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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.

2012

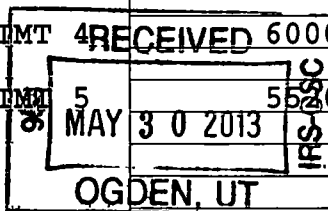
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>BERTSCH FAMILY CHARITABLE FOUNDATION INC</b>		A Employer identification number <b>35-2057621</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>6625 CREEK WOOD DRIVE</b>	Room/suite	B Telephone number <b>919-967-2580</b>
City or town, state, and ZIP code <b>CHAPEL HILL, NC 27514</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 5503549.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	106574.	106574.	106574.	STATEMENT 1
4	Dividends and interest from securities	114197.	114197.	114197.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	38037.			
b	Gross sales price for all assets on line 6a <b>608119.</b>				
7	Capital gain net income (from Part IV, line 2)		38037.		
8	Net short-term capital gain			N/A	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	258808.	258808.	220771.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	2157.	2157.	2157.	0.
b	Accounting fees				
c	Other professional fees STMT 4	6000.	6000.	6000.	0.
17	Interest				
18	Taxes STMT 5	5520.	5520.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	9310.	9310.	9310.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	22987.	22987.	17467.	0.
25	Contributions, gifts, grants paid	275000.			275000.
26	Total expenses and disbursements. Add lines 24 and 25	297987.	22987.	17467.	275000.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-39179.			
b	Net investment income (if negative, enter -0-)		235821.		
c	Adjusted net income (if negative, enter -0-)			203304.	

CERTIFIED RECEIPT #  
70123050000240906056SCANNED MAY 03 2013  
Operating and Administrative Expenses

**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
<b>Assets</b>	1 Cash - non-interest-bearing	3107.	14334.	14334.
	2 Savings and temporary cash investments	122236.	88416.	88416.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	2313535.	2510866.	2835055.
	c Investments - corporate bonds STMT 8	2095779.	1916154.	2047050.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	476481.	442189.	518694.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	5011138.	4971959.	5503549.	
<b>Liabilities</b>	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.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5236765.	5236765.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	-225627.	-264806.		
30 Total net assets or fund balances	5011138.	4971959.		
31 Total liabilities and net assets/fund balances	5011138.	4971959.		

**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	5011138.
2 Enter amount from Part I, line 27a	2	-39179.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4971959.
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	4971959.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

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

(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)
<b>a 608119.</b>		<b>570082.</b>	<b>38037.</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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))
<b>a</b>			<b>38037.</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

**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 38037.**

**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 38037.**

**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))
2011	266000.	5179932.	.051352
2010	240000.	4660745.	.051494
2009	203588.	3463444.	.058782
2008	170000.	3472348.	.048958
2007	198051.	3573751.	.055418

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.266004</b>
<b>3</b> 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	<b>3</b>	<b>.053201</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	<b>5404048.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>287501.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>2358.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>289859.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>275000.</b>

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	4716.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4716.
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	4716.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2797.	
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	2797.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	37.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1956.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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.		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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		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) <input type="checkbox"/> IN		
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 2012 or the taxable year beginning in 2012 (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

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**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 ► DIANNE BERTSCH Telephone no. ► 919-967-2580 Located at ► 6625 CREEKWOOD DR, CHAPEL HILL, NC ZIP+4 ► 27514			
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			
16	At any time during calendar year 2012, 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.) 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 2012?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DIANNE BERTSCH 6625 CREEKWOOD DR CHAPEL HILL, NC 27514	PRESIDENT	0.00	0.	0.
JORDAN SHAMP 1836 CHEDWORTH COURT CHAPEL HILL, NC 27517	VICE PRESIDENT, SECRETARY	0.00	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	0.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	5486343.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	5486343.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5486343.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	82295.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5404048.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	270202.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	270202.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	4716.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	4716.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	265486.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	265486.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	265486.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	275000.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	275000.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	275000.

**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.

Form 990-PF (2012)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				265486.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	6429.			
b From 2008				
c From 2009	33240.			
d From 2010	10367.			
e From 2011	12304.			
f Total of lines 3a through e	62340.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 275000.				
a Applied to 2011, 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 2012 distributable amount				265486.
e Remaining amount distributed out of corpus	9514.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	71854.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	6429.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	65425.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	33240.			
c Excess from 2010	10367.			
d Excess from 2011	12304.			
e Excess from 2012	9514.			



**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				
ALAMANCE ORANGE PRISON MINISTRY PO BOX 9932 CHAPEL HILL, NC 27515		501(C)(3)	RELIGIOUS	5000.
ALZHEIMERS OF NORTH CAROLINA 1305 NAVAHO DRIVE S-101 RALEIGH, NC 27609		501(C)(3)	HEALTH	1000.
AMERICAN HEART ASSOCIATION 3131 RDU CENTER DRIVE MORRISVILLE, NC 27560		501(C)(3)	HEALTH	5000.
APPALACHIAN STATE UNIVERSITY BOX 32014 BOONE, NC 28608		501(C)(3)	EDUCATIONAL	5000.
BAKER YOUTH CLUB 765 W MARKET ST WARSAW, IN 46580		501(C)(3)	COMMUNITY OUTREACH	5000.
Total SEE CONTINUATION SHEET(S)			3a	275000.
b Approved for future payment				
NONE				
Total			3b	0.





