYS GEN STORES INC	7,542.48	7,165.57
141	CBRE GROUP INC	2,595.81	2,897.55
101	CBS CORP	3,669.33	3,840.13
1100	CHEVRON CORP	128,216.00	38,997.20
206	CHEVRON CORP	24,011.36	17,224.52
107	CHUBB CORP	8,161.96	7,205.48
90	CITRIX SYS INC	6,887.59	6,812.61
75	CLOROX CO	5,403.75	4,941.13
110	CME GROUP INC	6,301.90	5,535.79
146	CMS ENERGY CORP	3,438.30	3,145.56
116	COACH INC	6,498.32	8,239.93
600	COCA COLA CO	22,758.00	1,638.28
48	COINSTAR INC	2,159.04	3,001.17
11425 772	COLUMBIA ACORN FUND	356,141.31	315,169.46
9157 082	COLUMBIA ACORN INTERNATIONAL FUND	364,543.43	374,999.94
6765 738	COLUMBIA DIVIDEND INCOME FUND	101,892.01	75,000.00
7687 765	COLUMBIA INCOME OPPORTUNITIES FUND	76,108.87	75,000.00
10116 353	COLUMBIA SHORT TERM BOND FUND	101,163.53	99,241.42
19118 512	COLUMBIA SELECT LARGE CAP GROWTH FD	267,659.17	225,000.00
3949 688	COLUMBIA TECHNOLOGY FUND	44,907.95	40,000.00
15	CONOCOPHILLIPS	857.70	787.77
11806 375	CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD	101,062.57	100,000.00
1250	CSX CORP	25,937.50	21,508.12
34	CULLEN FROST BANKERS INC	1,952.62	2,034.38
3882 199	CULLEN HIGH DIVIDEND EQUITY FUND	54,428.43	50,000.00
136	DANAHER CORP	7,500.40	5,300.04
111	DIAGEO PLC	12,513.03	6,609.84
82	DICE HLDGS INC	690.44	1,263.26
146	DICKS SPORTING GOODS INC	7,570.10	7,599.96
82	DIGITAL RLTY TR INC	5,727.70	5,314.73
20	DILLARDS INC	1,446.40	1,510.05
100	DISNEY WALT CO	5,228.00	3,478.48
54	DOLBY LABORATORIES INC	1,768.50	2,122.94
243	DOLLAR GEN CORP	12,524.22	12,887.92
63	DOMINION RES INC	3,335.22	3,193.74
171	DOVER CORP	10,172.79	6,963.44
23	DSW INC	1,534.56	1,330.01
185	DU PONT E I DE NEMOURS & CO	9,299.95	8,801.32
35	EAGLE MATERIALS INC	1,619.10	1,331.28
44	EASTMAN CHEM CO	2,508.44	2,203.49
78	EBAY INC	3,772.86	3,759.97
100	EMC CORP	2,727.00	2,684.15
415	EMC CORP	11,317.05	10,727.13
96	EMERSON ELEC CO	4,633.92	4,677.76
29	ENERSYS	1,023.41	1,008.10

JAMES J AND MAMIE RICHARDSON PERKINS MEMORIAL FUND
EIN 56-6325764

FORM 990-PF PART II LINE 10
YEAR ENDED 9-30-2012

UNITS	DESCRIPTION	MARKET VALUE	BOOK VALUE
162	ENTEGRIS INC	1,317 06	1,392 07
10	EOG RES INC	1,120 50	946 95
37	EQUINIX INC	7,623 85	7,170 29
95	EVERCORE PARTNERS INC	2,565 00	2,424 63
102	EXACTTARGET INC	2,470.44	2,380 74
682 352	EXCELSIOR MULTI-STRATEGY HEDGE FUND	627,166 35	650,000.00
70	EXPEDIA INC	4,048 80	2,159 78
108	EXPEDITORS INTL WASHINGTON INC	3,925 80	4,937.13
81	EXPRESS SCRIPTS HLDG CO	5,073.03	4,575 69
389	EXPRESS SCRIPTS HLDG CO	24,363 07	22,206.90
