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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
KPB CORPORATION

A Employer identification number
94-3418538

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 11797

Room/suite

B Telephone number (see instructions)

City or town, state, and ZIP code
CHARLOTTE, NC 28220

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,593,771

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	904	904		
	4	Dividends and interest from securities	44,228	43,874		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	145,951			
	b	Gross sales price for all assets on line 6a 1,331,557				
	7	Capital gain net income (from Part IV, line 2)		145,951		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-21,017			
	12	**Total.** Add lines 1 through 11	170,066	190,729		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	16,800	16,800		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,189	1,840		
	19	Depreciation (attach schedule) and depletion	1,525			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	48,690	37,208		11,482
	24	**Total operating and administrative expenses.** Add lines 13 through 23	70,204	55,848		11,482
	25	Contributions, gifts, grants paid	487,210			487,210
	26	**Total expenses and disbursements.** Add lines 24 and 25	557,414	55,848		498,692
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-387,348			
	b	**Net investment income** (if negative, enter -0-)		134,881		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	531,058	350,944	350,944
	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 page 15 of the 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	3,141	2,792	2,792
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,077,549	976,762	1,165,032
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	910,082	803,524	1,075,003
	14 Land, buildings, and equipment basis ▶ 10,540 Less accumulated depreciation (attach schedule) ▶ 6,766	4,516	3,774	
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,526,346	2,137,796	2,593,771
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,526,346	2,137,796	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	2,526,346	2,137,796	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,526,346	2,137,796	

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	2,526,346
2	Enter amount from Part I, line 27a	2	-387,348
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,138,998
5	Decreases not included in line 2 (itemize) ▶	5	1,202
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,137,796

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
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	145,951
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	-96,885

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 page 18 of 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	475,004	3,311,264	0 143451
2010	462,406	3,612,384	0 128006
2009	506,179	3,520,102	0 143797
2008	411,752	4,297,741	0 095807
2007	644,655	5,167,913	0 124742

2	**Total** of line 1, column (d).	2	0 635803
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 127161
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,712,223
5	Multiply line 4 by line 3.	5	344,889
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,349
7	Add lines 5 and 6.	7	346,238
8	Enter qualifying distributions from Part XII, line 4.	8	498,692

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	1,349
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	1,349
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,349
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,141		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	4,141
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,792
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,792	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶BRYAN TAYLOR Telephone no ▶(704) 342-1000

Located at ▶P O BOX 11797 PO BOX 11797 CHARLOTTE NC ZIP +4 ▶28220

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		No

See 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 page 20 of the 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		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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** **No**

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**

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
JM BRYAN TAYLOR PO BOX 11797 CHARLOTTE, NC 28220	TRUSTEE 15 00	0	0	0
JOHN TAYLOR PO BOX 11797 CHARLOTTE, NC 28220	TRUSTEE 1 00	0	0	0
SHAWN TAYLOR PO BOX 11797 CHARLOTTE, NC 28220	TRUSTEE 2 00	0	0	0
CAROLYN TAYLOR PO BOX 11797 CHARLOTTE, NC 28220	TRUSTEE 1 00	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 ▶

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,361,810
b	Average of monthly cash balances	1b	316,713
c	Fair market value of all other assets (see instructions)	1c	1,075,003
d	**Total** (add lines 1a, b, and c)	1d	2,753,526
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	2,753,526
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	41,303
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,712,223
6	**Minimum investment return.** Enter 5% of line 5	6	135,611

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	135,611
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,349		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,349
3	Distributable amount before adjustments Subtract line 2c from line 1			3	134,262
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	134,262
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	134,262

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	498,692
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	498,692
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	1,349
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	497,343

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				134,262
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007. 396,630				
b From 2008. 197,317				
c From 2009. 331,803				
d From 2010. 284,974				
e From 2011. 311,527				
f **Total** of lines 3a through e.	1,522,251			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 498,692				
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.				134,262
e Remaining amount distributed out of corpus	364,430			
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	1,886,681			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	396,630			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,490,051			
10 Analysis of line 9				
a Excess from 2008. . . . 197,317				
b Excess from 2009. . . . 331,803				
c Excess from 2010. . . . 284,974				
d Excess from 2011. . . . 311,527				
e Excess from 2012. . . . 364,430				

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

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

b Check box to indicate whether the organization 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 organization 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))

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				487,210
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	904	
4 Dividends and interest from securities. . . .			14	44,228	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	145,951	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				191,083	-21,017

13 **Total.** Add line 12, columns (b), (d), and (e). 13 170,066

(See worksheet in line 13 instructions to verify calculations)

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

******	2013-08-15	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☑	PTIN
CAREY DAVID MCCLURE	CAREY DAVID MCCLURE	2013-08-08		

Firm's name ▶	MCCLURE CPA PA	Firm's EIN ▶
Firm's address ▶	2400 CROWNPOINT EXECUTIVE DR STE 20 CHARLOTTE, NC 282276727	Phone no (704) 847-0101

