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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

OMB No 1545-0052

2012

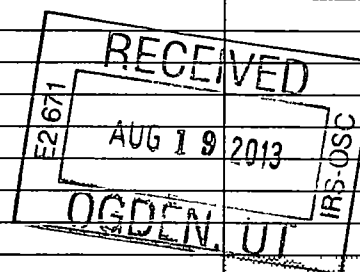
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>ELLA ANN L &amp; FRANK B HOLDING FOUNDATION</b>		A Employer identification number <b>56-2002528</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P. O. BOX 1415</b>	Room/suite	B Telephone number <b>(919) 989-3281</b>
City or town, state, and ZIP code <b>SMITHFIELD, NC 27577</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 11,803,829.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		331,919.		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		830,060.	830,060.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,206,552.			
b Gross sales price for all assets on line 6a		8,110,338.			
7 Capital gain net income (from Part IV, line 2)			1,206,552.		
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		112.	0.		STATEMENT 2
12 Total. Add lines 1 through 11		2,368,643.	2,036,612.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		438.	219.		219.
b Accounting fees STMT 4		1,750.	875.		875.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		15,893.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		311.	200.		111.
24 Total operating and administrative expenses. Add lines 13 through 23		18,392.	1,294.		1,205.
25 Contributions, gifts, grants paid		487,450.			487,450.
26 Total expenses and disbursements. Add lines 24 and 25		505,842.	1,294.		488,655.
27 Subtract line 26 from line 12		1,862,801.			
a Excess of revenue over expenses and disbursements			2,035,318.		
b Net investment income (if negative, enter -0-)					
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		627,562.	1,101,699.	1,101,699.
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 8	2,180,843.	6,308,724.	6,091,429.
	c	Investments - corporate bonds	STMT 9	8,302,907.	5,533,627.	4,575,638.
11	Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation					
15	Other assets (describe)	STATEMENT 10)	0.	35,063.	35,063.	
16	Total assets (to be completed by all filers)		11,111,312.	12,979,113.	11,803,829.	
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		11,111,312.	12,979,113.	
30	Total net assets or fund balances		11,111,312.	12,979,113.		
31	Total liabilities and net assets/fund balances		11,111,312.	12,979,113.		

## 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	11,111,312.
2	Enter amount from Part I, line 27a	2	1,862,801.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	5,000.
4	Add lines 1, 2, and 3	4	12,979,113.
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	12,979,113.

**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				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 8,110,338.		6,903,786.	1,206,552.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			1,206,552.	
2 Capital gain net income or (net capital loss)		2		1,206,552.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3		N/A
If gain, also enter in Part I, line 8, column (c)				
If (loss), enter -0- in Part I, line 8				

**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	449,534.	10,238,174.	.043908
2010	362,269.	9,224,283.	.039273
2009	296,469.	7,921,730.	.037425
2008	425,359.	7,871,848.	.054035
2007	467,218.	8,287,663.	.056375
2 Total of line 1, column (d)			.231016
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			.046203
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			11,757,406.
5 Multiply line 4 by line 3			543,227.
6 Enter 1% of net investment income (1% of Part I, line 27b)			20,353.
7 Add lines 5 and 6			563,580.
8 Enter qualifying distributions from Part XII, line 4			488,655.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	40,706.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	40,706.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	40,706.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,640.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,560.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	16,200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	48.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed. SEE STATEMENT 11	9	24,554.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax. Refunded	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>OLIVIA HOLDING</b> Telephone no <b>(919) 989-3281</b> Located at <b>FIRST CITIZENS BANK, SMITHFIELD, NC</b> ZIP+4 <b>27577</b>			
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 <b>15</b> <b>N/A</b>			
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 <b>N/A</b>	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? <b>N/A</b>	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>N/A</b>	2a	
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) <b>N/A</b>	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 <b>N/A</b>		
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.) <b>N/A</b>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No

7b

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**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.