1000	EXXON MOBIL CORP	91,450 00	10,442 70
246	EXXON MOBIL CORP	22,496 70	17,118 89
75	FAMILY DLR STORES INC	4,972 50	4,867 80
100246 351	FEDERATED STRATEGIC VALUE FUND INSTL	514,263 78	500,000.00
30	FEI CO	1,605 00	1,324 93
61	F5 NETWORKS INC	6,383 04	6,636.47
122	FIRST CASH FINANCIAL SERVICES	5,613 22	4,998 05
35	FLEETCOR TECHNOLOGIES INC	1,568 00	1,416 51
59	FMC CORP	3,267 42	1,455 65
112	FORTINET INC	2,701 44	2,348 58
221	FOSTER WHEELER	5,295 16	4,797 84
169	GALLAGHER ARTHUR J & CO	6,053 58	5,247 96
52	GARTNER GROUP INC	2,396 68	2,326 96
235	GAZPROM O A O	2,376 32	2,522 90
1900	GENERAL ELEC CO	43,149.00	7,045 83
48	GENESEE & WYO INC	3,209 28	3,200 84
20	GEMOMIC HEALTH INC	693 80	702 51
172	GILEAD SCIENCES INC	11,408 76	10,572 16
283	GLAXOSMITHKLINE PLC	13,085 92	12,400 20
98	GNC HLDGS INC	3,819 06	3,775 69
150	GOLDCORP INC	6,877.50	6,768.30
74	GRAINGER W W INC	15,419.38	14,754 92
630	HALLIBURTON CO	21,224 70	22,086 83
26	HANGER INC	741 78	688 97
6885 393	HARBOR INTERNATIONAL FUND	404,929 96	375,000 00
103	HCA HLDGS INC	3,424 75	3,364 55
60	HEARTLAND PMT SYS INC	1,900 80	1,249 53
162	HEINZ HJ CO	9,063 90	7,299.46
34	HELMERICH & PAYNE INC	1,618 74	1,645 94
20	HERSHEY CO	1,417.80	1,208.70
113	HERSHEY CO	8,010 57	6,813 26
230	HERTZ GLOBAL HLDGS INC	3,157 90	2,624 60
202	HERTZ GLOBAL HLDGS INC	2,773 46	3,003 84
83	HMS HLDGS CORP	2,771 37	2,562 21
304	HOME DEPOT INC	18,352 48	13,138 31
351	HOME DEPOT INC	21,189 87	7,336 78
800	HONEYWELL INTL INC	47,800 00	22,364 03
162	HONEYWELL INTL INC	9,679 50	7,492 44
73	IAC / INTERACTIVECORP	3,800 38	2,956 18
66	ILLUMINA INC	3,180 54	1,918 06

JAMES J AND MAMIE RICHARDSON PERKINS MEMORIAL FUND
EIN 56-6325764

FORM 990-PF PART II LINE 10
YEAR ENDED 9-30-2012

UNITS	DESCRIPTION	MARKET VALUE	BOOK VALUE
42	INCYTE CORP	758 10	628 91
31	INFORMATICA CORP	1,080.35	1,371 13
664	INTEL CORP	15,042 92	13,463 87
600	INTERNATIONAL BUSINESS MACHS	124,470 00	54,641 61
110	INTERNATIONAL BUSINESS MACHS	22,819 50	9,568 32
173	INTREPID POTASH INC	3,716 04	4,803 97
56	IRON MTN INC	1,910 16	1,369 20
158	ISHARES FTSE CHINA 25 INDEX FUND	5,466 80	5,761 66
58	ISHARES INC MSCI AUSTRALIA INDEX FUND	1,379 82	1,180 59
133	ISHARES INC MSCI CDA INDEX FUND	3,789 17	3,448 16
141	ISHARES MSCI AUSTRIA	2,161 53	2,553 54
2500	ISHARES MSCI EMERGING MKTS INDEX FUND	103,312 50	95,022 90
634	ISHARES MSCI FRANCE INDEX FUND	13,301 32	14,726 55
594	ISHARES MSCI GERMANY INDEX FUND	13,406 58	12,824 46