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1000 BLACKROCK UTILITY	P	2012-05-29	2012-11-08
27 EV RCH BRS EQ	P	2011-12-29	2012-05-29
325 FIDELITY ADV GOLD	P	2009-11-11	2012-02-03
50 ISHARES MSCI SPAIN	P	2012-04-10	2012-04-23
1 ISHARES S&P LATIN AMER	P	2011-12-30	2012-05-08
15 ISHARES MSCI TURKEY	P	2011-08-19	2012-05-08
300 AMER EXPRESS COMPANY	P	2012-04-27	2012-07-19
200 INTL BUSINESS MACHINES	P	2008-11-25	2012-11-14
95 CISCO SYSTEMS INC	P	2012-07-30	2012-09-28
182 MOVADO GROUP INC	P	2012-07-30	2012-12-31
74 STARWOOD HOTELS	P	2011-09-14	2012-06-27
160 UNILEVER NV	P	2011-08-19	2012-05-10
159 ISHARES DOW JONES	P	2011-12-29	2012-12-31
765 FIRST EAGLE	P	2012-04-11	2012-11-08
1 FIDELITY ADV GOLD	P	2011-04-18	2012-02-03
6 FIDELITY ADV GOLD	P	2009-12-14	2012-02-03
260 ISHARES MSCI TAIWAN	P	2012-03-08	2012-05-08
14 ISHARES IBOXX	P	2011-09-22	2012-05-08
60 ISHARES MSCI TURKEY	P	2011-12-30	2012-05-08
700 MARKET VECTORS	P	2012-03-16	2012-04-12
981 ORACLE CORP	P	2007-07-31	2012-02-27
249 DUKE ENERGY CORP	P	2011-08-11	2012-02-23
209 MOMENTA PHARMA INC	P	2011-12-29	2012-01-26
126 STEELCASE INC	P	2012-06-20	2012-07-30
9 WATSON PHARMACEUTICALS	P	2012-06-27	2012-07-30
664 ALPS ALERIAN	P	2011-12-29	2012-12-31
0 346 FIRST EAGLE	P	2012-05-29	2012-11-08
1 FIDELITY ADV GOLD	P	2011-04-18	2012-02-03
2 FIDELITY ADV GOLD	P	2010-04-12	2012-02-03
279 ISHARES MSCI SINGAPORE	P	2012-03-08	2012-05-08

