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 JUL 1, 2012 **, and ending** JUN 30, 2013

Name of foundation
CARTER FAMILY FOUNDATION

A Employer identification number
55-0606479

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 393

Room/suite

B Telephone number
304-357-6686

City or town, state, and ZIP code
CHARLESTON, WV 25322

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)* ▶$ 14,447,897.

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))

			(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	4,867.	197.		STATEMENT 1
	4	Dividends and interest from securities	352,080.	352,080.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	553,462.			
	b	Gross sales price for all assets on line 6a 6,872,180.				
	7	Capital gain net income (from Part IV, line 2)		553,462.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	30,279.	30,279.		STATEMENT 3
	12	Total. Add lines 1 through 11	940,688.	936,018.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	86,414.	12,962.		73,452.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	8,500.	7,225.		1,275.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 5	35,647.	30,300.		5,347.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	2.	1.		1.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	130,563.	50,488.		80,075.
	25	Contributions, gifts, grants paid	398,066.			398,066.
	26	**Total expenses and disbursements.** Add lines 24 and 25	528,629.	50,488.		478,141.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	412,059.			
	b	**Net investment income** (if negative, enter -0-)		885,530.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

	Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	-3.		
	2 Savings and temporary cash investments	289,628.	367,165.	367,165.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	10,240.	10,820.	10,820.
	10a Investments - U S and state government obligations STMT 8	2,225,538.	2,581,548.	2,780,375.
	b Investments - corporate stock STMT 9	7,824,613.	7,647,550.	8,332,949.
	c Investments - corporate bonds STMT 10	2,621,430.	2,776,422.	2,956,588.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	12,971,446.	13,383,505.	14,447,897.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **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	9,770,321.	9,770,321.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,201,125.	3,613,184.	
	30 **Total net assets or fund balances**	12,971,446.	13,383,505.	
	31 **Total liabilities and net assets/fund balances**	12,971,446.	13,383,505.	

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	12,971,446.
2	Enter amount from Part I, line 27a	2	412,059.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13,383,505.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,383,505.

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	P	VARIOUS	VARIOUS
b	SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	3,148,340.		3,065,025.	83,315.
b	3,627,224.		3,253,693.	373,531.
c	96,616.			96,616.
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				83,315.
b				373,531.
c				96,616.
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	553,462.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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	259,344.	13,213,567.	.019627
2010	755,206.	13,047,269.	.057882
2009	633,661.	12,490,262.	.050732
2008	1,041,082.	11,964,176.	.087017
2007	799,536.	16,674,113.	.047951

2 Total of line 1, column (d)	2	.263209
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	.052642
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,020,122.
5 Multiply line 4 by line 3	5	738,047.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,855.
7 Add lines 5 and 6	7	746,902.
8 Enter qualifying distributions from Part XII, line 4	8	478,141.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	17,711.
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	17,711.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	17,711.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,846.		
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 SEE STATEMENT 11			7	16,261.
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	1,450.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities			
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		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
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	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col. (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WV			
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ UNITED BANK TRUST DEPARTMENT Telephone no ▶304-357-6686

Located at ▶PO BOX 393, CHARLESTON, WV ZIP+4 ▶25322

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	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 ▶ _____, _____, _____, _____				
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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? N/A **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.

(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
UNITED BANK PO BOX 393 CHARLESTON, WV 25322	TRUSTEE 2.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE FOOTNOTE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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	13,955,588.
b	Average of monthly cash balances			1b	278,038.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	14,233,626.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	14,233,626.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	213,504.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	14,020,122.
6	**Minimum investment return** Enter 5% of line 5			6	701,006.

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	701,006.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,711.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	17,711.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	683,295.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	683,295.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	683,295.

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	478,141.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	478,141.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	478,141.

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					683,295.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008	113,691.				
c From 2009	16,250.				
d From 2010	108,035.				
e From 2011					
f **Total** of lines 3a through e		237,976.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 478,141.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					478,141.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		205,154.			205,154.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		32,822.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		32,822.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	32,822.				
d Excess from 2011					
e Excess from 2012					

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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*				
AMERICAN RED CROSS			DONATION TO OPERATING FUND	2,500.
AMERICAN RED CROSS			DONATION- DISASTER RELIEF	2,500.
APPALACHIAN BIBLE COLLEGE			SCHOLARSHIP	25,000.
BECKLEY AREA FOUNDATION			DONATION	5,000.
BECKLEY AREA FOUNDATION			DONATION	5,181.
Total SEE CONTINUATION SHEET(S)			▶ 3a	398,066.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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
	(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	4,867.	
4 Dividends and interest from securities			14	352,080.	
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			14	30,279.	
8 Gain or (loss) from sales of assets other than inventory			18	553,462.	
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)		0.		940,688.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 940,688.

