



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

07/01, 2012, and ending

12/31, 2012

Name of foundation O PERRY EARLE JR & LOUISE JORDAN EARLE FNDTN		A Employer identification number 58-2441508
Number and street (or P O box number if mail is not delivered to street address) C/O OP EARLE III, TRUSTEE 1405 COACHMAN DRIVE	Room/suite	B Telephone number (see instructions) (864) 918-9700
City or town, state, and ZIP code FOUNTAIN INN, SC 29644-4530		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 693,821.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		645,663.			
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,800.	1,800.		ATCH 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,875.			
b Gross sales price for all assets on line 6a 8,714.					
7 Capital gain net income (from Part IV, line 2)			1,875.		
8 Net short-term capital gain				287.	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		649,338.	3,675.	287.	
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 2		7.	7.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 3		1,111.	555.		556.
24 Total operating and administrative expenses. Add lines 13 through 23		1,118.	562.		556.
25 Contributions, gifts, grants paid					
26 Total expenses and disbursements. Add lines 24 and 25		1,118.	562.		556.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		648,220.			
b Net investment income (if negative, enter -0-)			3,113.		
c Adjusted net income (if negative, enter -0-)				287.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 4		648,220.	693,821.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule)				
15		Other assets (describe)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	0	648,220.	693,821.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	0	0		
		Foundations that follow SFAS 117, check here				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds		648,220.			
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	0	648,220.			
31	Total liabilities and net assets/fund balances (see instructions)	0	648,220.			

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	0
2	Enter amount from Part I, line 27a	2	648,220.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	648,220.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	648,220.

Form 990-PF (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,875.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	287.

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			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2	0
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	659,696.
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	31.
7 Add lines 5 and 6	7	31.
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	556.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter <u>08/03/1999</u> (attach copy of letter if necessary - see instructions)		1	31.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	31.
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	31.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		0
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		31.
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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ (2) On foundation managers ☒ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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) ☒		
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 ATCH 5	X	

Form 990-PF (2012)

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?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ O PERRY EARLE III Telephone no ☐ 864-918-9700			
Located at ☐ 1405 COACHMAN DRIVE FOUNTAIN INN, SC ZIP+4 ☐ 29644-4530				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐			
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b	
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ☐	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? ☐ Yes ☒ No		
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	X
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? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) ☐	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

Form 990-PF (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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**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

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

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

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?**7b**

X

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 6		0	0	0

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

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

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

Form 990-PF (2012)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Form 990-PF (2012)

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	665,742.
b	Average of monthly cash balances	1b	4,000.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	669,742.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	669,742.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,046.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	659,696.
6	Minimum investment return. Enter 5% of line 5	6	1,382.

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	1,382.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	31.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	31.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,351.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,351.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,351.

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	556.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	556.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	31.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	525.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Form 990-PF (2012)

Page **9****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				1,351.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>556.</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				556.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				795.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form **990-PF** (2012)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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				
Total			3a	
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

JSA

Schedule of Contributors

OMB No 1545-0047

2012

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

Name of the organization

O PERRY EARLE JR & LOUISE JORDAN EARLE FNDTN

Employer identification number

58-2441508

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).

Name of organization O PERRY EARLE JR & LOUISE JORDAN EARLE FNDTN

Employer identification number
58-2441508**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	LOUISE J EARLE CRUT & IRA - CASH C/O OP EARLE III FOUNTAIN INN, SC 29644-4530	\$ 135,310.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	LOUISE J EARLE CRUT - SECURITIES C/O OP EARLE III 1405 COACHMAN DR FOUNTAIN INN, SC 29644-4530	\$ 510,353.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization O PERRY EARLE JR & LOUISE JORDAN EARLE FNDTN

Employer identification number

58-2441508

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. See instructions.) ► \$

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	
----- ----- -----		----- ----- -----	
(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	
----- ----- -----		----- ----- -----	
(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	
----- ----- -----		----- ----- -----	
(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	
----- ----- -----		----- ----- -----	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,453.		UBS STCG - SEE ATTACHED PROPERTY TYPE: SECURITIES 1,166.				P	VARIOUS 287.	VARIOUS
7,261.		UBS LTCG - SEE ATTACHED PROPERTY TYPE: SECURITIES 5,673.				P	VARIOUS 1,588.	VARIOUS
TOTAL GAIN (LOSS)							<u>1,875.</u>	

O. Perry Earle Jr. and Louise Jordan Earle Foundation
Securities Cost Basis Reconciliation
2012

	UBS Basic Cash 20086	UBS Atlanta 20091	UBS Fayez 20089	UBS Oak Ridge 20090	UBS TCW 20087	Total
Beginning Cost Basis of Securities	-	-	-	-	-	-
Purchases of Securities	-	6,992.42	840.62	6,145.91	2,060.99	16,039.94
Cost Basis of Securities Sold	-	(4,228.31)	-	(2,126.30)	(485.22)	(6,839.83)
Securities Transferred Into Account *	-	145,370.01	119,984.33	127,398.48	117,600.67	510,353.49
Securities Transferred Out of Account	-	-	-	-	-	-
Other Miscellaneous	-	-	-	-	-	-
Unreconciled Difference	-	-	-	-	-	-
Ending Cost Basis of Securities	-	148,134.12	120,824.95	131,418.09	119,176.44	519,553.60

Purchases and sales of securities - total

Cost basis of securities sold	-	4,228.31	-	2,126.30	485.22	6,839.83
Purchases of securities	-	6,992.42	840.62	6,145.91	2,060.99	16,039.94
Net	-	2,764.11	840.62	4,019.61	1,575.77	9,200.11

Short term gains and losses

Sale amount	-	794.72	-	-	658.72	1,453.44
Cost basis	-	681.38	-	-	485.22	1,166.60
Net gain or loss	-	113.34	-	-	173.50	286.84

Long term gains and losses

Sale amount	-	4,555.82	-	2,705.55	-	7,261.37
Cost basis	-	3,546.93	-	2,126.30	-	5,673.23
Net gain or loss	-	1,008.89	-	579.25	-	1,588.14

Securities transferred into the Foundation were transferred from the CRUT of OPE Jr. and LJE in November 2012.

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
UBS #087 TCW	432.	432.
USB #089 FAYEZ	395.	395.
USB #090 OAK RIDGE	151.	151.
USB #091 ATLANTA	800.	800.
USB #091 ATLANTA CAP GAIN DISTR	10.	10.
USB #091 ATLANTA NON-DIVD DISTRIBUTIONS	12.	12.
TOTAL	<u>1,800.</u>	<u>1,800.</u>

ATTACHMENT 2FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UBS #087 TCW FOREIGN TAXES	1.	1.
UBS #089 FAYEZ FOREIGN TAXES	6.	6.
TOTALS	7.	7.

