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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: WHITENER FOUNDATION

A Employer identification number: 52-1467548

Number and street (or P O box number if mail is not delivered to street address): P. O. BOX 1856 — Room/suite:

B Telephone number (see instructions): 336-841-4496

City or town state, and ZIP code: HIGH POINT NC 27261-1856

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 ☒ 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) ▶ $ 3,764,239

J Accounting method ☒ 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 ▶ ☐

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	66,451	66,451	66,451	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	181,216			
b	Gross sales price for all assets on line 6a 2,090,950				
7	Capital gain net income (from Part IV, line 2)		181,216		
8	Net short-term capital gain			7,472	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) STMT 1	47,948		47,948	
12	**Total.** Add lines 1 through 11	295,615	247,667	121,871	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	18,000			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	5,771		4,921	850
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	14,214		9,450	
19	Depreciation (attach schedule) and depletion STMT 4	9,234			
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) STMT 5	34,166	24,377	9,789	
24	**Total operating and administrative expenses.** Add lines 13 through 23	81,385	24,377	24,160	850
25	Contributions, gifts, grants paid	170,500			170,500
26	**Total expenses and disbursements.** Add lines 24 and 25	251,885	24,377	24,160	171,350
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	43,730			
b	**Net investment income** (if negative, enter -0-)		223,290		
c	**Adjusted net income** (if negative, enter -0-)			97,711	

RECEIVED JUL 2 2 2013 OGDEN, UT IRS-OSC 740

SCANNED

For Paperwork Reduction Act Notice, see instructions.

DAA

9-13

17

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	26,567	17,114	17,114
	2	Savings and temporary cash investments	11,075	16,053	16,053
	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) ▶ SEE WRK 740,000			
		Less allowance for doubtful accounts ▶ 0	740,000	740,000	740,000
	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)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 6	2,347,793	2,405,232	2,491,372
	14	Land, buildings, and equipment basis ▶ 410,125			
		Less accumulated depreciation (attach sch) ▶ STMT 7 21,931	397,428	388,194	499,700
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	3,522,863	3,566,593	3,764,239
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ SEE STATEMENT 8)	854	854	
	23	**Total liabilities** (add lines 17 through 22)	854	854	
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	3,522,009	3,565,739	
	30	**Total net assets or fund balances** (see instructions)	3,522,009	3,565,739	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,522,863	3,566,593	

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	3,522,009
2	Enter amount from Part I, line 27a	2	43,730
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,565,739
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	3,565,739

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
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				
b				
c				
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	181,216
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	7,472

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	190,850	3,907,361	0.048844
2010	190,850	4,035,037	0.047298
2009	190,850	3,650,604	0.052279
2008	270,440	4,579,591	0.059053
2007	270,850	5,094,506	0.053165

2	**Total** of line 1, column (d)	2	0.260639
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	0.052128
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,729,805
5	Multiply line 4 by line 3	5	194,427
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,233
7	Add lines 5 and 6	7	196,660
8	Enter qualifying distributions from Part XII, line 4	8	171,350

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	4,466
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	4,466
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	4,466
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 3,960		
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	3,960
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	506
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** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(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	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 2012 or the taxable year beginning in 2012 (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 ▶ NONE

14 The books are in care of ▶ MARSHALL PITTMAN Telephone no ▶ 336-884-2269
P.O. BOX 1856
Located at ▶ HIGH POINT NC ZIP+4 ▶ 27261-1856

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No
(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A | 1b | | |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No
If "Yes," list the years ▶ 20 , 20 , 20 , 20

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 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 | | |

			Yes	No
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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 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 (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
EDGAR WHITENER P. O. BOX 1856	HIGH POINT NC 27261	PRES/DIR 10.00	0	0	0
MARSHALL PITTMAN P. O. BOX 1856	HIGH POINT NC 27261	VP/DIRECTOR 10.00	0	0	0
LORENE WARD P. O. BOX 1856	HIGH POINT NC 27261	SEC-TREAS 20.00	18,000	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	2,537,356
b	Average of monthly cash balances	1b	31,479
c	Fair market value of all other assets (see instructions)	1c	1,217,769
d	**Total** (add lines 1a, b, and c)	1d	3,786,604
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	3,786,604
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	56,799
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,729,805
6	**Minimum investment return.** Enter 5% of line 5	6	186,490

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	186,490
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 4,466		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	4,466
3	Distributable amount before adjustments Subtract line 2c from line 1	3	182,024
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	182,024
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	182,024

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	171,350
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	171,350
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	171,350

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					182,024
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008	22,913				
c From 2009	11,339				
d From 2010					
e From 2011					
f **Total** of lines 3a through e		34,252			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 171,350					
a Applied to 2011, but not more than line 2a					
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 2012 distributable amount					171,350
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		10,674			10,674
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		23,578			
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 2011 Subtract line 4a from line 2a Taxable amount – see instructions					
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) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		23,578			
10 Analysis of line 9					
a Excess from 2008	12,239				
b Excess from 2009	11,339				
c Excess from 2010					
d Excess from 2011					
e Excess from 2012					

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 2012, 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail of the person to whom applications should be addressed

N/A

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

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE			PROVIDE FUNDING FOR ORGANIZATIONS' CHARITABLE/EDUCATIONAL PURPOSES	170,500
Total			▶ 3a	170,500
b Approved for future payment N/A				
Total			▶ 3b	

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					66,451
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					181,216
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b MISCELLANEOUS INCOME					15
c RENTAL INCOME					36,000
d INTEREST INCOME - NOTE RECEIV					11,933
e					
12 Subtotal Add columns (b), (d), and (e)		0		0	295,615

13 **Total.** Add line 12, columns (b), (d), and (e) 13 295,615

(See worksheet in line 13 instructions to verify calculations)

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

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

DAA

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 instructions)? ☒ Yes ☐ No

Marshall D. Potter | 7/12/13 | 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
LAURA A CURRY, CPA	Laura Curry, CPA	07/09/13	
Firm's name ▶ CURRY, IRELAND & CO.,L.L.P.		PTIN	P00025507
Firm's address ▶ 3819 LAWNDALE DRIVE GREENSBORO, NC 27455		Firm's EIN ▶	56-1991288
		Phone no	336-282-3909

