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

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE EPLEE FOUNDATION, INC.		A Employer identification number 56-1761082
Number and street (or P O box number if mail is not delivered to street address) 9059 WALKERS FERRY ROAD	Room/suite	B Telephone number 704-902-5116
City or town, state, and ZIP code CHARLOTTE, NC 28214-3339		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) ▶ \$ 4,180,282. (Part I, column (d) must be on cash basis.)	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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	75,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	135,606.	135,606.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	27,066.			
b Gross sales price for all assets on line 6a	1,048,062.			
7 Capital gain net income (from Part IV, line 2)		27,066.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	237,672.	162,672.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	900.	0.		0.
c Other professional fees				
17 Interest				
18 Taxes	1,780.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	32,169.	32,169.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	34,849.	32,169.		0.
25 Contributions, gifts, grants paid	181,950.			181,950.
26 Total expenses and disbursements. Add lines 24 and 25	216,799.	32,169.		181,950.
27 Subtract line 26 from line 12	20,873.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		130,503.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	422,997.	144,408.	144,408.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,988.	4,078.	4,078.
	10a	Investments - U S and state government obligations STMT 5	398,200.	377,429.	380,667.
	b	Investments - corporate stock STMT 6	438,251.	398,068.	454,747.
	c	Investments - corporate bonds STMT 7	0.	343,484.	363,066.
11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 8	2,736,227.	2,751,072.	2,833,316.	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
15	Other assets (describe ▶ ROUNDING)	3.	0.	0.	
16	Total assets (to be completed by all filers)	3,997,666.	4,018,539.	4,180,282.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	0.	0.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	3,997,666.	4,018,539.		
30	Total net assets or fund balances	3,997,666.	4,018,539.		
31	Total liabilities and net assets/fund balances	3,997,666.	4,018,539.		

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	3,997,666.
2	Enter amount from Part I, line 27a	2	20,873.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,018,539.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,018,539.

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 STOCKS	P	VARIOUS	VARIOUS
b MUTUAL FUNDS	P	VARIOUS	VARIOUS
c CORPORATE BONDS	P	VARIOUS	VARIOUS
d US TREASURY & STATE GOV'T OBLIGATIONS	P	VARIOUS	
e CAPITAL GAINS DIVIDENDS			

(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 179,501.		161,986.	17,515.
b 204,598.		195,703.	8,895.
c 96,681.		96,550.	131.
d 564,509.		566,757.	<2,248.>
e 2,773.			2,773.

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			17,515.
b			8,895.
c			131.
d			<2,248.>
e			2,773.

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	27,066.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

N/A

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			
2010			
2009			
2008			
2007			

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

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	2,610.
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	2,610.
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	2,610.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	4,000.	
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	1,390.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

N/A

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of HERBERT W. EPLEE, SR Telephone no 704-902-5116 Located at 9059 WALKERS FERRY ROAD, CHARLOTTE, NC ZIP+4 28214-3339
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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
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?
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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

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

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

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

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

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

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

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? Yes No **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? Yes No **7b** **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.

(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
SEE STATEMENT 10		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3 All other program-related investments. See instructions	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,006,908.
b	Average of monthly cash balances	1b	143,910.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,150,818.
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	4,150,818.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	62,262.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,088,556.
6	Minimum investment return. Enter 5% of line 5	6	204,428.

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	204,428.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,610.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,610.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	201,818.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	201,818.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	201,818.

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	181,950.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	181,950.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	181,950.

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				201,818.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	202,099.			
b From 2008	37,235.			
c From 2009	111,143.			
d From 2010	86,880.			
e From 2011	36,778.			
f Total of lines 3a through e	474,135.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	181,950.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				181,950.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	19,868.			19,868.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	454,267.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	182,231.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	272,036.			
10 Analysis of line 9				
a Excess from 2008	37,235.			
b Excess from 2009	111,143.			
c Excess from 2010	86,880.			
d Excess from 2011	36,778.			
e Excess from 2012				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶ 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

SEE STATEMENT 11

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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
<p><i>a Paid during the year</i></p> <p>BETHEL BAPTIST CHURCH 205 BETHEL CHURCH ROAD MARION, NC 28752</p>	NONE	N/A	MINISTRY	23,000.
<p>BILLY GRAHAM EVANGELISTIC ASSOCIATION 1 BILLY GRAHAM PARKWAY CHARLOTTE, NC 28201</p>	NONE	N/A	EVANGELISTIC MINISTRY	20,000.
<p>CAMPUS CRUSADE FOR CHRIST PO BOX 628222 ORLANDO, FL 32862</p>	NONE	N/A	MINISTRY	16,450.
<p>CONO CHRISTIAN SCHOOL 3269 QUASQUETON AVENUE WALKER, IA 52352</p>	NONE	N/A	CHRISTIAN SCHOOL	5,000.
<p>DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK, NY 10001</p>	NONE	N/A	MEDICAL CARE	3,500.
Total				181,950.
SEE CONTINUATION SHEET(S)				▶ 3a
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
Total				▶ 3b 0.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

THE EPLEE FOUNDATION, INC.

Employer identification number

56-1761082

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE EPLEE FOUNDATION, INC.

56-1761082

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HERBERT W. & SHIRLEY J. EPLEE, SR. 9059 WALKERS FERRY ROAD CHARLOTTE, NC 28214-3339	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE EPLEE FOUNDATION, INC.