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
UBS #091 ATLANTA ACCOUNT FEE	270.	135.	135.
UBS #089 FAYEZ ACCOUNT FEE	232.	116.	116.
UBS #090 OAK RIDGE ACCOUNT FEE	238.	119.	119.
UBS #087 TCW ACCOUNT FEE	219.	109.	110.
UBS BASIC CASH ACCOUNT FEE	150.	75.	75.
ROUNDING	2.	1.	1.
TOTALS	<u>1,111.</u>	<u>555.</u>	<u>556.</u>

ATTACHMENT 4FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UBS BASIC MM MUTUAL FUNDS	109,823.	109,823.
UBS TCW LARGE CAP GROWTH	119,176.	128,900.
UBS FAYEZ SAROFIM LARGE CAP	120,825.	134,631.
UBS OAK RIDGE ALL CAP GROWTH	131,418.	137,996.
UBS ATLANTA SMALL CAP VALUE	148,134.	163,627.
UBS ATLANTA MM MUTUAL FUNDS	10,531.	10,531.
UBS FAYEZ MM MUTUAL FUNDS	2,573.	2,573.
UBS OAK RIDGE MM MUTUAL FUNDS	2,721.	2,721.
UBS TCW MM MUTUAL FUNDS	3,019.	3,019.
TOTALS	<u>648,220.</u>	<u>693,821.</u>



Resource Management Account
December 2012

Account name:
Account number:
THE O PERRY EARLE JR AND
BL 20086 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

UBS Bank USA deposit account balances are included in the Cash and money balances value, are insured by the FDIC within applicable limits, but are not protected by SIPC. See the *Important information about your statement* at the end of this document for details about those balances.

Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/Interest period	Days in period
Cash	0 01	0.00				
UBS BANK USA DEP ACCT	6,735.42	109,823.03				
Total	\$6,735.43	\$109,823.03				

Your total assets

	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Cash	109,823.03	100.00%	109,823.03		
Total	\$109,823.03	100.00%	\$109,823.03		

Account activity this month

Date	Activity	Description	Amount (\$)
Dec 12	Deposit	BANK CHECK BANK OF GREENVILLE CASHIERS CK	103,237.60
Total deposits and other funds credited			\$103,237.60
Date	Activity	Description	Amount (\$)
Dec 6	Fee Charge	ANNUAL FEE CHARGE	-150.00
Total annual fees			-\$150.00



ACCESS
December 2012

Account name:
Account number:

THE O PERRY EARLE JR AND
BL 20087 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

UBS Bank USA deposit account balances are included in the Cash and money balances value, are insured by the FDIC within applicable limits, but are not protected by SIPC. See the *Important information about your statement* at the end of this document for details about those balances.

Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/Interest period	Days in period	Cap amount (\$)
UBS BANK USA DEP ACCT	1,902.67	3,019.33					250,000.00

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ACE LTD CHF								
Symbol: ACE Exchange: NYSE								
EAI: \$120 Current yield: 2.47%								
CHF Exchange rate: 0.91535		61,000	---	This information was unavailable---	79.800	4,867.80		
ALLERGAN INC								
Symbol: AGN Exchange: NYSE								
EAI: \$10 Current yield: 0.22%		49,000	---	This information was unavailable---	91.730	4,494.77		
AMAZON.COM INC								
Symbol: AMZN Exchange: OTC		17,000	---	This information was unavailable---	250.870	4,264.79		
AMERICAN TOWER CORP REIT								
Symbol: AMT Exchange: NYSE								
EAI: \$81 Current yield: 1.25%		84,000	---	This information was unavailable---	77.270	6,490.68		
APPLE INC								
Symbol: AAPL Exchange: OTC								
EAI: \$191 Current yield: 1.99%		18,000	---	This information was unavailable---	532.172	9,579.09		
ARM HOLDINGS PLC SPON ADR								
Symbol: ARMH Exchange: OTC								
EAI: \$17 Current yield: 0.41%		109,000	---	This information was unavailable---	37.830	4,123.47		

continued next page



ACCESS
December 2012

Account name:
Account number:

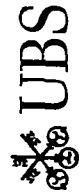
THE O PERRY EARLE JR AND
BL 20087 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets > **Equities** > **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
CERNER CORP								
Symbol CERN Exchange OTC		56,000	---This information was unavailable---		77.510	4,340.56		
COGNIZANT TECH SOLUTIONS CRP								
Symbol CTSH Exchange OTC		50,000	---This information was unavailable---		73.882	3,694.10		
COSTCO WHOLESALE CORP								
Symbol COST Exchange OTC		31,000	---This information was unavailable---		98.730	3,060.63		
EAI \$34 Current yield 1.11%								
EQUINIX INC NEW								
Symbol EQIX Exchange OTC		19,000	---This information was unavailable---		206.200	3,917.80		
FASTENAL CO								
Symbol FAST Exchange OTC		93,000	---This information was unavailable---		46.650	4,338.45		
EAI \$78 Current yield 1.80%								
GOOGLE INC CL A								
Symbol GOOG Exchange OTC		7,000	---This information was unavailable---		707.380	4,951.66		
INTUITIVE SURGICAL INC NEW								
Symbol ISRG Exchange OTC		5,000	---This information was unavailable---		490.370	2,451.85		
LIFE TECHNOLOGIES CORP								
Symbol LIFE Exchange OTC		74,000	---This information was unavailable---		49.030	3,628.22		
LINKEDIN CORP CL A								
Symbol LNKD Exchange NYSE	Nov 26, 12	19,000	108.473	2,060.99	114.820	2,181.58	120.59	ST
MEAD JOHNSON NUTRITION CO COM								
STOCK								
Symbol MIN Exchange NYSE		47,000	---This information was unavailable---		65.890	3,096.83		
EAI \$56 Current yield 1.81%								
NATL-OILWELLVARCO INC								
Symbol NOV Exchange NYSE		33,000	---This information was unavailable---		68.350	2,255.55		
EAI \$17 Current yield 0.75%								
OCCIDENTAL PETROLEUM CRP								
Symbol OXY Exchange NYSE		45,000	---This information was unavailable---		76.610	3,447.45		
EAI \$97 Current yield 2.81%								
OCEANEERING INTL INC								
Symbol OII Exchange NYSE		68,000	---This information was unavailable---		53.790	3,657.72		
EAI \$49 Current yield 1.34%								

continued next page



ACCESS
December 2012

Account name:
Account number:

THE O PERRY EARLE JR AND
BL 20087 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
PRAXAIR INC								
Symbol PX Exchange NYSE								
EAL \$81 Current yield 2.00%		37 000	---This information was unavailable---		109.450	4,049.65		
PRECISION CASTPARTS CORP								
Symbol PCP Exchange NYSE								
EAL \$3 Current yield 0.07%		24,000	---This information was unavailable---		189.420	4,546.08		
PRICELINE COM INC NEW								
Symbol PCLN Exchange OTC		6 000	---This information was unavailable---		620.390	3,722.34		
QUALCOMM INC								
Symbol QCOM Exchange OTC								
EAL \$116 Current yield 1.62%		116 000	---This information was unavailable---		61.859	7,175.64		
SALESFORCE COM INC								
Symbol CRM Exchange NYSE		32 000	---This information was unavailable---		168.100	5,379.20		
SCHLUMBERGER LTD NETHERLANDS								
ANTILLES								
Symbol SLB Exchange NYSE								
EAL \$66 Current yield 1.59%		60 000	---This information was unavailable---		69.298	4,157.88		
SCHWAB CHARLES CORP NEW								
Symbol SCHW Exchange NYSE								
EAL \$39 Current yield 1.68%		162,000	---This information was unavailable---		14.360	2,326.32		
SILVER WHEATON CORP CAD								
Symbol SLW Exchange NYSE								
EAL \$27 Current yield 0.77%								
CAD Exchange rate 0.99570		97,000	---This information was unavailable---		36.080	3,499.76		
STARBUCKS CORP								
Symbol SBUX Exchange OTC								
EAL \$70 Current yield 1.57%		83 000	---This information was unavailable---		53.630	4,451.29		
VERISK ANALYTICS INC CL A								
Symbol VRSK Exchange OTC		60 000	---This information was unavailable---		50.970	3,058.20		
VISA INC CL A								
Symbol V Exchange NYSE								
EAL \$38 Current yield 0.86%		29 000	---This information was unavailable---		151.580	4,395.82		
VMWARE INC CL A								
Symbol VMW Exchange NYSE		35,000	---This information was unavailable---		94.140	3,294.90		

continued next page



ACCESS
December 2012

Account name:
Account number:

THE O PERRY EARLE JR AND
BL 20087 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Total				\$2,060.99		\$128,900.08	\$120.59	

Total estimated annual income: \$1,190

Your total assets

	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Cash	3,019.33	2.29%	3,019.33		
Equities	128,900.08	97.71%	2,060.99	1,190.00	120.59
Total	\$131,919.41	100.00%	\$5,080.32	\$1,190.00	\$120.59

* Missing cost basis information

Account activity this month

Date	Activity	Description	Amount (\$)
Dec 3	Account	FM BL-16858	35.70

Total deposits and other funds credited

Date	Activity	Description	Amount (\$)
------	----------	-------------	-------------

Dividend and interest income

Taxable dividends

Dec 4	Dividend	VISA INC CL A PAID ON	29	9.57
Dec 5	Foreign Dividend	SILVER WHEATON CORP CAD PAID ON	97	6.79
Dec 12	Dividend	ALLERGAN INC PAID ON	49	2.45
Dec 17	Dividend	PRAXAIR INC PAID ON	37	20.35
Dec 18	Dividend	COSTCO WHOLESALE CORP PAID ON	31	217.00
Dec 20	Dividend	OCEANEERING INTL INC PAID ON	68	12.24
Dec 21	Dividend	FASTENAL CO PAID ON	93	46.50
Dec 21	Dividend	NATL-OILWELLVARCO INC PAID ON	33	4.29
Dec 21	Dividend	QUALCOMM INC PAID ON	116	29.00
Dec 27	Dividend	OCCIDENTAL PETROLEUM CRP PAID ON	45	24.30
Dec 28	Dividend	AMERICAN TOWER CORP REIT PAID ON	84	20.16

continued next page



ACCESS
December 2012

Account name:
Account number:
THE O PERRY EARLE JR AND
BL 20089 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

UBS Bank USA deposit account balances are included in the Cash and money balances value, are insured by the FDIC within applicable limits, but are not protected by SIPC. See the *Important information about your statement* at the end of this document for details about those balances.

Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/Interest period	Days in period	Cap amount (\$)
UBS BANK USA DEP ACCT	2,017.40	2,572.65					250,000.00

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ABBOTT LABS								
Symbol: ABT Exchange: NYSE								
EAI: \$31 Current yield: 0.86%		55,000	---	This information was unavailable---	65.500	3,602.50		
AIR PROD & CHEMICAL INC								
Symbol: APD Exchange: NYSE		14,000	---	This information was unavailable---	84.020	1,176.28		
EAI: \$36 Current yield: 3.06%								
ALTRIA GROUP INC								
Symbol: MO Exchange: NYSE		91,000	---	This information was unavailable---	31.440	2,861.04		
EAI: \$160 Current yield: 5.59%								
AMER EXPRESS CO								
Symbol: AXP Exchange: NYSE		24,000	---	This information was unavailable---	57.480	1,379.52		
EAI: \$19 Current yield: 1.38%								
APACHE CORP								
Symbol: APA Exchange: NYSE	Nov 26, 12	11,000	76.420	840.62	78.500	863.50	22.88	ST
EAI: \$12 Current yield: 0.85%		7,000	---	This information was unavailable---	78.500	549.50		
		18,000	76.420	840.62		1,413.00	22.88	
Security total								continued next page



ACCESS
December 2012

Account name:
Account number:

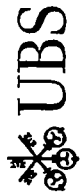
THE O PERRY EARLE JR AND
BL 20089 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets > Equities > Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
APPLE INC								
Symbol: AAPL Exchange: OTC								
EAI: \$159 Current yield: 1.99%		15,000	---This information was unavailable---		532.172	7,982.58		
ARCOS DORADOS HOLDINGS INC								
CL A								
Symbol: ARCO Exchange: NYSE								
EAI: \$7 Current yield: 2.02%		29,000	---This information was unavailable---		11.960	346.84		
AUTOMATIC DATA PROCESSING INC								
Symbol: ADP Exchange: OTC								
EAI: \$42 Current yield: 3.07%		24,000	---This information was unavailable---		56.930	1,366.32		
BLACKROCK INC								
Symbol: BLK Exchange: NYSE								
EAI: \$42 Current yield: 2.90%		7,000	---This information was unavailable---		206.710	1,446.97		
CATERPILLAR INC								
Symbol: CAT Exchange: NYSE								
EAI: \$52 Current yield: 2.32%		25,000	---This information was unavailable---		89.608	2,240.20		
CHEVRON CORP								
Symbol: CVX Exchange: NYSE								
EAI: \$166 Current yield: 3.34%		46,000	---This information was unavailable---		108.140	4,974.44		
COCA COLA CO COM								
Symbol: KO Exchange: NYSE								
EAI: \$175 Current yield: 2.81%		172,000	---This information was unavailable---		36.250	6,235.00		
CONOCOPHILLIPS								
Symbol: COP Exchange: NYSE								
EAI: \$140 Current yield: 4.56%		53,000	---This information was unavailable---		57.990	3,073.47		
DIAGEO PLC NEW GB SPON ADR								
Symbol: DEO Exchange: NYSE								
EAI: \$33 Current yield: 2.36%		12,000	---This information was unavailable---		116.580	1,398.96		
EXXON MOBIL CORP								
Symbol: XOM Exchange: NYSE								
EAI: \$212 Current yield: 2.63%		93,000	---This information was unavailable---		86.550	8,049.15		
FRANKLIN RESOURCES INC								
Symbol: BEN Exchange: NYSE								
EAI: \$12 Current yield: 0.95%		10,000	---This information was unavailable---		125.700	1,257.00		

continued next page



ACCESS
December 2012

Account name:
Account number:

THE O PERRY EARLE JR AND
BL 20089 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
FREEPORT-MCMORAN COPPER & GOLD INC								
Symbol: FCX Exchange: NYSE								
EAI: \$55 Current yield: 3.65%		44,000	---This information was unavailable---		34.200	1,504.80		
GENL ELECTRIC CO								
Symbol: GE Exchange: NYSE								
EAI: \$75 Current yield: 3.61%		99,000	---This information was unavailable---		20.990	2,078.01		
HSBC HOLDINGS PLC NEW GB SPON ADR								
Symbol: HBC Exchange: NYSE								
EAI: \$93 Current yield: 4.74%		37,000	---This information was unavailable---		53.070	1,963.59		
INTEL CORP								
Symbol: INTC Exchange: OTC								
EAI: \$102 Current yield: 4.38%		113,000	---This information was unavailable---		20.620	2,330.06		
INTL BUSINESS MACH								
Symbol: IBM Exchange: NYSE								
EAI: \$68 Current yield: 1.77%		20,000	---This information was unavailable---		191.550	3,831.00		
INTUITIVE SURGICAL INC NEW								
Symbol: ISRG Exchange: OTC								
JOHNSON & JOHNSON COM		4,000	---This information was unavailable---		490.370	1,961.48		
Symbol: JNJ Exchange: NYSE								
EAI: \$134 Current yield: 3.48%		55,000	---This information was unavailable---		70.100	3,855.50		
JPMORGAN CHASE & CO								
Symbol: JPM Exchange: NYSE								
EAI: \$90 Current yield: 2.73%		75,000	---This information was unavailable---		43.969	3,297.67		
KRAFT FOODS GROUP INC								
Symbol: KRFT Exchange: OTC								
EAI: \$24 Current yield: 4.40%		12,000	---This information was unavailable---		45.470	545.64		
LAUDER ESTEE COS CL A								
Symbol: EL Exchange: NYSE								
EAI: \$19 Current yield: 1.22%		26,000	---This information was unavailable---		59.860	1,556.36		
MCDONALDS CORP								
Symbol: MCD Exchange: NYSE								
EAI: \$142 Current yield: 3.50%		46,000	---This information was unavailable---		88.210	4,057.66		

continued next page



ACCESS
December 2012

Account name:
Account number:

THE O PERRY EARLE JR AND
BL 20089 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
MERCK & CO INC NEW COM Symbol MRK Exchange NYSE EAI \$58 Current yield 4.17%		34 000	---	This information was unavailable---	40.940	1,391.96		
MONDELEZ INTL INC Symbol MDLZ Exchange OTC EAI \$19 Current yield 2.02%		37 000	---	This information was unavailable---	25.453	941.76		
NESTLE S A SPONSORED ADR REPSGT REG SHS SWITZ ADR Symbol NSRGY Exchange OTC EAI \$106 Current yield 2.71%		60 000	---	This information was unavailable---	65.170	3,910.20		
NEWS CORP INC DELA CL A Symbol NWSA Exchange OTC EAI \$12 Current yield 0.67%		70 000	---	This information was unavailable---	25.510	1,785.70		
NOVO NORDISK ADR DENMARK ADR Symbol NVO Exchange NYSE EAI \$29 Current yield 1.11%		16 000	---	This information was unavailable---	163.210	2,611.36		
OCCIDENTAL PETROLEUM CRP Symbol OXY Exchange NYSE EAI \$67 Current yield 2.82%		31 000	---	This information was unavailable---	76.610	2,374.91		
ORACLE CORP Symbol ORCL Exchange OTC EAI \$6 Current yield 0.69%		26 000	---	This information was unavailable---	33.320	866.32		
PEPSICO INC Symbol PEP Exchange NYSE EAI \$77 Current yield 3.13%		36 000	---	This information was unavailable---	68.430	2,463.48		
PHILIP MORRIS INTL INC Symbol PM Exchange NYSE EAI \$306 Current yield 4.07%		90 000	---	This information was unavailable---	83.640	7,527.60		
PHILLIPS 66 Symbol PSX Exchange NYSE EAI \$26 Current yield 1.88%		26 000	---	This information was unavailable---	53.100	1,380.60		
PRAIRIE INC Symbol PX Exchange NYSE EAI \$40 Current yield 2.03%		18 000	---	This information was unavailable---	109.450	1,970.10		

continued next page



ACCESS
December 2012

Account name:
Account number:
THE O PERRY EARLE JR AND
BL 20089 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
PROCTER & GAMBLE CO								
Symbol: PG Exchange: NYSE								
EAI: \$130 Current yield: 3.30%		58,000	---	This information was unavailable---	67.890	3,937.62		
QUALCOMM INC								
Symbol: QCOM Exchange: OTC								
EAI: \$28 Current yield: 1.62%		28,000	---	This information was unavailable---	61.859	1,732.05		
RIO TINTO PLC SPON ADR								
Symbol: RIO Exchange: NYSE								
EAI: \$46 Current yield: 2.83%		28,000	---	This information was unavailable---	58.090	1,626.52		
ROCHE HLDG LTD SPONS ADR SWITZ ADR								
Symbol: RHHBY Exchange: OTC								
EAI: \$69 Current yield: 3.04%		45,000	---	This information was unavailable---	50.500	2,272.50		
ROYAL DUTCH SHELL PLC CL A SPON ADR								
Symbol: RDSA Exchange: NYSE								
EAI: \$135 Current yield: 4.26%		46,000	---	This information was unavailable---	68.950	3,171.70		
SABMiller PLC SPON ADR								
Symbol: SBMRY Exchange: OTC								
EAI: \$15 Current yield: 2.00%		16,000	---	This information was unavailable---	46.790	748.64		
TARGET CORP								
Symbol: TGT Exchange: NYSE								
EAI: \$75 Current yield: 2.44%		52,000	---	This information was unavailable---	59.170	3,076.84		
TEXAS INSTRUMENTS								
Symbol: TXN Exchange: OTC								
EAI: \$47 Current yield: 2.72%		56,000	---	This information was unavailable---	30.890	1,729.84		
TIME WARNER CABLE INC								
Symbol: TWC Exchange: NYSE								
EAI: \$20 Current yield: 2.29%		9,000	---	This information was unavailable---	97.190	874.71		
TOTAL S.A. FRANCE SPON ADR								
Symbol: TOT Exchange: NYSE								
EAI: \$155 Current yield: 4.81%		62,000	---	This information was unavailable---	52.010	3,224.62		

continued next page



ACCESS
December 2012

Account name:
Account number:

THE O PERRY EARLE JR AND
BL 20089 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
UNTD TECHNOLOGIES CORP								
Symbol: UTX Exchange: NYSE								
EAI: \$64 Current yield: 2.60%		30,000	---This information was unavailable---		82.010	2,460.30		
WAL MART STORES INC								
Symbol: WMT Exchange: NYSE								
EAI: \$75 Current yield: 2.34%		47,000	---This information was unavailable---		68.230	3,206.81		
WALGREEN CO								
Symbol: WAG Exchange: NYSE								
EAI: \$43 Current yield: 2.98%		39,000	---This information was unavailable---		37.010	1,443.39		
WALT DISNEY CO (HOLDING CO)								
Symbol: DIS Exchange: NYSE								
EAI: \$23 Current yield: 1.49%		31,000	---This information was unavailable---		49.790	1,543.49		
XLINX INC								
Symbol: XLNX Exchange: OTC								
EAI: \$14 Current yield: 2.44%		16,000	---This information was unavailable---		35.861	573.77		
Total				\$840.62		\$134,631.83	\$22.88	
Total estimated annual income: \$3,785								