DAA

WHITENER FOUNDATION - Donations for 2012

	DONATION TO	AMOUNT
1/28/2012	Poplar Grove AME Church	1000.00
2/8/2012	Hospice of Alamance County	200.00
2/24/2012	Juvenile Diabetes Research Foundatoin	5000.00
2/25/2012	Community Theatre of Greensboro	175.00
2/25.2012	UNC Educational Foundation	500.00
3/29/2012	Family Service of Greensboro Foundation	2000.00
4/4/2012	American Red Cross - Greensboro	2000.00
4/20/2012	Command Evangelism	1000.00
4/24/2012	Duncan Baptist Church	2500.00
4/24/2012	Juvenile Diabetes Research Foundation	600.00
5/29/2012	Nazareth Children's Home	1000.00
6/25/2012	Greensboro Montessori School	4592.44
7/30/2012	UNC Educational Foundation	2500.00
8/6/2012	Caldwell Heritage Museum	1000.00
8/6/2012	Caldwell County Pregnancy Care Center	5000.00
8/6/2012	Caldwell County Retired School Personnel Scholarship Fund	2000.00
8/6/2012	Catawba College First Family Scholarship	1000.00
8/6/2012	Davenport A+ Elementary School	1000.00
8/6/2012	Hibriten High School athletics	1500.00
8/6/2012	J.E. Broyhill Civic Center	1000.00
8/6/2012	Lower Creek Baptist Church Pre-School	2000.00
8/6/2012	Lower Creek Elementary School	500.00
8/6/2012	N.C. Bleumenthal Performing Arts Center	5000.00
8/6/2012	Piedmont Council Boy Scouts of America	1000.00
8/6/2012	Smith Memorial United Methodist Church	500.00
8/6/2012	The Shelter Home of Caldwell County	4000.00
8/6/2012	William Lenoir Middle School	1000.00
8/6/2012	William Lenior Middle School Music Department	3000.00
8/6/2012	Yokefellow Christian MInistries	2000.00
8/6/2012	Yosef Club of Appalachian State University	1500.00
9/24/2012	Trophy Council No. 29 J.O.U.A.M.	1000.00
10/3/2012	American Children's Home	5000.00
10/3/2012	Salvation Army of High Point	1000.00
10/3/2012	Community Clinic of High Point	1000.00
10/3/2012	Mobile Meals of High Point	1000.00
10/3/2012	Hospice of the Piedmont	1000.00
10/92012	High Point Christian Academy	400.00
10/17/2012	Golfers Against Cancer	5000.00
10/17/2012	Friends for an Earlier Detection of Breast Cancer	500.00
10/17/2012	Jessica Cole Foundation	1000.00
10/25/2012	St. Paul's Episcopal church	500.00
10/26/2012	Waterlife Church	5000.00
10/26/2012	Seven Springs Elementary School	10000.00
10/26/2012	Greensboro Montessori School	10000.00
11/6/2012	Greensboro Montessori School	1157.56
11/6/2012	UNC - Greensboro	5800.00

11/6/2012	UNC - Greensboro	1000.00
11/6/2012	High Point University	2500.00
11/6/2012	Maple Grove Methodist Church	1000.00
11/6/2012	Greensboro Beautiful	350.00
11/6/2012	SPCA Suncoast	800.00
11/6/2012	Humane Society of Pasco County	800.00
11/6/2012	The Little Cats Rescue	800.00
11/26/2012	Hospice of Wake County	2000.00
11/26/2012	Duncan Baptist Church	2000.00
11/26/2012	Duncan Baptist Church	2000.00
11/26/2012	Duncan Baptist Church	2000.00
11/26/2012	Duncan Baptist Church	2500.00
12/6/2012	Children's Home Society of N.C.	10000.00
12/6/2012	St. Francis Episcopal Church	8000.00
12/14/2012	Collettsville School	500.00
12/14/2012	Davenport A+ Elementary School	500.00
12/14/2012	Waterlife Church	1000.00
10/17/2012	UNC Educational Foundation	8000.00
12/17/2012	Juvenile Diabetes Research Foundation	9000.00
12/22/2012	Operation Smile Carolina	1000.00
12/22/2012	Salvation Army of Greensboro	3325.00
12/22/2012	The Community Foundation of Greensboro	2000.00
12/22/2012	American Red Cross - Greensboro	2000.00
12/22/2012	Humane Society of the Piedmont	2000.00
Total:		170500.00

Form 990-PF

Capital Gains and Losses for Tax on Investment Income

2012

For calendar year 2012, or tax year beginning , and ending

Name: WHITENER FOUNDATION

Employer Identification Number: 52-1467548

	(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)
(1)	DIVIDEND OPPORTUNITY TR	P	05/23/11	03/21/12
(2)	SEE ATTACHED OPPENHEIMER STATEMENT	P	VARIOUS	VARIOUS
(3)	SEE ATTACHED OPPENHEIMER STATEMENT	P	VARIOUS	VARIOUS
(4)	SEE ATTACHED OPPENHEIMER STATEMENT	P	VARIOUS	VARIOUS
(5)	SPDR GOLD TRUST GOLD SHS	P	VARIOUS	VARIOUS
(6)	OPPENHEIMER FUNDS - LT			
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	100,899		100,007	892
(2)	354,768		350,102	4,666
(3)	42,968		41,054	1,914
(4)	1,573,437		1,418,381	155,056
(5)	190		190	
(6)	18,688			18,688
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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))
(1)				892
(2)				4,666
(3)				1,914
(4)				155,056
(5)				
(6)				18,688
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Form 990-PF Capital Gains and Losses

Oppenheimer & Co. Inc.

