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Form **990-PF**

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation HUBERT A. RITCHIE FOUNDATION		A Employer identification number 54-6481375
Number and street (or P O box number if mail is not delivered to street address) 38 WEST FIRST AVENUE	Room/suite	B Telephone number (see instructions) 704-213-4651
City or town, state, and ZIP code LEXINGTON NC 27292		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) \$ 4,388,823	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) (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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	67,197	62,518		
	4 Dividends and interest from securities	90,784	90,784		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	80,235			
	b Gross sales price for all assets on line 6a 1,150,391				
	7 Capital gain net income (from Part IV, line 2)		80,235		
	8 Net short-term capital gain			0	
	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	3,126	3,126			
12 Total. Add lines 1 through 11	241,342	236,663	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	64,344	16,836		47,508
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 2	1,040			520
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 3	8,324	503		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (att sch) Stmt 4	9,649	199			
24 Total operating and administrative expenses. Add lines 13 through 23	83,357	17,538	0	48,028	
25 Contributions, gifts, grants paid	208,600			208,600	
26 Total expenses and disbursements. Add lines 24 and 25	291,957	17,538	0	256,628	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-50,615				
b Net investment income (if negative, enter -0-)		219,125			
c Adjusted net income (if negative, enter -0-)			0		

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	24,315	57,356	57,356
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,770	7,840	7,840
	10a Investments – U S and state government obligations (attach schedule) Stmt 5	417,223	263,469	289,455
	b Investments – corporate stock (attach schedule) See Stmt 6	2,193,426	1,835,452	2,284,528
	c Investments – corporate bonds (attach schedule) See Stmt 7	1,238,653	1,660,655	1,730,644
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) See Statement 8	20,001	20,001	19,000
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	3,895,388	3,844,773	4,388,823	
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 ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	4,228,487	4,228,487	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-333,099	-383,714	
30 Total net assets or fund balances (see instructions)	3,895,388	3,844,773		
31 Total liabilities and net assets/fund balances (see instructions)	3,895,388	3,844,773		

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	3,895,388
2 Enter amount from Part I, line 27a	2	-50,615
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,844,773
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	3,844,773

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED SCHEDULE	P	Various	Various
b	SEE ATTACHED SCHEDULE	P	Various	Various
c	NEWBRIDGE BANK			
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	441,392		433,752	7,640
b	680,466		636,404	44,062
c	28,533			28,533
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h)))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			7,640
b			44,062
c			28,533
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 }	80,235
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 }	7,640

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	217,347	4,351,638	0.049946
2010	203,339	4,032,074	0.050430
2009	220,058	3,686,339	0.059696
2008	252,195	4,562,949	0.055270
2007	278,351	5,163,271	0.053910

2	Total of line 1, column (d)	0.269252
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	0.053850
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4,358,321
5	Multiply line 4 by line 3	234,696
6	Enter 1% of net investment income (1% of Part I, line 27b)	2,191
7	Add lines 5 and 6	236,887
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	256,628

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,191
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	2,191
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	2,191
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,840
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	7,840
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,649
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 5,649 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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 ▶ NEWBRIDGE BANK 38 WEST FIRST AVENUE	Telephone no ▶ 336-242-6435		
	Located at ▶ LEXINGTON	NC	ZIP+4 ▶ 27292	

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ **15**

16 At any time during calendar year 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 ▶

	Yes	No
16		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 checked="" type="checkbox"/> Yes <input 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 ▶ <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <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

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 **6b**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **7b**

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 **7b**

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

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
MS. BARBARA BROWN 6225 HIGHWAY 52 SALISBURY NC 28146	CO-TRUSTEE 1.00	12,000	0	0
MR. TIMMY L ERVIN 585 WEST RITCHIE ROAD SALISBURY NC 28147	CO-TRUSTEE 1.00	12,000	0	0
MR. DONALD MENIUS 1180 EAST RITCHIE ROAD SALISBURY NC 28146	CO-TRUSTEE 1.00	12,000	0	0
NEWBRIDGE BANK 38 WEST FIRST AVENUE LEXINGTON NC 27292	CO-TRUSTEE 1.00	28,344	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	4,424,691
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	4,424,691
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	4,424,691
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	66,370
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,358,321
6	Minimum investment return. Enter 5% of line 5	6	217,916

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	217,916
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,191
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,191
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	215,725
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	215,725
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	215,725

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	256,628
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	256,628
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	2,191
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	254,437

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				215,725
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			24,289	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 256,628				
a Applied to 2011, but not more than line 2a			24,289	
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				215,725
e Remaining amount distributed out of corpus	16,614			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,614			
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	16,614			
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	16,614			

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 LIST				208,600
Total			▶ 3a	208,600
b Approved for future payment N/A				
Total			▶ 3b	

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
RETURN OF CAPITAL	\$ 2,471	\$ 2,471	
UNREAPTURED SEC. 1250 GAIN	655	655	
Total	\$ 3,126	\$ 3,126	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX RETURN PREPREATION	\$ 1,040		\$ 520	
Total	\$ 1,040	\$ 0	\$ 520	

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAX	\$ 173	\$ 173		
FEDERAL EXCISE TAXES	7,821			
FORIGEN TAXES	330	330		
Total	\$ 8,324	\$ 503	\$ 0	

8476 HUBERT A. RITCHIE FOUNDATION
 54-6481375
 FYE: 12/31/2012

Federal Statements

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Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
MISCELLANEOUS	9,450			
INSURANCE	199	199		
Total	9,649	199	0	0
	\$	\$	\$	\$

