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 NOV 1, 2011 , and ending OCT 31, 2012

Name of foundation
JAMES G HANES MEMORIAL FUND

A Employer identification number
56-6036987

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
4605 COUNTRY CLUB ROAD

B Telephone number
336 768 8500

City or town, state, and ZIP code
WINSTON-SALEM, NC 27104

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 19,998,592.

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

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

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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc , received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	2,400.	2,400.		STATEMENT 2
4 Dividends and interest from securities	560,592.	554,533.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	466,470.			STATEMENT 1
b Gross sales price for all assets on line 6a 4,926,616.				
7 Capital gain net income (from Part IV, line 2)		477,471.		
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	48,874.	61,240.		STATEMENT 4
12 Total Add lines 1 through 11	1,078,336.	1,095,644.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	39,737.	39,737.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 5	3,574.	0.		0.
c Other professional fees STMT 6	42,115.	42,115.		0.
17 Interest	10,557.	10,355.		0.
18 Taxes STMT 7	43,472.	2,577.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	2,004.	0.		0.
22 Printing and publications				
23 Other expenses STMT 8	108,024.	103,691.		0.
24 Total operating and administrative expenses Add lines 13 through 23	249,483.	198,475.		0.
25 Contributions, gifts, grants paid	864,993.			864,993.
26 Total expenses and disbursements. Add lines 24 and 25	1,114,476.	198,475.		864,993.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<36,140.>			
b Net investment income (if negative, enter -0-)		897,169.		
c Adjusted net income (if negative, enter -0-)			N/A	

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123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2011)

12150211 721342 1352 2011.05040 JAMES G HANES MEMORIAL FUND 1352___1

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,156,598.	1,481,865.	1,481,865.
	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 9	1,601,902.	806,844.	833,376.
	b Investments - corporate stock STMT 10	9,096,495.	7,383,822.	10,320,123.
	c Investments - corporate bonds STMT 11	1,316,690.	3,302,505.	3,421,070.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	2,709,433.	2,869,942.	3,942,158.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	15,881,118.	15,844,978.	19,998,592.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	15,881,118.	15,844,978.	
	30 **Total net assets or fund balances**	15,881,118.	15,844,978.	
	31 **Total liabilities and net assets/fund balances**	15,881,118.	15,844,978.	

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	15,881,118.
2 Enter amount from Part I, line 27a	2	<36,140.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,844,978.
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	15,844,978.

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	SCHEDULE ATTACHED	P		
b	SCHEDULE ATTACHED	P		
c	SCHEDULE ATTACHED	P		
d	SCHEDULE ATTACHED	P		
e	SCHEDULE ATTACHED	P		

	(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	1,990,354.		1,790,798.	199,556.
b	2,644,468.		2,669,348.	<24,880.>
c	290,579.			290,579.
d	<11,001.>		<11,001.>	0.
e	12,216.			12,216.

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				199,556.
b				<24,880.>
c				290,579.
d				0.
e				12,216.

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	477,471.
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	803,326.	18,378,439.	.043710
2009	1,057,050.	17,503,413.	.060391
2008	698,881.	15,985,684.	.043719
2007	1,212,075.	19,886,373.	.060950
2006	1,225,587.	21,614,646.	.056702

2 Total of line 1, column (d)	2	.265472
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	.053094
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	20,030,488.
5 Multiply line 4 by line 3	5	1,063,499.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,972.
7 Add lines 5 and 6	7	1,072,471.
8 Enter qualifying distributions from Part XII, line 4	8	864,993.

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 c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	17,943.
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	17,943.
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	17,943.
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	18,000.		
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	18,000.
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	57.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 57. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ CAPITAL BANK Telephone no ▶336 768 8500

Located at ▶4605 COUNTRY CLUB ROAD, WINSTON-SALEM, NC ZIP+4 ▶27104

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)?		1b		X
	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)*

		Yes	No
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)?	5b		X
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
CAPITAL BANK 4605 COUNTRY CLUB ROAD WINSTON-SALEM, NC 27104	TRUSTEE 10.00	39,737.	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
SALEM INVESTMENT COUNSELORS, INC 480 SHEPHERD STREET, WINSTONSALEM, NC 27103	INVESTMENT MANAGEMENT	42,115.
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.

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	18,394,395.
b	Average of monthly cash balances	1b	1,941,126.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	20,335,521.
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	20,335,521.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	305,033.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,030,488.
6	**Minimum investment return.** Enter 5% of line 5	6	1,001,524.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,001,524.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 17,943.		
b	Income tax for 2011. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	17,943.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	983,581.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	983,581.
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	983,581.

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	864,993.
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	864,993.
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	864,993.