Account: G220001288

Proceeds from Broker and Barter Exchange Transactions

2012

1c - SHORT-TERM TRANSACTIONS ***6 - COVERED tax lot for which cost basis is reported to the IRS*****

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ALLIANZ AGIC HIGH YIELD BOND FUND CL A / CUSIP: 01900C615 / Symbol: AYBAX							
07/18/12	3,383.085	34,000.00	02/22/12	33,830.85	169.15	Sale	
11/07/12	9,616.915	97,707.86	02/22/12	96,169.15	1,538.71	Sale	
	Security total:	131,707.86		130,000.00	1,707.86		
DUKE ENERGY CORP NEW COM NEW / CUSIP: 26441C204 / Symbol: DUK							
07/11/12	0.000	21.97	07/11/12	0.00	21.97	Cash in lieu	
EATON VANCE F/R FUND CL A OPEN END / CUSIP: 277911129 / Symbol: EVBLX							
2 tax lots for 02/22/12. Total proceeds (and cost when required) reported to the IRS.							
	30.367	*281.50*	*01/03/12*	*276.34*	*5.16*	*Sale*	
	29.863	*276.83*	*02/01/12*	*275.93*	*0.90*	*Sale*	
02/22/12	60.230	558.33	VARIOUS	552.27	6.06	Total of 2 lots	
EATON VANCE F/R HIGH INCM A OPEN END / CUSIP: 277911137 / Symbol: EVFHX							
7 tax lots for 07/18/12. Total proceeds (and cost when required) reported to the IRS.							
	8,807.363	*82,525.00*	*02/22/12*	*82,172.70*	*352.30*	*Sale*	
	22.935	*214.90*	*02/23/12*	*0.00*	*214.90*	*Sale*	
	8.028	*75.22*	*03/01/12*	*74.98*	*0.24*	*Sale*	
	35.418	*331.87*	*04/02/12*	*331.87*	*0.00*	*Sale*	
	32.424	*303.81*	*05/01/12*	*304.79*	*-0.98*	*Sale*	
	35.542	*333.03*	*06/01/12*	*330.54*	*2.49*	*Sale*	
	34.234	*320.77*	*07/02/12*	*319.40*	*1.37*	*Sale*	
07/18/12	8,975.944	84,104.60	VARIOUS	83,534.28	570.32	Total of 7 lots	
EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FD CL A / CUSIP: 277923736 / Symbol: EAGMX							
7 tax lots for 07/18/12. Total proceeds (and cost when required) reported to the IRS.							
	33.592	*329.87*	*01/03/12*	*330.21*	*-0.34*	*Sale*	
	33.077	*324.82*	*02/01/12*	*330.44*	*-5.62*	*Sale*	
	29.831	*292.94*	*03/01/12*	*298.91*	*-5.97*	*Sale*	
	16.070	*157.81*	*04/02/12*	*160.22*	*-2.41*	*Sale*	
	15.621	*153.40*	*05/01/12*	*155.43*	*-2.03*	*Sale*	
	16.529	*162.31*	*06/01/12*	*161.16*	*1.15*	*Sale*	
	15.954	*156.67*	*07/02/12*	*156.35*	*0.32*	*Sale*	
07/18/12	160.674	1,577.82	VARIOUS	1,592.72	-14.90	Total of 7 lots	

Oppenheimer & Co. Inc. Account G220001288

Proceeds from Broker and Barter Exchange Transactions
(continued)

2012

1c - SHORT-TERM TRANSACTIONS ***6 - COVERED tax lot for which cost basis is reported to the IRS*****

Report on Form 8949, Part I, with Box A checked

These columns are not reported to the IRS

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
HUSSMAN STRATEGIC TOTAL RETURN FD / CUSIP: 448108209 / Symbol: HSTRX							
02/22/12	15.627	193.62	01/03/12	192.21	1.41	Sale	
JPMORGAN CHASE & CO COM / CUSIP: 46625H100 / Symbol: JPM							
09/19/12	500.000	20,725.03	07/18/12	17,494.50	3,230.53	Sale	
LOOMIS STRATEGIC INCM A OPEN END / CUSIP: 543487284 / Symbol: NEFZX							
	8 tax lots for 07/18/12. Total proceeds (and cost when required) reported to the IRS.						
	19.093	*284.29*	*01/26/12*	*281.62*	*2.67*	*Sale*	
	6,361.829	*94,727.64*	*02/22/12*	*96,000.00*	*-1,272.36*	*Sale*	
	25.235	*375.75*	*02/27/12*	*380.54*	*-4.79*	*Sale*	
	28.349	*422.12*	*02/28/12*	*427.51*	*-5.39*	*Sale*	
	40.633	*605.03*	*03/27/12*	*614.78*	*-9.75*	*Sale*	
	47.667	*709.76*	*04/25/12*	*715.01*	*-5.25*	*Sale*	
	67.815	*1,009.77*	*05/25/12*	*986.71*	*23.06*	*Sale*	
	48.638	*724.22*	*06/26/12*	*716.93*	*7.29*	*Sale*	
07/18/12	6,639.259	98,858.58	VARIOUS	100,123.10	-1,264.52	Total of 8 lots	
MERGER FUND-SBI OPEN END SBI/CBI / CUSIP: 589509108 / Symbol: MERFX							
11/07/12	98.695	1,555.43	01/03/12	1,537.67	17.76	Sale	
NUVEEN TRADEWINDS VALUE OPPTY CLASS A / CUSIP: 67064Y669 / Symbol: NVOAX							
02/21/12	99.620	3,357.19	01/03/12	3,015.51	341.68	Sale	
TEMPLETON GLOBAL BD FD CL A / CUSIP. 880208103 / Symbol: TPINX							
	2 tax lots for 02/21/12. Total proceeds (and cost when required) reported to the IRS.						
	24.393	*322.72*	*01/19/12*	*308.33*	*14.39*	*Sale*	
	23.522	*311.20*	*02/17/12*	*309.55*	*1.65*	*Sale*	
02/21/12	47.915	633.92	VARIOUS	617.88	16.04	Total of 2 lots	
VANGUARD BOND INDEX FD INC SHORT TERM PORT / CUSIP: 921937207 / Symbol: VBISX							
	8 tax lots for 07/18/12. Total proceeds (and cost when required) reported to the IRS.						
	5.169	*55.10*	*01/03/12*	*54.84*	*0.26*	*Sale*	
	5.059	*53.93*	*02/01/12*	*53.93*	*0.00*	*Sale*	
	1,034.807	*11,031.04*	*02/22/12*	*11,000.00*	*31.04*	*Sale*	

Oppenheimer & Co. Inc. Account: G220001288

2012

Proceeds from Broker and Barter Exchange Transactions
(continued)

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS: Gain or loss, Additional Information, Notes