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GOVERNMENT/AGENCY BONDS - SEE ATTACH	\$ 101,940		Cost	
MUNICIPAL OBLIGATION - SEE ATTACHED	315,283	263,469	Cost	289,455
Total	\$ 417,223	\$ 263,469		\$ 289,455

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

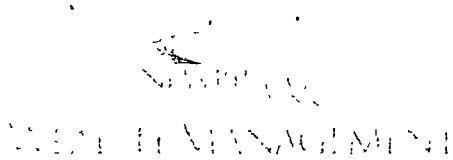
Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCKS - SEE ATTACHED	\$ 2,004,209		Cost	
FIXED INCOME MUTUAL FUNDS - SEE ATTA	123,912	1,835,452	Cost	2,284,528
PREFERRED STOCKS NONCONVERTIBLE - SE	65,305		Cost	
Total	\$ 2,193,426	\$ 1,835,452		\$ 2,284,528

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS - SEE ATTACHED	\$ 1,238,653	1,660,655	Cost	1,730,644
Total	\$ 1,238,653	\$ 1,660,655		\$ 1,730,644

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
REAL ESTATE	\$ 20,001	20,001	Cost	19,000
Total	\$ 20,001	\$ 20,001		\$ 19,000



Account Summary Statement

STATEMENT PERIOD DEC 01, 2012 THROUGH DEC 31, 2012

NEWBRIDGE BANK
38 WEST FIRST AVENUE
LEXINGTON, NC 27292

DONALD L. MENIUS
1180 EAST RITCHIE RD.
SALISBURY, NC 28146

ACCOUNT NAME: **NEWBRIDGE BANK TRUSTEE FOR THE
HUBERT A. RITCHIE FOUNDATION**

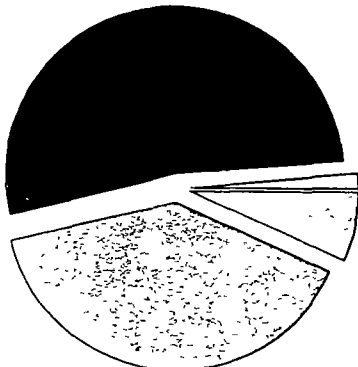
ACCOUNT NUMBER: **7818000160**

ADMINISTRATIVE
OFFICER: **TIM BRITT
336-242-6250
TIM.BRITT
@NEWBRIDGEBANK.COM**

RELATIONSHIP
MANAGER: **NEWBRIDGE BANK**

IMPORTANT INFORMATION

INVESTMENT PORTFOLIO SUMMARY



	MARKET VALUE	PERCENT
CASH AND CASH EQUIVALENTS	57,355 82	1 3%
EQUITY / STOCKS	2,284,528 22	52 4%
FIXED INCOME - TAXABLE	1,730,643 90	39 7%
MUNICIPAL BONDS	289,455 35	6 6%
Total	4,361,983 29	100 0%

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STATEMENT PERIOD DEC 01, 2012 THROUGH DEC 31, 2012

ACCOUNT ACTIVITY SUMMARY

	THIS PERIOD	YEAR TO DATE	REALIZED CAPITAL GAINS / LOSSES		
				THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	4,347,754.80	0 00			
INCOME	48,344 64	186,879 94			
WITHDRAWALS/DISTRIBUTIONS	4,960 00-	222,991 44-	LONG TERM	20,799 48	60,581 93
FEES	2,328 94-	23,705 09-	SHORT TERM	2,866 68	12,365 92
CHANGE IN MARKET VALUE	26,827 21-	4,421,799 88	TOTAL GAINS / LOSSES	23,666.16	72,947.85
ENDING MARKET VALUE	4,361,983.29	4,361,983 29			

PORTFOLIO STATEMENT

DESCRIPTION	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CASH AND CASH EQUIVALENTS				
FEDERATED INV PRIME OBLIGATIONS FUND I #10 MMKT	56,079 30	1 00	57 66	0 10
	56,079 30	1 00	4 49	
CASH	1 276 52			
	1,276 52			
* TOTAL CASH AND CASH EQUIVALENTS	57,355 82		57 66	0 10
	57,355 82		4 49	

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY / STOCKS						
CONSUMER DISCRETIONARY						
HOME DEPOT INC	HD	850 000	52,572 50	61 85	986 00	1 88
			17,535 75	20 63		
KOHL'S CORP	KSS	300 000	12,894 00	42 98	384 00	2 98
			10,613 19	35 38		
LOWE'S COMPANIES INC	LOW	1 000 000	35,520 00	35 52	640 00	1 80
			21,777 57	21 78		
MCDONALD'S CORP	MCD	550 000	48,515 50	88 21	1 694 00	3 49
			27,215 25	49 48		
** TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	149,502 00		3 704 00	2 48
			77 141 76		0 00	
CONSUMER STAPLES						
ALTRIA GROUP INC	MO	475 000	14,934 00	31 44	836 00	5 60
			9,897 49	20 84	209 00	
CVS CAREMARK CORPORATION	CVS	750 000	36,262 50	48 35	675 00	1 86
			24,308 51	32 41		

Account Summary Statement

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STATEMENT PERIOD DEC 01, 2012 THROUGH DEC 31, 2012

PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CONSUMER STAPLES						
PEPSICO INC	PEP	465 000	31,819 95 27,557 36	68 43 59 26	999 75 249 94	3 14
PHILIP MORRIS INTERNATIONAL INC	PM	500 000	41,820 00 26,052 53	83 64 52 11	1,700 00 425 00	4 07
PROCTER & GAMBLE CO	PG	825 000	56,009 25 47,478 32	67 89 57 55	1,854 60	3 31
** TOTAL CONSUMER STAPLES		SUB-TOTAL	180,845 70 135,294 21		6,065 35 883 94	3 35
ENERGY						
APACHE CORPORATION	APA	225 000	17,662 50 14,853 33	78 50 66 01	153 00	0 87
CHEVRON CORP	CVX	350 000	37,849 00 24,433 78	108 14 69 81	1,260 00	3 33
CONOCOPHILLIPS	COP	600 000	34,794 00 25,755 42	57 99 42 93	1,584 00	4 55
EXXON MOBIL CORP	XOM	500 000	43,275 00 31,681 70	86 55 63 36	1,140 00	2 63
OCCIDENTAL PETROLEUM CORP	OXY	288 000	22,063 68 20,028 47	76 61 69 54	622 08	2 82
SPECTRA ENERGY CORP	SE	2,250 000	61,605 00 38,294 76	27 38 17 02	2,745 00	4 46
** TOTAL ENERGY		SUB-TOTAL	217,249 18 155,047 46		7,504 08 0 00	3 45
FINANCIALS						
AMERICAN EXPRESS CO	AXP	250 000	14,370 00 10,988 70	57 48 43 95	200 00	1 39
BB&T CORP	BBT	1,250 000	36,387 50 27,667 48	29 11 22 13	1,000 00	2 75
BROOKFIELD GLBL LISTED INFRAS	INF	600 000	12,090 30 11,541 12	20 15 19 24	840 00	6 95
JP MORGAN CHASE & CO	JPM	500 000	21,984 55 22,814 56	43 97 45 63	600 00	2 73
METLIFE INC	MET	400 000	13 176 00 15 181 03	32 94 37 95	296 00	2 25
** TOTAL FINANCIALS		SUB-TOTAL	98,008 35 88,192 89		2,936 00 0 00	3 00
HEALTH CARE						
ABBOTT LABORATORIES	ABT	400 000	26,200 00 21 819 62	65 50 54 55	224 00	0 85

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STATEMENT PERIOD: DEC 01, 2012 THROUGH DEC 31, 2012

PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
HEALTH CARE						
BAXTER INTERNATIONAL INC	BAX	275 000	18,331 50 15,930 95	66 66 57 93	495 00 123 75	2 70
BRISTOL-MYERS SQUIBB CO	BMJ	900 000	29,331 00 17,982 00	32 59 19 98	1,260 00	4 30
EXPRESS SCRIPTS HO SHS	ESRX	400 000	21,600 00 11,623 05	54 00 29 06		
JOHNSON AND JOHNSON	JNJ	300 000	21,030 00 18,724 43	70 10 62 41	732 00	3 48
ELI LILLY & CO	LLY	650 000	32,058 00 23,253 36	49 32 35 77	1,274 00	3 97
MERCK & CO INC	MRK	750 000	30,705 00 26,956 88	40 94 35 94	1,290 00 322 50	4 20
** TOTAL HEALTH CARE		SUB-TOTAL	179,255 50 136,290 30		5,275 00 446 25	2 94
INDUSTRIAL						
CSX CORP	CSX	1,250 000	24,662 50 25,689 75	19 73 20 55	700 00	2 84
CUMMINS INC	CMI	430 000	46,590 50 38,055 43	108 35 88 50	860 00	1 85
DANAHER CORP	DHR	500 000	27,950 00 16,015 53	55 90 32 03	50 00	0 18
DEERE & COMPANY	DE	225 000	19,444 50 18 150 55	86 42 80 67	414 00 103 50	2 13
GENERAL ELECTRIC CO	GE	2,250 000	47,227 50 67,756 17	20 99 30 11	1,710 00 427 50	3 62
NORFOLK SOUTHERN CORP	NSC	400 000	24,736 00 19,222 67	61 84 48 06	800 00	3 23
RAYTHEON COMPANY	RTN	500 000	28,780 00 24,505 32	57 56 49 01	1,000 00 250 00	3 47
SIEMENS AG SPONS ADR (ISIN #US8261975010 SEDOL #2742689)	SI	200 000	21,894 00 19,511 02	109 47 97 56	572 60	2 62
UNION PACIFIC CORP	UNP	300 000	37,716 00 21 778 42	125 72 72 59	828 00 207 00	2 20
UNITED TECHNOLOGIES CORP	UTX	575 000	47,155 75 36,973 47	82 01 64 30	1 230 50	2 61
** TOTAL INDUSTRIAL		SUB-TOTAL	326,156 75 287 658 33		8,165 10 988 00	2 50
INFORMATION TECHNOLOGY						
EMC CORPORATION MASS	EMC	1 000 000	25,300 00 17 622 51	25 30 17 62		

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STATEMENT PERIOD DEC 01, 2012 THROUGH DEC 31, 2012

PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
INFORMATION TECHNOLOGY						
GOOGLE INC CLASS A	GOOG	73 000	51,638 74 35,922 03	707 38 492 08		
INTEL CORP	INTC	850 000	17,527 00 19,178 07	20 62 22 56	765 00	4 36
INTERNATIONAL BUSINESS MACHINES	IBM	225 000	43,098 75 23,699 43	191 55 105 33	765 00	1 77
MICROSOFT CORP	MSFT	1,000 000	26,709 70 27,316 12	26 71 27 32	920 00	3 44
MICROCHIP TECHNOLOGY INC	MCHP	750 000	24,442 50 24,224 93	32 59 32 30	1,056 00	4 32
ORACLE CORP	ORCL	900 000	29,988 00 17,963 91	33 32 19 96	216 00	0 72
** TOTAL INFORMATION TECHNOLOGY		SUB-TOTAL	218,704 69 165,927 00		3,722 00 0 00	1 70
MATERIALS						
AIR PRODUCTS & CHEMICALS INC	APD	450 000	37,809 00 29,023 76	84 02 64 50	1,152 00 288 00	3 05
DOW CHEMICAL CO	DOW	500 000	16,164 70 18,070 00	32 33 36 14	640 00	3 96
DU PONT E I DE NEMOURS & CO	DD	765 000	34,408 55 20,560 43	44 98 26 88	1,315 80	3 82
FREEPORT-MCMORAN COPPER & GOLD	FCX	750 000	25,650 00 17,544 22	34 20 23 39	937 50	3 65
NEWMONT MINING CORP	NEM	200 000	9,288 00 11,777 68	46 44 58 89	280 00	3 01
** TOTAL MATERIALS		SUB-TOTAL	123,320 25 96,976 09		4,325 30 288 00	3 51
MUTUAL FUNDS - EQUITY						
BUFFALO SMALL CAP FUND #1444	BUFSX	4,000 000	112,680 00 74,999 99	28 17 18 75		
CLEARBRIDGE ENERGY MLP OPPORTUNITY FUND (CLOSED-END)	EMO	750 000	15,555 00 14,505 00	20 74 19 34	1,005 00	6 46
COHEN & STEERS LIMITED DURATION PREFERRED AND INCOME FUND (CLOSED-END)	LDP	700 000	17 528 00 17 500 00	25 04 25 00	1,310 40 37 10	7 48
DUFF & PHELPS GLB UTL INC FD (CLOSED-END)	DPG	764 048	12,889 49 15,165 61	16 87 19 85	1,069 67	8 30
FIDELITY CONTRAFUND #022	FCNTX	331 728	25,732 14 21,704 98	77 57 65 43	69 99	0 27

Account Summary Statement

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STATEMENT PERIOD DEC 01, 2012 THROUGH DEC 31, 2012

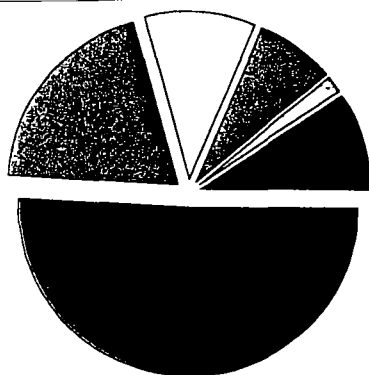
PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MUTUAL FUNDS - EQUITY						
FIDELITY LOW PRICED STOCK FUND #316	FLPSX	2,211 180	87,341 61 81,437 80	39 50 36 83	1,076 84	1 23
FIRST TRUST ENERGY INFRASTRUCTURE (CLOSED-END)	FIF	500 000	10,575 00 10,000 00	21 15 20 00	651 00 55 00	6 16
MERIDIAN GROWTH FUND INC #075	MERDX	1,845 471	73,412 84 74,999 99	39 78 40 64	284 20	0 39
NUVEEN PREFERRED AND INCOME TERM FUND (CLOSED-END)	JPI	704 842	17,303 87 17,618 30	24 55 25 00	1,429 42	8 26
TORTOISE PIPELINE & ENERGY ETF	TTP	400 000	9,752 00 10,000 00	24 38 25 00	652 00	6 69
** TOTAL MUTUAL FUNDS - EQUITY		SUB-TOTAL	382,769 95 337,931 67		7,548 52 92 10	1 97
TELECOMMUNICATION SERVICES						
AT&T INC	T	1,550 000	52,250 50 45 885 36	33 71 29 60	2,790 00	5 34
CENTURYLINK INC	CTL	500 000	19,560 00 21,290 95	39 12 42 58	1,450 00	7 41
VERIZON COMMUNICATIONS INC	VZ	1,065 000	46,082 55 32,651 09	43 27 30 66	2,193 90	4 76
** TOTAL TELECOMMUNICATION SERVICES		SUB-TOTAL	117,893 05 99,827 40		6,433 90 0 00	5 46
UTILITIES						
DUKE ENERGY CORP	DUK	1,921 000	122,569 80 82,655 05	63 80 43 03	5,878 26	4 80
ENTERGY CORP	ETR	700 000	44,625 00 46,812 17	63 75 66 87	2,324 00	5 21
EXELON CORP	EXC	950 000	28,253 00 36,584 03	29 74 38 51	1 995 00	7 06
INTEGRYS ENERGY GROUP INC	TEG	500 000	26,110 00 24,543 24	52 22 49 09	1 360 00	5 21
PG&E CORPORATION	PCG	250 000	10,045 00 9,667 47	40 18 38 67	455 00 113 75	4 53
PPL CORPORATION	PPL	1 000 000	28 630 00 24,694 00	28 63 24 69	1 440 00 360 00	5 03
PUBLIC SERVICE ENTERPRISE GROUP INC	PEG	1 000 000	30 600 00 30,208 70	30 60 30 21	1 420 00	4 64
** TOTAL UTILITIES		SUB-TOTAL	290,822 80 255,164 66		14,872 26 473 75	5 11
* TOTAL EQUITY / STOCKS			2 284,528 22 1 835 451 77		70,551 51 3 172 04	3 09

STATEMENT PERIOD DEC 01, 2012 THROUGH DEC 31, 2012

PORTFOLIO STATEMENT (CONTINUED)