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55 ISHARES IBOXX	P	2011-10-03	2012-05-08
135 MARKET VECTORS	P	2011-10-27	2012-05-08
600 INTEL CORP	P	2011-11-15	2012-09-06
500 ORACLE CORP	P	2008-05-02	2012-02-27
97 DISNEY	P	2011-12-29	2012-06-27
90 NUCOR CORPORATION	P	2011-12-29	2012-05-23
72 TOTAL SA	P	2011-12-29	2012-05-10
111 WASTE MANAGEMENT INC	P	2011-12-29	2012-06-27
1016 KKR FINL HLDGS	P	2012-09-05	2012-12-31
588 FIRST EAGLE	P	2012-05-29	2012-11-08
12 FIDELITY ADV GOLD	P	2011-04-18	2012-02-03
1 FIDELITY ADV GOLD	P	2010-04-13	2012-02-03
600 DREYFUS HIGH YLD	P	2012-04-17	2012-05-08
110 ISHARES BARCLAYS 1-3 YEAR	P	2011-12-30	2012-01-31
42 MARKET VECTORS	P	2011-12-30	2012-05-08
1000 JABIL CIRCUIT	P	2012-02-03	2012-06-14
550 UNITED TECHS CORP	P	2009-01-06	2012-11-14
42 EXXON MOBIL	P	2011-08-09	2012-05-23
19 PLUM CREEK TIMBER CO	P	2012-07-30	2012-12-31
24 TARGET CORP	P	2012-06-27	2012-12-31
32 WYNN RESORTS	P	2011-12-29	2012-02-22
0 TELEFONICA SA SPAIN	P	2012-06-21	2012-06-21
0 118 FID ADV NEW INSIGHTS	P	2012-05-29	2012-11-08
0 95 FIDELITY ADV GOLD	P	2011-12-12	2012-02-03
1 FIDELITY ADV GOLD	P	2010-12-13	2012-02-03
100 DREYFUS HIGH YLD	P	2012-04-17	2012-05-08
78 ISHARES BARCLAYS TIPS	P	2011-07-25	2012-05-08
100 MARKET VECTORS	P	2011-12-30	2012-05-08
400 LIMITED BRANDS	P	2011-11-15	2012-04-27
700 YUM BRANDS	P	2009-06-25	2012-07-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1 EXXON MOBIL	P	2011-08-19	2012-05-23
32 JCPENNEY CO	P	2012-06-27	2012-07-30
100 TARGET CORP	P	2012-06-27	2012-12-31
5 SPDR S&P MIDCAP	P	2011-12-29	2012-07-30
255 BLACKSTONE GROUP	P	2011-12-29	2012-12-31
1143 FID ADV NEW INSIGHTS	P	2012-05-29	2012-11-08
4 FIDELITY ADV GOLD	P	2011-12-12	2012-02-03
11 FIDELITY ADV GOLD	P	2010-12-13	2012-02-03
442 PROSHARES ULTRASHORT	P	2012-01-31	2012-05-04
160 VANGUARD MSCI EMERGING	P	2011-10-27	2012-05-08
255 KAYNE ANDERSON	P	2011-07-25	2012-05-08
400 NU SKIN ENTERPR	P	2011-07-13	2012-05-08
100 ARM HLDGS	P	2011-12-29	2012-05-23
28 POWERSHARES QQQ	P	2012-07-30	2012-12-31
294 JCPENNEY CO	P	2012-06-27	2012-08-24
331 TATA MOTORS LTD	P	2012-06-27	2012-07-30
29 SPDR S&P MIDCAP	P	2011-12-29	2012-09-28
40 BLACKSTONE GROUP	P	2012-08-06	2012-12-31
1000 BLACKROCK UTILITY	P	2011-11-22	2012-11-08
324 FIRST EAGLE	P	2005-12-14	2012-02-03
1 FIDELITY ADV GOLD	P	2010-12-13	2012-02-03
352 SECTOR SPDR FINANCIAL	P	2012-03-08	2012-05-08
81 PROSHARES ULTRA S&P	P	2011-10-27	2012-01-27
359 SECTOR SPDR FINANCIAL	P	2011-12-30	2012-05-08
238 SALIX PHRMCTCLS	P	2012-04-30	2012-08-02
35 ARM HLDGS	P	2011-12-29	2012-05-23
24 MARKET VECTORS	P	2012-06-27	2012-07-30
55 PEPSICO	P	2011-12-29	2012-06-20
124 TAL INTL GROUP	P	2011-12-29	2012-05-10
97 BANK OF MONTREAL	P	2011-08-11	2012-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PASS THRU-MERLIN/AFTON LP	P		2012-12-31
1069 FIRST EAGLE	P	2011-07-19	2012-02-03
1 FIRST EAGLE	P	2005-12-15	2012-02-03
15 FIDELITY ADV GOLD	P	2010-12-13	2012-02-03
275 INDIA FUND INC	P	2011-07-25	2012-05-08
120 PROSHARES ULTRA S&P	P	2011-11-03	2012-01-27
401 PROSHARES ULTRA	P	2012-03-08	2012-03-29
200 HUMANA INC	P	2011-03-08	2012-05-01
112 ALLEGHANY TECH	P	2011-12-29	2012-05-23
40 GOLDMAN SACHS	P	2011-12-29	2012-05-23
34 PRAXAIR INC	P	2011-12-29	2012-07-30
21 TRANSDIGM GROUP	P	2011-08-19	2012-05-23
57 COACH INC	P	2011-08-11	2012-08-24
PASS THRU-MERLIN/AFTON LP	P		2012-12-31
1 FIRST EAGLE	P	2011-12-14	2012-02-03
71 FIRST EAGLE	P	2006-12-13	2012-02-03
2463 FT 2775 GERMANY PORT	P	2011-02-11	2012-05-01
950 BLACKROCK INCOME TRUST	P	2011-09-22	2012-05-08
89 ISHARES BARCLAYS 1-3 YEAR	P	2011-12-30	2012-03-08
1 SPDR GOLD TRUST	P	2011-10-03	2012-05-08
800 MICROSOFT CORP	P	2011-06-28	2012-09-14
156 AVAGO TECHNOLOGIES	P	2012-07-30	2012-12-31
101 HEINZ HJ	P	2011-12-29	2012-09-28
22 PRECISION CASTPARTS	P	2011-12-29	2012-06-20
22 TRANSDIGM GROUP	P	2011-08-29	2012-05-23
2 COACH INC	P	2011-08-19	2012-08-24
75 FIRST EAGLE	P	2011-12-14	2012-02-03
1046 FIRST EAGLE	P	2006-12-13	2012-02-03
10 APPLE INC	P	2011-09-13	2012-03-29
250 ISHARES MSCI CDA	P	2011-07-25	2012-05-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
185 PROSHARES ULTRA RUSSELL	P	2011-10-27	2012-03-29
20 SPDR GOLD TRUST	P	2011-10-27	2012-05-08
117 DU PONT EI	P	2010-09-13	2012-01-06
300 ACTIVISION BLIZZARD	P	2011-12-29	2012-06-20
18 HEINZ HJ	P	2012-07-30	2012-09-28
14 ROCK TENN CO	P	2012-06-27	2012-07-30
61 TRAVELERS COS INC	P	2011-08-19	2012-05-23
161 CANADIAN OILS SANDS	P	2011-12-29	2012-12-31
0 556 FIRST EAGLE	P	2011-12-14	2012-02-03
476 FIRST EAGLE	P	2006-12-13	2012-02-03
107 INDIA FUND INC	P	2012-01-31	2012-05-08
265 ISHARES MSCI GERMANY	P	2011-09-13	2012-01-27
150 PROSHARES ULTRA RUSSELL	P	2011-11-03	2012-03-29
34 SPDR GOLD TRUST	P	2012-04-10	2012-05-08
200 DU PONT EI	P	2010-09-17	2012-01-06
24 BED BATH & BEYOND	P	2011-08-24	2012-06-20
62 HELMERICH PAYNE	P	2011-12-29	2012-05-10
123 ROCK TENN CO	P	2012-06-27	2012-09-20
54 TIFFANY & CO	P	2011-12-29	2012-07-30
37 JOHNSON CONTROLS INC	P	2011-07-25	2012-08-24
8 FIRST EAGLE	P	2011-12-14	2012-02-03
2 FIRST EAGLE	P	2006-12-14	2012-02-03
229 CHINA FUND INC	P	2012-04-10	2012-05-08
50 ISHARES NASDAQ	P	2011-10-27	2012-05-08
111 PROSHARES ULTRA RUSSELL	P	2011-12-30	2012-03-29
29 SPDR GOLD TRUST	P	2011-10-03	2012-03-12
200 ENDO PHARMACEUTICALS	P	2009-08-10	2012-02-15
39 BED BATH & BEYOND	P	2011-08-24	2012-06-20
29 ISHARES DOW JONES	P	2012-07-30	2012-12-31
100 RAYMOND JAMES FINL	P	2011-12-29	2012-05-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
84 TIFFANY & CO	P	2012-06-27	2012-07-30
4 JOHNSON CONTROLS INC	P	2011-08-19	2012-08-24
3231 EV RCH BRS EQ	P	2011-07-19	2012-05-29
1 FIRST EAGLE	P	2006-12-14	2012-02-03
239 ISHARES MSCI GERMANY	P	2012-04-10	2012-05-08
25 ISHARES NASDAQ	P	2011-12-30	2012-05-08
415 MORGAN STANLEY EMERGING	P	2011-07-25	2012-03-08
57 ALASKA AIR GROUP	P	2012-02-03	2012-03-06
800 ENDO PHARMACEUTICALS	P	2009-08-10	2012-02-15
74 COINSTAR INC	P	2012-06-20	2012-08-24
122 ALPS ALERIAN	P	2012-07-30	2012-12-31
17 RAYMOND JAMES FINL	P	2011-12-29	2012-05-23
318 TELEFONICA SA SPAIN	P	2011-12-29	2012-07-25
124 PLUM CREEK TIMBER CO	P	2011-12-29	2012-12-31
1 EV RCH BRS EQ	P	2011-12-29	2012-05-29
52 FIRST EAGLE	P	2007-12-14	2012-02-03
292 ISHARES MSCI ITALY	P	2012-04-10	2012-05-04
110 ISHARES S&P LATIN AMER	P	2011-10-27	2012-05-08
10 MORGAN STANLEY EMERGING	P	2011-07-25	2012-03-08
70 AETNA INC	P	2012-02-03	2012-04-30
500 HERSHEY COMPANY	P	2010-03-16	2012-02-07
68 CHECK POINT SOFTWARE	P	2011-12-29	2012-07-30
30 INTL BUSINESS MACHINES	P	2011-08-09	2012-07-25
13 ROCKWELL AUTOMATION	P	2011-12-29	2012-07-30
8 TELEFONICA SA SPAIN	P	2012-06-15	2012-07-25
78 POWERSHARES QQQ	P	2011-12-29	2012-12-31
0 188 EV RCH BRS EQ	P	2011-12-29	2012-05-29
345 FIRST EAGLE	P	2007-12-14	2012-02-03
80 ISHARES MSCI SPAIN	P	2012-04-10	2012-04-23
74 ISHARES S&P LATIN AMER	P	2011-12-30	2012-05-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
115 ISHARES MSCI TURKEY	P	2011-07-25	2012-05-08
480 AETNA INC	P	2012-02-03	2012-04-30
143 HUMANA INC	P	2010-09-13	2012-05-01
514 CISCO SYSTEMS INC	P	2012-05-10	2012-09-28
77 JOHNSON CONTROLS INC	P	2011-09-14	2012-08-24
73 ROYAL BANK CANADA	P	2011-12-29	2012-05-23
450 TELEFONICA SA SPAIN	P	2012-06-20	2012-07-25
100 POWERSHARES QQQ	P	2011-12-29	2012-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18,701		17,823	878
278		266	12
15,246		14,979	267
1,211		1,337	-126
44		43	1
751		724	27
17,081		18,169	-1,088
37,318		15,852	21,466
1,816		1,524	292
5,373		4,421	952
3,709		3,182	527
5,308		5,270	38
10,251		9,109	1,142
20,999		19,997	1,002
47		52	-5
281		263	18
3,245		3,556	-311
1,625		1,628	-3
3,005		2,563	442
22,508		23,769	-1,261
28,449		19,031	9,418
5,151		4,513	638
3,112		3,664	-552
1,065		1,079	-14
710		646	64
10,479		10,390	89
10		9	1
47		52	-5
94		90	4
3,483		3,614	-131