(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
OLIVIA B. HOLDING	PRESIDENT			
RALEIGH, NC	0.50	0.	0.	0.
FRANK B. HOLDING, JR.	VICE PRESIDENT			
RALEIGH, NC	0.50	0.	0.	0.
HOPE HOLDING CONNELL	SECRETARY/TRES			
RALEIGH, NC	0.50	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

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

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

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

0

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

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

Total. Add lines 1 through 3

0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	9,870,095.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,066,358.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	11,936,453.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	11,936,453.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	179,047.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	11,757,406.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	587,870.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	587,870.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	40,706.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	40,706.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	547,164.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	5,000.
<b>5</b>	Add lines 3 and 4	<b>5</b>	552,164.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	552,164.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	488,655.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	488,655.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	488,655.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				552,164.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			484,057.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 488,655.				
<b>a</b> Applied to 2011, but not more than line 2a			484,057.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount	0.			4,598.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				547,566.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

<b>Part XIV</b>	<b>Private Operating Foundations</b> (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

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

**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

(1) Value of all assets

**(2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

**b "Endowment" alternative test** - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

## 1 Information Regarding Foundation Managers:

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

NONE

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

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALLIANCE MEDICAL MINISTRY	NONE	PUBLIC	CHARITABLE	1,000.
BARTON COLLEGE	NONE	PUBLIC	EDUCATIONAL	3,500.
BENSON AREA MEDICAL CENTER	NONE	PUBLIC	HEALTHCARE	50,000.
BETSY JOHNSON REG HOSPITAL FOUNDATION	NONE	PUBLIC	CHARITABLE	2,500.
BOY SCOUTS OF AMERICA	NONE	PUBLIC	CHARITABLE	1,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				487,450.
b Approved for future payment				
NONE				
Total ▶ 3b				0.



## Part XVII

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |          |                                                                                                                                                                                                                                                                                                                                                                                              | Yes          | No |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                          |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |              |    |
|          | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     | <b>1a(1)</b> | X  |
|          | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions                                                                                                                                                                                                                                                                                                                                                                           |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | <b>1c</b>    | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |    |

[illegible]

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

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

**Sign  
Here**

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

▶ Oliver B. Holder, President

8/16/13

► President

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

CAROLINE P. ABBOTT,  
CPA

Preparer's signature

Date \_\_\_\_\_

Check ☐ if self-employed

PTIN

P00039286

Firm's name ▶ THOMAS, JUDY & TUCKER P. A.

Firm's EIN ► 56-1965804

Firm's address ► 4700 FALLS OF NEUSE ROAD SUITE 400  
RALEIGH, NC 27609

Phone no 919-571-7055

**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	5,315,000 UTS FCB NC CAP TRUST NOTES	P	05/07/09	01/31/12
b	600,000 UTS BAC CAPITAL TRUST VI NT	P	03/24/09	05/25/12
c	110,000 UTS BANKAMERICA CAP II NTS	P	01/29/09	07/25/12
d	200,000 UTS FCB NC CAP TRUST 1 8.05%	P	05/07/09	07/31/12
e	200,000 UTS FCB NC CAP TRUST 1 8.05%	P	10/29/08	07/31/12
f	400,000 UTS JP MORGAN CHASE	P	05/30/12	07/12/12
g	100,000 UTS PROGRESS CAP TRUST	P	11/17/08	07/25/12
h	28,000 UTS NATIONAL CITY CAP TRUST IV	P	08/31/07	07/30/12
i	MMCAPS FDG 1 LTD - PRINCIPAL	P	01/01/11	12/31/12
j	KRAFT CORP - CASH IN LIEU	P	12/12/11	10/12/12
k	200,000 UTS FCB CAP TR I	P	04/12/11	07/31/12
l	1,000 SHS JOHNSON & JOHNSON	P	12/12/11	06/14/12
m	2,300 SHS NATIONAL CITY CAP TR	P	03/27/08	07/30/12
n	PREFERRED TERM SEC 9.74% 9/15/69 RETURN OF CAPITAL	P	06/07/05	09/17/12
o				

(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 5,443,623.		4,682,413.	761,210.
b 606,000.		241,781.	364,219.
c 112,183.		86,423.	25,760.
d 204,840.		171,952.	32,888.
e 204,840.		184,773.	20,067.
f 400,000.		403,000.	-3,000.
g 102,625.		100,929.	1,696.
h 700,000.		707,000.	-7,000.
i 1,468.		1,468.	0.
j 16.		13.	3.
k 204,840.		205,874.	-1,034.
l 64,667.		64,238.	429.
m 57,500.		46,186.	11,314.
n 7,736.		7,736.	0.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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			761,210.
b			364,219.
c			25,760.
d			32,888.
e			20,067.
f			-3,000.
g			1,696.
h			-7,000.
i			0.
j			3.
k			-1,034.
l			429.
m			11,314.
n			0.
o			