BOND QUALITY SUMMARY



S & P QUALITY RATING	MARKET VALUE	PERCENT
AA+	165,432.00	9.6%
AA-	27,224.50	1.6%
A-	129,454.35	7.5%
BBB+	182,443.95	10.5%
BBB	345,243.60	19.9%
NOT RATED	880,845.50	50.9%
Total	1,730,643.90	100.0%

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ COST	MARKET PRICE/ COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED INCOME - TAXABLE						
AFLAC INC PFD @ 5.5%		1,600,000	40,720.00 40,720.00	25.45 25.45	2,200.00	5.40
AMEREN ILL CO SR NT DTD 04/08/2008 6.25% 04/01/2018	BBB	50,000,000	60,622.50 55,445.46	121.25 110.89	3,125.00 781.25	5.15 2.02
AMEREN ILL CO SR NT DTD 12/09/2008 8.875% 12/15/2013	BBB+	50,000,000	53,515.00 52,983.42	107.03 105.97	4,437.50 197.22	8.29 1.50
AMERICAN FINL GROUP INC OHIO PFD @ 6.375% DTD 06/12/2012 06/12/2042-2017		1,000,000	26,142.20 25,000.00	26.14 25.00	1,594.00	6.10
AMERICAN WTR CAP CORP SR NT DTD 04/15/2008 6.085% 10/15/2017	BBB+	50,000,000	59,760.50 52,665.70	119.52 105.33	3,042.50 642.31	5.09 1.83
APARTMENT INVESTMENT & MGMT CO CL Z PFD		700,000	18,060.00 16,975.00	25.80 24.25	1,225.00 306.25	6.78
BB&T CORP DEP SHS PFD @ 5.85%		1,000,000	25,980.00 25,000.00	25.98 25.00	1,462.00	5.63
BB&T CORP PFD SER E @ 5.625%		1,000,000	25,480.00 25,000.00	25.48 25.00	1,406.00	5.52
CA INC SENIOR NOTE DTD 11/13/2009 5.375% 12/01/2019	BBB+	30,000,000	34,165.20 32,357.88	113.88 107.86	1,612.50 134.38	4.72 3.18
CHESAPEAKE & POTAMAC TELEPHONE MD DEB DTD 05/01/1993 7.15% 05/01/2023-2013	A-	25,000,000	25,415.50 26,916.96	101.66 107.67	1,787.50 297.92	7.03 6.93
CYTEC INDUSTRIES INC SENIOR NOTE DTD 07/06/2009 8.95% 07/01/2017	BBB	20,000,000	25,077.80 23,942.09	125.39 119.71	1,790.00 895.00	7.14 2.92

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STATEMENT PERIOD DEC 01, 2012 THROUGH DEC 31, 2012

PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED INCOME - TAXABLE						
DCP MIDSTREAM LLC NT 144A DTD 11/24/2008 9 7% 12/01/2013	BBB	50,000 000	53,863 50 53,183 14	107 73 106 37	4,850 00 404 17	9 00 1 27
DARDEN RESTAURANTS INC SR NT DTD 08/12/2005 6% 08/15/2035	BBB	35,000 000	38,577 00 37,497 73	110 22 107 14	2,100 00 793 33	5 44 5 31
ENTERGY ARKANSAS INC PFD @ 4 9% 12/01/2052-2017		1,000 000	24,850 00 25,000 00	24 85 25 00	1,225 00	4 93
ENTERGY ARKANSAS INC 1ST MTG BD PFD		400 000	10,684 00 10,000 00	26 71 25 00	575 20	5 38
ENTERGY MISSISSIPPI INC 1ST MTG BD PFD @ 6% 05/01/2051-2016		500 000	13,445 00 12,360 00	26 89 24 72	750 00	5 58
ENTERGY LOUISIANA LLC DTD 07/03/2012		1,000 000	26,220 00 24,980 00	26 22 24 98	1,313 00 328 13	5 01
FEDERAL HOME LOAN BANK CONS BD DTD 04/12/2006 5 375% 04/12/2016	AA+	100,000 000	115,292 00 101,508 17	115 29 101 51	5,375 00 1 179 51	4 66 0 67
GENERAL ELEC CAP CORP DTD 07/27/2012 PRFD 6 25% VARI 6 25% 12/29/2099-2022	AA-	25,000 000	27,224 50 25,687 50	108 90 102 75	1,562 50	5 74
GENERAL ELECTRIC CAPITAL CORP MTN BE SR NT DTD 08/11/2010 VAR 1 06% 08/11/2015	AA+	50,000 000	50,140 00 50,319 28	100 28 100 64	530 00 73 61	1 06
GLADSTONE COML CORP SER C PFD @ 7 125% 01/31/2017-2016		500 000	12,820 00 12,500 00	25 64 25 00	890 50	6 95
GULF POWER CO SR NT 11-A PFD @ 5 75% 06/01/2051-2016		500 000	13,755 00 12,625 00	27 51 25 25	719 00	5 23
HOME DEPOT INC SR UNSECURED NOTE DTD 03/24/2006 5 4% 03/01/2016	A-	25,000 000	28,560 50 26,360 06	114 24 106 44	1,350 00 450 00	4 73 0 84
JPMORGAN CHASE CAP XXIX GTD CAP SECS 04/02/2040-2015		1,000 000	25,550 00 25,800 00	25 55 25 80	1 675 00 418 75	6 56
LINCOLN NATIONAL CORP IND NT DTD 03/24/1998 7% 03/15/2018	A-	35,000 000	42,507 85 39 123 53	121 45 111 78	2,450 00 721 39	5 76 2 62
MFS BOND I		2 750 000	39 297 50 37,317 50	14 29 13 57	1,773 75	4 51
NEW JERSEY BELL TEL CO DEBS DTD 11/15/1989 7 85% 11/15/2029	A-	25 000 000	32 970 50 30 098 70	131 88 120 39	1 962 50 250 76	5 95 5 14
NEXTERA ENERGY CAP HLDGS INC SER G PFD @ 5 7%		500 000	13 035 00 12,500 00	26 07 25 00	712 50	5 47
NEXTERA ENERGY CAP HLDGS INC JR DEB-H 72 PFD		1 000 000	26,020 00 24 900 00	26 02 24 90	1 406 00	5 40
PPL ENERGY SUPPLY LLC SENIOR NOTE DTD 03/14/2008 6 5% 05/01/2018	BBB	45 000 000	53 884 80 50 537 64	119 74 112 31	2 925 00 487 50	5 43 2 57