Your total assets

	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Cash	2,572.65	1.88%	2,572.65		
Equities	134,631.83	98.12%	840.62	3,785.00	22.88
Total	\$137,204.48	100.00%	\$3,413.27	\$3,785.00	\$22.88

* Missing cost basis information

Account activity this month

Deposits and other funds credited	Date	Activity	Description	Amount (\$)
	Dec 3	Account Conversion	FM BL-16857	3.52
	Dec 10	Account Conversion	FM BL-16857	66.91

continued next page



ACCESS
December 2012

Account name:
Account number:
THE O PERRY EARLE JR AND
BL 20090 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

UBS Bank USA deposit account balances are included in the Cash and money balances value, are insured by the FDIC within applicable limits, but are not protected by SIPC. See the *Important information about your statement* at the end of this document for details about those balances.

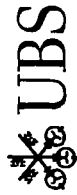
Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/Interest period	Days in period	Cap amount (\$)
UBS BANK USA DEP ACCT	5,961.23	2,721.40					250,000.00

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
AFFILIATED MANAGERS GROUP								
Symbol AMG Exchange: NYSE		28 000	---	This information was unavailable---	130.150	3,644.20		
AKORN INC								
Symbol AKRX Exchange: OTC	Dec 12, 12	81 000	13.446	1,089.18	13.360	1,082.16	-7.02	ST
		132 000	---	This information was unavailable---	13.360	1,763.52		
Security total		213 000	13.447	1,089.18		2,845.68	-7.02	
ALLIANCE DATA SYSTEMS CORP								
Symbol ADS Exchange: NYSE		32 000	---	This information was unavailable---	144.760	4,632.32		
ALTERA CORP								
Symbol ALTR Exchange: OTC		55 000	---	This information was unavailable---	34.390	1,891.45		
EAI \$22 Current yield 1.16%								
AMETEK INC (NEW)								
Symbol AME Exchange: NYSE		73 000	---	This information was unavailable---	37.570	2,742.61		
EAI \$18 Current yield 0.66%								
ANSYS INC								
Symbol ANSS Exchange: OTC		38 000	---	This information was unavailable---	67.340	2,558.92		

continued next page



ACCESS
December 2012

Account name: THE O PERRY EARLE JR AND
Account number: BL 20090 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets › **Equities** › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
APPLE INC								
Symbol AAPL Exchange OTC								
EAI: \$212 Current yield 1.99%		20.000	---	This information was unavailable---	532 172	10,643.44		
BAXTER INTL INC								
Symbol BAX Exchange NYSE								
EAI: \$97 Current yield 2.69%		54.000	---	This information was unavailable---	66 660	3,599.64		
BED BATH & BEYOND INC								
Symbol BBBY Exchange OTC		38.000	---	This information was unavailable---	55 910	2,124.58		
CATAMARAN CORP CAD								
Symbol CTRX Exchange OTC								
CAD Exchange rate 0.99570		28.000	---	This information was unavailable---	47.100	1,318.80		
CELGENE CORP								
Symbol CELG Exchange OTC	Dec 11, 12	10.000	82.512	825.12	78.470	784.70	-40.42	ST
Security total		33.000	---	This information was unavailable---	78.470	2,589.51		
		43.000	82.512	825.12		3,374.21	-40.42	
CERNER CORP								
Symbol CERN Exchange OTC		17.000	---	This information was unavailable---	77.510	1,317.67		
CHURCH & DWIGHT CO INC								
Symbol CHD Exchange NYSE								
EAI: \$64 Current yield 1.78%		67.000	---	This information was unavailable---	53.570	3,589.19		
CITRIX SYSTEMS INC								
Symbol CTXS Exchange OTC		22.000	---	This information was unavailable---	65.620	1,443.64		
COACH INC								
Symbol COH Exchange NYSE								
EAI: \$59 Current yield 2.17%		49.000	---	This information was unavailable---	55.510	2,719.99		
COGNIZANT TECH SOLUTIONS CRP								
Symbol CTSH Exchange OTC		27.000	---	This information was unavailable---	73.882	1,994.81		
CONCHO RESOURCES INC								
Symbol CXO Exchange NYSE		16.000	---	This information was unavailable---	80.560	1,288.96		
DANAHER CORP								
Symbol DHR Exchange NYSE								
EAI: \$7 Current yield 0.17%		72.000	---	This information was unavailable---	55.900	4,024.80		
DECKERS OUTDOOR CORP								
Symbol DECK Exchange OTC		32.000	---	This information was unavailable---	40.270	1,288.64		

continued next page



ACCESS
December 2012

Account name:
Account number:
THE O PERRY EARLE JR AND
BL 20090 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	-Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
DENBURY RESOURCES INC NEW Symbol DNR Exchange NYSE		102,000	---This information was unavailable---		16 200	1,652.40		
ECOLAB INC								
Symbol ECL Exchange NYSE								
EAI \$36 Current yield 1 28%	Dec 7, 12	39 000	72 489	2,827.09	71,900	2,804.10	-22.99	ST
EMC CORP MASS								
Symbol EMC Exchange NYSE		88,000	---This information was unavailable---		25.300	2,226.40		
EXPRESS SCRIPTS HLDG CO								
Symbol ESRX Exchange OTC		55,000	---This information was unavailable---		54,000	2,970.00		
GILEAD SCIENCES INC								
Symbol GILD Exchange OTC		30 000	---This information was unavailable---		73 450	2,203.50		
GOOGLE INC CL A								
Symbol GOOG Exchange OTC		3,000	---This information was unavailable---		707 380	2,122.14		
ILLINOIS TOOL WORKS INC								
Symbol ITW Exchange NYSE		38,000	---This information was unavailable---		60.810	2,310.78		
EAI \$58 Current yield 2.51%								
INTERCONTINENTALEXCHANGE INC								
Symbol ICE Exchange NYSE		15 000	---This information was unavailable---		123 810	1,857 15		
INTL BUSINESS MACH								
Symbol IBM Exchange NYSE		33,000	---This information was unavailable---		191.550	6,321.15		
EAI \$112 Current yield 1 77%								
JOHNSON & JOHNSON COM								
Symbol JNJ Exchange NYSE		40 000	---This information was unavailable---		70 100	2,804.00		
EAI \$98 Current yield 3 50%								
KRAFT FOODS GROUP INC								
Symbol KRFT Exchange OTC		23 000	---This information was unavailable---		45.470	1,045 81		
EAI \$46 Current yield 4 40%								
LINKEDIN CORP CL A								
Symbol LNKD Exchange NYSE		14 000	---This information was unavailable---		114.820	1,607.48		
MEAD JOHNSON NUTRITION CO COM								
STOCK								
Symbol MIN Exchange NYSE		37 000	---This information was unavailable---		65 890	2,437.93		
EAI \$44 Current yield 1 80%								

continued next page



ACCESS
December 2012

Account name:
Account number:

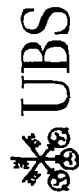
THE O PERRY EARLE JR AND
BL 20090 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
MONDELEZ INTL INC								
Symbol: MDLZ Exchange: OTC								
EAI: \$36 Current yield: 2.05%		69,000	---	This information was unavailable---	25.453	1,756.25		
MSC INDL DIRECT CO INC								
Symbol: MSM Exchange: NYSE								
EAI: \$40 Current yield: 1.61%		33,000	---	This information was unavailable---	75.380	2,487.54		
O REILLY AUTOMOTIVE INC								
Symbol: ORLY Exchange: OTC								
		29,000	---	This information was unavailable---	89.420	2,593.18		
ORACLE CORP								
Symbol: ORCL Exchange: OTC								
EAI: \$12 Current yield: 0.72%		50,000	---	This information was unavailable---	33.320	1,666.00		
PEPSICO INC								
Symbol: PEP Exchange: NYSE								
EAI: \$80 Current yield: 3.16%		37,000	---	This information was unavailable---	68.430	2,531.91		
PRAXAIR INC								
Symbol: PX Exchange: NYSE								
EAI: \$59 Current yield: 2.00%		27,000	---	This information was unavailable---	109.450	2,955.15		
PRECISION CASTPARTS CORP								
Symbol: PCP Exchange: NYSE								
EAI: \$2 Current yield: 0.06%		17,000	---	This information was unavailable---	189.420	3,220.14		
PRICELINE.COM INC NEW								
Symbol: PCLN Exchange: OTC								
		3,000	---	This information was unavailable---	620.390	1,861.17		
QUALCOMM INC								
Symbol: QCOM Exchange: OTC								
EAI: \$59 Current yield: 1.62%		59,000	---	This information was unavailable---	61.859	3,649.68		
QUESTCOR PHARMACEUTICALS INC								
Symbol: QCOR Exchange: OTC								
EAI: \$45 Current yield: 3.01%		56,000	---	This information was unavailable---	26.720	1,496.32		
ROSS STORES INC								
Symbol: ROST Exchange: OTC								
EAI: \$25 Current yield: 1.05%		44,000	---	This information was unavailable---	54.090	2,379.96		
SALIX PHARMACEUTICALS LTD (DELA)								
Symbol: SLXP Exchange: OTC								
		41,000	---	This information was unavailable---	40.471	1,659.31		

continued next page



ACCESS
December 2012

Account name:
Account number:

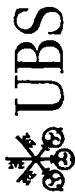
THE O PERRY EARLE JR AND
BL 20090 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
SALLY BEAUTY CO INC Symbol SBH Exchange NYSE		86,000	---This information was unavailable---		23 570	2,027.02		
SCHLUMBERGER LTD NETHERLANDS ANTILLES								
Symbol SLB Exchange NYSE EAI \$39 Current yield: 1.61%		35,000	---This information was unavailable---		69 298	2,425 43		
SOUTHWESTERN ENERGY CO Symbol: SWN Exchange NYSE		58 000	---This information was unavailable---		33,410	1,937.78		
STARBUCKS CORP								
Symbol: SBUX Exchange: OTC EAI \$22 Current yield: 1 58%	Dec 20, 12	26,000	54,020	1,404 52	53 630	1,394.38	-10 14	ST
STERICYCLE INC								
Symbol: SRCL Exchange: OTC		22 000	---This information was unavailable---		93,280	2,052.16		
TRANSDIGM GROUP INC								
Symbol: TDG Exchange NYSE		13 000	---This information was unavailable---		136,360	1,772.68		
VERIFONE SYSTEMS INC								
Symbol: PAY Exchange NYSE		43,000	---This information was unavailable---		29 680	1,276.24		
VF CORP								
Symbol: VFC Exchange NYSE EAI \$38 Current yield 2 29%		11 000	---This information was unavailable---		150,970	1,660.67		
VISA INC CL A								
Symbol: V Exchange NYSE EAI: \$25 Current yield 0.87%		19 000	---This information was unavailable---		151,580	2,880.02		
WASTE CONNECTIONS INC								
Symbol: WCN Exchange NYSE EAI \$34 Current yield 1.17%		86,000	---This information was unavailable---		33,790	2,905 94		
Total				\$6,145.91		\$137,995.32	-\$80.57	

Total estimated annual income: \$1,389



ACCESS
December 2012

Account name:
Account number:
THE O PERRY EARLE JR AND
BL 20091 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

UBS Bank USA deposit account balances are included in the Cash and money balances value, are insured by the FDIC within applicable limits, but are not protected by SIPC. See the *Important information about your statement* at the end of this document for details about those balances.

Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/Interest period	Days in period	Cap amount (\$)
Cash	0.00	226.16					250,000.00
UBS BANK USA DEP ACCT	11,350.34	10,304.99					
Total	\$11,350.34	\$10,531.15					

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
AAON INC NEW		73,000	---	---	20.870	1,523.51		
Symbol: AAON Exchange: OTC								
EAI: \$18 Current yield: 1.18%								
AARONS INC CL A								
Symbol: AAN Exchange: NYSE	Nov 30, 12	8,000	28.800	230.40	28.280	226.24	-4.16	ST
EAI: \$6 Current yield: 0.24%		81,000	---	---	28.280	2,290.68		
Security total		89,000	28.800	230.40		2,516.92	-4.16	
ACTUANT CORP NEW CL A								
Symbol: ATU Exchange: NYSE		74,000	---	---	27.910	2,065.34		
EAI: \$3 Current yield: 0.15%								
ACUTY BRANDS INC								
Symbol: AYI Exchange: NYSE		51,000	---	---	67.730	3,454.23		
EAI: \$27 Current yield: 0.78%								

continued next page



ACCESS
December 2012

Account name: THE O PERRY EARLE JR AND
Account number: BL 20091 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets > Equities > Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ADVISORY BOARD CO								
Symbol ABCO Exchange OTC		28,000	---	This information was unavailable---	46,790	1,310.12		
AFFILIATED MANAGERS GROUP								
Symbol AMG Exchange NYSE		21,000	---	This information was unavailable---	130,150	2,733.15		
APTARGROUP INC								
Symbol ATR Exchange NYSE	Nov 30, 12	10,000	47,660	476,60	47,720	477.20	0.60	ST
EAI \$70 Current yield 1.83%		70,000	---	This information was unavailable---	47,720	3,340.40		
Security total		80,000	47,660	476,60		3,817.60	0.60	
BALCHEM CORP								
Symbol BCPC Exchange OTC		48,000	---	This information was unavailable---	36,450	1,749.60		
EAI \$11 Current yield 0.63%								
BEACON ROOFING SUPPLY INC								
Symbol BECN Exchange OTC		60,000	---	This information was unavailable---	33,280	1,996.80		
BIO RAD LABORATORIES INC CL A								
Symbol BIO Exchange NYSE		47,000	---	This information was unavailable---	105,050	4,937.35		
BLACKBAUD INC								
Symbol BLKB Exchange OTC		146,000	---	This information was unavailable---	22,830	3,333.18		
EAI \$70 Current yield 2.10%								
CARLISLE COS INC								
Symbol CSL Exchange NYSE		38,000	---	This information was unavailable---	58,760	2,232.88		
EAI \$30 Current yield 1.34%								
CASEYS GEN STORES INC								
Symbol CASY Exchange OTC	Nov 30, 12	6,000	49,160	294.96	53,100	318.60	23.64	ST
EAI \$28 Current yield 1.23%		37,000	---	This information was unavailable---	53,100	1,964.70		
Security total		43,000	49,160	294.96		2,283.30	23.64	
CHOICE HOTELS INTL INC NEW								
Symbol CHH Exchange NYSE		76,000	---	This information was unavailable---	33,620	2,555.12		
EAI \$56 Current yield 2.19%								
CITY NATIONAL CORP								
Symbol CYN Exchange NYSE	Dec 18, 12	15,000	49,730	745.96	49,520	742.80	-3.16	ST
EAI \$52 Current yield 2.02%		37,000	---	This information was unavailable---	49,520	1,832.24		

