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Form **990-PF**

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning 6/1/2012 , **and ending** 5/31/2013

Name of foundation BARBARA C BREAZEALE TRUST		A Employer identification number 59-6858257	
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041		Room/suite	B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Winston Salem NC 27101-3818		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 473,691	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income
		(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	12,052	11,907		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	1,952			
	b Gross sales price for all assets on line 6a 186,101				
	7 Capital gain net income (from Part IV, line 2)		1,952		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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	14,004	13,859	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	7,707	5,780	1,927	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	948		948	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	122	122		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	8,777	5,902	0	2,875
	25 Contributions, gifts, grants paid	18,416			18,416
26 Total expenses and disbursements. Add lines 24 and 25	27,193	5,902	0	21,291	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-13,189				
b Net investment income (if negative, enter -0-)		7,957			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	13,474	13,920	13,920
	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)			
	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)	425,811	412,163	459,771	
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)	439,285	426,083	473,691	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here. and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	439,285	426,083	
	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)	439,285	426,083		
31	Total liabilities and net assets/fund balances (see instructions)	439,285	426,083		

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)	1 439,285
2	Enter amount from Part I, line 27a	2 -13,189
3	Other increases not included in line 2 (itemize) See Attached Statement	3 183
4	Add lines 1, 2, and 3	4 426,279
5	Decreases not included in line 2 (itemize) PY RETURN OF CAPITAL ADJUSTMENT	5 196
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 426,083

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(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			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
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	1,952
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	0

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	24,568	460,979	0.053295
2010	23,485	473,361	0.049613
2009	20,533	436,682	0.047020
2008	27,104	412,580	0.065694
2007	28,140	570,061	0.049363
2 Total of line 1, column (d)			2 0.264985
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 0.052997
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 461,556
5 Multiply line 4 by line 3			5 24,461
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 80
7 Add lines 5 and 6			7 24,541
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 21,291

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	159
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2	3	159
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	159
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	99
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	99
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	60
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

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

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No
		16		X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here **5b** N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee	4 00	7,707	

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE.....		
.....		
.....		
.....		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services		▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE.....	
.....	
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	▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	453,262
b	Average of monthly cash balances	1b	15,323
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	468,585
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	468,585
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,029
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	461,556
6	Minimum investment return. Enter 5% of line 5	6	23,078

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	23,078
2a	Tax on investment income for 2012 from Part VI, line 5	2a	159
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	159
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,919
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	22,919
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	22,919

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	21,291
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	21,291
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	21,291

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				22,919
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			19,576	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 21,291				
a Applied to 2011, but not more than line 2a			19,576	
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				1,715
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				21,204
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				
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				

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 <i>Paid during the year</i> See Attached Statement				
Total	▶ 3a			18,416
b <i>Approved for future payment</i> NONE				
Total	▶ 3b			0

BARBARA C BREAZEALE TRUST

EIN 59-6858257

Tax period 05/31/13

990PF, PART VII-A LINE 8B - EXPLANATION OF NON-FILING WITH A.G. STMT

FL does not require a copy of Form 990-PF to be filed with their office.

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Fed Coast
Name: BARBARA C BREAZEALE TRUST Account # 4019863137 FYE: 5/31/2013						
Cash	4019863137	59-6858257			\$0.00	\$0.00
Invest - Other	4019863137	59-6858257	04314H204	ARTISAN INTERNATIONAL FUND #661	\$22,661.85	\$17,352.60
Invest - Other	4019863137	59-6858257	256210105	DODGE & COX INCOME FD COM #147	\$35,517.59	\$33,426.88
Invest - Other	4019863137	59-6858257	411511504	HARBOR CAPITAL APRCTION-INST #2012	\$39,223.91	\$31,192.40
Invest - Other	4019863137	59-6858257	589509108	MERGER FD SH BEN INT #260	\$9,696.00	\$9,700.53
Invest - Other	4019863137	59-6858257	693390700	PIMCO TOTAL RET FD-INST #35	\$35,002.55	\$32,875.41
Invest - Other	4019863137	59-6858257	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$8,816.55	\$8,208.88
Invest - Other	4019863137	59-6858257	77957P105	T ROWE PRICE SHORT TERM BD FD #55	\$17,419.48	\$17,491.76
Invest - Other	4019863137	59-6858257	04314H600	ARTISAN MID CAP FUND-INS #1333	\$16,685.81	\$14,979.66
Invest - Other	4019863137	59-6858257	464287200	ISHARES CORE S & P 500 ETF	\$17,087.20	\$12,460.43
Invest - Other	4019863137	59-6858257	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	\$8,506.88	\$9,549.35
Invest - Other	4019863137	59-6858257	256206103	DODGE & COX INT'L STOCK FD #1048	\$23,030.65	\$18,192.23
Invest - Other	4019863137	59-6858257	552983694	MFS VALUE FUND-CLASS I #893	\$26,957.22	\$21,319.17
Invest - Other	4019863137	59-6858257	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$19,311.35	\$19,090.78
Invest - Other	4019863137	59-6858257	262028855	DRIEHAUS ACTIVE INCOME FUND	\$9,681.65	\$9,348.57
Invest - Other	4019863137	59-6858257	339128100	JP MORGAN MID CAP VALUE-I #758	\$12,449.28	\$9,027.84
Invest - Other	4019863137	59-6858257	922908553	VANGUARD REIT VIPER	\$15,713.16	\$11,762.51
Invest - Other	4019863137	59-6858257	483438206	KALMAR GR W/VAL SM CAP FD #2	\$8,961.86	\$8,188.14
Invest - Other	4019863137	59-6858257	922042858	VANGUARD FTSE EMERGING MARKETS ETF	\$17,986.39	\$19,709.27
Invest - Other	4019863137	59-6858257	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	\$18,921.85	\$17,255.22
Invest - Other	4019863137	59-6858257	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$14,926.56	\$12,778.21
Invest - Other	4019863137	59-6858257	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	\$12,649.49	\$10,495.07
Invest - Other	4019863137	59-6858257	76628T645	RIDGEWORTH SEIX HY BD-I #5855	\$20,771.23	\$18,908.04
Invest - Other	4019863137	59-6858257	367829884	GATEWAY FUND - Y #1986	\$17,091.27	\$16,657.35
Invest - Other	4019863137	59-6858257	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$21,838.96	\$25,613.85
Invest - Other	4019863137	59-6858257	487300808	KEELEY SMALL CAP VAL FD CL I #2251	\$8,862.48	\$6,578.88
Savings & Temp Inv	4019863137	59-6858257	VP0528308	FEDERATED TREAS OBL FD 68	\$13,919.61	\$13,919.61
Savings & Temp Inv	4019863137	59-6858257	VP0528308	FEDERATED TREAS OBL FD 68	\$0.53	\$0.53
Total Cash and Equivalents					\$13,920.14	\$13,920.14
Total Other Investments					\$459,771.22	\$412,163.03
Total					\$473,691.36	\$426,083.17