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	1,206,552.
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 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
CAMP SEA GULL/SEAFARER	NONE	PUBLIC	CHARITABLE	20,000.
CAPITAL COMMUNITY CHURCH	NONE	PUBLIC	CHARITABLE	2,400.
CENTENARY UNITED METHODIST CHURCH	NONE	PUBLIC	CHARITABLE	24,000.
CENTRAL SOUTH CAROLINA COMMUNITY FOUNDATION	NONE	PUBLIC	CHARITABLE	10,000.
CHARLESTON DAY SCHOOL	NONE	PUBLIC	CHARITABLE	250.
CLAYTON CULTURAL ARTS FOUNDATION	NONE	PUBLIC	CHARITABLE	2,500.
CLAYTON PIANO FESTIVAL	NONE	PUBLIC	CHARITABLE	500.
COMMUNITY & SENIOR SERVICES OF JOHNSTON CO	NONE	PUBLIC	CHARITABLE	250.
COMMUNITY MUSIC SCHOOL	NONE	PUBLIC	CHARITABLE	700.
CONTEMPORARY ART FOUNDATION	NONE	PUBLIC	CHARITABLE	10,000.
Total from continuation sheets				428,950.



**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
DARLINGTON SCHOOL	NONE	EDU	EDUCATIONAL	1,000.
DUKE UNIVERSITY	NONE	PUBLIC	EDUCATIONAL	47,000.
DURHAM NATIVITY SCHOOL	NONE	EDU	EDUCATIONAL	1,000.
ENVIRONMENTAL DEFENSE FUND	NONE	PUBLIC	CHARITABLE	5,000.
EPWORTH CHILDREN'S HOME	NONE	PUBLIC	CHARITABLE	1,000.
ETV ENDOWMENT	NONE	PUBLIC	CHARITABLE	500.
FIRST FREE WILL BAPTIST CHURCH	NONE	PUBLIC	RELIGIOUS ACTIVITIES	250.
FIRST PRESBYTERIAN CHURCH	NONE	PUBLIC	CHARITABLE	6,000.
FRIENDS OF JOHNSTON CO ANIMAL SHELTER	NONE	PUBLIC	CHARITABLE	2,500.
FRIENDS OF JOHNSTON CO ARTS COUNCIL	NONE	PUBLIC	CHARITABLE	1,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GALILEE BAPTIST CHURCH	NONE	PUBLIC	RELIGIOUS ACTIVITIES	750.
HABITAT FOR HUMANITY WAKE COUNTY	NONE	PUBLIC	CHARITABLE	1,000.
HABITAT FOR HUMANITY WAKE COUNTY	NONE	PUBLIC	CHARITABLE	1,000.
HAMMOND SCHOOL	NONE	EDU	EDUCATIONAL	3,500.
HARBOR, INC.	NONE	PUBLIC	CHARITABLE	1,000.
HAYES BARTON UNITED METHODIST CHURCH	NONE	PUBLIC	CHARITABLE	5,000.
HOPEWELL FREE WILL BAPTIST CHURCH	NONE	PUBLIC	CHARITABLE	250.
JESSE HELMS CENTER	NONE	PUBLIC	CHARITABLE	10,000.
JOHNSTON CO CHORALE	NONE	PUBLIC	CHARITABLE	250.
JOHNSTON CO EDUCATION FOUNDATION	NONE	EDU	SCHOLARSHIP	1,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JOHNSTON CO YOUTH LIVESTOCK SHOW	NONE	PUBLIC	CHARITABLE	3,250.
JOHNSTON CO YOUTH SERVICES	NONE	PUBLIC	CHARITABLE	1,000.
JOHNSTON COMMUNITY COLLEGE	NONE	EDU	EDUCATIONAL	31,000.
JOHNSTON COMMUNITY COLLEGE FDN	NONE	EDU	SCHOLARSHIP	14,500.
JOHNSTON COUNTY DEPT OF SOCIAL SERVICES	NONE	EXEMPT	CHARITABLE SERVICES	3,500.
LEE UNIVERSITY	NONE	EDU	EDUCATIONAL	2,500.
LEUKEMIA & LYMPHOMA SOCIETY	NONE	PUBLIC	CHARITABLE	250.
MT OLIVE COLLEGE FOUNDATION	NONE	PUBLIC	CHARITABLE	500.