(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)

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) *Performance of services or membership or fundraising solicitations*	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date 12/3/13 | Title TRUST ADVISOR

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
CHARLES A. COOK		11/26/13		P01352251

Firm's name ▶ HESS, STEWART & CAMPBELL, PLLC

Firm's EIN ▶ 55-0657218

Firm's address ▶ 252 GEORGE STREET
BECKLEY, WV 25801

Phone no (304) 255-1978

GENERAL EXPLANATION ATTACHMENT FOR AMENDED RETURN

Part 1, Line 11 Other income – Line 11 increased $12,000 from $18,279 to $30,279 due to $7,000 adjustment on original return for charitable contributions that was in error and a $5,000 redeposit from 2008 that was received in the current year.

Part1, Line 13(b) and (d) – The fees charged by the trustee were erroneously reported backwards on the original return. The net investment income (part b) was reported at 85% of the total fee instead of 15%, and distributions for charitable purposes was reported at 15% instead of 85%. Only change is to reverse these two amounts.

Part 1, Line 25 – Contributions increased by $12,000 from $386,066 to $398,066. Contributions paid to West Virginia Wesleyan of $25,000 were left off the original tax return. Contributions paid to Greater Beckley Christian School were originally reported at $20,000 but due to a stopped check were actually only $10,000. Contributions paid to WWHS Alumni Scholarship Fund were originally reported at $6,000 but due to a refund of the monies paid were actually only $3,000.

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BECKLEY BABE RUTH BASEBALL			DONATION	25,000.
BECKLEY PRESBYTERIAN CHURCH			DONATION	5,000.
BLACK DIAMOND GIRL SCOUTS			DONATION	1,000.
BOY SCOUTS OF AMERICA			DONATION	1,000.
CHILDREN'S HOME SOCIETY			DONATION	500.
CITIZEN'S SCHOLARSHIP FND OF BECKLEY INC			DONATION	3,000.
FELLOWSHIP OF CHRISTIAN ATHLETES			DONATION	5,000.
FIRST BAPTIST CHURCH			DONATION	5,000.
GIDEON'S INTERNATIONAL			DONATION	2,000.
GREATER BECKLEY CHRISTIAN SCHOOL			DONATION	1,000.
Total from continuation sheets				357,885.