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,383		6,211	172
3,908		4,320	-412
14,904		14,814	90
14,500		10,995	3,505
4,591		3,638	953
3,122		3,591	-469
3,267		3,645	-378
3,546		3,635	-89
10,607		9,647	960
16,141		14,994	1,147
563		618	-55
47		44	3
2,767		2,805	-38
9,195		9,342	-147
1,216		1,221	-5
18,291		23,835	-5,544
41,359		30,337	11,022
3,351		2,996	355
838		773	65
1,412		1,401	11
3,754		3,547	207
4			4
3		3	
45		46	-1
47		50	-3
461		468	-7
9,274		8,794	480
2,895		2,908	-13
20,420		17,340	3,080
44,393		23,540	20,853

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
80		88	-8
696		705	-9
5,883		5,838	45
859		801	58
3,935		3,592	343
25,386		24,997	389
188		188	
516		577	-61
8,027		8,051	-24
6,507		7,046	-539
7,365		7,404	-39
16,930		15,581	1,349
2,204		2,750	-546
1,815		1,815	
7,228		6,480	748
6,628		7,109	-481
5,225		4,645	580
617		554	63
18,701		20,000	-1,299
7,115		7,452	-337
47		52	-5
5,277		5,256	21
4,110		3,975	135
5,382		4,721	661
10,390		12,039	-1,649
772		962	-190
1,194		1,166	28
3,727		3,658	69
4,730		3,541	1,189
5,939		5,686	253