MUSC CHILDREN'S HOSPITAL FOUNDATION	NONE	PUBLIC	HEALTHCARE	1,000.
NC AQUARIUM SOCIETY	NONE	PUBLIC	CHARITABLE	2,500.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NC COMMUNITY FOUNDATION	NONE	PUBLIC	CHARITABLE	3,000.
NCMA FOUNDATION INC	NONE	PUBLIC	CHARITABLE	1,000.
NORTH CAROLINA COASTAL FEDERATION	NONE	PUBLIC	CHARITABLE	31,500.
OLD WAYNESBOROUGH COMMISSION	NONE	PUBLIC	CHARITABLE	1,000.
PROSPERITY PROJECT SC	NONE	PUBLIC	CHARITABLE	500.
PUBLIC LIBRARY OF SMITHFIELD & JOHNSTON CO	NONE	PUBLIC	CHARITABLE	3,500.
PULLEN MEMORIAL BAPTIST CHURCH	NONE	PUBLIC	CHARITABLE	2,000.
RAVENS CROFT SCHOOL	NONE	EDU	EDUCATIONAL	1,000.
ROANOKE ISLAND HISTORICAL ASSOC	NONE	PUBLIC	CHARITABLE	5,000.
SAINT ANN CATHOLIC CHURCH	NONE	PUBLIC	CHARITABLE	2,500.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SALEM ACADEMY & COLLEGE	NONE	EDU	EDUCATIONAL	1,000.
SC GOVERNORS SCHOOL FOR SCIENCE AND MATH	NONE	PUBLIC	CHARITABLE	1,000.
SENIOR PHARMA-ASSIST	NONE	PUBLIC	HEALTHCARE	2,500.
SHAW UNIVERSITY	NONE	PUBLIC	EDUCATIONAL	10,000.
SHELTER OF LOVE CENTER - AZ BAPTIST SERVICES	NONE	PUBLIC	CHARITABLE	1,000.
SIM USA, INC	NONE	EXEMPT	CHARITABLE ACTIVITIES	10,000.
SMITHFIELD ROTARY CLUB FOUNDATION	NONE	PUBLIC	CHARITABLE	250.
SONS OF CONFEDERATE VETERANS CAMP 1466	NONE	EXEMPT	CHARITABLE ACTIVITIES	1,500.
SPCA OF WAKE CO	NONE	PUBLIC	CHARITABLE	5,000.
ST MARK A.M.E. CHURCH	NONE	PUBLIC	RELIGIOUS ACTIVITIES	3,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. ANDREW'S SCHOOL	NONE	EDU	EDUCATIONAL	3,500.
ST. MARY'S SCHOOL	NONE	EDU	EDUCATIONAL	2,600.
STEP UP MINISTRY	NONE	PUBLIC	CHARITABLE	5,000.
TAMMY LYNN CENTER	NONE	PUBLIC	CHARITABLE	1,000.
THE ASHEVILLE SCHOOL	NONE	EDU	EDUCATIONAL ACTIVITIES	1,000.
THE RALEIGH SCHOOL	NONE	EDU	EDUCATIONAL	2,000.
TOBACCO FARM LIFE MUSEUM INC	NONE	EDU	EDUCATIONAL	500.
TRIANGLE LAND CONSERVANCY	NONE	PUBLIC	CHARITABLE	1,000.
TRYON PALACE COUNCIL OF FRIENDS	NONE	PUBLIC	CHARITABLE	1,000.
UNC CHAPEL HILL KENAN FLAGLER	NONE	PUBLIC	CHARITABLE	1,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNC INSTITUTE FOR THE ENVIRONMENT	NONE	PUBLIC	CHARITABLE	2,500.
UNC LAW FOUNDATION	NONE	PUBLIC	CHARITABLE	1,000.
UNC TV FOUNDATION	NONE	PUBLIC	CHARITABLE	1,000.
UNITED CHURCH OF CHAPEL HILL	NONE	PUBLIC	CHARITABLE	4,500.
UNIVERSITY OF NC AT CHAPEL HILL	NONE	EDU	EDUCATIONAL	5,000.
WAKE FOREST UNIVERSITY	NONE	EDU	EDUCATIONAL	59,000.
WAKE FOREST UNIVERSITY BUSINESS SCHOOL	NONE	EDU	EDUCATIONAL	10,000.
WCPE	NONE	PUBLIC	EXEMPT	1,000.
WILLINGWAY FOUNDATION	NONE	PUBLIC	CHARITABLE	5,000.
WILSON CO LIVESTOCK ASSOC	NONE	PUBLIC	CHARITABLE	2,500.
Total from continuation sheets				