56-1761082

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization THE EPLEE FOUNDATION, INC.	Employer identification number 56-1761082
---	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80995	NONE	N/A	FAMILY MINISTRY	20,000.
HAITI FUND INC. PO BOX 1075 NEW BERN, NC 28563	NONE	N/A	AGRICULTURE DEVELOPMENT	5,000.
INSIGHT FOR LIVING PO BOX 269000 PLANO, TX 75026	NONE	N/A	MINISTRY	25,000.
KEY LIFE NETWORK PO BOX 945000 MAITLAND, FL 32794	NONE	N/A	MINISTRY	2,000.
MISSION AVIATION FELLOWSHIP PO BOX 47 NAMPA, ID 83653	NONE	N/A	MINISTRY	5,000.
SALVATION ARMY PO BOX 241506 CHARLOTTE, NC 28224	NONE	N/A	MINISTRY	1,000.
SAMARITAN'S PURSE PO BOX 3000 BOONE, NC 28607	NONE	N/A	MINISTRY	20,000.
THE SOUTHERN BAPTIST THEOLOGICAL SEMINARY 2825 LEXINGTON ROAD LOUISVILLE, KY 40280	NONE	N/A	EDUCATION	10,000.
SOUTH MOUNTAIN CHRISTIAN CAMP PO BOX 945000 BOSTIC, NC 28018	NONE	N/A	CHRISTIAN CAMP	10,000.
TRINITY BAPTIST CHURCH 1675 STRADER DRIVE LEXINGTON, KY 40505	NONE	N/A	MINISTRY	15,000.
Total from continuation sheets				114,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CALVARY BAPTIST CHURCH 1031 HARWOOD LANE CHARLOTTE, NC 28214	NONE	N/A	MINISTRY	1,000.
Total from continuation sheets				

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
EDWARD JONES	138,379.	2,773.	135,606.		
TOTAL TO FM 990-PF, PART I, LN 4	138,379.	2,773.	135,606.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ROLAND K. MCGINNIS	900.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	900.	0.		0.	

FORM 990-PF		TAXES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INCOME TAXES	1,662.	0.		0.	
FOREIGN TAX	118.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	1,780.	0.		0.	

FORM 990-PF		OTHER EXPENSES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BROKERAGE FEES	32,168.	32,168.		0.	
TRANSFER FEES	1.	1.		0.	
TO FORM 990-PF, PG 1, LN 23	32,169.	32,169.		0.	

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE A	X		377,429.	380,667.
TOTAL U.S. GOVERNMENT OBLIGATIONS			377,429.	380,667.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			377,429.	380,667.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE B	398,068.	454,747.
TOTAL TO FORM 990-PF, PART II, LINE 10B	398,068.	454,747.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE C	343,484.	363,066.
TOTAL TO FORM 990-PF, PART II, LINE 10C	343,484.	363,066.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHED SCHEDULE D	COST	2,751,072.	2,833,316.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,751,072.	2,833,316.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 11

NAME OF MANAGER

HERBERT W. EPLEE, SR.
SHIRLEY J. EPLEE

THE EPLEE FOUNDATION, INC
 9059 WALKER'S FERRY ROAD
 CHARLOTTE, NC 28214-3339

FEDERAL ID# 56-1761082
 SCHEDULE A

US TREASURY AND STATE GOVERNMENT OBLIGATIONS
 DECEMBER 31, 2012

	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2012
US TREASURY NOTE - YIELD 1.339	12/30/2011	3000	101.0234	3,030.70	PURCHASED	3,106.17
US TREASURY NOTE - ACCD INT 102.86 -1.139%	2/3/2012	16000	102.2813	16,365.00	PURCHASED	16,566.24
US TREASURY NOTE @0.809	11/20/2012	15000	103.8906	15,583.59	PURCHASED	15,530.85
US TREASURY NOTE - YIELD 2.914	12/30/2011	6000	116.5078	6,990.47	PURCHASED	7,051.86
US TREASURY BOND A/C INT 237.05	8/10/2012	13000	120.0313	15,604.06	PURCHASED	15,279.03
US TREASURY NOTE - YIELD .0817	12/30/2011	47000	103.0703	48,443.05	PURCHASED	48,733.36
US TREASURY NOTE ACCRUED INT 8.19 - YIELD 0.0622%	5/24/2012	6000	104.0910	6,245.46	PURCHASED	6,221.28
US TREASURY NOTE - YIELD 1.824	12/30/2011	33000	111.1680	36,685.44	PURCHASED	37,421.34
US TREASURY NOTE - YIELD 2.103	12/30/2011	13000	142.5781	18,535.16	PURCHASED	18,638.75
US TREASURY NOTE ACCD INT 9.22- Yield 0 659	7/6/2012	15000	99.8359	14,975.39	PURCHASED	15,023.40
US TREASURY NOTE @ 0.558%	11/20/2012	25000	100.2969	25,074.23	PURCHASED	25,039.00
US TREASURY NOTE @0 202%	11/20/2012	108000	99.9144	107,907.55	PURCHASED	107,933.04
US TREASURY NOTE @1 648	11/28/2012	14000	99.7891	13,970.47	PURCHASED	13,846.84
US TREASURY NOTE @0.244%	11/28/2012	29000	100.0078	29,002.27	PURCHASED	29,013.63
CA STATE VAR PURP BAB GO 4/1/2039 7 55%	1/24/2012	10000	120.6580	12,065.80	PURCHASED	14,174.80
CA STATE VAR PURP BAB GO D4/1/39@7.55%AO 01	1/11/2012	5000	139.0090	6,950.45	PURCHASED	7,087.40
TOTAL US Treasury & State Government Obligations		358000		377,429.09		380,666.99