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		93,123	-93,123
27,623		29,985	-2,362
22		23	-1
704		787	-83
5,506		8,403	-2,897
6,089		5,705	384
3,022		3,932	-910
16,499		12,644	3,855
3,818		5,394	-1,576
3,786		3,649	137
3,571		3,635	-64
2,564		1,825	739
3,137		3,041	96
139,993			139,993
26		26	
1,559		1,781	-222
22,911		25,000	-2,089
7,075		7,042	33
9,290		9,345	-55
155		163	-8
24,901		20,406	4,495
4,923		5,649	-726
5,626		5,472	154
3,637		3,641	-4
2,686		2,008	678
110		115	-5
1,938		1,736	202
22,970		26,244	-3,274
6,068		3,900	2,168
6,593		8,197	-1,604

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,142		7,095	1,047
3,092		3,456	-364
8,158		7,592	566
3,431		3,683	-252
1,003		996	7
816		734	82
3,767		3,050	717
3,251		3,586	-335
14		13	1
10,453		11,943	-1,490
2,142		2,398	-256
5,691		4,815	876
6,602		5,547	1,055
5,257		5,538	-281
9,218		8,793	425
1,756		1,285	471
2,893		3,638	-745
8,221		6,447	1,774
3,055		3,620	-565
983		1,474	-491
207		185	22
44		50	-6
5,099		5,290	-191
6,134		5,050	1,084
4,885		3,927	958
4,740		4,713	27
7,049		4,212	2,837
2,853		2,088	765
1,870		1,900	-30
3,202		3,132	70

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,752		4,263	489
106		146	-40
33,312		34,992	-1,680
22		25	-3
5,018		5,199	-181
3,067		2,650	417
6,902		7,338	-436
3,882		4,510	-628
28,195		16,847	11,348
3,734		4,950	-1,216
1,925		1,959	-34
544		532	12
3,323		5,417	-2,094
5,469		4,604	865
10		11	-1
1,142		1,223	-81
3,253		3,414	-161
4,795		5,188	-393
166		177	-11
3,056		3,066	-10
30,334		21,620	8,714
3,271		3,587	-316
5,751		5,115	636
884		951	-67
84		113	-29
5,057		4,356	701
2		2	
7,576		8,111	-535
1,938		2,139	-201
3,226		3,193	33

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,759		6,294	-535
20,954		21,026	-72
11,797		7,600	4,197
9,824		8,723	1,101
2,046		2,273	-227
3,669		3,672	-3
4,702		5,713	-1,011
6,483		5,584	899

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			878
			12
			267
			-126
			1
			27
			-1,088
			21,466
			292
			952
			527
			38
			1,142
			1,002
			-5
			18
			-311
			-3
			442
			-1,261
			9,418
			638
			-552
			-14
			64
			89
			1
			-5
			4
			-131

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			172
			-412
			90
			3,505
			953
			-469
			-378
			-89
			960
			1,147
			-55
			3
			-38
			-147
			-5
			-5,544
			11,022
			355
			65
			11
			207
			4
			-1
			-3
			-7
			480
			-13
			3,080
			20,853

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-8
			-9
			45
			58
			343
			389
			-61
			-24
			-539
			-39
			1,349
			-546
			748
			-481
			580
			63
			-1,299
			-337
			-5
			21
			135
			661
			-1,649
			-190
			28
			69
			1,189
			253

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-93,123
			-2,362
			-1
			-83
			-2,897
			384
			-910
			3,855
			-1,576
			137
			-64
			739
			96
			139,993
			-222
			-2,089
			33
			-55
			-8
			4,495
			-726
			154
			-4
			678
			-5
			202
			-3,274
			2,168
			-1,604

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			1,047
			-364
			566
			-252
			7
			82
			717
			-335
			1
			-1,490
			-256
			876
			1,055
			-281
			425
			471
			-745
			1,774
			-565
			-491
			22
			-6
			-191
			1,084
			958
			27
			2,837
			765
			-30
			70

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			489
			-40
			-1,680
			-3
			-181
			417
			-436
			-628
			11,348
			-1,216
			-34
			12
			-2,094
			865
			-1
			-81
			-161
			-393
			-11
			-10
			8,714
			-316
			636
			-67
			-29
			701
			-535
			-201
			33

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-535
			-72
			4,197
			1,101
			-227
			-3
			-1,011
			899