**Part XV** Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WOFFORD COLLEGE	NONE	EDU	EDUCATIONAL	1,000.
WOODBURY FOREST SCHOOL	NONE	EDU	EDUCATIONAL	6,500.
WORKSHOP THEATRE	NONE	PUBLIC	CHARITABLE	500.
YMCA OF THE TRIANGLE AREA INC.	NONE	PUBLIC	CHARITABLE	5,000.
Total from continuation sheets				



**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

Employer identification number

ELLA ANN L & FRANK B HOLDING FOUNDATION

56-2002528

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
ELLA ANN L & FRANK B HOLDING FOUNDATION	56-2002528

**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	ELLA & FRANK HOLDING CLAT 1723 CANTERBURY ROAD RALEIGH, NC 27608	\$ 331,919.	Person <input checked="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.)
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		\$	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
ELLA ANN L & FRANK B HOLDING FOUNDATION	56-2002528

**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
	<div></div> <div></div> <div></div> <div></div> <div></div>	\$	
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Name of organization	Employer identification number
ELLA ANN L & FRANK B HOLDING FOUNDATION	56-2002528

**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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DEUTSCHE BANK - OCEAN SHORE CAP TRUST	8,670.	0.	8,670.
F & M FINANCIAL CORP	35,063.	0.	35,063.
FCB CAP TR	392,203.	0.	392,203.
FIRST CITIZENS BANCORP INC CL A	2,807.	0.	2,807.
FIRST CITIZENS BANCORP SC	969.	0.	969.
GREATER BAY BANCORP - CNB INV TRUST II	15,000.	0.	15,000.
J.P. MORGAN CLEARING CORP - SANDLER O'NEILL	27,443.	0.	27,443.
J.P. MORGAN CLEARING CORP - SANDLER O'NEILL	45,561.	0.	45,561.
NORTH STATE TELECOMMUNICATIONS CORP	26,091.	0.	26,091.
PERSHING, LLC - FIRST CITIZENS INVESTOR	26,814.	0.	26,814.
PERSHING, LLC - FIRST CITIZENS INVESTOR	30,156.	0.	30,156.
PERSHING, LLC - FIRST CITIZENS INVESTOR	16,500.	0.	16,500.
PERSHING, LLC - SANDLER O'NEILL	201,712.	0.	201,712.
PERSHING, LLC - SANDLER O'NEILL	-19,425.	0.	-19,425.
ACCRUED INTEREST	20,496.	0.	20,496.
THE BANK OF NEW YORK MELLON			
TOTAL TO FM 990-PF, PART I, LN 4	830,060.	0.	830,060.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NC UNCLAIMED PROPERTY	112.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	112.	0.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WARD & SMITH	438.	219.		219.
TO FM 990-PF, PG 1, LN 16A	438.	219.		219.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
THOMAS JUDY & TUCKER	1,750.	875.		875.
TO FORM 990-PF, PG 1, LN 16B	1,750.	875.		875.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX ESTIMATES	15,893.	0.		0.
TO FORM 990-PF, PG 1, LN 18	15,893.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	111.	0.		111.
BANK CHARGES	200.	200.		0.
TO FORM 990-PF, PG 1, LN 23	311.	200.		111.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
RECOVERY OF PRIOR YEAR CONTRIBUTIONS/GRANTS	5,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,000.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,482 SHS AMERISERV FINANCIAL	25,935.	38,139.
1,891 SHS FIRST CITIZENS BANK CL A	252,236.	309,179.
1,411 SHS AMERISERV FINANCIAL	34,560.	35,995.
200 SHS FIRST CITIZENS BANK CL B	32,300.	31,800.
200 SHS FIRST CITIZENS BANK CL A	35,913.	32,700.
4,000 SHS JPMORGAN CHASE CAP XIV	99,833.	101,760.
2,000 SHS VIRGINIA BANK BANCSHARES	34,525.	26,500.
285 SHS FIRST CITIZENS BANK SC	198,036.	142,928.
3,345 SHS NORTH STATE TELECOMM	219,463.	235,823.
250,000 UTS WACCAMAW STATE TRUST	250,000.	500.
1,000 SHS COCA COLA COMPANY	33,718.	36,250.
500 SHS KIMBERLY CLARK CORP	35,204.	42,215.
333 SHS KRAFT FOOD INC CL A	12,876.	15,142.
500 SHS PROCTOR & GAMBLE CO	32,212.	33,945.
1,000 SHS SCANA CORP	42,754.	45,640.
2,805 SHS F&M FINANCIAL CORP	2,678,382.	2,664,750.
250 SHS CLOVER COMMUNITY BANKSHARES	218,710.	218,225.
500 SHS FIRST TENNESSEE BANK	375,000.	355,938.
1,000 SHS FIRST TENNESSEE BANK	705,000.	711,875.
8,000 SHS JPMORGAN CHASE BANK 5.5% PFD	200,000.	201,120.
4,000 SHS TAYLOR CAPITAL GROUP INC	100,000.	100,800.
2,000 SHS TAYLOR CAPITAL GROUP INC	50,000.	50,400.
1,000 SHS ALTRIA GROUP INC. COM	28,628.	31,440.
500 SHS CHEVRON	51,282.	54,070.
1,000 SHS DOMINION RES INC VA COM	53,761.	51,800.
1,000 SHS DUPONT EI DENEMOURS	50,680.	44,979.
1,000 SHS GENERAL MILLS	38,236.	40,420.
1,000 SHS JOHNSON & JOHNSON	68,342.	70,100.
1,000 SHS KELLOGG CO	48,778.	55,850.
667 SHS KRAFT FOODS GROUP INC	31,224.	30,328.
1,000 SHS MONDELEZ (FROM KRAFT SPLIT)	23,841.	25,453.
500 SHS PEPSICO	35,977.	34,215.
500 SHS PHILIP MORRIS INTL INC COM	37,547.	41,820.
1,000 SHS PIEDMONT NAT GAS INC COM	33,064.	31,310.
500 SHS PROCTER & GAMBLE	31,710.	33,945.
1,000 SHS SOUTHERN COMPANY	47,593.	42,810.