**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
BEAMAN HOME PO BOX 12 WARSAW, IN 46581		501(C)(3)	SHELTER FOR ABUSED WOMEN	5000.
BRIDGE II SPORTS 4122 BENNETT MEMORIAL RD DURHAM, NC 27705		501(C)(3)	EDUCATIONAL	5000.
BROADWAY CARES 165 W 46TH ST SUITE 1300 NEW YORK, NY 10036		501(C)(3)	PROMOTION OF THE ARTS	5000.
CAROLINA TIGER RESCUE 1940 HANKS CHAPEL RD PITTSBORO, NC 27312		501(C)(3)	WILDLIFE SANCTUARY FOR SAVING AND PROTECTING WILD CATS	5000.
CASA OF KOSCIUSKO COUNTY 121 N LAKE ST WARSAW, IN 46580		501(C)(3)	CHILDRENS WELFARE	5000.
CHAPEL HILL HISTORICAL SOCIETY PO BOX 9032 CHAPEL HILL, NC 27515		501(C)(3)	EDUCATIONAL	5000.
CHAPEL HILL PUBLIC LIBRARY FOUNDATION PO BOX 4771 CHAPEL HILL, NC 27515		501(C)(3)	EDUCATIONAL	10000.
CHAPEL HILL-CARRBORO YMCA 980 MLK JR BLVD CHAPEL HILL, NC 27514		501(C)(3)	COMMUNITY OUTREACH	5000.
CHARLES HOUSE ASSOCIATION 109 HILLCREST AVE CARRBORO, NC 27510		501(C)(3)	COMMUNITY OUTREACH FOR THE CARE OF ELDERLY	5000.
COMMUNITY HOME TRUST PO BOX 307 CARRBORO, NC 27510		501(C)(3)	COMMUNITY OUTREACH	5000.
Total from continuation sheets				254000.

**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
COMPASS CENTER FOR WOMEN PO BOX 1057 CHAPEL HILL, NC 27514		501(C)(3)	COMMUNITY OUTREACH	5000.
CORNUCOPIA CANCER SUPPORT CENTER 5517 DURHAM CHAPEL HILL BLVD DURHAM, NC 27707		501(C)(3)	COMMUNITY OURTREACH FOR CANCER SUPPORT	10000.
CURE JM FOUNDATION 836 LYNWOOD DR ENCINITAS, CA 92024		501(C)(3)	HEALTH	5000.
EPISCOPAL FARMWORKER MINISTRY PO BOX 160 NEWTON GROVE, NC 28366		501(C)(3)	RELIGIOUS	5000.
EVERGREEN UNITED METHODIST CHURCH 11098 US 15-501 HWY N CHAPEL HILL, NC 27517		501(C)(3)	RELIGIOUS	5000.
FIRST UNITED METHODIST CHURCH 179 S INDIANA ST WARSAW, IN 46580		501(C)(3)	RELIGIOUS	5000.
FRIENDS OF THE GUARDIAN AD LITEM PROGRAM 4202 CARRIAGE RD HILLSBOROUGH, NC 27278		501(C)(3)	COMMUNITY OUTREACH	5000.
GRACE COLLEGE 200 SEMINARY DR WINONA LAKE, IN 46590		501(C)(3)	EDUCATIONAL	5000.
INTER FAITH COUNCIL 110 WEST MAIN STREET CARRBORO, NC 27510		501(C)(3)	COMMUNITY OURTREACH FOR HOMELESS SHELTER	10000.
KIDZNOTES 120 MORRIS STREET DURHAM, NC 27701		501(C)(3)	COMMUNITY OUTREACH	5000.
Total from continuation sheets				