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
VANGUARD BOND INDEX FD INC SHORT TERM PORT / CUSIP: 921937207 / Symbol: VBISX (cont'd)							
	5.006	53.36	03/01/12	53.26	0.10	Sale	
	8.164	87.03	04/02/12	86.63	0.40	Sale	
	6.124	65.28	05/01/12	65.16	0.12	Sale	
	6.216	66.26	06/01/12	66.14	0.12	Sale	
	5.827	62.12	07/02/12	61.94	0.18	Sale	
07/18/12	1,076.372	11,474.12	VARIOUS	11,441.90	32.22	Total of 8 lots	
Line (a) Form 990-PF	Totals:	354,768.47		350,102.04	4,666.43		

SHORT-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS: Date of acquisition, Cost or other basis, Gain or loss, Additional Information, Notes

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
ALLIANZ NFJ GLOBAL DIVIDEND VALUE FUND CLASS A / CUSIP: 01900C748 / Symbol: ANUAX							
	5 tax lots for 02/21/12. Total proceeds (and cost when required) reported to the IRS.						
	93.162	1,751.45	03/21/11	1,744.93	6.52	Sale	
	97.221	1,827.75	06/20/11	1,819.00	8.75	Sale	
	35.857	674.11	09/26/11	555.42	118.69	Sale	
	126.434	2,376.96	12/19/11	2,074.77	302.19	Sale	
	13.706	257.67	12/27/11	231.22	26.45	Sale	
02/21/12	366.380	6,887.94	VARIOUS	6,425.34	462.60	Total of 5 lots	
ARBITRAGE FDS CL R / CUSIP. 03875R106 / Symbol: ARBFX							
11/07/12	96.284	1,195.85	12/20/11	1,234.37	-38.52	Sale	
BLACKROCK GLOBAL ALLOC FD A OPEN END / CUSIP: 09251T103 / Symbol: MDLOX							
	2 tax lots for 02/21/12. Total proceeds (and cost when required) reported to the IRS.						
	51.599	1,010.31	07/22/11	1,045.39	-35.08	Sale	
	149.395	2,925.15	12/20/11	2,645.78	279.37	Sale	
02/21/12	200.994	3,935.46	VARIOUS	3,691.17	244.29	Total of 2 lots	

Oppenheimer & Co. Inc. Account: G220001288

Proceeds from Broker and Barter Exchange Transactions
(continued)

2012

SHORT-TERM TRANSACTIONS _6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**_

Report on Form 8949, Part I, with Box B checked

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
8 - Description / CUSIP / 1d - Symbol				These columns are not reported to the IRS			
EATON VANCE F/R FUND CL A OPEN END / CUSIP: 277911129 / Symbol: EVBLX							
10 tax lots for 02/22/12. Total proceeds (and cost when required) reported to the IRS.							
	23.015	213.35	03/01/11	216.34	-2.99	Sale	
	26.355	244.31	04/01/11	247.21	-2.90	Sale	
	25.389	235.36	05/02/11	238.66	-3.30	Sale	
	26.404	244.77	06/01/11	247.93	-3.16	Sale	
	26.583	246.42	07/01/11	248.02	-1.60	Sale	
	28.129	260.76	08/01/11	262.16	-1.40	Sale	
	30.419	281.98	09/01/11	271.64	10.34	Sale	
	29.516	273.61	10/03/11	264.17	9.44	Sale	
	30.966	287.05	11/01/11	283.65	3.40	Sale	
	28.578	264.92	12/01/11	259.49	5.43	Sale	
02/22/12	275.354	2,552.53	VARIOUS	2,539.27	13.26	Total of 10 lots	
EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FD CL A / CUSIP: 277923736 / Symbol: EAGMX							
5 tax lots for 07/18/12. Total proceeds (and cost when required) reported to the IRS.							
	32.000	314.24	08/01/11	325.44	-11.20	Sale	
	32.252	316.71	09/01/11	326.39	-9.68	Sale	
	32.162	315.83	10/03/11	316.80	-0.97	Sale	
	32.955	323.62	11/01/11	328.23	-4.61	Sale	
	32.187	316.08	12/01/11	318.65	-2.57	Sale	
07/18/12	161.556	1,586.48	VARIOUS	1,615.51	-29.03	Total of 5 lots	
HUSSMAN STRATEGIC TOTAL RETURN FD / CUSIP: 448108209 / Symbol: HSTRX							
4 tax lots for 02/22/12. Total proceeds (and cost when required) reported to the IRS.							
	5.299	65.65	04/04/11	64.33	1.32	Sale	
	15.317	189.78	07/05/11	186.72	3.06	Sale	
	8.798	109.01	10/04/11	109.71	-0.70	Sale	
	119.834	1,484.74	11/22/11	1,488.34	-3.60	Sale	
02/22/12	149.248	1,849.18	VARIOUS	1,849.10	0.08	Total of 4 lots	
LOOMIS STRATEGIC INCM A OPEN END / CUSIP. 543487284 / Symbol: NEFZX							
6 tax lots for 07/18/12. Total proceeds (and cost when required) reported to the IRS.							
	23.223	345.79	07/28/11	360.66	-14.87	Sale	

Oppenheimer & Co. Inc. Account G220001288

2012

Proceeds from Broker and Barter Exchange Transactions (continued)

SHORT-TERM TRANSACTIONS ***6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS*****