THE EPLEE FOUNDATION, INC
 9059 WALKER'S FERRY ROAD
 CHARLOTTE, NC 28214-3339

FEDERAL ID # 56-1761082
 SCHEDULE B

STOCKS
 DECEMBER 31, 2012

STOCK	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2012
ABBOTT LABORATORIES	12/23/2011	22.0000	54.7846	1,205.26	PURCHASED	1,441.00
ACE LTD	12/23/2011	48.0000	68.2500	3,276.00	PURCHASED	3,830.40
ACE LTD	6/22/2012	10.0000	72.9790	729.79	PURCHASED	798.00
ALCATEL LUCENT SPONSORED ADR	12/1/2006	49.0000	46.8235	2,294.35	SPINOFF LUCENT	68.11
ALTERA CORP	12/6/2012	50.0000	32.4540	1,622.70	PURCHASED	1,719.50
AMERICAN ELECTRIC POWER CO	10/22/2012	44.0000	45.0960	1,984.22	PURCHASED	1,877.92
AMERICAN ELECTRIC POWER CO	11/19/2012	20.0000	41.2160	824.32	PURCHASED	853.60
AMERICAN EXPRESS CO	12/23/2011	70.0000	47.2960	3,310.72	PURCHASED	4,023.60
AMERICAN TOWER SYS CORP CL A	12/23/2011	18.0000	59.2600	1,066.68	PURCHASED	1,390.86
AMERICAN TOWER CORP NEW REIT	3/23/2012	16.0000	62.8950	1,006.32	PURCHASED	1,236.32
APPLE INC	12/23/2011	12.0000	391.4950	4,697.94	PURCHASED	6,386.07
ASML HOLDING NV	12/23/2011	0.0000	40.9300	EXCHANGED F	PURCHASED	32 EXCHD FOR 24
ASML HLDG NV ESCROW CUSIP ADR	12/23/2011	24.0000	53.1563	1,275.74	PURCHASED	1,545.84
AT&T	12/23/2011	81.0000	29.0052	2,349.42	PURCHASED	2,730.51
AT&T INC	6/28/2012	2.0000	34.9200	69.84	PURCHASED	67.42
AT&T	11/5-12/1	163.4947	32.9156	5,381.53	GIFT/REINVESTM	5,511.41
AT&T INC REINVESTMENT @ 36.8531 + FEE 1.48	8/1/2012	1.9670	37.60549	73.97	PURCHASED	66.31
AT&T INC REINVESTED @34.771 + 1.50 FEE	11/1/2012	2.1092	35.48	74.84	PURCHASED	71.10
AT&T REINVESTMENT @29.3191 + FEE 1.44	2/1/2012	2.4046	29.917907	71.94	PURCHASED	81.06
AT&T REINVESTMENT @32.2503 + FEE \$1.46	5/1/2012	2.2183	32.9085	73.00	PURCHASED	74.78
BANK NOVA SCOTIA	12/23/2011	35.0000	48.2600	1,689.10	PURCHASED	2,025.80
BASSETT FURNITURE INDUSTRIES	11/22/2004	600.0000	19.3400	11,604.00	GIFT	7,482.00
BHP BILLITON LTD ADR	6/28/2012	20.0000	61.2745	1,225.49	PURCHASED	1,568.80
BHP BILLITON LTD ADR	9/4/2012	5.0000	67.5000	337.50	PURCHASED	392.20
BHP BILLITON LTD ADR	9/24/2012	5.0000	71.1600	355.80	PURCHASED	392.20
BHP BILLITON LTD ADR	11/5/2012	6.0000	70.7340	424.40	PURCHASED	470.64
BHP BILLITON LTD ADR	12/4/2012	3.0000	72.1300	216.39	PURCHASED	235.32
BLACKROCK INC CL A	12/23/2011	12.0000	171.6500	2,059.80	PURCHASED	2,480.52
BRISTOL-MYERS SQUIBB CO	12/23/2011	87.0000	34.9546	3,041.05	PURCHASED	2,835.33
CAMERON INTERNATIONAL CORP	12/23/2011	31.0000	49.0000	1,519.00	PURCHASED	1,750.26
CAMERON INTERNATIONAL CORP	6/15/2012	11.0000	45.5790	501.37	PURCHASED	621.06
CAMERON INTERNATIONAL CORP	7/2/2012	16.0000	40.9955	655.93	PURCHASED	903.36
CAMERON INTERNATIONAL CORP	7/31/2012	1.0000	46.8500	46.85	PURCHASED	56.46
CANADIAN NATIONAL RAILWAY CO	12/23/2011	52.0000	75.0400	3,902.08	PURCHASED	4,732.52
CATERPILLAR INC	8/30/2012	13.0000	86.7300	1,127.49	PURCHASED	1,164.91
CATERPILLAR INC	9/4/2012	5.0000	86.1000	430.50	PURCHASED	448.04
CATERPILLAR INC	9/5/2012	4.0000	84.9400	339.76	PURCHASED	358.43
CATERPILLAR INC	9/27/2012	4.0000	91.1900	364.76	PURCHASED	358.43
CATERPILLAR INC	12/26/2012	4.0000	89.6000	358.40	PURCHASED	358.43
CELANESE CORP	12/24/2012	43.0000	44.7665	1,924.96	PURCHASED	1,914.79
CELGENE CORP	8/17/2012	25.0000	71.0058	1,775.15	PURCHASED	1,961.75
CENTURYLINK INC	12/23/2011	37.0000	35.7700	1,323.49	PURCHASED	1,447.44
CHEVRON CORP	12/23/2011	64.0000	102.8952	6,585.29	PURCHASED	6,920.96
CHUBB CORP	12/23/2011	30.0000	67.9813	2,039.44	PURCHASED	2,259.60
COCA-COLA CO	12/23/2011	28.0000	34.0500	953.40	PURCHASED	1,015.00
COCA-COLA CO - ON 28 AT 1 PER SHARE	12/23/2011	28.0000	34.0500	953.40	SPLIT 2 FOR 1	1,015.00
COMCAST CORP CL A - NEW	12/23/2011	47.0000	23.2700	1,093.69	PURCHASED	1,689.65
COMCAST CORP CL A	12/23/2011	77.0000	23.4555	1,806.07	PURCHASED	2,876.72
COMCAST CORP CL A	1/17/2012	4.0000	25.4257	101.70	PURCHASED	149.44
CONOCO PHILLIPS	12/23/2011	26.0000	53.7469	1,397.42	PURCHASED	1,507.74
CONSOL ENERGY INC	7/31/2012	22.0000	28.3450	623.59	PURCHASED	706.20
CORNING INC	9/17/2001	1000.0000	10.5806	10,580.55	PURCHASED	12,620.00