95	ISHARES MSCI ISRAEL CAPPED INDEX FUND	3,845 60	3,592 40
1670	ISHARES MSCI JAPAN INDEX FUND	15,313.90	16,009 45
114	ISHARES MSCI NETHERLANDS INV MKT IDX FD	2,109 00	2,049.09
131	ISHARES MSCI POLAND INV MK INDEX FUND	3,451 85	3,980 65
99	ISHARES MSCI SOUTH KOREA INDEX FUND	5,853 87	5,269 38
203	ISHARES MSCI SWITZERLAND INDEX FUND	4,991 77	4,698 34
56	ISHARES MSCI THAILAND INDEX FUND	4,247 60	3,244 15
66	ISHARES MSCI TURKEY INDEX FUND	3,688 08	3,445 68
1119	ISHARES MSCI UNITED KINGDOM INDEX FUND	19,466 24	17,535.28
1100	ISHARES RUSSELL 2000 INDEX FUND	91,784 00	69,360.00
750	ISHARES TR S&P GLOBAL INFO TECHNOLOGY	51,855 00	45,670 84
3000	ISHARES S&P US PFD STK INDEX FUND	119,580 00	116,331 57
225	ITT CORP	4,533 75	3,386 81
114	JABIL CIRCUIT INC	2,134.08	2,860 41
167	JANUS CAP GROUP INC	1,576 48	1,426 36
53	JARDEN CORP	2,800 52	2,116 14
200	JOHNSON CTLS INC	5,480 00	6,505 00
800	JOHNSON & JOHNSON	55,128.00	27,445 00
151	JOHNSON & JOHNSON	10,405 41	9,912 12
39	JONES LANG LASALLE INC	2,977 65	2,816 50
1000	JPMORGAN ALERIAN MLP INDEX ETN	40,444 60	39,430 40
301	J P MORGAN CHASE & CO	12,184.48	12,900.59
4182 958	J P MORGAN US LARGE CAP CORE PLUS FUND	96,877 31	75,000 00
40	JSC MMC NORILSK NICKEL	634 60	662 26
5530 019	KALMAR POOLED INVT TR SMALL CAP GR W/VALUE FD	93,899.72	85,000 00
250	KANSAS CITY SOUTHERN	18,945.00	13,776 66
59	KAPSTONE PAPER & PACKAGING CORP	1,321 01	991 63
118	KIMBERLY CLARK CORP	10,122 04	8,387 03
408	KINDER MORGAN INC	14,492 16	15,884 91
223	KINDER MORGAN INC	7,920 96	6,211 46
318	KRAFT FOODS INC	13,149.30	4,331 89
125	LABORATORY CORP AMER HLDGS	11,558 75	10,979 63
98	LAUDER ESTEE COS INC	6,033.86	2,959 43
14688 393	LAZARD EMERGING MKTS EQUITY PORTFOLIO INSTL	286,129.90	275,000 00
67	LENDER PROCESSING SVCS INC	1,868 63	1,616 58
65	LIBERTY GLOBAL INC	3,948 75	3,768 37

JAMES J AND MAMIE RICHARDSON PERKINS MEMORIAL FUND
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UNITS	DESCRIPTION	MARKET VALUE	BOOK VALUE
112	LIMITED BRANDS INC	5,517 12	5,432 80
185	LIMITED BRANDS INC	9,113 10	8,542 20
100	LIMITED BRANDS INC	4,926 00	4,240 14
78	LINKEDIN CORP	9,391 20	7,350 95
56	LKQ CORP	1,034.60	997 42
541	LSI CORP	3,738.31	4,676 29
58	LULULEMON ATHLETICA INC	4,288 52	3,601 36
79	LULULEMON ATHLETICA INC	5,841.26	4,615 59
148	LYONDELLBASELL INDUSTRIES	7,645.68	7,156.30
81	MACYS INC	3,047 22	3,259 52
75	MARKET VECTORS EGYPT INDEX ETF	1,169 25	973 61
100	MCDONALDS CORP	9,175 00	9,702 76