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis (These columns are not reported to the IRS)	Gain or loss	Additional information	Notes
LOOMIS STRATEGIC INCM A OPEN END / CUSIP: 543487284 / Symbol: NEFZX (cont'd)							
	24.755	368.60	08/25/11	367.12	1.48	Sale	
	24.244	360.99	09/22/11	356.14	4.85	Sale	
	23.375	348.05	10/27/11	345.01	3.04	Sale	
	32.811	488.56	11/25/11	467.88	20.68	Sale	
	67.317	1,002.35	12/22/11	958.59	43.76	Sale	
07/18/12	195.725	2,914.34	VARIOUS	2,855.40	58.94	Total of 6 lots	
NUVEEN TRADEWINDS VALUE OPPTY CLASS A / CUSIP: 67064Y669 / Symbol: NVOAX							
02/21/12	248.127	8,361.88	12/19/11	7,575.30	786.58	Sale	
PIMCO ALL ASSET FUND-A OPEN END / CUSIP: 72200Q711 / Symbol: PASAX							
	4 tax lots for 02/21/12. Total proceeds (and cost when required) reported to the IRS.						
	43.176	523.72	03/21/11	523.29	0.43	Sale	
	97.061	1,177.35	06/20/11	1,189.97	-12.62	Sale	
	134.287	1,628.90	09/19/11	1,600.70	28.20	Sale	
	417.229	5,060.99	12/30/11	4,756.41	304.58	Sale	
02/21/12	691.753	8,390.96	VARIOUS	8,070.37	320.59	Total of 4 lots	
TEMPLETON GLOBAL BD FD CL A / CUSIP: 880208103 / Symbol: TPINX							
	10 tax lots for 02/21/12. Total proceeds (and cost when required) reported to the IRS.						
	21.682	286.85	03/17/11	290.54	-3.69	Sale	
	20.995	277.76	04/19/11	291.62	-13.86	Sale	
	21.223	280.78	05/18/11	292.67	-11.89	Sale	
	21.239	280.99	06/17/11	293.73	-12.74	Sale	
	21.239	280.99	07/19/11	294.80	-13.81	Sale	
	21.548	285.08	08/17/11	295.86	-10.78	Sale	
	22.310	295.16	09/19/11	296.94	-1.78	Sale	
	22.962	303.79	10/19/11	298.05	5.74	Sale	
	23.284	308.05	11/17/11	299.20	8.85	Sale	
	159.315	2,107.74	12/19/11	1,959.57	148.17	Sale	
02/21/12	355.797	4,707.19	VARIOUS	4,612.98	94.21	Total of 10 lots	

Oppenheimer & Co. Inc. — Account: G220001288

2012

Proceeds from Broker and Barter Exchange Transactions
(continued)

SHORT-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**
Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional information	Notes
VANGUARD BOND INDEX FD INC SHORT TERM PORT / CUSIP: 921937207 / Symbol: VBISX							
	6 tax lots for 07/18/12. Total proceeds (and cost when required) reported to the IRS.						
	11.414	*121.67*	*08/01/11*	*121.90*	*-0.23*	*Sale*	
	10.195	*108.68*	*09/01/11*	*109.09*	*-0.41*	*Sale*	
	5.369	*57.23*	*10/03/11*	*57.23*	*0.00*	*Sale*	
	5.399	*57.55*	*11/01/11*	*57.66*	*-0.11*	*Sale*	
	5.089	*54.25*	*12/01/11*	*54.15*	*0.10*	*Sale*	
	17.495	*186.50*	*12/23/11*	*185.28*	*1.22*	*Sale*	
07/18/12	54.961	585.88	VARIOUS	585.31	0.57	Total of 6 lots	
Line (3)	**Totals:**	**42,967.69**		**41,054.12**	**1,913.57**		

Form 990-PF

LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**
Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional information	Notes
ALLIANZ NFJ GLOBAL DIVIDEND VALUE FUND CLASS A / CUSIP: 01900C748 / Symbol. ANUAX							
02/21/12	6,666.667	125,333.34	02/01/11	130,000.00	-4,666.66	Sale	
ARBITRAGE FDS CL R / CUSIP: 03875R106 / Symbol: ARBFX							
	2 tax lots for 11/07/12 Total proceeds (and cost when required) reported to the IRS.						
	4,045.276	*50,242.33*	*07/19/10*	*51,213.19*	*-970.86*	*Sale*	
	135.219	*1,679.42*	*12/20/10*	*1,703.76*	*-24.34*	*Sale*	
11/07/12	4,180.495	51,921.75	VARIOUS	52,916.95	-995.20	Total of 2 lots	
BERWYN FDS INCOME FD / CUSIP: 086233202 / Symbol: BERIX							
07/18/12	2,599.388	34,000.00	07/19/10	33,688.07	311.93	Sale	
11/07/12	1,499.250	20,000.00	07/19/10	19,430.28	569.72	Sale	
	Security total:	54,000.00		53,118.35	881.65		

These columns (Cost or other basis, Gain or loss, Additional information, Notes) are not reported to the IRS

Oppenheimer & Co. Inc. Account G220001288

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

LONG-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol				These columns are not reported to the IRS			
1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
BLACKROCK GLOBAL ALLOC FD A OPEN END / CUSIP: 09251T103 / Symbol: MDLOX							
	6 tax lots for 02/21/12. Total proceeds (and cost when required) reported to the IRS.						
	5,935.057	*116,208.42*	*02/12/09*	*85,998.98*	*30,209.44*	*Sale*	
	117.182	*2,294.42*	*07/24/09*	*1,919.44*	*374.98*	*Sale*	
	233.333	*4,568.66*	*11/20/09*	*4,200.00*	*368.66*	*Sale*	
	343.121	*6,718.31*	*12/21/09*	*6,086.97*	*631.34*	*Sale*	
	47.829	*936.49*	*07/23/10*	*842.27*	*94.22*	*Sale*	
	84.318	*1,650.95*	*12/21/10*	*1,610.47*	*40.48*	*Sale*	
02/21/12	6,760.840	132,377.25	VARIOUS	100,658.13	31,719.12	Total of 6 lots	
EATON VANCE F/R FUND CL A OPEN END / CUSIP: 277911129 / Symbol: EVBLX							
02/22/12	8,528.785	79,061.84	02/01/11	80,000.00	-938.16	Sale	
EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FD CL A / CUSIP: 277923736 / Symbol: EAGMX							
02/22/12	5,677.291	57,000.00	07/19/10	58,532.87	-1,532.87	Sale	
	13 tax lots for 07/18/12. Total proceeds (and cost when required) reported to the IRS.						
	4,400.883	*43,216.67*	*07/19/10*	*45,373.10*	*-2,156.43*	*Sale*	
	39.052	*383.49*	*08/02/10*	*403.80*	*-20.31*	*Sale*	
	68.638	*674.03*	*09/01/10*	*711.09*	*-37.06*	*Sale*	
	66.685	*654.85*	*10/01/10*	*690.86*	*-36.01*	*Sale*	
	69.424	*681.74*	*11/01/10*	*716.46*	*-34.72*	*Sale*	
	67.381	*661.68*	*12/01/10*	*696.05*	*-34.37*	*Sale*	
	70.232	*689.68*	*01/03/11*	*721.98*	*-32.30*	*Sale*	
	70.827	*695.52*	*02/01/11*	*724.56*	*-29.04*	*Sale*	
	37.849	*371.68*	*03/01/11*	*387.20*	*-15.52*	*Sale*	
	35.988	*353.40*	*04/01/11*	*367.08*	*-13.68*	*Sale*	
	34.742	*341.17*	*05/02/11*	*356.45*	*-15.28*	*Sale*	
	31.608	*310.39*	*06/01/11*	*323.35*	*-12.96*	*Sale*	
	30.881	*303.25*	*07/01/11*	*314.06*	*-10.81*	*Sale*	
07/18/12	5,024.190	49,337.55	VARIOUS	51,786.04	-2,448.49	Total of 13 lots	
	Security total:	106,337.55		110,318.91	-3,981.36		
FIRST EAGLE GLOBAL FD A OPEN END / CUSIP: 32008F507 / Symbol: SGENX							
	2 tax lots for 02/21/12. Total proceeds (and cost when required) reported to the IRS.						
	2,638.642	*128,739.33*	*02/11/09*	*82,932.52*	*45,806.81*	*Sale*	