THE EPLEE FOUNDATION, INC
 9059 WALKER'S FERRY ROAD
 CHARLOTTE, NC 28214-3339

FEDERAL ID # 56-1761082
 SCHEDULE B

STOCKS
 DECEMBER 31, 2012

STOCK	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2012
CORNING INC	11/22/2004	2000.0000	12.5600	25,120.00	GIFT	25,240.00
COVIDIEN PLC	4/9/2012	10.0000	53.6700	536.70	PURCHASED	577.40
COVIDIEN PLC	2/27/2012	40.0000	52.3365	2,093.45	PURCHASED	2,309.60
DANAHER CORP	12/23/2011	59.0000	47.7000	2,814.30	PURCHASED	3,298.10
DANONE SPONSORED ADR	6/28/2012	151.0000	11.6050	1,752.36	PURCHASED	1,987.01
DANONE SPONSORED ADR	12/10/2012	58.0000	12.9974	753.85	PURCHASED	763.22
DEERE & CO	12/23/2011	34.0000	75.7300	2,574.82	PURCHASED	2,938.28
DELPHI AUTOMOTIVE PLC SHS	11/27/2012	56.0000	33.6655	1,885.27	PURCHASED	2,142.00
DIAGEO PLC ADR NEW	12/23/2011	29.0000	84.7500	2,457.75	PURCHASED	3,380.82
DOMINION RESOURCES INC	12/23/2011	50.0000	51.8400	2,592.00	PURCHASED	2,590.00
DOW CHEMICAL CO	12/23/2011	29.0000	26.8800	779.52	PURCHASED	937.55
DUKE ENERGY CORP 2012 - 1/3 REV.SOLIT	12/16/05,10/11	974.0000	VARIOUS	48,614.87	GIFT	62,141.20
EI DU PONT DE NEMOURS & CO	12/23/2011	64.0000	44.8055	2,867.55	PURCHASED	2,878.62
EMC CORP	12/23/2011	122.0000	22.4546	2,739.46	PURCHASED	3,086.60
ENBRIDGE INC	12/23/2011	54.0000	36.0333	1,945.80	PURCHASED	2,339.28
EOG RESOURCES INC	6/22/2012	8.0000	95.6599	765.28	PURCHASED	966.32
EOG RESOURCES INC	8/30/2012	17.0000	109.1200	1,855.04	PURCHASED	2,053.43
EQT CORP COM	4/26/2012	23.0000	45.9620	1,057.13	PURCHASED	1,356.54
EXXON MOBILE CORP	12/23/2011	97.0000	81.5655	7,911.85	PURCHASED	8,395.35
EXXON MOBILE CORP	5/4/2012	9.0000	87.1658	784.49	PURCHASED	778.95
FIFTH THIRD BANCORP	12/26/2012	40.0000	15.1099	604.40	PURCHASED	608.00
FIRSTENERGY CORP	12/23/2011	27.0000	43.2046	1,166.52	PURCHASED	1,127.52
FLOUR CORP	7/31/2012	30.0000	48.3449	1,450.35	PURCHASED	1,762.20
FLOUR CORP	8/31/2012	16.0000	52.6130	841.81	PURCHASED	939.84
FRANKLIN RESOURCES INC	12/23/2011	16.0000	95.6700	1,530.72	PURCHASED	2,011.20
GENERAL DYNAMICS CORP	12/23/2011	21.0000	64.9000	1,362.90	PURCHASED	1,454.67
GENERAL ELECTRIC CO	12/23/2011	134.0000	17.3247	2,321.51	PURCHASED	2,812.66
GENERAL MILLS INC	12/23/2011	89.0000	38.7546	3,449.16	PURCHASED	3,596.49
GILEAD SCIENCES INC	12/23/2011	24.0000	38.1000	914.40	PURCHASED	1,762.80
GOLDMAN SACHS GROUP INC	12/23/2011	19.0000	89.3600	1,697.84	PURCHASED	2,423.64
GOLDMAN SACHS GROUP INC	7/27/2012	6.0000	93.8199	562.92	PURCHASED	765.36
GOOGLE INC CL A	7/31/2012	5.0000	614.4700	3,072.35	PURCHASED	3,536.90
HEINEKEN NV ADR	12/23/2011	72.0000	22.7500	1,638.00	PURCHASED	2,417.04
HILLMAN GROUP CAP TR PFD SEC	10/19/2007	76	28.6000	2,173.60	GIFT	2,260.24
HOME DEPOT INC	12/23/2011	40.0000	41.3955	1,655.82	PURCHASED	2,474.00
HONEYWELL INTERNATIONAL INC	12/23/2011	19.0000	54.0400	1,026.76	PURCHASED	1,205.93
HONEYWELL INTERNATIONAL INC	11/19/2012	29.0000	61.0100	1,769.29	PURCHASED	1,840.63
IBM	12/23/2011	14.0000	185.4420	2,596.19	PURCHASED	2,681.70
INTEL CORP	12/6/2012	22.0000	19.5599	430.32	PURCHASED	453.64
JOHNSON & JOHNSON	12/23/2011	69.0000	64.2455	4,432.94	PURCHASED	4,836.90
JOHNSON CONTROLS INC	7/31/2012	26.0000	24.1599	628.16	PURCHASED	797.42
JP MORGAN CHASE & CO	12/23/2011	218.0000	31.8455	6,942.32	PURCHASED	9,585.26
KIMBERLY CLARK CORP	12/23/2011	19.0000	71.9900	1,367.81	PURCHASED	1,604.17
KOHL'S CORP	7/31/2012	37.0000	47.8612	1,770.86	PURCHASED	1,590.26
KOHL'S CORP	10/5/2012	13.0000	51.2055	665.67	PURCHASED	558.74
LIMITED BRANDS, INC	12/23/2011	43.0000	38.3965	1,651.05	PURCHASED	2,023.58
LORILLARD INC	12/23/2011	16.0000	110.6400	1,770.24	PURCHASED	1,866.72
LVMH MOET HENNESSY LOUIS ADR	7/27/2012	45.0000	28.5350	1,284.08	PURCHASED	1,646.10
MARATHON OIL CORP	6/28/2012	40.0000	23.3638	934.55	PURCHASED	1,226.40
MARATHON PETE CORP	12/23/2011	20.0000	32.2100	644.20	PURCHASED	1,260.00
MCDONALDS CORP	6/28/2012	36.0000	87.8055	3,161.00	PURCHASED	3,175.56
MEADWESTVAC CORP	12/23/2011	47.0000	26.0277	1,223.30	PURCHASED	1,497.89