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOSPICE OF SOUTHERN WV INC.			DONATION	3,000.
LEUKEMIA & LYMPHOMA SOCIETY			DONATION	1,000.
LIONS SIGHT FOUNDATION			DONATION	2,000.
MAKE A WISH FOUNDATION OF SOUTHERN WV			DONATION	1,000.
RALEIGH COUNTY HISTORICAL SOCIETY			DONATION	1,000.
RALEIGH COUNTY HUMANE SOCIETY			DONATION	1,000.
RALEIGH COUNTY PUBLIC LIBRARY			DONATION	1,000.
RALEIGH COUNTY SHELTERED WORKSHOP			DONATION - OPERATING FUND	3,000.
SALVATION ARMY BECKLEY UNIT			DONATION	5,000.
SHEPHERD CENTER INC.			DONATION	1,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOUTHERN WV FELLOWSHIP HOME			DONATION	1,000.
ST. FRANCIS DE SALES CATHOLIC SCHOOL			DONATION	1,000.
THEATRE WEST VIRGINIA			DONATION	12,000.
UNITED METHODIST TEMPLE			DONATION	5,000.
UNITED WAY OF SOUTHERN WV INC			DONATION	3,000.
WEST VIRGINIA DIVISION OF CULTURE AND HISTORY			DONATION	7,500.
WOMENS' RESOURCE CENTER			DONATION	3,000.
WSWP TV, CHANNEL NINE			DONATION	2,500.
WV PROFESSIONAL DANCE			DONATION	18,000.
WWHS ALUMNI SCHOLARSHIP FUND			SCHOLARSHIP	3,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YMCA OF BECKLEY			DONATION	4,000.
YOUTH MUSEUM OF SWV			DONATION	18,000.
ALDERSON-BROADDUS COLLEGE			SCHOLARSHIP	25,000.
BECKLEY CONCERT ASSOCIATION			DONATION	2,000.
BECKLEY ART GROUP			DONATION	3,613.
WOODROW WILSON HIGH SCHOOL			DONATION	10,000.
GREATER BECKLEY CHRISTIAN SCHOOL			DONATION - TO PURCHASE A 15 PASSENGER VAN	10,000.
CONCORD UNIVERSITY			SCHOLARSHIP	25,000.
UNIVERSITY OF CHARLESTON			DONATION	50,000.
BURLINGTON UNITED METHODIST GRANT			DONATION	10,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VETERANS OF FOREIGN WARS			DONATION	1,000.
APPALACHIAN BIBLE COLLEGE			DONATION	17,772.
NEW RIVER COMMUNITY & TECHNICAL COLLEGE			DONATION	25,000.
CITIZENS CONSERVATION CORP OF WV			DONATION	8,000.
WEST VIRGINIA WESLEYAN			SCHOLARSHIP	25,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MUNICIPAL BONDS	197.
UNB LIQUID ASSET FUND	4,670.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,867.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME FROM SECURITIES	333,968.	96,616.	237,352.
INTEREST INCOME FROM SECURITIES	114,728.	0.	114,728.
TOTAL TO FM 990-PF, PART I, LN 4	448,696.	96,616.	352,080.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PROCEEDS FOR SECURITIES LITIGATION NET SETTLEMENT FUND	138.	138.	
MISCELLANEOUS	30,141.	30,141.	
TOTAL TO FORM 990-PF, PART I, LINE 11	30,279.	30,279.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HESS STEWART & CAMPBELL, PLLC	8,500.	7,225.		1,275.
TO FORM 990-PF, PG 1, LN 16B	8,500.	7,225.		1,275.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES - FEDERALS	35,647.	30,300.		5,347.
TO FORM 990-PF, PG 1, LN 18	35,647.	30,300.		5,347.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PENALTIES	2.	1.		1.
TO FORM 990-PF, PG 1, LN 23	2.	1.		1.

FOOTNOTES STATEMENT 7

THE CARTER FAMILY FOUNDATION OPERATES AS A PRIVATE FOUNDATION WITH THE PRINCIPAL CHARITABLE ACTIVITY OF CONTRIBUTING THE MINIMUM INVESTMENT DETERMINED IN PART IX OF THE FORM 990-PF TO CHARITABLE ORGANIZATIONS QUALIFYING UNDER CODE SECTION 501 (C)(3). THE FOUNDATION HAS ALSO BEEN ESTABLISHED TO PROVIDE SCHOLARSHIPS AND STUDENT LOANS TO INDIVIDUALS WILLING TO CONTINUE THEIR EDUCATION AND TEACHING PROFESSION WITHIN THE STATE OF WEST VIRGINIA.

AS THE RESULT OF AN INTERNAL REVENUE SERVICE EXAMINATION ON FORM 990-PF, RETURN OF PRIVATE FOUNDATION, IT WAS DETERMINED THAT 15 PERCENT (15%) OF THE TIME WAS SPENT FOR CHARITABLE PURPOSES, ADN THE PRIVATE FOUNDATION WILL CONTINUE TO USE THESE PERCENTAGES UNLESS A MATERIAL CHANGE OCCURS IN THE FUTURE.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BOND 1.875%	X		248,326.	253,515.
MORGANTOWN WV BUILD AMERICA BONDS		X	150,743.	168,155.
WEST VIRGINIA AUTH LEASE		X	102,437.	107,720.
NATIONAL RURAL UTILITIES BOND 1.8% 11/15/14	X		100,001.	100,617.
RIVERPARK/WEDGEWOOD LARGE CAP FOCUSED GRWTH FD SHARE CL I		X	882,841.	1,083,208.
FEDERATED STRATEGIC INCOME FD CL I	X		570,113.	563,858.
FHLMC SOVEREIGN AGENCY 4.25% 4/15/09	X		103,010.	99,053.
FHLMC SOVEREIGN AGENCY 4.55% 3/15/30	X		106,108.	101,170.
FLORIDA DEPT ENV PROT REVENUE BUILD BONDS 7.045%		X	117,614.	110,871.
OREGON ST HSG & CMNTY SVCS DEPT		X	100,952.	95,966.
US TREASURY N/B 2% 2/15/23	X		99,403.	96,242.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,226,961.	1,214,455.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,354,587.	1,565,920.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,581,548.	2,780,375.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHEVRON CORPORATION	49,097.	82,601.
EXXON MOBIL CORP	61,864.	82,038.
UNITED BANKSHARES INC WV	288,750.	396,750.
ALTRIA GROUP	0.	0.
PIMCO ALL ASSET FUND INST SHRS #34	600,435.	574,999.
HARBOR INTL FUND	904,717.	932,596.
COCA COLA	56,353.	96,104.
AT&T INC.	106,827.	111,014.
ABBOTT LABORATORIES	40,683.	56,436.
VAUGHN NELSON SMALL CAP VALUE FUND	372,043.	445,277.
DEERE & CO COMMON	0.	0.
HONEYWELL INTL INC COMMON	55,126.	105,125.
ROYCE MICRO CAP FUND	0.	0.
JPCHASE MORTGAGE-BKD SECURITIES	0.	0.
HARDING LOEVNER GLOBAL EQUITY	0.	0.
HARDING LOEVNER EMERGING MARKET	615,128.	696,937.