Oppenheimer & Co. Inc. Account G220001288

2012

Proceeds from Broker and Barter Exchange Transactions
(continued)

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***
Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis (These columns are not reported to the IRS)	Gain or loss	Additional Information	Notes
FIRST EAGLE GLOBAL FD A OPEN END / CUSIP: 32008F507 / Symbol: SGENX (cont'd)							
	1,358.079	*66,260.67*	*02/12/09*	*42,467.12*	*23,793.55*	*Sale*	
02/21/12	3,996.721	195,000.00	VARIOUS	125,399.64	69,600.36	Total of 2 lots	
HUSSMAN STRATEGIC TOTAL RETURN FD / CUSIP: 448108209 / Symbol: HSTRX							
4 tax lots for 02/22/12. Total proceeds (and cost when required) reported to the IRS.							
	6,055.480	*75,027.39*	*07/19/10*	*74,906.28*	*121.11*	*Sale*	
	17.543	*217.36*	*10/04/10*	*223.85*	*-6.49*	*Sale*	
	327.998	*4,063.90*	*11/23/10*	*4,024.53*	*39.37*	*Sale*	
	32.181	*398.72*	*01/03/11*	*390.36*	*8.36*	*Sale*	
02/22/12	6,433.202	79,707.37	VARIOUS	79,545.02	162.35	Total of 4 lots	
IVA WORLDWIDE FD CL A OPEN END / CUSIP: 45070A107 / Symbol: IVWAX							
02/21/12	4,570.384	75,000.00	02/19/10	67,047.53	7,952.47	Sale	
LOOMIS STRATEGIC INCM A OPEN END / CUSIP: 543487284 / Symbol: NEFZX							
26 tax lots for 07/18/12. Total proceeds (and cost when required) reported to the IRS.							
	3,797.532	*56,545.25*	*06/02/09*	*45,152.66*	*11,392.60*	*Sale*	
	131.281	*1,954.77*	*06/25/09*	*1,566.18*	*388.59*	*Sale*	
	136.211	*2,028.18*	*07/30/09*	*1,691.74*	*336.44*	*Sale*	
	144.745	*2,155.25*	*08/27/09*	*1,855.63*	*299.62*	*Sale*	
	122.988	*1,831.29*	*09/24/09*	*1,633.28*	*198.01*	*Sale*	
	133.545	*1,988.49*	*10/29/09*	*1,800.19*	*188.30*	*Sale*	
	81.463	*1,212.98*	*11/27/09*	*1,111.97*	*101.01*	*Sale*	
	87.628	*1,304.78*	*12/24/09*	*1,202.26*	*102.52*	*Sale*	
	86.289	*1,284.84*	*01/28/10*	*1,198.56*	*86.28*	*Sale*	
	82.257	*1,224.81*	*02/25/10*	*1,140.90*	*83.91*	*Sale*	
	74.978	*1,116.42*	*03/25/10*	*1,072.19*	*44.23*	*Sale*	
	77.400	*1,152.49*	*04/29/10*	*1,117.65*	*34.84*	*Sale*	
	80.314	*1,195.88*	*05/28/10*	*1,109.13*	*86.75*	*Sale*	
	81.077	*1,207.24*	*06/24/10*	*1,138.32*	*68.92*	*Sale*	
	61.808	*920.32*	*07/29/10*	*883.23*	*37.09*	*Sale*	
	21 971	*327.15*	*08/26/10*	*314.40*	*12.75*	*Sale*	
	23.478	*349.59*	*09/23/10*	*342.78*	*6.81*	*Sale*	
	22.664	*337.47*	*10/28/10*	*337.01*	*0.46*	*Sale*	
	23.541	*350.53*	*11/26/10*	*345.82*	*4.71*	*Sale*	

Oppenheimer & Co. Inc. | Account: G220001288

2012

Proceeds from Broker and Barter Exchange Transactions
(continued)