THE EPLEE FOUNDATION, INC
 9059 WALKER'S FERRY ROAD
 CHARLOTTE, NC 28214-3339

FEDERAL ID # 56-1761082
 SCHEDULE B

STOCKS
 DECEMBER 31, 2012

STOCK	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2012
MERCK & CO INC NEW	12/23/2011	49.0000	36.9446	1,810.29	PURCHASED	2,006.06
MICROCHIP TECHNOLOGY INC	6/28/2012	60.0000	32.3700	1,942.20	PURCHASED	1,955.40
MICROCHIP TECHNOLOGY INC	7/2/2012	22.0000	32.5455	716.00	PURCHASED	716.98
MICROSOFT CORP	12/23/2011	57.0000	26.0155	1,482.88	PURCHASED	1,522.45
NEXTERA ENERGY INC	12/23/2011	35.0000	58.2500	2,038.75	PURCHASED	2,421.65
NORTHEAST UTILITIES	12/23/2011	34.0000	34.8500	1,184.90	PURCHASED	1,328.72
NORTHROP GRUMMAN CORP	12/23/2011	21.0000	56.8200	1,193.22	PURCHASED	1,419.18
OCCIDENTAL PETE CORP	6/28/2012	55.0000	77.7406	4,275.73	PURCHASED	4,213.55
ORACLE CORP	6/28/2012	103.0000	27.4655	2,828.95	PURCHASED	3,431.96
PEABODY ENERGY CORP	7/31/2012	22.0000	19.1550	421.41	PURCHASED	585.42
PFIZER INC	12/23/2011	87.0000	21.2446	1,848.28	PURCHASED	2,181.90
PFIZER INC	2/10/2012	150.0000	20.9951	3,149.26	PURCHASED	3,761.90
PFIZER INC	10/29/2012	30.0000	25.4139	762.42	PURCHASED	752.38
PHILIP MORRIS INTL INC	12/23/2011	83.0000	76.3099	6,333.72	PURCHASED	6,942.12
PHILLIPS 66 SPINOFF CONOCO PHILLIPS	5/1/2012	13.0000	31.9454	415.29	SPINOFF	690.30
PRAXAIR INC	12/23/2011	40.0000	105.0200	4,200.80	PURCHASED	4,378.00
PROCTER & GAMBLE CO	7/31/2012	60.0000	64.7650	3,885.90	PURCHASED	4,073.40
PROCTER & GAMBLE CO	9/5/2012	6.0000	66.8600	401.16	PURCHASED	407.34
PROCTOR & GAMBLE CO	12/4/2012	6.0000	69.4300	416.58	PURCHASED	407.34
PRUDENTIAL FINANCIAL INC	11/5/2012	9.0000	56.9100	512.19	PURCHASED	479.97
PRUDENTIAL FINANCIAL INC	12/4/2012	1.0000	51.9700	51.97	PURCHASED	53.33
PRUDENTIAL FINANCIAL INC	12/23/2011	17.0000	48.6000	826.20	PURCHASED	906.61
PUBLIC SVC ENTERPRISE GROUP	12/23/2011	34.0000	31.0900	1,057.06	PURCHASED	1,040.40
RAYTHEON CO	12/23/2011	45.0000	46.8655	2,108.95	PURCHASED	2,590.20
RECKITT BENCKISER GROUP PLC	12/23/2011	206.0000	9.9000	2,039.40	PURCHASED	2,640.92
RIO TINTO PLC ADR	8/30/2012	12.0000	45.7030	548.44	PURCHASED	697.08
RIO TINTO PLC ADR	11/5/2012	13.0000	50.0900	651.17	PURCHASED	755.17
SAINT JUDE MEDICAL INC	12/23/2011	64.0000	32.9100	2,106.24	PURCHASED	2,312.96
SCHLUMBERGER LIMITED	7/31/2012	19.0000	70.6190	1,341.76	PURCHASED	1,316.67
SEMPRA ENERGY	12/23/2011	18.0000	52.8000	950.40	PURCHASED	1,276.92
SOUTHERN CO	12/23/2011	44.0000	44.9900	1,979.56	PURCHASED	1,883.64
SPECTRA ENERGY CORP	1/2/2007	1012.0000	22.8524	23,126.57	SPINOFF DUKE E	27,708.56
SPECTRA ENERGY CORP	10/19/2007	448.0000	24.9700	11,186.56	GIFT	12,266.24
STANLEY BLACK & DECKER INC	12/23/2011	16.0000	65.4400	1,047.04	PURCHASED	1,183.52
STANLEY BLACK & DECKER INC	1/17/2012	7.0000	72.0400	504.28	PURCHASED	517.79
STANLEY BLACK & DECKER INC	7/31/2012	2.0000	66.1998	132.40	PURCHASED	147.94
STANLEY BLACK & DECKER INC	9/14/2012	11.0000	72.0556	792.61	PURCHASED	813.67
TARGET CORP	12/23/2011	52.0000	51.5600	2,681.12	PURCHASED	3,076.84
THERMO FISHER SCIENTIFIC INC	12/23/2011	50.0000	45.0200	2,251.00	PURCHASED	3,189.00
THERMO FISHER SCIENTIFIC INC	8/30/2012	1.0000	56.6900	56.69	PURCHASED	63.78
THERMO FISHER SCIENTIFIC INC	10/1/2012	13.0000	59.0877	768.14	PURCHASED	829.14
3M CO	12/23/2011	18.0000	79.8400	1,437.12	PURCHASED	1,671.30
TORONTO DOMINION BANK NEW	12/23/2011	14.0000	72.1600	1,010.24	PURCHASED	1,180.62
TORONTO DOMINION BANK NEW	12/4/2012	4.0000	82.7800	331.12	PURCHASED	337.32
TOTAL SA SPONSORED ADR	6/28/2012	42.0000	42.1200	1,769.04	PURCHASED	2,184.42
TRAVELERS COMPANIES INC	12/23/2011	51.0000	57.9660	2,956.27	PURCHASED	3,662.82
UNILEVER N V NEW YORK SHS NEW	12/23/2011	79.0000	33.3665	2,635.95	PURCHASED	3,025.70
UNITED TECHNOLOGIES CORP	12/23/2011	77.0000	74.0455	5,701.50	PURCHASED	6,314.77
UNITED TECHNOLOGIES CORP	9/14/2012	10.0000	79.0055	790.06	PURCHASED	820.10
US BANCORP	12/23/2011	67.0000	26.2446	1,758.39	PURCHASED	2,139.98
VERIZON COMMUNICATIONS	12/23/2011	96.0000	39.2000	3,763.20	PURCHASED	4,153.92