158	MCDONALDS CORP	14,496 50	8,438 45
136	MCDONALDS CORP	12,478 00	9,384 14
106	MEAD JOHNSON NUTRITION CO	7,767 68	5,592 05
226	MEAD JOHNSON NUTRITION CO	16,561 28	14,327 40
60	MECHEL OAO	422 40	419 25
56	MEDIVATION INC	3,155 60	2,218 60
36	MELLANOX TECHNOLOGIES LTD	3,655.08	1,363 51
35	MERCADOLIBRE INC	2,889 25	2,461 47
339	MERCK & CO INC	15,287 21	12,444 39
103	MEREDITH CORP	3,605 00	2,865 55
83	METLIFE INC	2,860 18	4,154.97
53427 49	METRO WEST T/R BD	590,373.76	550,000 00
48	MICROS SYS INC	2,359 68	2,498 89
900	MICROSOFT CORP	26,784 00	19,967 98
600	MICROSOFT CORP	17,856.00	16,724 19
43	MOBILE TELESYSTEMS OJSC	753.36	902 98
208	MONSANTO CO	18,932.16	9,963.90
27	MYRIAD GENETICS INC	727.65	690 10
237	NATIONAL OILWELL VARCO INC	18,986 07	16,842 33
150	NESTLE SA	9,464 70	8,542 75
150	NEWMONT MNG CORP	8,402 25	9,404 56
73	NEXTERA ENERGY INC	5,134 09	3,825 98
203	NIELSON HLDGS NETHERLANDS	6,085 94	5,591 33
153	NIKE INC	14,521 23	7,966 39
87	NOBLE ENERGY INC	8,065.77	5,977 06
329	NOKIA CORP	847 18	922 14
38	NORDSON CORP	2,224 90	1,995 78
81	NORDSTROM INC	4,469 58	1,704 21
59	NORFOLK SOUTHERN CORP	3,754.17	4,324 87
146	NORSK HYDRO	684 45	768 56
100	NOVARTIS	6,126 00	5,599.76
15	NOVO-NORDISK SA	2,367.15	1,898 83
65	NXP SEMICONDUCTORS NETHERLANDS	1,625.65	2,013 95
50	OCCIDENTAL PETE CORP	4,303.00	4,845 85
97	OCCIDENTAL PETE CORP	8,347.82	4,307 62
33	OIL CO LUKOIL	2,033.13	1,862 56
10	ONYX PHARMACEUTICALS INC	845.00	684 32
116	O REILLY AUTOMOTIVE INC	9,699.92	7,253 58

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UNITS	DESCRIPTION	MARKET VALUE	BOOK VALUE
14	PANERA BREAD CO	2,392.46	1,637.23
48	PAREXEL INTL CORP	1,476.48	1,330.28
51	PARKER HANNIFIN CORP	4,262.58	2,140.81
86	PENN NATL GAMING INC	3,708.32	2,529.84
30	PENN NATL GAMING INC	1,293.60	1,295.22
169	PENN WEST PETE LTD	2,406.56	2,941.33
500	PEPSICO INC	35,385.00	19,400.00
72	PERRIGO CO	8,364.24	7,144.39
34	PERRIGO CO	3,949.78	3,701.23
51	PETSMART INC	3,517.98	2,003.79
735	PFIZER INC	18,264.75	11,506.31
500	PHILIP MORRIS INTL INC	44,970.00	10,491.21
269	PHILIP MORRIS INTL INC	24,193.86	11,982.89
7	PHILLIP 66	324.59	218.50
9337 068	PIMCO ALL ASSET ALL AUTH FUND	104,388.42	100,000.00
195455 443	PIMCO TOTAL RETURN FUND	2,263,374.03	2,075,000.00
31250 024	PIMCO COMMODITY REALRETURN STRATEGY FD	223,125.17	258,970.06
2271 509	PIMCO EMERGING MKT CURRENCY FUND	23,828.13	25,000.00
108	PLAINS EXPL & PRODTN CO	4,046.76	2,931.74