LONG-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional information	Notes
LOOMIS STRATEGIC INCM A OPEN END / CUSIP: 543487284 / Symbol: NEFZX (cont'd)							
	34.383	511.96	12/23/10	502.34	9.62	Sale	
	24.381	363.03	01/27/11	364.49	-1.46	Sale	
	24.644	366.95	02/24/11	369.90	-2.95	Sale	
	23.655	352.22	03/24/11	355.54	-3.32	Sale	
	23.030	342.92	04/28/11	356.04	-13.12	Sale	
	23.388	348.25	05/26/11	361.34	-13.09	Sale	
	23.360	347.83	06/23/11	356.94	-9.11	Sale	
07/18/12	5,448.011	81,120.89	VARIOUS	67,680.49	13,440.41	Total of 26 lots	
MERGER FUND-SBI OPEN END SBI/CBI / CUSIP: 589509108 / Symbol: MERFX							
	4 tax lots for 11/07/12. Total proceeds (and cost when required) reported to the IRS.						
	2,826.768	44,549.86	11/20/09	43,645.30	904.57	Sale	
	0.087	1.37	12/31/09	1.35	0.02	Sale	
	482.428	7,603.07	07/19/10	7,550.00	53.07	Sale	
	93.024	1,466.06	12/31/10	1,467.92	-1.86	Sale	
11/07/12	3,402.307	53,620.36	VARIOUS	52,664.57	955.80	Total of 4 lots	
ALTEGRIS MANAGED FUTURES STRAT FUND CLASS A / CUSIP: 66537V351 / Symbol. MFTAX							
02/22/12	4,748.338	45,394.11	02/01/11	50,000.00	-4,605.89	Sale	
MUTUALHEDGE FRONTIER LEGENDS FUND CLASS A / CUSIP: 66537V682 / Symbol: MHFAX							
07/18/12	3,310.613	34,000.00	02/01/11	34,198.63	-198.63	Sale	
NUVEEN TRADEWINDS VALUE OPPTY CLASS A / CUSIP: 67064Y669 / Symbol: NVOAX							
	4 tax lots for 02/21/12. Total proceeds (and cost when required) reported to the IRS.						
	1,543.669	52,021.64	06/02/09	39,116.57	12,905.07	Sale	
	2,002.661	67,489.67	07/19/10	60,200.00	7,289.67	Sale	
	145.406	4,900.18	12/15/10	5,089.18	-189.00	Sale	
	65.858	2,219.41	01/03/11	2,303.73	-84.32	Sale	
02/21/12	3,757.594	126,630.90	VARIOUS	106,709.48	19,921.42	Total of 4 lots	
PIMCO ALL ASSET FUND-A OPEN END / CUSIP· 72200Q711 / Symbol: PASAX							
	5 tax lots for 02/21/12. Total proceeds (and cost when required) reported to the IRS.						
	6,683.587	81,071.91	07/19/10	79,000.00	2,071.91	Sale	

Oppenheimer & Co. Inc. Account G220001288

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

LONG-TERM TRANSACTIONS ***6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS*****

Report on Form 8949, Part II, with Box B checked

These columns are not reported to the IRS

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
PIMCO ALL ASSET FUND-A OPEN END / CUSIP: 72200Q711 / Symbol: PASAX (cont'd)							
	70.783	858.60	09/20/10	862.85	-4.25	Sale	
	313.770	3,806.03	01/04/11	3,755.83	50.20	Sale	
	3,582.774	43,459.05	02/01/11	43,244.08	214.97	Sale	
	0.308	3.74	02/02/11	3.72	0.02	Sale	
02/21/12	10,651.222	129,199.33	VARIOUS	126,866.48	2,332.85	Total of 5 lots	
SPDR GOLD TRUST GOLD SHS / CUSIP: 78463V107 / Symbol: GLD							CL
2 tax lots for 07/18/12. Total proceeds (and cost when required) reported to the IRS.							
	245.000	37,445.20	11/20/09	27,613.95	9,831.25	Sale	
	265.000	40,501.96	07/19/10	30,641.90	9,860.06	Sale	
07/18/12	510.000	77,947.16	VARIOUS	58,255.85	19,691.31	Total of 2 lots	
TEMPLETON GLOBAL BD FD CL A / CUSIP: 880208103 / Symbol: TPINX							
8 tax lots for 02/21/12. Total proceeds (and cost when required) reported to the IRS.							
	5,591.687	73,978.02	07/19/10	72,300.51	1,677.50	Sale	
	22.832	302.07	08/20/10	305.49	-3.42	Sale	
	22.646	299.61	09/17/10	306.63	-7.02	Sale	
	22.270	294.63	10/19/10	307.77	-13.14	Sale	
	22.728	300.69	11/17/10	308.88	-8.19	Sale	
	84.041	1,111.86	12/17/10	1,127.83	-15.97	Sale	
	23.207	307.03	01/20/11	314.22	-7.19	Sale	
	21.379	282.84	02/17/11	289.47	-6.63	Sale	
02/21/12	5,810.790	76,876.75	VARIOUS	75,260.80	1,615.94	Total of 8 lots	
THORNBURG INVESTMENT INCOME BUILDER FD-A / CUSIP: 885215558 / Symbol: TIBAX							
07/18/12	543.478	10,000.00	06/02/09	8,331.52	1,668.48	Sale	
VANGUARD BOND INDEX FD INC SHORT TERM PORT / CUSIP: 921937207 / Symbol. VBISX							
24 tax lots for 07/18/12. Total proceeds (and cost when required) reported to the IRS.							
	3,127.130	33,335.21	11/20/09	32,897.41	437.80	Sale	
	11.349	120.98	12/01/09	119.85	1.13	Sale	
	2.058	21.94	12/24/09	21.53	0.41	Sale	
	44.099	470.10	01/04/10	459.51	10.59	Sale	
	43.179	460.29	02/01/10	454.24	6.05	Sale	

Oppenheimer & Co. Inc.

2012

Account: G220001288

Proceeds from Broker and Barter Exchange Transactions
(continued)

LONG-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
VANGUARD BOND INDEX FD INC SHORT TERM PORT / CUSIP: 921937207 / Symbol: VBISX (cont'd)							
	38.565	411.10	03/01/10	405.70	5.40	Sale	
	56.814	605.64	04/01/10	594.85	10.79	Sale	
	40.737	434.26	05/03/10	428.15	6.11	Sale	
	41.616	443.63	06/01/10	438.22	5.41	Sale	
	39.085	416.65	07/01/10	414.30	2.35	Sale	
	36.247	386.39	08/02/10	386.39	0.00	Sale	
	24.629	262.55	09/01/10	263.53	-0.98	Sale	
	23.555	251.10	10/01/10	252.27	-1.17	Sale	
	24.103	256.94	11/01/10	258.87	-1.93	Sale	
	23.315	248.54	12/01/10	249.00	-0.46	Sale	
	54.060	576.28	12/27/10	569.25	7.03	Sale	
	24.357	259.65	01/03/11	256.97	2.68	Sale	
	24.145	257.39	02/01/11	255.21	2.18	Sale	
	11.739	125.14	03/02/11	123.73	1.41	Sale	
	5.641	60.13	03/23/11	59.46	0.67	Sale	
	12.476	132.99	04/01/11	131.00	1.99	Sale	
	11.677	124.48	05/02/11	123.54	0.94	Sale	
	11.900	126.85	06/01/11	126.50	0.35	Sale	
	11.308	120.54	07/01/11	119.98	0.56	Sale	
07/18/12	3,743.784	39,908.77	VARIOUS	39,409.46	499.31	Total of 24 lots	
Line 4 totals Form 990-PF	Totals:	1,573,437.37		1,418,381.81	155,055.57		

UNDETERMINED TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Consult your investment records for the cost basis and/or the date of acqusition to determine whether the transactions in this section are long term or short term

Report on Form 8949, either Part I or Part II as appropriate, with Box B checked.