**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
KIDZU CHILDREN'S MUSEUM 123-B W FRANKLIN ST CHAPEL HILL, NC 27516		501(C)(3)	COMMUNITY OUTREACH	5000.
KOSCIUSKO LITERACY SERVICES 201 N UNION ST WARSAW, IN 46580		501(C)(3)	EDUCATIONAL	5000.
LERNER DAY SCHOOL 1935 W CORNWALLIS RD DURHAM, NC 27705		501(C)(3)	EDUCATIONAL	5000.
MEALS ON WHEELS PO BOX 2102 CHAPEL HILL, NC 27514		501(C)(3)	HEALTH	5000.
NC MUSEUM OF LIFE AND SCIENCE 433 MURRAY AVENUE DURHAM, NC 27704		501(C)(3)	EDUCATIONAL	5000.
NC THERAPEUTIC RIDING CENTER 4705 NICKS RD MEBANE, NC 27302		501(C)(3)	COMMUNITY OUTREACH	5000.
ORANGE COUNTY LITERACY COUNCIL 200 N GREENSBORO STREET CARRBORO, NC 27510		501(C)(3)	EDUCATIONAL	5000.
ORANGE COUNTY RAPE CRISIS CENTER 1506 E FRANKLIN STREET CHAPEL HILL, NC 27514		501(C)(3)	COMMUNITY OUTREACH FOR VICTIMS OF RAPE	5000.
PAWS4EVER 6311 NICKS RD MEBANE, NC 27302		501(C)(3)	COMMUNITY OUTREACH	5000.
PLANNED PARENTHOOD 200 S MERIDIAN, SUITE 400 INDIANAPOLIS, IN 46225		501(C)(3)	COMMUNITY OUTREACH	5000.
Total from continuation sheets				

**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
RONALD MCDONALD HOUSE OF CHAPEL HILL 101 OLD MASON FARM RD CHAPEL HILL, NC 27517		501(C)(3)	HEALTH	5000.
ROOM TO READ 111 SUTTER ST, 16TH FLOOR SAN FRANCISCO, CA 94104		501(C)(3)	EDUCATIONAL	5000.
SALVATION ARMY DURHAM 909 LIBERTY STREET DURHAM, NC 27702		501(C)(3)	RELIGIOUS AND COMMUNITY OUTREACH	5000.
SALVATION ARMY WARSAW 501 E ARTHUR ST WARSAW, IN 46580		501(C)(3)	RELIGIOUS AND COMMUNITY OUTREACH	9000.
SECU FAMILY HOUSE AT UNC 123 OLD MASON FARM RD CHAPEL HILL, NC 27517		501(C)(3)	EDUCATIONAL	5000.
TRIANGLE LAND CONSERVANCY 1101 HAYNES ST, SUITE 205 RALEIGH, NC 27604		501(C)(3)	LAND CONSERVATION	10000.
TROSA 1820 JAMES ST DURHAM, NC 27707		501(C)(3)	COMMUNITY OUTREACH	5000.
UNC LINEBERGER CANCER CENTER CAMPUS BOX 7295 CHAPEL HILL, NC 27599		501(C)(3)	HEALTH	5000.
UNITED CHURCH OF CHAPEL HILL 1321 MLK JR BLVD CHAPEL HILL, NC 27514		501(C)(3)	RELIGIOUS	5000.
UNITED CHURCH OF CHAPEL HILL 1321 MLK JR BLVD CHAPEL HILL, NC 27514		501(C)(3)	RELIGIOUS	5000.
<b>Total from continuation sheets</b>				

**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
UNITED CHURCH OF CHAPEL HILL 1321 MLK JR BLVD CHAPEL HILL, NC 27514		501(C)(3)	RELIGIOUS	5000.
USO ON NORTH CAROLINA PO BOX 91443 RALEIGH, NC 27675		501(C)(3)	MILITARY SUPPORT	5000.
VOLUNTEERS FOR YOUTH 205 LLOYD STREET CARRBORO, NC 27510		501(C)(3)	COMMUNITY OUTREACH	5000.
WAGON WHEEL THEATRE 2515 E CENTER ST WARSAW, IN 46580		501(C)(3)	COMMUNITY OUTREACH	5000.
WARSAW PUBLIC LIBRARY 310 E MAIN ST WARSAW, IN 46580		501(C)(3)	EDUCATIONAL	5000.
WHEELS FOR HOPE 929 S SAUNDERS ST RALEIGH, NC 27603		501(C)(3)	COMMUNITY OUTREACH	5000.
Total from continuation sheets				

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

SOURCE	AMOUNT
FIRST FEDERAL SAVINGS BANK	59.
LPL FINANCIAL	106515.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	106574.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
LPL FINANCIAL	114197.	0.	114197.
TOTAL TO FM 990-PF, PART I, LN 4	114197.	0.	114197.

## FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	2157.	2157.	2157.	0.
TO FM 990-PF, PG 1, LN 16A	2157.	2157.	2157.	0.

## FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION	6000.	6000.	6000.	0.
TO FORM 990-PF, PG 1, LN 16C	6000.	6000.	6000.	0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON NET INVESTMENT INCOME	5520.	5520.	0.	0.
TO FORM 990-PF, PG 1, LN 18	5520.	5520.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	30.	30.	30.	0.
INVESTMENT FEES	9155.	9155.	9155.	0.
FILING FEES	125.	125.	125.	0.
TO FORM 990-PF, PG 1, LN 23	9310.	9310.	9310.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	2510866.	2835055.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2510866.	2835055.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1916154.	2047050.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1916154.	2047050.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	442189.	518694.
TOTAL TO FORM 990-PF, PART II, LINE 13		442189.	518694.