141	PNC FINL SVCS GROUP INC	8,897.10	9,311.63
81	POLARIS INDS INC	6,550.47	4,069.45
31	POLARIS INDS INC	2,506.97	2,081.33
104	POLYPORE INTL INC	3,676.40	3,851.56
71	PRAXAIR INC	7,375.48	4,463.28
38	PRECISION CASTPARTS CORP	6,206.92	4,895.98
78	PRECISION CASTPARTS CORP	12,740.52	9,875.06
85	PRICE T ROWE GROUP INC	5,380.50	2,448.46
28	PRICELINE COM INC	17,333.96	8,054.85
7747 934	PRINCIPAL PFD SECS FUND INSTL	80,501.03	75,000.00
300	PROCTER & GAMBLE CO	20,808.00	12,146.02
138	PROCTER & GAMBLE CO	9,571.68	8,745.71
32	PUBLIC STORAGE INC	4,453.44	4,160.76
49	PVH CORP	4,592.28	3,940.74
16	PVH CORP	1,499.52	1,479.06
1300	QUALCOMM INC	81,211.00	26,214.00
308	QUALCOMM INC	19,240.76	18,020.20
52	RACKSPACE HOSTING INC	3,436.68	1,866.79
69	RACKSPACE HOSTING INC	4,560.21	2,263.78
145	RAYTHEON CO	8,288.20	6,573.15
48	ROBERT HALF INTL INC	1,278.24	1,357.13
74	ROCK-TENN CO	5,341.32	3,924.54
72	ROLLINS INC	1,684.08	1,416.96
38	ROPER INDS INC	4,175.82	1,889.81
178	ROWAN COMPANIES PLC	6,011.06	6,172.75
235	ROYAL DUTCH SHELL PLC	16,311.35	15,747.07
196	RPM INTL INC	5,593.84	4,364.99
27	SALESFORCE COM INC	4,122.63	3,528.85
37	SALLY BEAUTY HLDGS INC	928.33	997.87
172	SANDRIDGE ENERGY INC	1,199.70	2,058.17
25	SCHLUMBERGER LTD	1,808.25	1,755.12

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UNITS	DESCRIPTION	MARKET VALUE	BOOK VALUE
	26 SEADRILL LTD	1,019 72	568 78
	63 SELECT MED HLDGS CORP	707 49	689 53
	121 SEMPRA ENERGY	7,803 29	6,777 32
	77 SHERWIN WILLIAMS CO	11,466 07	6,639 83
	62 SIGNET JEWELERS LTD	3,023 12	2,618 34
	55 SILGAN HOLDINGS INC	2,393 05	1,947 55
	50 SOLARWINDS INC	2,787 00	1,155 28
	107 SOURCEFIRE INC	5,246 21	4,750 30
	150 S&P BIOTECH	14,011 50	8,094 39
	346 STARBUCKS CORP	17,545 66	11,449.45
	403 STARWOOD HOTELS & RESORTS	23,357 88	17,784.41
	68 STATOIL ASA	1,753 72	1,379 83
	87 STERICYCLE INC	7,872 03	7,514 63
	73 ST JUDE MED INC	3,075.49	3,266.95
	155 STORA ENSO CORP	963 95	947 67
	101 SURGUTNEFTEGAZ JSC	911 63	967 25
	235 TD AMERITRADE HLDG CORP	3,611.95	4,231 69
	19 TELENOR ASA	1,112 17	817 25
1991 091	TEMPLETON GLOBAL BD FUND	26,581 06	27,500 00
	54 TERADATA CORP	4,072 14	2,282 98
	207 TERADYNE INC	2,943 54	3,173 15
	162 TEXAS INSTRS INC	4,463 91	5,117 77
	350 3M CO	32,347 00	28,899.08
	500 THERMO FISHER SCIENTIFIC CORP	29,415 00	24,575 50
	115 THORATEC CORP	3,979 00	3,645 51
14871 901	THORNBURG INTL VALUE FUND	396,484 88	375,000 00
	166 TIBCO SOFTWARE INC	5,017 35	5,036 06
	116 TIBCO SOFTWARE INC	3,506 10	2,796 52