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STATEMENT PERIOD DEC 01, 2012 THROUGH DEC 31, 2012

PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED INCOME - TAXABLE						
PIMCO COMMODITY REALRETURN STRATEGY FUND-INS		21,927 752	145,600 27 147,687 05	6 64 6 74	3,859 28	2 65
PROGRESS ENERGY INC SR NT DTD 03/19/2009 7 05% 03/15/2019	BBB	50,000 000	62 838 00 56,269 60	125 68 112 54	3,525 00 1,037 92	5 61 2 61
PUBLIC STORAGE DEP SH REPSTG PFD		1,000 000	26,150 00 25,000 00	26 15 25 00	1,475 00	5 64
PUBLIC STORAGE PFD T 1/1000TH		500 000	12,985 00 12,500 00	25 97 25 00	719 00	5 54
PUBLIC STORAGE DEP SHS PFD-U DTD 06/15/2012 REIT		1,000 000	25,980 00 24,925 00	25 98 24 93	1,406 00	5 41
RYDER SYSTEM INC MTN DTD 02/22/2008 6% 03/01/2013	BBB	50,000 000	50,380 00 49,950 00	100 76 99 90	3,000 00 1,000 00	5 95 1 09
SCE TR I TR PREF SECS		500 000	12,900 00 12,435 00	25 80 24 87	703 00	5 45
SCHWAB CHARLES CORPORATION PFD @ 6%		1,000 000	26,150 00 25,000 00	26 15 25 00	1,500 00	5 74
SEMPRA ENERGY NOTE DTD 11/20/2008 9 8% 02/15/2019	BBB+	25,000 000	35,003 25 31,938 77	140 01 127 76	2,450 00 925 56	7 00 2 73
STANLEY BLACK & DECKER INC PFD @ 5 75%		1,000 000	25,950 00 25,450 00	25 95 25 45	1,438 00	5 54
STATE STREET CORPORATION PFRD C DTD 08/21/2012 12/31/2049-2017		1,000 000	25,410 00 25,000 00	25 41 25 00	1,313 00	5 17
TCW TOTAL RETURN BOND FD CL I		4,309 610	44,345 89 42,451 30	10 29 9 85	2,659 03	6 00
TELEPHONE & DATA SYS INC PFD @ 5 875 12/01/2061-2017		1 000 000	24,560 00 25,000 00	24 56 25 00	1,469 00	5 98
TELEPHONE & DATA SYS INC PFD 03/15/2060-2016		500 000	13,240 00 13,844 60	26 48 27 69	875 00	6 61
TORCHMARK CORP PFD @ 5 875% 12/15/2052-2017		400 000	10,120 00 10,000 00	25 30 25 00	587 60	5 81
TORTOISE ENERGY INFRASTRUCTURE PFD SER-B @ 4 375 12/31/2027-2015		2,000 000	19,960 00 20,000 00	9 98 10 00	876 00	4 39
VANGUARD SHORT TERM INVESTMENT GRADE FUND INVESTOR SHS #39		2 650 000	28,699 50 28 434 50	10 83 10 73	646 60 46 11	2 25
VANGUARD INFLATION-PROTECTED SECS INV #119		1,316 493	19,128 64 16,680 60	14 53 12 67	481 84	2 52
VORNADO REALTY LP PFD @ 7 875 10/01/2039-2014		750 000	20,310 00 20,995 87	27 08 27 99	1,476 75 369 14	7 27

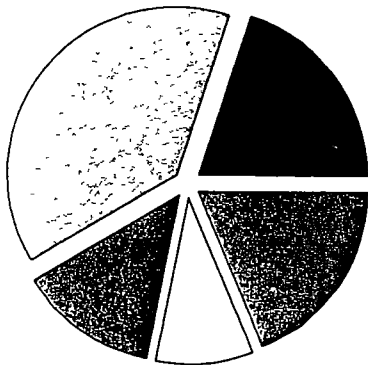
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STATEMENT PERIOD DEC 01, 2012 THROUGH DEC 31, 2012

PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED INCOME - TAXABLE						
WACHOVIA PFD FDG CORP PFD @ 7 25%		750 000	19,807 50 20,287 50	26 41 27 05	1,359 75	6 86
WELLS FARGO & COMPANY NEW DEP 1/1000 PFD		1,000 000	24,900 00 25,000 00	24 90 25 00	1,281 00	5 14
WELLS FARGO & COMPANY NEW PERP PFD-N 5 2%		500 000	12,590 00 12,500 00	25 18 25 00	650 00	5 16
* TOTAL FIXED INCOME - TAXABLE			1,730,643 90 1,660,654 55		91,577 80 11,740 21	5 29