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CAMP SEAGULL 218 SEA GULL LANDING ARAPAHOE,NC 28510			FOR OPERATING FUNDS	1,500
CAMP MERRIEWOODS FDN 100 MERRIE-WOODE ROAD SAPPHIRE,NC 28774			FOR OPERATING FUNDS	10,000
NC INST FOR CONSTITUTIONAL LAW 414 FAYETTEVILLE STST G RALEIGH,NC 27601			FOR OPERATING FUNDS	3,500
HISTORIC ROSEDALE FDN 3427 N TRYON ST CHARLOTTE,NC 28206			FOR OPERATING FUNDS	250
UNC PO BOX 309 CHAPEL HILL,NC 27514			FOR OPERATING FUNDS	12,250
CATO INSTITUTE 1000 MASSACHUSETTS AVENW WASHINGTON,DC 20001			FOR OPERATING FUNDS	33,200
UVA 211 EMMET ST S CHARLOTTESVILLE,VA 22903			FOR OPERATING FUNDS	10,000
PHILANTHROPHY ROUNDTABLE 1730 M ST NW WASHINGTON,DC 20036			FOR OPERATING FUNDS	5,000
BRIDGE 510 E PARK AVE CHARLOTTE,NC 28203			FOR OPERATING FUNDS	1,000
MYERS PARK TRINITY LITTLE LEAGUE PO BOX 11156 CHARLOTTE,NC 28220			FOR OPERATING FUNDS	9,300
MYERS PARK PRESBYTERIAN CHURCH 2501 OXFORD PLACE CHARLOTTE,NC 28207			FOR OPERATING FUNDS	8,500
COMMUNITY SCHOOL OF THE ARTS 345 NORTH COLLEGE ST CHARLOTTE,NC 28202			FOR OPERATING FUNDS	3,000
US LACROSSE FDN 113 WEST UNIVERSITY PKWY BALTIMORE,MD 21210			FOR OPERATING FUNDS	635
CHARLOTTE COUNTRY DAY SCHOOL 1440 CARMEL ROAD CHARLOTTE,NC 28226			FOR OPERATING FUNDS	8,750
JOHN LOCKE FDN 200 W MORGAN200 RALEIGH,NC 27601			FOR OPERATING FUNDS	24,150

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CHRIST SCHOOL 500 CHRIST SCHOOL ROAD ARDEN, NC 28704			FOR OPERATING FUNDS	9,900
KNOCK OUT ABUSE 1050 17TH STSTE 1200 WASHINGTON, DC 20036			FOR OPERATING FUNDS	10,000
VIRGINIA ATHLETHIC FDN 1815 STADIUM RD CHARLOTTESVILLE, VA 22903			FOR OPERATING FUNDS	11,300
JEFFERSON SCHOLARS PROGRAM PO BOX 400891 CHARLOTTESVILLE, VA 22903			FOR OPERATING FUNDS	20,000
CHILDRENS THEATRE 300 EAST 7TH STREET CHARLOTTE, NC 28202			FOR OPERATING FUNDS	1,000
US AGAINST ALZHEIMERS 1101 K ST NW WASHINGTON, DC 20005			FOR OPERATING FUNDS	40,000
GEORGETOWN UNIV 3700 O ST NW WASHINGTON, DC 20036			FOR OPERATING FUNDS	10,000
CHILDRENS NATL MEDICAL CTR 111 MICHIGAN AVE NW WASHINGTON, DC 20310			FOR OPERATING FUNDS	35,000
POTOMAC SCHOOL 1301 POTOMAC SCHOOL RD MCLEAN, VA 22101			FOR OPERATING FUNDS	15,000
INSTITUTE FOR EDUCATION 2041 GA AVE NW WASHINGTON, DC 20060			FOR OPERATING FUNDS	2,500
CANTERBURY SCHOOL 101 ASPETUCK AVENUE NEW MILFORD, CT 06776			FOR OPERATING FUNDS	5,000
HOLTON ARMS SCHOOL 7303 RIVER ROAD BETHESDA, MD 20817			FOR OPERATING FUNDS	135,000
GREEN HILL GALLERY 200 N DAVIE ST GREENSBORO, NC 27401			FOR OPERATING FUNDS	5,000
BECHTLER MUSEUM 420 S TRYON ST CHARLOTTE, NC 28202			FOR OPERATING FUNDS	2,000
ROOM TO BLOOMMINT MUSEUM 500 S TRYON ST CHARLOTTE, NC 28202			FOR OPERATING FUNDS	1,200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HABITAT FOR HUMANITY 88 VILCOM CTR DR CHAPEL HILL,NC 27514			FOR OPERATING FUNDS	1,500
CHILDREN'S SCHOLARSHIP FUND 220 NORTH TRYON STREET CHARLOTTE,NC 28202			FOR OPERATING FUNDS	2,500
FIELDS OF GROWTH PO BOX 2 AVON BY THE SEA,NJ 07717			FOR OPERATING FUNDS	10,000
HILLSDALE COLLEGE 33 E COLLEGE ST HILLSDALE,MI 49242			FOR OPERATING FUNDS	500
YOUNG LIFE FOR AFRICA 420 N CASCADE AVE COLORADO SPRINGS,CO 80903			FOR OPERATING FUNDS	250
CASA FOR CHILDREN 515 M ST SE WASHINGTON,DC 20003			FOR OPERATING FUNDS	2,500
UVA PARENTS COMM PO BOX 400807 CHARLOTTESVILLE,VA 22904			FOR OPERATING FUNDS	2,500
DISCOVERY PLACE 301 N TRYON STREET CHARLOTTE,NC 28202			FOR OPERATING FUNDS	2,500
HOUNDS FOUNDATION 201 E TRADE ST CHARLOTTE,NC 28202			FOR OPERATING FUNDS	1,000
NC DANCE THEATRE 701 N TRYON ST CHARLOTTE,NC 28202			FOR OPERATING FUNDS	2,000
CHARITY WORKS 1320 OLD CHAIN BRIDGE RD WASHINGTON,DC 20036			FOR OPERATING FUNDS	10,000
USGA PO BOX 708 FAR HILLS,NJ 07931			FOR OPERATING FUNDS	650
CHARLOTTE FIRE FIGHTERS 4419 MONROE RD CHARLOTTE,NC 28205			FOR OPERATING FUNDS	390
ELON HOMES FOR CHILDREN 1717 SHARON ROAD W CHARLOTTE,NC 28210			FOR OPERATING FUNDS	1,500
J W POPE CTR FOR HIGHER EDUCATION 353 E SIX FORKS RD RALEIGH,NC 27609			FOR OPERATING FUNDS	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
GOOD FELLOWS 700 PARKWOOD AVE CHARLOTTE,NC 28205			FOR OPERATING FUNDS	1,085
MECKLENBURG CO COUNCIL BSA 1410 EAST 7TH STREET CHARLOTTE,NC 28204			FOR OPERATING FUNDS	2,000
NC MUSEUM OF ART 2110 BLUE RIDGE RD RALEIGH,NC 27607			FOR OPERATING FUNDS	2,000
CHARLOTTE MECKLENBURG FOP 9 5501 EXECUTIVE CENTER DR CHARLOTTE,NC 28212			FOR OPERATING FUNDS	400
CHILDRENS SCORE PROGRAM 111 MICHIGAN AVE NW WASHINGTON,DC 20010			FOR OPERATING FUNDS	5,000
GOOD FRIENDS 4600 PARK ROAD CHARLOTTE,NC 28209			FOR OPERATING FUNDS	500
ALEXANDER YOUTH NETWORK 6220 THERMAL ROAD CHARLOTTE,NC 28211			FOR OPERATING FUNDS	1,500
URBAN MINISTRY 945 NORTH COLLEGE ST CHARLOTTE,NC 28206			FOR OPERATING FUNDS	1,000
POUNDING THE PAVEMENT FOR PARK PO BOX 32861 CHARLOTTE,NC 28232			FOR OPERATING FUNDS	1,000
Total . . . . ▶ **3a**				487,210