	221 TIME WARNER INC	10,019 04	7,527 45
	656 TJX COS INC	29,382 24	15,040.93
	124 TJX COS INC	5,553 96	3,702 73
	112 TOTAL SYS SVCS INC	2,654 40	2,653 86
	46 TOWERS WATSON & CO	2,440 30	2,618 55
	25 TRACTOR SUPPLY CO	2,472 25	1,195 00
	71 TRIUMPH GROUP INC	4,437.50	3,317.59
	597 US BANCORP	20,477 10	11,543 78
	350 US BANCORP	12,005 00	10,087 50
1150	UNION PAC CORP	136,505 00	98,115.90
	91 UNION PAC CORP	10,801 70	3,122 64
	18 ULTRA SALON COSMETICS & FRAGRANCE INC	1,733 49	764 42
	59 UNITED RENTALS INC	1,929.89	1,313 34
1500	UNITED STS COMMODITY INDEX FUND	92,025 00	90,946 00
1400	UNITED TECHNOLOGIES CORP	109,606.00	53,683 98
	42 UNITED TECHNOLOGIES CORP	3,288 18	2,157 54
	26 UNITED THERAPEUTICS CORP	1,452.88	1,448 67
	49 UNIVERSAL HLTH SVCS INC	2,240.77	2,012 53
	177 UPM KYMMENE CORP	2,002 76	2,007 99
	129 URBAN OUTFITTERS INC	4,845 24	3,501 39
	15 VALMONT INDS INC	1,972 50	1,819 40
	500 VANGUARD DIVIDEND APPRECIATION INDEX FUND	29,840 00	28,007 50

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UNITS	DESCRIPTION	MARKET VALUE	BOOK VALUE
500	VERIZON COMMUNICATIONS INC	22,785 00	8,021 09
469	VERIZON COMMUNICATIONS INC	21,372.33	15,286 88
55	VERTEX PHARMACEUTICALS INC	3,073 95	1,955 73
152	VISA INC	20,410 56	13,089 90
70	VMWARE INC	6,771 80	7,130 48
78	VOLCANO CORP	2,228 46	2,058 94
24	WABTEC CORP	1,926 96	1,266 72
51	WAL-MART STORES INC	3,763 80	3,500 48
91	WAL-MART STORES INC	6,715 80	5,284 34
188	WASTE CONNECTIONS INC	5,687.00	6,018.19
121	WASTE MGMT INC	3,881 68	3,736 71
260	WEATHERFORD INTL LTD	3,296.80	4,442 60
55	WELLCARE GROUP INC	3,110.25	3,320 98
600	WELLS FARGO & CO	20,718 00	11,077 50
604	WELLS FARGO & CO	20,856 12	17,885 57
164	WELLS FARGO & CO	4,874 08	3,110 97
284	WELLS FARGO & CO	9,806 52	8,804 19
62	WETERN REFNG INC	1,623 16	1,261 37
159	WESTAR ENERGY INC	4,715.94	4,651 67
136	WESTERN UNION CO	2,477 92	2,356 53
35	WILLIAMS SONOMA INC	1,538 95	1,506.23
92	WISCONSIN ENERGY CORP	3,465 64	3,144 68
1250	WISDOMTREE EMERGING MKTS HIGH YIELDING EQ FUND	67,087 50	70,239 25
1000	WISDOMTREE EMERGING MKTS SMALLCAP DIV FUND	45,860 00	48,890 00
42	WYNDHAM WORLDWIDE CORP	2,204.16	1,261 68
140	WYNN RESORTS LTD	16,161 60	15,518 77
78	XL GROUP PLC	1,874 34	1,613 82
450	XYLEM INC	11,317.50	10,188 72
145	YUM BRANDS INC	9,619 30	6,273 94
		<u>11,459,984 27</u>	<u>9,912,590 08</u>
<u>CORPORATE BONDS</u>			
100000	GENERAL ELEC CAP CORP	121,629 00	103,574 00
		<u>121,629 00</u>	<u>103,574 00</u>