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				983,581.
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 182,212.				
e From 2010				
f Total of lines 3a through e	182,212.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 864,993.				
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				864,993.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	118,588.			118,588.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	63,624.			
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	63,624.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009 63,624.				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

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

JAMES G HANES MEMORIAL FUND, 336 768 8500
CAPITAL BANK, 4605 COUNTRY CLUB ROAD, WINSTON-SALEM, NC 27104

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

FORMS ARE AVAILABLE AT THE ABOVE ADDRESS

c Any submission deadlines

ANNUAL APPLICATION DEADLINES ARE JANUARY 1, APRIL 1, JULY 1, AND OCTOBER 1

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

NO RESTRICTIONS OR LIMITATIONS ON AWARDS

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				
PIEDMONT ENVIRONMENTAL ALLIANCE 1959 PEACEHAVEN ROAD WINSTON-SALEM, NC 27106	NONE	501(C)(3)	SPECIAL PROGRAM SUPPORT	2,500.
LIB FOR ALL FOUNDATION 3524 YADKINVILLE ROAD WINSTON-SALEM, NC 27106	NONE	501(C)(3)	OPERATIONAL SUPPORT	16,667.
EXPERIMENT IN SELF RELIANCE PO BOX 135 WINSTON-SALEM, NC 27102	NONE	501(C)(3)	PROGRAM SERVICES	10,000.
NC CENTER FOR PUBLIC POLICY RESEARCH 5 WEST HARGETT RALEIGH, NC 27602	NONE	501(C)(3)	SPECIAL PROJECT SUPPORT	5,000.
THE ARTS COUNCIL OF WINSTON-SALEM 206 N SPRUCE STREET WINSTON-SALEM, NC 27101	NONE	501(C)(3)	SPECIAL PROJECT SUPPORT	40,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	864,993.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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	2,400.	
4 Dividends and interest from securities	525990	6,059.	14	554,533.	
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	525990	<12,366.>	01	61,240.	
8 Gain or (loss) from sales of assets other than inventory	525990	<11,001.>	18	477,471.	
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)		<17,308.>		1,095,644.	0.

13 Total. Add line 12, columns (b), (d), and (e) ..... 13 1,078,336.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

[signature] CAPITAL BANK NA | 2-13-13 | VICE PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
HUGH L MCLENDON	[signature]	2-11-13		P00148465
Firm's name ▶ LEVIN, SPINNETT & COMPANY, LLP			Firm's EIN ▶ 56-0892557	
Firm's address ▶ 1025 WEST FIRST STREET WINSTON-SALEM, NC 27101-3683			Phone no 336 725 4279	

Form **990-PF** (2011)

123622
12-02-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OLD HICKORY COUNCIL BOY SCOUTS OF AMERICA 6600 SILAS CREEK PARKWAY WINSTON-SALEM, NC 27106	NONE	501(C)(3)	OPERATIONAL SUPPORT	16,667.
SECOND HARVEST FOOD BANK OF NORTHWEST NC 3655 REED STREET WINSTON-SALEM, NC 27107	NONE	501(C)(3)	WAREHOUSE SPACE	40,000.
SOUTHEASTERN CENTER FOR CONTEMPORARY ART 750 MARGUERITE DRIVE WINSTON-SALEM, NC 27106	NONE	501(C)(3)	OPERATIONAL SUPPORT	349,992.
THE ARTS COUNCIL OF WINSTON-SALEM 206 N SPRUCE STREET WINSTON-SALEM, NC 27101	NONE	501(C)(3)	OPERATIONAL SUPPORT	50,000.
THE CHILDRENS HOME 1001 REYNOLDA ROAD WINSTON-SALEM, NC 27104	NONE	501(C)(3)	CAPITAL CAMPAIGN	75,000.
THE MILLENNIUM FUND 860 WEST FIFTH STREET WINSTON-SALEM, NC 27101	NONE	501(C)(3)	CAPITAL CAMPAIGN	50,000.
WINSTON-SALEM SYMPHONY ASSOCIATION 201 N BROAD STREET WINSTON-SALEM, NC 27101	NONE	501(C)(3)	SPECIAL GUEST FEES FOR MUSIC PROGRAMS	5,000.
YADKIN ARTS COUNCIL PO BOX 667 YADKINVILLE, NC 27055	NONE	501(C)(3)	CAPITAL IMPROVEMENTS	16,667.
YWCA OF WINSTON-SALEM 1201 GLADE STREET WINSTON-SALEM, NC 27101	NONE	501(C)(3)	CAPITAL CAMPAIGN	50,000.
WINSTON-SALEM INDUSTRIES OF THE BLIND 7730 NORTH POINT DRIVE WINSTON-SALEM, NC 27106	NONE	501(C)(3)	CAPITAL IMPROVEMENTS	30,000.
Total from continuation sheets				790,826.