BOND QUALITY SUMMARY



S & P QUALITY RATING MARKET VALUE PERCENT

AA+	57,720 00	19 9%
AA-	112,091 80	38 7%
A+	38,481 80	13 3%
A-	26,325 25	9 1%
NOT RATED	54,836 50	19 0%
Total	289,455 35	100 0%

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
MUNICIPAL BONDS						
BUNCOMB CNTY NC SERIES C LTD OBLIG DTD 12/30/2009 6% 06/01/2024-2019	AA+	50 000 000	57,720 00 50,462 64	115 44 100 93	3,000 00 250 00	5 20 3 38
DALTON GA BLDG AUTH REVENUE BOND DTD 04/29/2010 4 3% 07/01/2016		50 000 000	54,836 50 50,720 72	109 67 101 44	2,150 00 1,075 00	3 92 1 48
GASTON CNTY NC 2009B DTD 08/18/2009 6% 02/01/2029-2019	AA-	80,000 000	89,708 00 82,218 04	112 14 102 77	4,800 00 2,000 00	5 35 3 82
NORTH CAROLINA MED CARE COMMN BDS 2010A DTD 10/26/2010 5% 07/01/2030-2020	A+	35 000 000	38,481 80 34,310 09	109 95 98 03	1,750 00 875 00	4 55 3 49
PIEDMONT MUN PWR AGY SC ELEC BDS 2009A-1 DTD 12/16/2009 4 873% 01/01/2015	A-	25,000 000	26,325 25 25,616 28	105 30 102 47	1,218 25 609 13	4 63 2 15

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ADVISOR INVESTMENT

STATEMENT PERIOD DEC 01, 2012 THROUGH DEC 31, 2012

PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
MUNICIPAL BONDS						
UNIVERSITY NC CHARLOTTE REVENUE BOND DTD 12/16/2009 @ 6.047% 04/01/2029-2020	AA-	20,000,000	22,383.80	111.92	1,209.40	5.40
			20,141.42	100.71	302.35	4.20
* TOTAL MUNICIPAL BONDS			289,455.35		14,127.65	4.88
			263,469.19		5,111.48	
GRAND TOTAL ASSETS			4,361,983.29		176,314.62	4.04
			3,816,931.33		20,028.22	

TRANSACTION STATEMENT

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
BEGINNING BALANCE		74.22	237.22	3,779,008.84	
DIVIDEND INCOME					
12/03/12	DIVIDEND ON 600 SHS CONOCOPHILLIPS AT 0.66 PER SHARE PAYABLE 12/03/2012 EX DATE 10/11/2012		396.00		
12/03/12	DIVIDEND ON 700 SHS ENTERGY CORP AT 0.83 PER SHARE PAYABLE 12/03/2012 EX DATE 11/06/2012		581.00		
12/03/12	DIVIDEND ON 704,842 SHS NUVEEN PREFERRED AND INCOME TERM FUND (CLOSED-END) AT 1.69 PER SHARE PAYABLE 12/03/2012 EX DATE 11/13/2012		119.12		
12/03/12	DIVIDEND ON 430 SHS CUMMINS INC AT 0.50 PER SHARE PAYABLE 12/03/2012 EX DATE 11/20/2012		215.00		
12/03/12	DIVIDEND ON FEDERATED INV PRIME OBLIGATIONS FUND I #10 MMKT PAYABLE 11/30/2012 EFFECTIVE 11/30/2012		17.30		
12/03/12	DIVIDEND ON 500 SHS GULF POWER CO SR NT 11-A PFD @ 5.75% 06/01/2051-2016 AT 359375 PER SHARE PAYABLE 12/03/2012 EX DATE 11/14/2012		179.69		
12/03/12	DIVIDEND ON 1,000 SHS SCHWAB CHARLES CORPORATION PFD @ 6% AT 375 PER SHARE PAYABLE 12/03/2012 EX DATE 11/14/2012		375.00		