THE EPLEE FOUNDATION, INC
9059 WALKER'S FERRY ROAD
CHARLOTTE, NC 28214-3339

FEDERAL ID # 56-1761082
SCHEDULE B

STOCKS
DECEMBER 31, 2012

STOCK	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2012
VERIZON COMMUNICATIONS	5/30/2012	2.0000	41.5000	83.00	PURCHASED	86.54
VF CORP	12/23/2011	8.0000	129.4300	1,035.44	PURCHASED	1,207.76
VF CORP	12/23/2011	9.0000	129.4300	1,164.87	PURCHASED	1,358.73
VF CORP	7/27/2012	9.0000	147.7958	1,330.16	PURCHASED	1,358.73
VF CORP	8/17/2012	5.0000	151.1313	755.66	PURCHASED	754.85
VISA INC CL A	12/23/2011	27.0000	99.8420	2,695.73	PURCHASED	4,092.66
WAL-MART STORES INC	12/23/2011	27.0000	58.7390	1,585.95	PURCHASED	1,842.21
WALT DISNEY CO	12/23/2011	65.0000	35.9555	2,337.11	PURCHASED	3,236.35
WALT DISNEY CO	8/17/2012	22.0000	49.7660	1,094.85	PURCHASED	1,095.38
WELLS FARGO & CO	12/23/2011	197.0000	26.0546	5,132.76	PURCHASED	6,733.46
WEYERHAEUSER CO	12/23/2011	75.0000	17.1155	1,283.65	PURCHASED	2,086.50
TOTAL STOCK		<u>12,126.1938</u>		<u>398,068.49</u>		<u>454,747.07</u>

THE EPLEE FOUNDATION, INC
 9059 WALKER'S FERRY ROAD
 CHARLOTTE, NC 28214-3339

FEDERAL ID # 56-1761082
 SCHEDULE C

CORPORATE BONDS
 DECEMBER 31, 2012

	DATE ACQUIRED	SHARES/ QUANTITY	UNIT COST/ VALUE	TOTAL COST/ VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2012
AT&T INC 5/15/2016 2 95% MN 15	1/4/2012	4000	104.6450	4,185.80	PURCHASED	4,234.88
BANK OF AMERICA CORP SR MTN SER L A/C INT 19.83 DD10/9/15	12/18/2012	7000	100.4270	7,029.89	PURCHASED	7,035.77
BERKSHIRE HATHAWAY FIN NOTES 1/15/2015 4 85%	1/4/2012	6000	111.4700	6,688.20	PURCHASED	6,509.34
BP CAP MKTS P L C GTD NT D11/6/17 A/C INT 27.27	12/18/2012	17000	100.3550	17,060.35	PURCHASED	17,014.96
CITIGROUP INC SR NT D7/28/20@5.5%	11/6/2012	1000	116.8930	1,168.93	PURCHASED	1,178.45
CITIGROUP INV DT NOYR 8/9/2020 5.375% FA 09	1/4/2012	13000	102.9070	13,377.91	PURCHASED	15,319.85
COMCAST CORP NEW NOTE7/1/2019 5.7% JJ 01	1/4/2012	7000	116.1080	8,127.56	PURCHASED	8,529.08
COOPERATIVE CENTRALE 10/13/2015 32.125% AO 13	1/4/2012	10000	97.9310	9,793.10	PURCHASED	10,321.00
DIAGEO CAP PLD GTD NT DD5/11/2017 1 5% Aint-3.75	5/29/2012	5000	99.8390	4,991.95	PURCHASED	5,070.70
GLAXOSMITHKLINE CAP GTD NOTE DD5/8/17 1.5% AI12.50	5/29/2012	15000	99.7040	14,955.60	PURCHASED	15,218.10
GOLDMAN SACHS GROUP INC SR NT ACCD INT-27.95 DE2/1/2041	2/24/2012	7000	100.4520	7,031.64	PURCHASED	8,588.44
GOLDMAN SACHS GROUP, INC MED NT 6/15/2020 6.00% JD 15	1/4/2012	15000	103.0390	15,455.85	PURCHASED	17,823.15
JP MORGAN CHASE & CO MEDIUM D3/2/15-4.75%	3/26/2012	7000	100.2510	7,017.57	PURCHASED	7,125.86
JP MORGAN CHASE & CO NT 3/1/2016 3.45%	1/4/2012	9000	101.9140	9,172.26	PURCHASED	9,558.09
JP MORGAN CHASE & CO NT 7/22/2020 4.4%	1/4/2012	7000	101.9126	7,133.88	PURCHASED	7,901.88
KINDER MORGAN ENGY PTNRS D9/1/22-3.95%	3/14/2012	10000	100.0530	10,005.30	PURCHASED	10,692.60
MERRILL LYNCH & CO INC NOTES 4/25/2018 6.87%	1/4/2012	12000	98.8970	11,867.64	PURCHASED	14,465.40
METLIFE INC SENIOR NOTE 6/1/2016 6.75%	1/4/2012	8000	115.7520	9,260.16	PURCHASED	9,474.80
METLIFE INC SENIOR NOTE A/CINT 14.25D6/1/16	8/17/2012	1000	119.0760	1,190.76	PURCHASED	1,184.35
MORGAN STANLEY SR NT 7/28/2021 5.50%	1/4/2012	13000	92.9288	12,080.74	PURCHASED	14,759.81
MORGAN STANLEY SR NT DD7/28/21 @05.5% A/C INT 14.97	11/6/2012	1000	111.7430	1,117.43	PURCHASED	1,135.37
MORGAN STANLEY SR UNSECURED NOTE D3/22/17-4.75%	3/26/2012	7000	99.9430	6,996.01	PURCHASED	7,636.72
PEPSICO INC SR NT-DD3/5/222.75%MS 05	3/13/2012	11000	99.6340	10,959.74	PURCHASED	11,300.41
PETROBAS INTLFIN CO GBL NT DD2/6/2017	2/6/2012	15000	100.7956	15,119.34	PURCHASED	15,731.25
PRUDENTIAL FINL INC MED TRM NT1/14/2013 2.75%	1/4/2012	6000	101.3750	6,082.50	PURCHASED	6,005.64
SEMPRA ENERGY NOTE 3/15/2014 2.00%	1/4/2012	9000	101.4980	9,134.82	PURCHASED	9,136.17
SHELL INTL FIN B B GTD NT A/ INT 10.50D1/6/23@2 25%	12/18/2012	14000	98.9650	13,855.10	PURCHASED	13,831.02
STATE STRET CPR[SR MPT 3/7/2021 4.37% MS 07	1/4/2012	18000	110.3950	19,871.10	PURCHASED	20,920.86
STATOILHYDRO ASA NOTE 4/15/2019 5.25%	1/4/2012	13000	116.3104	15,120.35	PURCHASED	15,646.80
STATOILHYDRO ASA NOTE D4/15/19@5.25%	11/6/2012	1000	122.4480	1,224.48	PURCHASED	1,203.60
TOYOTA MOTOR CREDIT CORP MTN 9/15/2016 2.%	1/4/2012	8000	101.5644	8,125.15	PURCHASED	8,294.00
VERIZON COMMUNICATION INC NOTE 4/1/2021 4.6	1/4/2012	15000	113.0750	16,961.25	PURCHASED	17,508.30
WAL-MART STORES INC 4/15/2041 5.65%	1/4/2012	15000	128.6550	19,298.25	PURCHASED	19,643.70
WELLS FARGO & CO NEW DD2/13/15-01.250%	3/13/2012	5000	99.9840	4,999.20	PURCHASED	5,046.90
WELLS FARGO & CO SR NOTE DD3/8/22-3.50%	3/13/2012	15000	100.1820	15,027.30	PURCHASED	15,999.75
WELLS FARGO & CO NEW DD2/13/15-1.25% AINT -7.22	5/29/2012	2000	99.8520	1,997.04	PURCHASED	2,018.76
		<u>329000</u>		<u>343,484.15</u>		<u>363,065.76</u>