UNITED PARCEL SERVICE INC	85,831.	102,479.
MICROSOFT CORP	69,627.	94,135.
ITC HOLDINGS CORP COMMON	92,173.	123,529.
DIAMOND HILL LONG SHORT FUND	453,896.	504,696.
DRIEHAUS FUNDS ACTIVE INCOME FUND CL A	616,233.	606,892.
PRINCETON FUNDS FUTURES STRATEGY FUND I SHARES	0.	0.
TFS MARKET NEUTRAL FUND	0.	0.
VANGUARD DIVIDEND GROWTH FUND CL I	0.	0.
MCDONALDS CORP COMMON	75,210.	77,517.
T ROWE PRICE GROUP INC	74,008.	90,182.
KLA TENCOR CORP	75,143.	94,072.
HATTERAS ALPHA HEDGED STRATEGIES	229,488.	235,344.
CAMBIAR OPPORTUNITY FUND CL I	0.	0.
NATIONAL FUEL GAS CO	77,085.	97,530.
APPLE INC	91,764.	68,600.
ALTEGRIS MACRO STRATEGY CL I	262,584.	237,215.
ING GLOBAL REAL ESTATE CL I	223,587.	234,462.
PRUDENTIAL JENNISON MID CAP GROWTH SHARE CL Z	401,613.	431,803.
STEELPATH MLP ALPHA FUND CL Y	220,576.	251,406.
VANGUARD HIGH YIELD DIVIDEND INDEX INV	1,059,354.	1,104,812.
WASATCH INTERNATIONAL GROWTH INV	212,821.	214,075.
CISCO SYSTEMS INC	64,327.	80,379.
PHILIP MORRIS INTL INC	111,207.	103,944.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,647,550.	8,332,949.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ANHEUSER-BUSCH INC 4.625% 02/01/2015	100,535.	105,673.
BANK OF AMERICA CORP 5.125% 11/15/2014	100,734.	105,034.
BEAR STEARNS CO 4.19% 01/10/14	50,000.	49,783.
WALMART 4.55% 05/01/13	0.	0.
PEPSICO CORP 5% 6/1/18	99,714.	113,201.
BERKSHIRE HATHAWAY	100,567.	106,442.
GE CORP BOND 5.7% 10/15/16	0.	0.
OCCIDENTAL PETROLEUM 4.125%	99,351.	108,480.
CISCO SYSTEMS 5.5%	100,775.	111,665.
GENERAL ELECTRIC 5.25%	144,506.	169,372.
BARCLAYS BK PLC BOND 5.125% 11/15/14	100,001.	104,844.
GENERAL ELECTRIC CAP CORP BOND	100,383.	104,341.
HSBC FINANCE CORP BOND	0.	0.
JPMORGAN CHASE & CO BOND 4.25%	96,489.	103,944.
MICROSOFT CORP BOND 4% 2/8/21	99,953.	108,100.
JPMORGAN CHASE & CO BOND 3.15% 7/5/16	100,294.	103,860.
LLOYDS TSB BANK 5% 7/28/26	100,001.	97,000.
TOUCHSTONE SMALL CAP CORE FD	484,334.	589,584.
DOUBLELINE TOTAL RETURN BOND FD CL I	586,199.	572,219.
BERKSHIRE HATHAWAY BOND	99,765.	99,747.