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Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

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

OMB No 1545-0172

2012

Attachment Sequence No 179

Name(s) shown on return	Business or activity to which this form relates	Identifying number
KPB CORPORATION	INDIRECT DEPRECIATION	94-3418538

Part I **Election To Expense Certain Property Under Section 179**
Note: *If you have any listed property, complete Part V before you complete Part I.*

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

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

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

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

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	1,525

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

Section A

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

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

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

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

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV **Summary** (see instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	1,525
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A—Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? Yes No | **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 . . . **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 . . . . **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles) . . .												
31 Total commuting miles driven during the year .												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use? .												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners . . .		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					

43 Amortization of costs that began before your 2012 tax year **43**

44 **Total.** Add amounts in column (f) See the instructions for where to report **44**

TY 2012 Accounting Fees Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	16,800	16,800		

TY 2012 Compensation Explanation

Name: KPB CORPORATION

EIN: 94-3418538

Person Name	Explanation
JM BRYAN TAYLOR	
JOHN TAYLOR	
SHAWN TAYLOR	
CAROLYN TAYLOR	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
SHELVES	2004-11-30	668	668	S/L	7 0000				
COMPUTER	2006-04-30	1,182	1,182	S/L	5 0000				
IMAC	2008-01-31	2,747	2,197	S/L	5 0000	550			
OFFICE CHAIR	2010-09-23	1,701	304	S/L	7 0000	243			
MAC COMPUTER	2010-09-08	2,844	758	S/L	5 0000	569			
PRINTER	2010-12-08	616	133	S/L	5 0000	124			
IPAD	2012-09-30	782		S/L	5 0000	39			

TY 2012 Investments Corporate Stock Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VERIZON COMM-137 EOY	6,528	6,880
AMER WTR WKS CO-EOY-168	4,396	7,277
MASTERCARD-12 EOY	3,976	7,369
FIRST EAGLE OVERSEAS-6318	89,594	94,387
50 SH BLACKROCK	51,282	51,621
331 SH FID ADV GOLD		
31 SH FID ADV GOLD		
18 SH FID ADV GOLD		
1000 NUVEEN MRTGE OPRTNTY	24,992	27,780
500 NUVEEN MRTGE OPRTNTY	11,740	13,050
FIDELITY ADV INTL-EOY-5657	55,165	44,178
1373 SH FID ADV NEW INSIGHT	13,568	31,603
1000 SH ALTRIA	16,230	31,440
200 SH IBM		
700 SH YUM BRANDS		
550 SH UNITED TECHS		
340 SH COCA COLA	14,984	24,650
355 SH COCA COLA	15,698	25,738
981 SH ORACLE CORP		
500 SH ORACLE CORP		
1000 SH ENDO PHARM		
500 SH HERSHEY CO		
177 SH DU PONT E I DE NEMOURS		
200 SH DU PONT E I DE NEMOURS		
143 SH HUMANA INC		
200 SH HUMANA INC		
500 SH DANAHER CORP	13,843	27,950
QUALCOMM-EOY-66	4,121	5,011
JP MORGAN CHASE-EOY-110	4,005	4,837
DUKE ENERGY-EOY-249		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STARWOOD HOTELS-EOY-74		
PROCTER & GAMBLE-EOY-82	5,839	6,517
APPLE -EOY-22	10,447	13,836
JOHNSON CONTROLS-EOY-118		
EXXON-EOY-43		
IBM-EOY-30		
ACCENTURE-EOY-106	6,568	8,047
BANK OF MONTREAL-EOY-97		
COACH INC-EOY-59		
ISHARES S&P GLBL HEALTH-EOY-145	9,433	11,417
TRANSDIGM GRP-EOY-43		
TRAVELERS CO-EOY-61		
UNILEVER-EOY-160		
BED,BATH,BEYOND-EOY-63		
LVMH MOET HENNESSY-EOY-162	6,256	7,689
PRUDENTIAL FINL-EOY-72	4,270	4,640
FT2775 GERMANY PORT-EOY-2463		
FIRST EAGLE FD-AMERICA-EOY-1069		
EATON VANCE RCHRD BRSTN-3261		
BLACKROCK UTIL& INFRA-EOY-1000		
PFIZER-EOY-1000	19,955	25,079
EXXON-EOY-302	24,201	26,138
MICROSOFT-EOY-800		
DISCOVER FINL SVCS-EOY-700	17,087	26,985
NU SKIN ENT-EOY-400		
TJX COS-EOY-415	24,042	35,234
INTEL CORP-EOY-600		
ELI LILLY & CO-EOY-500	18,805	24,660
LIMITED BRANDS-EOY-400		
VERISK ANALYTICS-EOY-400	14,812	20,388