THE EPLEE FOUNDATION, INC
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 CHARLOTTE, NC 28214-3339

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 SCHEDULE D

MUTUAL FUNDS AND EXCHANGE TRACE & CLOSE END FUNDS
 DECEMBER 31, 2012

	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2012
CAPITAL WORLD BOND	12/23/2011	5,456.409	20.5000	111,856.38	PURCHASED	115,021.10
CAPITAL WORLD BOND - DIVIDEND F	12/23/2011	50.100	20.2900	1,016.53	PURCHASED	1,056.11
CAPITAL WORLD BOND - REINVESTM	3/28/2012	35.699	20.7900	742.19	PURCHASED	752.53
CAPITAL WORLD BOND - REINVESTEI	6/27/2012	36.675	20.6900	758.80	PURCHASED	773.11
CAPITAL WORLD BOND	7/2/2012	2,852.457	20.6900	59,017.34	PURCHASED	60,129.79
CAPITAL WORLD BOND - REINV	10/9/2012	39.682	21.4600	851.57	PURCHASED	836.50
CAPITAL WORLD BOND REINVESTED	12/18/2012	72.930	21.1400	1,541.73	PURCHASED	1,537.36
CAPITAL WORLD BOND REINVESTED	12/21/2012	39.670	21.1400	838.63	PURCHASED	836.24
CAPITAL WORLD BOND REINVESTED	12/21/2012	55.058	21.1400	1,163.93	PURCHASED	1,160.62
CAPITAL WORLD GROWTH & INCOM	12/23/2011	2,443.481	31.6300	77,287.30	PURCHASED	90,726.45
CAPITAL WORLD GROWTH & INCOM	3/19/2012	23.058	35.7000	823.16	PURCHASED	856.14
CAPITAL WORLD GROWTH & INCOM	6/18/2012	64.798	32.9800	2,137.05	PURCHASED	2,405.95
CAPITAL WORLD GROWTH & INCOM	9/24/2012	11.469	36.5400	419.08	PURCHASED	425.84
CAPITAL WORLD GROWTH & INCOM	12/17/2012	18.462	36.8700	680.71	PURCHASED	685.49
DREYFUS INTL STOCK FUND CL 1	7/2/2012	6,602.107	12.7200	83,978.80	PURCHASED	95,730.55
FRANKLIN TOTAL RETURN	12/23/2011	18,910.778	10.2700	194,213.69	PURCHASED	195,726.55
FRANKLIN TOTAL RETRN - REINVESTI	1/3/2012	138.434	10.0600	1,392.65	PURCHASED	1,432.79
FRANKLIN TOTAL RETURN - REINVES	1/3/2012	17.893	10.0600	180.00	PURCHASED	185.19
FRANKLIN TOTAL RETURN - REINVES	1/3/2012	264.022	10.0600	2,656.06	PURCHASED	2,732.63
FRANKLIN TOTAL RETURN-REINVESTN	1/3/2012	109.197	10.0600	1,098.52	PURCHASED	1,130.19
FRANKLIN TOTAL RETURN -- REINVE:	2/1/2012	75.802	10.2600	777.73	PURCHASED	784.55
FRANKLIN TOTAL RETURN -REINVEST	3/1/2012	64.101	10.3000	660.24	PURCHASED	663.45
FRANKLIN TOTAL RETURN - REINVES	4/2/2012	67.685	10.2100	691.06	PURCHASED	700.54
FRANKLIN TOTAL RETURN - REINVES	5/1/2012	65.694	10.3000	676.65	PURCHASED	679.93
FRANKLIN TOTAL RETURN - REINVES	6/1/2012	69.259	10.2500	709.90	PURCHASED	716.83
FRANKLIN TOTAL RETURN - REINVES	7/2/2012	45.081	10.3100	464.78	PURCHASED	466.59
FRANKLIN TOTAL RETURN - REINVES	8/1/2012	58.259	10.4700	609.97	PURCHASED	602.98
FRANKLIN TOTAL RETURN	9/4/2012	54.717	10.4900	573.98	PURCHASED	566.32
FRANKLIN TOTAL RETURN - REINVS	10/1/2012	52.751	10.5400	556.00	PURCHASED	545.97
FRANKLIN TOTAL RETURN - REINV	11/1/2012	60.019	10.5500	633.20	PURCHASED	621.20
FRANKLIN TOTAL RETURN REINVES	12/3/2012	57.265	10.5600	604.72	PURCHASED	592.69
INVESCO VAN KAMPEN COMSTOCK	12/23/2011	3,382.156	14.9600	50,597.06	PURCHASED	60,236.20
INVESCO VAN KAMPEN COMSTOCK	3/16/2012	15.731	17.0800	268.69	PURCHASED	280.17
INVESCO VAN KAMPEN COMSTOCK	6/15/2012	18.068	15.9500	288.19	PURCHASED	321.79
INVESCO COMSTOCK FD CLY	9/21/2012	16.614	17.6600	293.40	PURCHASED	295.90
INVESCO COMSTOCK FD CL Y REINVI	12/10/2012	15.850	17.5200	277.69	PURCHASED	282.29
LORD ABBOTT SHORT DUR INC FD A	8/2/2011	187,812.246	4.6100	865,587.45	GIFT	873,326.94
LORD ABBOTT SHORT DUR INC FD A	8/3/2011	694.681	4.6100	3,202.48	GIFT	3,230.27
LORD ABBOTT SHORT DUR INC FD A	9/1/2011	690.859	4.5500	3,143.41	PURCHASED	3,212.49
LORD ABBOTT SHORT DUR INC FD A	10/3/2011	724.889	4.5100	3,269.25	PURCHASED	3,370.73
PIONEER BOND	12/23/2011	20,460.952	9.4500	193,356.00	PURCHASED	201,335.77
PIONEER BOND - REINVESTMENT	1/3/2012	72.101	9.4500	681.35	PURCHASED	709.47
PIONEER BOND	2/2/2012	92.383	9.5700	884.11	PURCHASED	909.05
PIONEER BOND - REINVESTMENT	3/1/2012	92.096	9.6100	885.04	PURCHASED	906.22
PIONEER BOND - REINVESTMENT	4/2/2012	90.184	9.5800	863.96	PURCHASED	887.41
PIONEER BOND - REINVESTED	5/3/2012	89.210	9.6300	859.09	PURCHASED	877.83