continued next page



ACCESS
December 2012

Account name: THE O PERRY EARLE JR AND
Account number: BL 20091 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		52,000	49.731	745.96		2,575.04	-3.16	
CLARCOR INC								
Symbol: CLC Exchange: NYSE		71,000	---	This information was unavailable---	47.780	3,392.38		
EAI: \$38 Current yield: 1.12%								
COLUMBIA SPORTSWEAR CO								
Symbol: COLM Exchange: OTC		47,000	---	This information was unavailable---	53.360	2,507.92		
EAI: \$41 Current yield: 1.63%								
DORMAN PRODUCTS INC								
Symbol: DORM Exchange: OTC		75,000	---	This information was unavailable---	35.340	2,650.50		
DRIL-QUIP INC								
Symbol: DRQ Exchange: NYSE		61,000	---	This information was unavailable---	73.050	4,456.05		
EXPONENT INC								
Symbol: EXPO Exchange: OTC		67,000	---	This information was unavailable---	55.830	3,740.61		
FAIR ISAAC CORP								
Symbol: FICO Exchange: NYSE		89,000	---	This information was unavailable---	42.030	3,740.67		
EAI: \$7 Current yield: 0.19%								
FOREST CITY ENTERPRISES								
INC CL A								
Symbol: FCE.A Exchange: NYSE		142,000	---	This information was unavailable---	16.150	2,293.30		
FORWARD AIR CORP								
Symbol: FWRD Exchange: OTC		102,000	---	This information was unavailable---	35.010	3,571.02		
EAI: \$41 Current yield: 1.15%								
GRACO INC								
Symbol: GGG Exchange: NYSE		63,000	---	This information was unavailable---	51.490	3,243.87		
EAI: \$63 Current yield: 1.94%								
HARRIS TEETER SUPERMARKETS INC								
COM								
Symbol: HTSI Exchange: NYSE	Nov 30, 12	5,000	38.090	190.45	38.560	192.80	2.35	ST
EAI: \$26 Current yield: 1.53%		39,000	---	This information was unavailable---	38.560	1,503.84		
Security total		44,000	38.090	190.45		1,696.64	2.35	
HCC INSURANCE HLDGS INC								
Symbol: HCC Exchange: NYSE		58,000	---	This information was unavailable---	37.210	2,158.18		
EAI: \$38 Current yield: 1.76%								

continued next page



ACCESS
December 2012

Account name:
Account number:

THE O PERRY EARLE JR AND
BL 20091 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
HEICO CORP NEW CL A								
Symbol HELA Exchange NYSE								
EAI \$8 Current yield 0.36%		69,000	---	This information was unavailable---	31.980	2,206.62		
HENRY JACK & ASSOC INC								
Symbol JKH Exchange OTC								
EAI \$56 Current yield 1.18%		121,000	---	This information was unavailable---	39.260	4,750.46		
HIBETT SPORTS INC								
Symbol HIBB Exchange OTC								
		43,000	---	This information was unavailable---	52.700	2,266.10		
HITTITE MICROWAVE CORP								
Symbol HITT Exchange OTC								
		29,000	---	This information was unavailable---	62.060	1,799.74		
IBERIABANK CORP								
Symbol IBKC Exchange OTC								
EAI \$72 Current yield 2.77%	Dec 14, 12	21,000	48.210	1,012.41	49.120	1,031.52	19.11	ST
		32,000	---	This information was unavailable---	49.120	1,571.84		
		53,000	48.210	1,012.41		2,603.36	19.11	
Security total								
II VI INC								
Symbol IIVI Exchange OTC								
		105,000	---	This information was unavailable---	18.230	1,914.15		
J & J SNACK FOODS CORP								
Symbol JJSF Exchange OTC								
EAI \$22 Current yield 1.01%		34,000	---	This information was unavailable---	63.883	2,172.02		
KIRBY CORPORATION								
Symbol KEX Exchange NYSE								
		89,000	---	This information was unavailable---	61.890	5,508.21		
KNIGHT TRANSPORTATION INC								
Symbol KNX Exchange NYSE								
EAI \$38 Current yield 1.65%		157,000	---	This information was unavailable---	14.630	2,296.91		
LANDAUER INC								
Symbol LDR Exchange NYSE								
EAI \$68 Current yield 3.58%		31,000	---	This information was unavailable---	61.210	1,897.51		
LIQUIDITY SERVICES INC								
Symbol LQDT Exchange OTC								
	Nov 30, 12	11,000	38.630	424.93	40.860	449.46	24.53	ST
		56,000	---	This information was unavailable---	40.860	2,288.16		
		67,000	38.630	424.93		2,737.62	24.53	
Security total								
LKQ CORP NEW								
Symbol LKQ Exchange OTC								
		163,000	---	This information was unavailable---	21.100	3,439.30		

continued next page



ACCESS
December 2012

Account name:
Account number:
THE O PERRY EARLE JR AND
BL 20091 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets > **Equities** > **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
MANHATTAN ASSOC INC Symbol: MANH Exchange: OTC		79,000	---	This information was unavailable---	60.340	4,766.86		
MERIDIAN BIOSCIENCE INC Symbol: VIVO Exchange: OTC		128,000	---	This information was unavailable---	20.250	2,592.00		
EAI \$97 Current yield 3.74%								
MIDDLEBY CORP DELA Symbol: MIDD Exchange: OTC		13,000	---	This information was unavailable---	128.210	1,666.73		
MONRO MUFFLER BRAKE INC Symbol: MNRO Exchange: OTC		24,000	32.200	772.80	34.900	837.60	64.80	ST
EAI \$42 Current yield 1.15%	Nov 30, 12	81,000	---	This information was unavailable---	34.900	2,826.90		
Security total		105,000	32.200	772.80		3,664.50	64.80	
MOOG INC CL A Symbol: MOG A Exchange: NYSE		14,000	37.100	519.40	41.030	574.42	55.02	ST
Security total	Nov 30, 12	77,000	---	This information was unavailable---	41.030	3,159.31		
MORNINGSTAR INC Symbol: MORN Exchange: OTC		91,000	37.100	519.40		3,733.73	55.02	
EAI \$46 Current yield 0.80%		92,000	---	This information was unavailable---	62.830	5,780.36		
NATI INSTRUMENTS CORP Symbol: NATI Exchange: OTC		10,000	24.396	243.96	25.810	258.10	14.14	ST
EAI \$39 Current yield 2.16%	Nov 30, 12	60,000	---	This information was unavailable---	25.810	1,548.60		
Security total		70,000	24.396	243.96		1,806.70	14.14	
POWER INTEGRATIONS INC Symbol: POWI Exchange: OTC		55,000	---	This information was unavailable---	33.610	1,848.55		
EAI \$11 Current yield: 0.60%								
PROSPERITY BANCSHARES INC Symbol: PB Exchange: NYSE		21,000	41.688	875.45	42.000	882.00	6.55	ST
EAI \$52 Current yield 2.03%	Dec 14, 12	40,000	---	This information was unavailable---	42.000	1,680.00		
Security total		61,000	41.688	875.45		2,562.00	6.55	