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INDIA FUND -EOY-275		
ISHARES MSCI CDA INDEX-EOY-275		
ISHARES BARCLAYS TIPS-EOY-78		
M STANLEY EMERGING MKT-EOY-425		
ISHARES MSCI TURKEY INDEX-EOY-130		
KAYNE ANDERSON MLP-EOY-255		
ISHARES MSCI GERMANY-EOY-265		
SPDR GOLD TRUST-EOY-50		
APPLE INC-EOY-10		
BLACKROCK INCOME TR-EOY-950		
ISHARES IBOXX INVT GR-EOY-69		
ISHARES NASDAQ BIOTECH-EOY-50		
ISHARES S&P LATIN AMER-EOY-110		
VANGUARD MSCI EMERG MKT-EOY-160		
PROSHARES ULTRA S&P 500-EOY-201		
PROSHARES ULTRA RUSSELL-EOY-335		
MKT VECTORS ETF-EOY-135		
POTASH CORP	8,231	7,568
ROCHE HOLDING LTD	5,346	6,363
ORACLE CORP	5,313	6,731
ISHARES GOLD TR	12,635	13,528
ISHARES S&P MIDCAP 400 GR	30,912	35,842
DR PEPPER SNAPPLE	4,317	4,683
ISHARES RS 2000 GROWTH	29,495	32,882
CONTINENTAL RESOURCES	4,358	4,777
FREEPRT-MCMRAN CPR	6,797	6,908
AVIS BUDGET GROUP	5,429	9,375
MARKET VECTORS AGRBUSNSS	11,080	12,029
UNION PACIFIC	3,679	4,400
GENERAL ELECTRIC	6,425	7,284

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NOVO NORDISK	5,485	7,508
ROCKWELL AUTOMATION	6,569	7,727
CUMMINS,INC	4,808	5,418
STEELCASE INC	6,227	9,262
TIME WARNER	7,413	9,279
WATSON PHARMACEUTICALS	6,464	7,740
RIO TINTO PLC	4,941	5,867
GOLDMAN SACHS	11,269	13,364
ROYAL CARIBBEAN CRUISES	7,070	7,922
WALTER ENERGY INC	6,961	7,678
LAS VEGAS SANDS	7,022	6,970
COOPER TIRE RUBBER	4,483	6,695
WEATHERFORD INTL LTD	5,558	5,002
WABTEC	4,491	4,902
HARMAN INTL TOOLS	5,578	6,160
SPIRIT AIRLS INC	6,908	5,798
WELLS FARGO	4,839	5,024
UNITED TECHS CORP	3,604	4,018
GOOGLE	3,823	4,244
ABBOTT LABS	4,654	5,240
ENCANA CORP	4,653	4,505
EASTMAN CHEMICAL	24,429	30,623
FIRST TR ISE REVERE	19,060	15,680
VIACOM	11,948	13,501
STERICYCLE	18,955	19,309
TESORO CORP	19,005	22,950
SPDR SP HOMEBUILDERS	21,060	23,940
KIMBERLY CLARK	20,992	21,108
AMGEN INC	3,734	3,793
COMMUNITY HEALTH SYS NEW	11,186	12,204

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COOPER TIRE RUBBER	14,994	16,433
MYLAN INC	9,960	11,255
SECTOR SPDR FINANCIAL	24,518	24,585
MARATHON OIL	21,957	31,500
MUELLER WATER PRODUCTS	6,290	11,057

TY 2012 Investments - Other Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MERLIN LTD	AT COST	803,524	1,075,003

TY 2012 Land, Etc. Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
EQUIPMENT	10,540	6,766	3,774	

TY 2012 Other Decreases Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Description	Amount
1/2 DINNER MEETING EXPENSE	1,202

TY 2012 Other Expenses Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT EXPENSES	37,208	37,208		
OFFICE SUPPLIES	2,091			2,091
POSTAGE AND DELIVERY	714			714
TELECOMMUNICATIONS	4,715			4,715
DUES AND SUBSCRIPTIONS	558			558
BANK CHARGES	50			50
REPAIRS	678			678
TRAVEL	1,474			1,474
1/2 DINNER MEETING EXPENSE	1,202			1,202

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TY 2012 Other Income Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
	-21,017		

TY 2012 Taxes Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID-VARIOUS ML NOM	1,840	1,840		
FEDERAL EXCISE TAX-PRIOR YEAR				
FEDERAL EXCISE TAX ESTIMATE-CUR	1,349			