500 SHS CONOCOPHILLIPS	26,557.	28,995.
500 SHS CONOCOPHILLIPS	26,955.	28,995.
500 SHS PHILLIPS 66	7,892.	13,275.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,308,724.	6,091,429.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
300,000 UTS TPREF FUNDING III	250,000.	750.
250,000 UTS TPREF FUNDING I	262,831.	625.
200,000 UTS US CAPITAL FUNDING I	200,000.	500.
100,000 UTS US CAPITAL FUNDING III	99,534.	250.
100,000 UTS MM CAPS FDG I LTD 9.48%	115,421.	50,000.
100,000 UTS IUS CAPITAL FUNDING II	99,000.	250.
300,000 UTS FIRST EMPIRE CAP TR II	327,804.	306,000.
100,000 UTS OCEAN SHORE CAP TR I	108,672.	80,000.
200,000 UTS PREFERRED TERM SECS LTD	214,078.	50,000.
100,000 UTS CNB INVT TR II	104,905.	100,000.
105,000 UTS FIRST FINANCIAL CAP TR I SER B 7%	56,528.	103,950.
FIRST CITIZENS BANCORP INC SUB 6.8%	450,000.	508,735.
500,000 UTS FIRST FINL CAP TR I CAP SEC SER B 7%	121,657.	247,500.
200,000 UTS FCB/SC CAP TR I 8.25%	206,105.	198,000.
25,000 UTS BB&T CORP SER E 5.625%	631,250.	637,000.
4000 UTS BB&T CORP SER E 5.625%	101,200.	101,920.
8,000 BB&T CORP DEP SHS SER F	200,000.	196,560.
5,000 BB&T CORP DEP SHS SER F	124,250.	122,850.
200,000 UTS ASTORIA FINL CORP SR NT 5%	200,000.	212,532.
100,000 UTS BAC CAP TR XIV	79,000.	84,516.
250,000 UTS FIRST EMPIRE CAP TR II PFD	256,962.	255,000.
120,000 UTS FIRST TENN CAP II CAP SECS B	113,400.	117,600.
200,000 UTS FIRST TENN CAP II CAP SECS B	200,000.	196,000.
200,000 UTS SYNOVUS FINL CORP SUB NT	193,250.	198,000.
100,000 UTS SYNOVUS FINL CORP SUB NT	97,750.	99,000.
100,000 UTS SYNOVUS FINL CORP SUB NT	97,750.	99,000.
100,000 UTS WACHOVIA CAP TR III	99,750.	99,500.
20,000 SHS BB&T (BBT PRE)	522,530.	509,600.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,533,627.	4,575,638.



FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	0.	35,063.	35,063.
TO FORM 990-PF, PART II, LINE 15	0.	35,063.	35,063.