123631 08-03-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WINSTON-SALEM FOUNDATION 860 WEST FIFTH STREET WINSTON-SALEM, NC 27101	NONE	501(C)(3)	SPECIAL PROJECT SUPPORT	10,000.
UNITED WAY OF FORSYTH COUNTY 301 N MAIN STREET WINSTON-SALEM, NC 27101	NONE	501(C)(3)	COMMUNITY EDUCATION PLAN	30,000.
HABITAT OF HUMANITY 339 WITT STREET WINSTON-SALEM, NC 27103	NONE	501(C)(3)	FACILITIES RELOCATION	35,000.
SAMARITAN MINISTRIES 1243 PATTERSON AVENUE WINSTON-SALEM, NC 27101	NONE	501(C)(3)	CAPITAL CAMPAIGN	17,500.
ICAN HOUSE 862 WEST FOURTH STREET WINSTON-SALEM, NC 27101	NONE	501(C)(3)	OPERATIONAL SUPPORT	15,000.
Total from continuation sheets				

JAMES G HANES MEMORIAL FUND
#56-6036987
October 31, 2012

FORM 990-PF, PART IV - Capital Gains and Losses for Tax on Investment Income

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Basis	Gain (Loss)
Short Term					
20000 Calumet Specialty Products	9/9/2011	11/3/2011	372,049	360,000	12,049
8000 Nustar Energy LP	12/6/2011	12/19/2011	447,215	427,600	19,615
3000 Blackrock Inc	5/23/2012	5/23/2012	486,672	480,000	6,672
25000 Halcon Resource Corp	9/13/2012	9/24/2012	186,096	175,000	11,096
30000 KB Homes	9/6/2012	10/22/2012	498,322	348,198	150,124
			1,990,354	1,790,798	199,556
Long Term					
750000 US Treasury Note	11/12/2004	2/15/2012	750,000	795,059	-45,059
12000 Lowes	7/20/2004	5/14/2012	357,762	306,984	50,778
11000 Alcoa Inc	10/14/2009	5/14/2012	98,340	146,105	-47,765
7000 Sunoco Logistics Partners	8/24/2010	5/14/2012	261,002	173,717	87,285
10000 JPM Chase Capital	7/27/2010	7/12/2012	250,000	267,491	-17,491
2000 Ishares Lehman Tips	7/20/2004	7/31/2012	242,815	204,200	38,615
8400 ING Emerging Markets	4/26/2011	7/31/2012	116,489	168,000	-51,511
27000 Iridium Communications	11/5/2009	8/20/2012	206,078	268,754	-62,676
1600 ING Emerging Markets	4/26/2011	8/20/2012	23,223	32,000	-8,777
2000 Mosaic Co	10/14/2009	10/22/2012	107,141	103,710	3,431
1000 BHB Billiton Ltd	8/6/2009	10/22/2012	71,222	63,727	7,495
4000 Freeport McMoran Copper	10/14/2009	10/22/2012	160,396	139,601	20,795
			2,644,468	2,669,348	-24,880

JAMES G HANES MEMORIAL FUND
#56-6036987
October 31, 2012

FORM 990-PF, PART IV - Capital Gains and Losses for Tax on Investment Income

Description	Net Gain (Loss) from Investment Partnerships Revenue Per Books	Net Investment Income
Short Term		
NB Secondary Opportunties Fund	1,855	1,855
Deutsche Bank Private Equity Global Select Fund	3,434	3,434
Alex Brown Realty Chesapeake IV	6,927	6,927
	12,216	12,216
Long Term		
Deutsche Bank Private Equity Asia Select Fund	10,771	11,596
NB Secondary Opportunties Fund	57,376	57,376
NB Secondary Opportunties Fund - Section 1231	1,146	1,146
NB Co-Investment Partners	62,407	62,407
Deutsche Bank Private Equity Global Select Fund	103,609	103,609
NB Co-Investment Partners Cayman AIV I	1,661	1,661
Trilantic Capital Partners IV	1,045	1,045
Trilantic Capital Partners IV Onshore AIV (A)	(1,176)	1,919
Trilantic Capital Partners IV Onshore AIV (A) - Section 1231	270	270
Trilantic Capital Partners IV Onshore AIV (B)	63,080	59,363
Trilantic Capital Partners IV Onshore AIV (B) - Section 1231	(321)	(321)
Silverpeak Legacy Fund III	(8,293)	(8,181)
Silverpeak Legacy Fund III - Section 1231	(11,999)	(1,313)
Plexus Fund II	2	2
	279,578	290,579

JAMES G HANES MEMORIAL FUND
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FORM 990-PF, PART I, LINE 4 - Dividends and Interest from Securities