continued next page



ACCESS
December 2012

Account name: THE O PERRY EARLE JR AND
Account number: BL 20091 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets ▸ **Equities ▸ Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
RAVEN INDUSTRIES								
Symbol: RAVN Exchange: OTC								
EAI: \$41 Current yield: 1.60%	Nov 30, 12	19,000	26.155	496.95	26.360	500.84	3.89	ST
Security total		78,000	---This information was unavailable---	---	26.360	2,056.08		
		97,000	26.155	496.95		2,556.92	3.89	
RLI CORP								
Symbol: RLI Exchange: NYSE								
EAI: \$59 Current yield: 1.98%	Nov 30, 12	6,000	64.970	389.82	64.660	387.96	-1.86	ST
Security total		40,000	---This information was unavailable---	---	64.660	2,586.40		
		46,000	64.970	389.82		2,974.36	-1.86	
SALLY BEAUTY CO INC								
Symbol: SBH Exchange: NYSE								
Security total		163,000	---This information was unavailable---	---	23.570	3,841.91		
SCANSOURCE INC								
Symbol: SCSC Exchange: OTC								
Security total		71,000	---This information was unavailable---	---	31.770	2,255.67		
STATE BK FINL CORP COM								
Symbol: STBZ Exchange: OTC								
EAI: \$16 Current yield: 0.75%		135,000	---This information was unavailable---	---	15.880	2,143.80		
TECHNE CORP MINN								
Symbol: TECH Exchange: OTC								
EAI: \$43 Current yield: 1.75%		36,000	---This information was unavailable---	---	68.340	2,460.24		
UMPQUA HOLDINGS CORP OR								
Symbol: UMPQ Exchange: OTC								
EAI: \$78 Current yield: 3.05%	Nov 30, 12	27,000	11.790	318.33	11.790	318.33		ST
Security total		190,000	---This information was unavailable---	---	11.790	2,240.10		
		217,000	11.790	318.33		2,558.43		
UNIVERSAL HEALTH REALTY INCOME								
Symbol: UHT Exchange: NYSE								
EAI: \$87 Current yield: 4.91%		35,000	---This information was unavailable---	---	50.610	1,771.35		
WESTAMERICA BANCORP								
Symbol: WABC Exchange: OTC								
EAI: \$83 Current yield: 3.48%		56,000	---This information was unavailable---	---	42.590	2,385.04		
WEX INC								
Symbol: WXS Exchange: NYSE								
Security total		30,000	---This information was unavailable---	---	75.370	2,261.10		

continued next page



ACCESS
December 2012

Account name:
Account number:

THE O PERRY EARLE JR AND
BL 20091 GG

Your Financial Advisor:
THE GALLIVAN GROUP
864-232-5101/800-726-5222

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
WOLVERINE WORLD WIDE INC Symbol WWW Exchange NYSE EAL \$26 Current yield 1.15%		55 000	---	This information was unavailable---	40 980	2,253 90		
YOUNG INNOVATIONS INC Symbol YDNT Exchange OTC EAL \$7 Current yield 0.43%		41 000	---	This information was unavailable---	39 410	1,615 81		
Total				\$6,992.42		\$163,627.24	\$205.45	

Total estimated annual income: **\$1,616**

Your total assets

	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Cash	10,531.15	6.05%	10,531.15		
Equities	163,627.24	93.95%	6,992.42	1,616.00	205.45
Total	\$174,158.39	100.00%	\$17,523.57	\$1,616.00	\$205.45

* Missing cost basis information

Account activity this month

Date	Activity	Description	Amount (\$)
Dec 11	Dividend	FORWARD AIR CORP PAID ON	102 AS OF 12/10/12 10.20
Dec 14	Dividend	BLACKBAUD INC PAID ON	146 17.52
Dec 17	Dividend	HENRY JACK & ASSOC INC PAID ON	131 15.07
Dec 18	Dividend	CITY NATIONAL CORP PAID ON	37 9.25
Dec 18	Dividend	STATE BK FINL CORP COM PAID ON	135 4.05
Dec 19	Dividend	CITY NATIONAL CORP AS OF 12/18/12	9.25
Dec 19	Dividend	FAIR ISAAC CORP PAID ON	89 1.78
Dec 20	Dividend	RLI CORP PAID ON	40 212.80
Dec 21	Dividend	BALCHEM CORP PAID ON	48 10.56
Dec 21	Dividend	MONRO MUFFLER BRAKE INC PAID ON	105 21.00
Dec 24	Dividend	AAON INC NEW PAID ON	73 17.52

Dividend and interest income

Taxable dividends

continued next page

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORSATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
LOUISE J EARLE CRUT & IRA - CASH C/O OP EARLE III FOUNTAIN INN, SC 29644-4530	11/22/2012	135,310.
LOUISE J EARLE CRUT - SECURITIES C/O OP EARLE III 1405 COACHMAN DR FOUNTAIN INN, SC 29644-4530	11/22/2012	510,353.
TOTAL CONTRIBUTION AMOUNTS		<u>645,663.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
OP EARLE III C/O OP EARLE III, TRUSTEE 1405 COACHMAN DRIVE FOUNTAIN INN, SC 29644-4530	TRUSTEE .50	0	0	0
LOUISE EARLE OXNER C/O EAST BROAD TRUST 245 EAST BROAD STREET GREENVILLE, SC 29601	TRUSTEE .25	0	0	0
FLETCHER JORDAN EARLE C/O EAST BROAD TRUST COMPANY 245 EAST BROAD STREET GREENVILLE, SC 29601	TRUSTEE .25	0	0	0
GRAND TOTALS		0	0	0

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

O PERRY EARLE JR & LOUISE JORDAN EARLE FNDTN

Employer identification number

58-2441508

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	287.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	287.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,588.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	1,588.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		287.
14	Net long-term gain or (loss):			
a	Total for year	14a		1,588.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		1,875.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
-----------	--	-----------	-----

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2012

Employer identification number

6a

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	1,588.
--	---------------

JSA