BARBARA C BREAZEALE TRUST

59-6858257 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name MURRAY STATE UNIVERSITY FOUNDATION				
Street 100 NASH HOUSE				
City MURRAY	State KY	Zip Code 42071	Foreign Country	
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 18,416

Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount

Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount

Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount

Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount

Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount

Part I, Line 16b (990-PF) - Accounting Fees

		948	0	0	948
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	948			948

Part I, Line 18 (990-PF) - Taxes

		122	122	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	122	122		

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		425,811	412,163	459,771
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1			412,163	459,771

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	92
2	FEDERAL EXCISE TAX REFUND	2	91
3	Total	3	183

Line 5 - Decreases not included in Part III, Line 2

1	PY RETURN OF CAPITAL ADJUSTMENT	1	196
2	Total	2	196

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions Short Term CG Distributions	Amount	CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	1,648	922808553	VANGUARD REIT VIPER		12/17/2010	5/1/2013	1,722			0	1,211	511	0	0	511
	0	04314H600	ARTISAN MID CAP FUND-INS #1333		2/11/2013	2/11/2013	776			0	750	26	0	0	26
	0	252845833	DIAMOND HILL LONG-SHORT FD CL #1		12/6/2011	2/7/2013	688			0	579	90	0	0	90
	0	256206103	DODGE & COX INTL STOCK FD 1048		9/4/2007	8/8/2012	2,423			0	3,682	-1,259	0	0	-1,259
	0	256206103	DODGE & COX INTL STOCK FD 1048		9/4/2007	11/19/2012	688			0	1,004	-316	0	0	-316
	0	04314H204	ARTISAN INTERNATIONAL FUND #661		8/26/2011	8/8/2012	4,032			0	3,601	431	0	0	431
	0	04314H204	ARTISAN INTERNATIONAL FUND #661		8/26/2011	5/1/2013	1,420			0	1,094	326	0	0	326
	0	256206103	DODGE & COX INTL STOCK FD #1048		9/4/2007	5/1/2013	1,003			0	1,291	-288	0	0	-288
	0	256210105	DODGE & COX INCOME FD COM 147		8/10/2012	11/19/2012	13,504			0	13,368	136	0	0	136
	0	256210105	DODGE & COX INCOME FD COM 147		9/4/2007	11/19/2012	7,558			0	6,789	759	0	0	759
	0	256210105	DODGE & COX INCOME FD COM #147		2/11/2013	5/1/2013	2,206			0	2,191	15	0	0	15
	0	261800484	DREYFUS EMG MKT DEBT LOC C-I #608		8/26/2011	2/7/2013	3,083			0	3,025	58	0	0	58
	0	339128100	J.P. MORGAN MID CAP VALUE-I 758		12/17/2010	8/8/2012	2,460			0	2,138	321	0	0	321
	0	411511504	HARBOR CAPITAL APRCION-INST 201		8/26/2011	8/8/2012	706			0	610	96	0	0	96
	0	411511504	HARBOR CAPITAL APRCION-INST #20		2/11/2013	5/1/2013	1,935			0	1,869	66	0	0	66
	0	448108100	HUSSMAN STRATEGIC GROWTH FUND		12/6/2011	8/8/2012	8,470			0	9,634	-1,164	0	0	-1,164
	0	448108100	HUSSMAN STRATEGIC GROWTH FUND		12/6/2011	2/7/2013	6,849			0	8,435	-1,486	0	0	-1,486
	0	448108100	HUSSMAN STRATEGIC GROWTH FUND		2/14/2012	2/7/2013	1,596			0	1,818	-222	0	0	-222