Description	Revenue Per Books	Net Investment Income
Southern Community Bank - Nominee	508,860	508,860
Deutsche Bank Private Equity Asia Select Fund	11,693	10,122
NB Secondary Opportunties Fund	14,423	9,954
NB Co-Investment Partners	2,348	2,348
Deutsche Bank Private Equity Global Select Fund	10,511	10,509
NB Co-Investment Partners Cayman AIV I	446	446
Trilantic Capital Partners IV	2	2
Trilantic Capital Partners IV Onshore AIV (A)	345	345
Trilantic Capital Partners IV Onshore AIV (B)	11	11
Silverpeak Legacy Fund III	9,251	9,234
Plexus Fund II	4	4
Alex Brown Realty Chesapeake IV	2,698	2,698
	560,592	554,533

FORM 990-PF, PART I, LINE 11 - Other Income

Description	Revenue Per Books	Net Investment Income
Class action settlements	13,184	13,184
Deutsche Bank Private Equity Asia Select Fund	2,345	1,945
NB Secondary Opportunties Fund	4,371	4,371
Deutsche Bank Private Equity Global Select Fund	4,342	4,360
NB Co-Investment Partners Cayman AIV I	(1)	(1)
Trilantic Capital Partners IV Onshore AIV (A)	(101)	(101)
Trilantic Capital Partners IV Onshore AIV (B)	29,615	29,615
Trilantic Capital Partners IV Onshore AIV (C)	8,131	0
Trilantic Capital Partners IV Offshore AIV (A)	(109)	(109)
Silverpeak Legacy Fund III	(23,267)	(2,388)
Plexus Fund II	11,835	11,835
Alex Brown Realty Chesapeake IV	(1,471)	(1,471)
	48,874	61,240

JAMES G HANES MEMORIAL FUND
#56-6036987
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FORM 990-PF, PART I, LINE 23 - Other Expenses

Description	Revenue Per Books	Net Investment Income
Maintenance expenses regarding property held for investment	24,192	24,192
Deutsche Bank Private Equity Asia Select Fund	28,903	24,606
NB Secondary Opportunties Fund	13,843	13,843
NB Co-Investment Partners	6,625	6,625
Deutsche Bank Private Equity Global Select Fund	13,351	13,351
NB Co-Investment Partners Cayman AIV I	60	60
Trilantic Capital Partners IV	13,313	13,313
Trilantic Capital Partners IV Onshore AIV (A)	2,977	2,977
Trilantic Capital Partners IV Onshore AIV (B)	97	97
Trilantic Capital Partners IV Onshore AIV (C)	14	14
Trilantic Capital Partners IV Offshore AIV (A)	1,003	1,003
Trilantic Capital Partners IV AIV Cayman	9	9
Silverpeak Legacy Fund III	2,169	2,133
Plexus Fund II	926	926
Alex Brown Realty Chesapeake IV	18	18
Other expenses	504	504
	108,004	103,671

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCHEDULE ATTACHED			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,990,354.	1,790,798.	0.	0.	199,556.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCHEDULE ATTACHED			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,644,468.	2,669,348.	0.	0.	<24,880.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCHEDULE ATTACHED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
290,579.	0.	0.	0.	290,579.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCHEDULE ATTACHED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<11,001.>	0.	0.	0.	<11,001.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCHEDULE ATTACHED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,216.	0.	0.	0.	12,216.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	466,470.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
SOUTHERN COMMUNITY BANK - NOMINEE	2,400.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,400.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHEDULE ATTACHED	554,533.	0.	554,533.
SCHEDULE ATTACHED	6,059.	0.	6,059.
TOTAL TO FM 990-PF, PART I, LN 4	560,592.	0.	560,592.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SCHEDULE ATTACHED	61,240.	61,240.	
SCHEDULE ATTACHED	<12,366.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	48,874.	61,240.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	3,574.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,574.	0.		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
INVESTMENT MANAGEMENT	42,115.	42,115.		0.
TO FORM 990-PF, PG 1, LN 16C	42,115.	42,115.		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 TAX WITHHELD-PASSTHROUGHS	2,611.	2,577.		0.
FEDERAL - ESTIMATES	40,861.	0.		0.
TO FORM 990-PF, PG 1, LN 18	43,472.	2,577.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CLERK FILING FEE	20.	20.		0.
SCHEDULE ATTACHED	108,004.	103,671.		0.
TO FORM 990-PF, PG 1, LN 23	108,024.	103,691.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY	X		806,844.	833,376.
TOTAL U.S. GOVERNMENT OBLIGATIONS			806,844.	833,376.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			806,844.	833,376.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOMESTIC AND FOREIGN EQUITIES	7,383,822.	10,320,123.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,383,822.	10,320,123.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	3,302,505.	3,421,070.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,302,505.	3,421,070.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS	COST	2,869,942.	3,942,158.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,869,942.	3,942,158.