HUBERT A RITCHIE FOUNDATION CONTRIBUTIONS December 31, 2012		54-6481375		
NAME	ADDRESS	STATUS	GENERAL SUPPORT	AMOUNT
Catawba College	2300 W Innes St, Salisbury, NC 28144	Public Charity	Scholarship Fund	1,000.00
Christiana Lutheran Church	6190 US Hwy 52, Salisbury, NC 28146-8140	Public Charity	General Support	5,000.00
Christiana Lutheran Church	6190 US Hwy 52, Salisbury, NC 28146-8140	Public Charity	General Support	5,000.00
Faith American Legion Post 327	115 Gantt St, Faith, NC 28041	Public Charity	General Support	5,000.00
Family Crisis of Rowan County	131 W Council St, Salisbury, NC 28144	Public Charity	General Support	20,000.00
Guardian Angel Service Dogs	P O Box 647, Madison, VA 22727	Public Charity	General Support	10,000.00
Koontz Elementary School	685 E Ritchie Rd, Salisbury, NC 28147	Public Charity	General Support	2,000.00
Koontz Elementary School PTA	685 E Ritchie Rd, Salisbury, NC 28147	Public Charity	General Support	4,000.00
Nazareth Children's Home	P O Box 1448, Rockwell, NC 28138	Public Charity	General Support	6,000.00
Nazareth Children's Home	P O Box 1448, Rockwell, NC 28138	Public Charity	General Support	6,000.00
Peyton Rogers Benefit Fund (F & M Bank)	P O Box 307, Granite Quarry, NC 28072	Public Charity	General Support	5,000.00
Pfeiffer University	P O Box 960, Misenheimer, NC 28109	Public Charity	Scholarship Fund	1,000.00
Rock Grove United Methodist Church	1110 Shuping Mill Rd, Salisbury, NC 28146	Public Charity	General Support	5,000.00
Rock Grove United Methodist Church	1110 Shuping Mill Rd, Salisbury, NC 28146	Public Charity	General Support	5,000.00
Rowan County Fair Association	1560 Julian Road, Salisbury, NC 28146	Public Charity	General Support	5,000.00
Rowan Helping Ministries	P O Box 4026, Salisbury, NC 28145-4026	Public Charity	General Support	5,000.00
St. Paul's Lutheran Church	205 St Paul's Church Rd, Salisbury, NC 28146-8832	Public Charity	General Support	5,000.00
St. Paul's Lutheran Church	205 St Paul's Church Rd, Salisbury, NC 28146-8832	Public Charity	Scholarship Fund	14,400.00
St. Paul's Lutheran Church	205 St Paul's Church Rd, Salisbury, NC 28146-8832	Public Charity	General Support	10,000.00
Town of Granite Quarry	P O Box 351, Granite Quarry, NC 28072	Public Charity	General Support	5,000.00
Town of Granite Quarry	P O Box 351, Granite Quarry, NC 28072	Public Charity	General Support	14,000.00
Ursinus United Church of Christ	P O Box 175, Rockwell, NC 28138	Public Charity	General Support	10,000.00
Ursinus United Church of Christ	P O Box 175, Rockwell, NC 28138	Public Charity	General Support	10,000.00
West Rowan FFA Attn. Jason Chester	8050 NC Hwy 801, Mt Ulla, NC 28125	Public Charity	General Support	5,000.00
West Rowan FFA Attn. Jason Chester	8050 NC Hwy 801, Mt Ulla, NC 28125	Public Charity	General Support	20,000.00
West Rowan FFA Attn. Jason Chester	8050 NC Hwy 801, Mt Ulla, NC 28125	Public Charity	General Support	11,000.00
Woodleaf Elementary School PTA	9055 School Street, Woodleaf, NC 27054	Public Charity	General Support	6,000.00
				18,200.00
				208,600.00

RITCHIE FOUNDATION
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
50000. CHEVRON PHILLIPS CHEM CO LLC SR NT 144A DTD 06/05/2	06/09/2009	06/13/2012	56,268.01	50,166.97	6,101.04
750. CONAGRA FOODS INC	05/15/2009	03/28/2012	19,672.13	13,239.12	6,433.01
225. DEERE & COMPANY	07/18/2011	12/28/2012	19,124.25	18,150.55	973.70
900. DOMINION RESOURCES INC VA .048 DUFF & PHELPS GLB UTL	04/29/2010	03/14/2012	45,509.83	30,118.08	15,391.75
INC FD (CLOSED-END	07/26/2011	09/28/2012	0.86	0.90	-0.04
.333 DUKE ENERGY CORP	06/03/2010	07/17/2012	21.96	16.10	5.86
.538 DUKE ENERGY CORP	06/03/2010	07/18/2012	35.73	26.01	9.72
500. JPMORGAN CHASE CAP XXVI	05/02/2011	07/12/2012	12,500.00	13,345.00	-845.00
40000. LUBRIZOL CORP NOTE DTD 01/27/2009 ADJ 8.	05/13/2010	06/01/2012	54,250.96	48,763.91	5,487.05
25000. MACQUARIE GRP LTD SENIOR	09/20/2010	07/19/2012	27,036.25	28,528.78	-1,492.53
45000. MCGRAW-HILL COMPANIES INC SR UNSECURED DTD 11/02/200	05/05/2010	11/15/2012	45,000.00	45,000.00	NONE
35000. NATIONAL FUEL GAS CO NOTE DTD 04/06/2009	08/02/2011	10/02/2012	45,115.00	43,791.39	1,323.61
20000. NATIONAL RURAL UTILS COOP BOND DTD 10/30/2008 10.375	03/23/2010	06/01/2012	28,700.00	26,478.50	2,221.50
50000. NOMURA AMER FIN LLC MTN DTD 11/22/2010 5	08/11/2010	08/09/2012	45,800.00	47,530.20	-1,730.20
360. NORFOLK SOUTHERN CORP	09/30/2009	12/28/2012	22,074.31	16,403.93	5,670.38
250. PG&E CORPORATION	12/14/2011	12/28/2012	9,994.04	9,667.47	326.57
1000. PPL CORPORATION	02/15/2011	12/28/2012	28,308.36	24,694.00	3,614.36
65. PHILLIPS 66	05/17/2011	06/01/2012	1,945.59	2,238.73	-293.14
235. PHILLIPS 66	06/22/2009	06/01/2012	7,034.05	5,882.39	1,151.66
1200. PITNEY BOWES INC	11/02/2010	03/09/2012	21,395.61	26,712.00	-5,316.39
30000. PRUDENTIAL FINANCIAL INC SR UNSECURED SERIES NOTZ D	02/14/2011	07/16/2012	30,000.00	30,363.66	-363.66
50000. SCANA CORP MTN					
875. SOUTHERN COMPANY 6.250% 2/01/12	06/26/2009	02/01/2012	50,000.00	52,732.50	-2,732.50
	12/28/2010	05/09/2012	39,715.79	29,440.11	10,275.68
Totals					