	0	464287200	SHARES CORE S & P 500 ETF		8/8/2012	2/7/2013	608			0	562	46	0	0	46
	0	464287200	SHARES CORE S & P 500 ETF		12/6/2011	5/1/2013	957			0	763	194	0	0	194
	0	464287648	SHARES RUSSELL 2000 GROWTH		11/19/2012	2/7/2013	6,836			0	5,839	797	0	0	797
	0	464287648	SHARES RUSSELL 2000 GROWTH		12/19/2012	8/8/2012	6,024			0	5,926	398	0	0	398
	0	487300808	KEEFEY SMALL CAP VAL FD CL 1 2251		12/17/2010	8/8/2012	128			0	125	3	0	0	3
	0	518550865	LAUDUS MONDRIAN INTL FINNST #2940		12/17/2010	2/7/2013	5,695			0	4,560	1,135	0	0	1,135
	0	518550865	LAUDUS MONDRIAN INTL FINNST #2940		12/6/2011	8/8/2012	4,772			0	4,824	-52	0	0	-52
	0	518550865	LAUDUS MONDRIAN INTL FINNST #2940		12/6/2011	2/7/2013	36			0	38	-2	0	0	-2
	0	55283694	MFS VALUE FUND-CLASS I 893		5/26/2011	8/8/2012	575			0	458	117	0	0	117
	0	55283694	MFS VALUE FUND-CLASS I 893		2/11/2013	5/1/2013	1,821			0	1,722	99	0	0	99
	0	56063026	MANSTAY ED US EQUITY-INS 1204		12/6/2011	8/8/2012	1,975			0	6,816	-259	0	0	-259
	0	56063026	MANSTAY ED US EQUITY-INS 1204		12/6/2011	2/7/2013	2,175			0	2,129	46	0	0	46
	0	56063026	MANSTAY ED US EQUITY-INS 1204		12/6/2011	8/8/2012	2,175			0	2,129	46	0	0	46
	0	565909108	MERGER FD SH BEN INT 290		11/19/2012	8/8/2012	26,464			0	27,434	-970	0	0	-970
	0	693390700	PIMCO TOTAL RET FD-INST #35		8/10/2012	2/7/2013	4,554			0	4,658	-102	0	0	-102
	0	693390700	PIMCO TOTAL RET FD-INST #35		8/10/2012	5/1/2013	2,486			0	2,305	181	0	0	181
	0	693390700	PIMCO TOTAL RET FD-INST #35		11/19/2012	2/7/2013	685			0	631	54	0	0	54
	0	779577105	T ROWE PRICE SHORT TERM BD FD		2/14/2012	11/19/2012	6,472			0	6,358	114	0	0	114
	0	779577105	T ROWE PRICE SHORT TERM BD FD		8/24/2011	8/8/2012	1,977			0	1,844	133	0	0	133
	0	779577105	T ROWE PRICE SHORT TERM BD FD		8/24/2011	5/1/2013	2,210			0	1,735	475	0	0	475
	0	693390882	PIMCO FOREIGN BD FD USD H-INST 10		8/26/2011	8/8/2012	4,674			0	4,496	178	0	0	178
	0	693390882	PIMCO FOREIGN BD FD USD H-INST 10		12/6/2011	2/7/2013	1,448			0	1,127	321	0	0	321
	0	693390882	PIMCO FOREIGN BD FD USD H-INST 10		8/26/2011	11/19/2012	1,448			0	1,377	69	0	0	69
	0	766287645	RIDGEMOUTH SEIX HY BD-I 5855		8/26/2011	2/7/2013	2,143			0	2,074	69	0	0	69
	0	766287645	RIDGEMOUTH SEIX HY BD-I 5855		8/26/2011	8/8/2012	2,802			0	2,577	225	0	0	225
	0	766287645	RIDGEMOUTH SEIX HY BD-I 5855		2/14/2012	8/8/2012	16,398			0	16,364	34	0	0	34
	0	47287234N849	TCW SMALL CAP GROWTH FUND-I 47287234N849		12/17/2010	11/19/2012	5,240			0	5,066	174	0	0	174
	0	47287234N849	TCW SMALL CAP GROWTH FUND-I 47287234N849		8/10/2012	12/19/2012	5,100			0	5,532	-432	0	0	-432
	0	47287234N849	TCW SMALL CAP GROWTH FUND-I 47287234N849		12/17/2010	8/8/2012	943			0	853	90	0	0	90
	0	922808553	VANGUARD REIT VIPER		12/17/2010	8/8/2012	1,448			0	1,151	298	0	0	298

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	1	Amount
1 Credit from prior year return		1	99
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	99

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	19,576
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	19,576