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
SPDR GOLD TRUST GOLD SHS / CUSIP: 78463V107 / Symbol: GLD							
01/11/12	0.000	26.61	N/A	...	...	Principal payment Cost Basis Factor = 0.000328284	CL 16
02/14/12	0.000	25.67	N/A	...	...	Principal payment Cost Basis Factor = 0.000300711	16

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	$ 15	$	$ 15
RENTAL INCOME	36,000		36,000
INTEREST INCOME - NOTE RECEIV	11,933		11,933
TOTAL	$ 47,948	$ 0	$ 47,948

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROFESSIONAL FEES	$ 5,771	$	$ 4,921	$ 850
TOTAL	$ 5,771	$ 0	$ 4,921	$ 850

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX EXPENSE	$ 873	$	$ 873	$
PROPERTY TAXES	7,200		7,200	
PAYROLL TAXES	1,377		1,377	
EXCISE TAXES	4,764			
TOTAL	$ 14,214	$ 0	$ 9,450	$ 0

Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation

Description / Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
LAND & BUILDING							
1/01/09 $	50,000 $			0 $		$	$

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
LAND AND BUILDING							
8/12/10	$ 360,125	$ 12,697	S/L	39	$ 9,234	$	$
TOTAL	$ 410,125	$ 12,697			$ 9,234	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
YARD MAINTENANCE	598		591	
NEWSPAPER AD	527		527	
ANNUAL BOARD MEETING	3,498		3,498	
OFFICE SUPPLIES	166		166	
ANNUAL FEE	24,223	24,223		
REPAIRS	5,000		5,000	
INVESTMENT EXPENSES	154	154		
TOTAL	$ 34,166	$ 24,377	$ 9,782	$ 0

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MUTUAL FUNDS EQUITY	$ 2,347,793	$ 2,405,232	COST	$ 2,491,372
TOTAL	$ 2,347,793	$ 2,405,232		$ 2,491,372

Statement 7 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
LAND AND BUILDING - 1941 ENGLISH RO	$ 347,428	$ 360,125	$ 21,931	$ 362,800
LAND & BUILDING	50,000	50,000		136,900
TOTAL	$ 397,428	$ 410,125	$ 21,931	$ 499,700

Statement 8 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
PAYROLL WITHHOLDING	$	$
FEDERAL WITHHOLDING	450	450
FICA WITHHOLDING	254	254
NC INCOME TAX WITHHOLDING	150	150
TOTAL	$ 854	$ 854

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172
2012
Attachment Sequence No **179**

Name(s) shown on return: WHITENER FOUNDATION

Identifying number: 52-1467548

Business or activity to which this form relates: INDIRECT DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ▶	13	

Note: Do not use Part II or Part III below for listed property Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	9,234
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	9,234
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

DAA

THERE ARE NO AMOUNTS FOR PAGE 2

Federal Asset Report
Form 990, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179	Bonus	Basis for Depr	Per	Conv	Meth	Prior	Current
Prior MACRS:												
2	LAND AND BUILDING	8/12/10	360,125				360,125	39	MM	S/L	12,697	9,234
			360,125				360,125				12,697	9,234
Other Depreciation:												
1	LAND & BUILDING	1/01/09	50,000				50,000	0	--	Land	0	0
	Total Other Depreciation		50,000				50,000				0	0
	Total ACRS and Other Depreciation		50,000				50,000				0	0
	Grand Totals		410,125				410,125				12,697	9,234
	Less: Dispositions and Transfers		0				0				0	0
	Less: Start-up/Org Expense		0				0				0	0
	Net Grand Totals		410,125				410,125				12,697	9,234

Depreciation Adjustment Report
All Business Activities

Form	Unit	Asset	Description	Tax	AMT	AMT Adjustments/ Preferences
MACRS Adjustments:						
Page 1	1	2	LAND AND BUILDING	9,234	9,234	0
				9,234	9,234	0

Forms **990 / 990-PF**

Other Notes and Loans Receivable

2012

For calendar year 2012, or tax year beginning , and ending

Name: WHITENER FOUNDATION

Employer Identification Number: 52-1467548

FORM 990-PF, PART II, LINE 7 - ADDITIONAL INFORMATION

	Name of borrower	Relationship to disqualified person
(1)	WOODWORKERS SUPPLY, INC.	
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

	Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)	740,000	07/20/11	01/31/27	MONTHLY PAYMENTS OF $995	1.631
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

	Security provided by borrower	Purpose of loan
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

	Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value (990-PF only)
(1)		740,000	740,000	740,000
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
Totals		740,000	740,000	740,000

Form 990-PF

Interest and Penalty Worksheets

2012

For calendar year 2012, or tax year beginning , and ending

Name: WHITENER FOUNDATION

Taxpayer Identification Number: 52-1467548

Interest on Late Payments and Failure to File Worksheet

Description	Amount	Balance	No. of Days	Rate	Late Interest
TAX ON RETURN 5/15	506	506			
INTEREST 5/16-6/30		506	46	3.00	2
INTEREST 7/1-7/10		508	10	3.00	

Total interest on late payments	2
Total failure to file penalty	

Failure to Pay Penalty Worksheet

Description	Amount	Balance	No. of Months	FTP Penalty
TAX FOR PENALTY 5/15-7/10		506	2	5

Total failure to pay penalty	5

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Chanties & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	WHITENER FOUNDATION	52-1467548
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. P. O. BOX 1856	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HIGH POINT NC 27261-1856	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MARSHALL PITTMAN
P.O. BOX 1856
HIGH POINT NC 27261-1856

Telephone No. ▶ 336-884-2269 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning , and ending .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.