THE EPLEE FOUNDATION, INC
 9059 WAKJER'S FERRY ROAD
 CHARLOTTE, NC 28214-3339

FEDERAL ID# 56-1761082
 SCHEDULE D

MUTUAL FUNDS AND EXCHANGE TRACE & CLOSE END FUNDS
 DECEMBER 31, 2012

	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2012
PIONEER BOND - REINVESTED	6/1/2012	84.249	9.6400	812.16	PURCHASED	829.01
PIONEER BOND - REINVESTED	7/2/2012	86.936	9.6500	838.93	PURCHASED	855.45
PIONEER BOND - REINVESTED	8/1/2012	75.614	9.7500	737.24	PURCHASED	744.04
PIONEER BOND (DALY RATE)	9/4/2012	75.946	9.8000	744.27	PURCHASED	747.31
PIONEER BOND REINVESTMENT	10/1/2012	76.118	9.8400	749.00	PURCHASED	749.00
PIONEER BOND - REINVESTED	11/1/2012	70.878	9.8800	700.27	PURCHASED	697.44
PIONEER BOND REINVESTED	12/3/2012	70.931	9.8800	700.80	PURCHASED	697.96
T. ROWE PRICE BLUE CHIP GR	12/23/2011	1,295.097	38.5100	49,874.19	PURCHASED	59,095.28
T. ROWE PRICE BLUE CHIP CR	1/3/2012	0.577	38.6500	22.29	PURCHASED	26.33
T ROWE PRICE BLUE CHIP GR	12/17/2012	3.897	44.8900	174.92	PURCHASED	177.82
T. ROW PRICE HIGH YIELD	12/23/2011	20,633.809	6.4400	132,881.73	PURCHASED	144,023.99
T. ROWE PRICE HIGH YIELD	1/3/2012	32.943	6.4900	213.80	PURCHASED	229.94
T. ROWE PRICE HIGH YIELD (REINVE	2/1/2012	129.640	6.6700	864.70	PURCHASED	904.89
T. ROWE PRICE HIGH YIELD - REINVES	3/1/2012	129.477	6.7900	879.15	PURCHASED	903.75
T. ROWE PRICE HIGH YIELD - REINVE	4/2/2012	136.668	6.7400	921.14	PURCHASED	953.94
T. ROWE PRICE HIGH YIELD - REINVE	5/1/2012	121.852	6.7600	823.72	PURCHASED	850.53
T ROWE PRICE HIGH YIELD - REINVES	6/1/2012	130.540	6.6100	862.87	PURCHASED	911.17
T ROWE PRICE HIGH YIELD - REINVES	7/2/2012	126.807	6.7000	849.61	PURCHASED	885.11
T. ROW PRICE HIGH YIELD - REINVES	8/1/2012	118.049	6.7700	799.19	PURCHASED	823.98
T. ROWE PRICE HIGH YIELD (DAILY RA	9/4/2012	135.241	6.8100	920.99	PURCHASED	943.98
T ROWE PRICE HIGH YIELD -REINV	10/1/2012	120.430	6.8800	828.56	PURCHASED	840.61
T ROWE PRICE HIGH YIELD - REINVES	11/1/2012	128.684	6.9000	887.92	PURCHASED	898.21
T ROWE PRICE HIGH YIELD	12/3/2012	126.524	6.9100	874.28	PURCHASED	883.14
VANGUARD TTL BD MARKET ETF	12/23/2011	5,072.000	83.9799	425,946.05	PURCHASED	426,200.16
VANGUARD TTL BD MARKET ETF	4/5/2012	129.000	82.9566	10,701.40	PURCHASED	10,839.87
VANGUARD TTL BD MARKET ETF	10/4/2012	65.000	85.0300	5,526.95	PURCHASED	5,461.95
ISHARES BARCLAYS AGG BD ETF	12/23/2011	3,900.000	110.0796	429,310.44	PURCHASED	433,212.00
ISHARES BARCLAYS AGG BD ETR	4/5/2012	69.000	109.5000	7,555.50	PURCHASED	7,664.52
		<u>285,326.94</u>		<u>2,751,071.59</u>		<u>2,833,316.09</u>

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE EPLEE FOUNDATION, INC.	Employer identification number (EIN) or 56-1761082
	Number, street, and room or suite no. If a P.O. box, see instructions. 9059 WALKERS FERRY ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHARLOTTE, NC 28214-3339	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

HERBERT W. EPLEE, SR

• The books are in the care of **9059 WALKERS FERRY ROAD - CHARLOTTE, NC 28214-3339**
 Telephone No. **704-902-5116** 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.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED IN ORDER TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a 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.	8a	\$	2,592.
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 and any amount paid previously with Form 8868.	8b	\$	4,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Title **PRESIDENT** Date