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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 07/01, 2012, and ending 06/30, 2013

Name of foundation **SMITH FAMILY FOUNDATION**  
**TRUST COMPANY OF THE SOUTH**

A Employer identification number

56-6040787

B Telephone number (see instructions)

336- 538-1000

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

Room/suite

P.O. BOX 1898

City or town, state, and ZIP code

BURLINGTON, NC 272161898

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☐ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

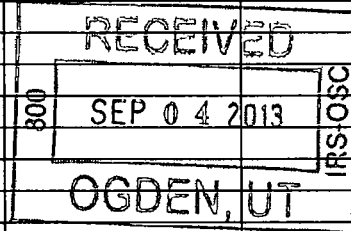
16) \$ 4,714,533.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
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	107,994.	107,994.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	158,510.			
b Gross sales price for all assets on line 6a 462,267.				
7 Capital gain net income (from Part IV, line 2)		158,510.		
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)	1,019,023.			STMT 2
12 Total. Add lines 1 through 11	1,285,527.	266,504.		
13 Compensation of officers, directors, trustees, etc.	47,418.	38,883.		8,535.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3	987.	987.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 4	1,400.	1,148.		252.
24 Total operating and administrative expenses. Add lines 13 through 23	49,805.	41,018.		8,787.
25 Contributions, gifts, grants paid	206,654.			206,654.
26 Total expenses and disbursements. Add lines 24 and 25	256,459.	41,018.		215,441.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,029,068.			
b Net investment income (if negative, enter -0-)		225,486.		
c Adjusted net income (if negative, enter -0-)				



SCANNED SEP 16 2013

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	107,846.	115,628.	115,628.
	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 ▶	50,000.	* 50,000. 50,000.	50,000.
	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) . . . . .	2,431,153.	3,834,608.	4,548,905.
	c	Investments - corporate bonds (attach schedule) . . . . .	379,781.		
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .			
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶) . . . . .	3.			
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	2,968,783.	4,000,236.	4,714,533.	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	2,968,783.	4,000,236.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	2,968,783.	4,000,236.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,968,783.	4,000,236.	

**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	2,968,783.
2	Enter amount from Part I, line 27a . . . . .	2	1,029,068.
3	Other increases not included in line 2 (itemize) ▶ <u>BOOK VALUE ADJUSTMENT</u> . . . . .	3	2,385.
4	Add lines 1, 2, and 3 . . . . .	4	4,000,236.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	4,000,236.

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**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
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 462,267.		303,757.	158,510.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			158,510.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	158,510.	
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		

**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	197,014.	4,007,890.	0.049157
2010	136,877.	3,847,595.	0.035575
2009	138,869.	3,653,051.	0.038015
2008	152,493.	3,174,602.	0.048035
2007	230,507.	4,005,638.	0.057546
2 Total of line 1, column (d)			2 0.228328
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 0.045666
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 4,551,889.
5 Multiply line 4 by line 3			5 207,867.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,255.
7 Add lines 5 and 6			7 210,122.
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.			8 215,441.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. . . . . Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	2,255.
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	2,255.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	2,255.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	602.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	602.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	3.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	1,656.	
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 <input checked="" type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>TRUST COMPANY OF THE SOUTH</u> Telephone no. ▶ <u>(336) 538-1000</u> Located at ▶ <u>3041 SOUTH CHURCH STREET, BURLINGTON, NC</u> ZIP+4 ▶ <u>27215</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
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 ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . .	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . .	4b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 ☐**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? ☐ Yes ☒ 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? ☐ Yes ☒ No**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
THE TRUST COMPANY OF THE SOUTH 3041 SOUTH CHURCH STREET, BURLINGTON, NC 27215	CO-TRUSTEE 1	22,418.	- 0 -	- 0 -
J. HAROLD SMITH	CO-TRUSTEE 0			
JAMES H. SMITH, JR. 223 SHADY DRIVE, BURLINGTON, NC 27215-4854	EXECUTIVE DIRECT 8	25,000.		

**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		NONE	NONE	NONE

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

NONE

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (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		NONE
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**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 N/A	
2	
All other program-related investments See instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	NONE
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	4,621,207.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	4,621,207.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,621,207.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	69,318.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,551,889.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	227,594.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	227,594.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	2,255.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,255.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	225,339.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	225,339.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	225,339.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	215,441.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	215,441.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	2,255.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	213,186.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				225,339.
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only . . . . .			192,231.	
<b>b</b> Total for prior years: 20 <u>10</u> , 20 <u>      </u> , 20 <u>      </u>		11,282.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .	NONE			
<b>b</b> From 2008 . . . . .	NONE			
<b>c</b> From 2009 . . . . .	NONE			
<b>d</b> From 2010 . . . . .	NONE			
<b>e</b> From 2011 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>215,441.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			192,231.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		11,282.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				11,928.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2012 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				213,411.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . .	NONE			
<b>b</b> Excess from 2009 . . . . .	NONE			
<b>c</b> Excess from 2010 . . . . .	NONE			
<b>d</b> Excess from 2011 . . . . .	NONE			
<b>e</b> Excess from 2012 . . . . .	NONE			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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

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

4942(j)(3) or

4942(j)(5)

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

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

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

NONE

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

NONE

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

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

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

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

**c** Any submission deadlines:

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a Paid during the year</b>  SEE STATEMENT 20				206,654.
<b>Total</b> .....			▶ <b>3a</b>	206,654.
<b>b Approved for future payment</b>				
<b>Total</b> .....			▶ <b>3b</b>	





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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DIVIDENDS AND INTEREST	107,994.	107,994.
-----	-----	-----
TOTAL	107,994.	107,994.
-----	=====	=====

## FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
LIFE INSURANCE PROCEEDS NORTHWESTERN MUT	280,526.
LIFE INSURANCE PROCEEDS MASS MUTUAL	738,497.
	-----
TOTALS	1,019,023.
	=====



FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	840.	840.
FOREIGN TAXES ON NONQUALIFIED	147.	147.
	-----	-----
TOTALS	987.	987.
	=====	=====

## FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
NCCF/NC NETWORK OF GRANTMAKERS	550. 850.	451. 697.	99. 153.
TOTALS	----- 1,400. =====	----- 1,148. =====	----- 252. =====

=====

## RECIPIENT NAME:

ALAMANCE COMMUNITY COLLEGE

ATTN: CAROLYN WADE

## ADDRESS:

P.O. BOX 8000

GRAHAM, NC 27253-8000

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

EDUCATIONAL FOUNDATION, INC

## ADDRESS:

PO BOX 2446

CHAPEL HILL, NC 27515

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 1,000.

## RECIPIENT NAME:

WAKE FOREST UNIVERSITY

## ADDRESS:

PO BOX 7227

WINSTON-SALEM, NC 27109

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 2,500.

=====

## RECIPIENT NAME:

WOODBERRY FOREST SCHOOL

NAT JOBE SCHOLARSHIP

## ADDRESS:

402 WOODBERRY STATION

WOODBERRY FOREST, VA 22989

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 2,500.

## RECIPIENT NAME:

GREENSBORO COLLEGE

## ADDRESS:

815 W. MARKET ST.

GREENSBORO, NC 27401-1875

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 1,000.

## RECIPIENT NAME:

PET ADOPTION &amp; WELFARE SOCIETY

## ADDRESS:

P.O. BOX 2440

BURLINGTON, NC 27216

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

=====

## RECIPIENT NAME:

POSITIVE ATTITUDE YOUTH CENTER

## ADDRESS:

229 N. GRAHAM HOPEDALE RD.

BURLINGTON, NC 27217

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 2,500.

## RECIPIENT NAME:

RALPH SCOTT LIVESERVICES, INC.

## ADDRESS:

408 W TRADE STREET

BURLINGTON, NC 27217-2400

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 2,500.

## RECIPIENT NAME:

SALVATION ARMY

## ADDRESS:

P.O. BOX 1238

BURLINGTON, NC 27216

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 2,500.

=====

## RECIPIENT NAME:

MARVIN B. SMITH, JR.

MEMORIAL SCHLARSHIP

## ADDRESS:

3041 S. CHURCH ST.

BURLINGTON, NC 27215

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 1,000.

## RECIPIENT NAME:

J. HAROLD SMITH CAROLINA SCHOLARSHI

SCHOLARS FUND

## ADDRESS:

3041 S. CHURCH ST.

BURLINGTON, NC 27215

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 21,077.

## RECIPIENT NAME:

UNCG-ALYSE S. COOPER MUSIC

SCHLORSHIP FUND

## ADDRESS:

PO BOX 26170

GREENSBORO, NC 27402-6170

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 1,000.

=====

RECIPIENT NAME:

EDUCATIONAL FOUNDATION

ADDRESS:

P.O. BOX 2446

CHAPEL HILL, NC 27515

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

ALAMANCE COUNTY ENDOWMENT

FOR THE ARTS

ADDRESS:

213 SOUTH MAIN STREET

GRAHAM, NC 27253

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:

ALAMANCE REGIONAL MEDICAL CENTER

CENTER FOUNDATION, INC

ADDRESS:

1240 HUFFMAN MILL ROAD

BURLINGTON, NC 27215

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 25,000.

=====

## RECIPIENT NAME:

ALAMANCE ELDERCARE

## ADDRESS:

P.O. BOX 202

BURLINGTON, NC 27216-0202

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 2,500.

## RECIPIENT NAME:

BOY SCOUTS OF AMERICA

OLD NORTH STATE COUNCIL

## ADDRESS:

P.O. BOX 29046

GREENSBORO, NC 27429

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 2,500.

## RECIPIENT NAME:

DUKE UNIVERSITY

ALYSE S. COOPER MUSIC SCHOLARSHIP

## ADDRESS:

PO BOX 90974

DURHAM, NC 27708-0974

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 1,000.



=====

RECIPIENT NAME:

ELON UNIVERSITY

J. HAROLD SMITH SCHOLARSHIP

ADDRESS:

2600 CAMPUS BOX

ELON, NC 27244

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

FIRST BAPTIST CHURCH

ADDRESS:

PO BOX 207

MT. GILEAD, NC 27306

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

FRONT STREET

UNITED METHODIST CHURCH

ADDRESS:

PO BOX 2597

BURLINGTON, NC 27216

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

=====

## RECIPIENT NAME:

EDUCATIONAL FOUNDATION

## ADDRESS:

PO BOX 2446

CHAPEL HILL, NC 27515

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 1,000.

## RECIPIENT NAME:

HOSPICE OF ALAMANCE-CASWELL

ATTN: CAROLINE DURHAM

## ADDRESS:

914 CHAPEL HILL ROAD

BURLINGTON, NC 27215

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

ALAMANCE COUNTY ECONOMIC

DEVELOPMENT FOUNDATION

## ADDRESS:

P.O. BOX 450

BURLINGTON, NC 27216

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

=====

## RECIPIENT NAME:

BURLINGTON DOWNTOWN CORP.

## ADDRESS:

P.O. BOX 761

BURLINGTON, NC 27216-0761

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

RESURRECTION UNITED

METHODIST CHURCH

## ADDRESS:

4705 OLD CHAPEL HILL RD

DURHAM, NC 27707

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

EDUCATIONAL FOUNDATION, INC.

## ADDRESS:

PO BOX 2446

CHAPEL HILL, NC 27515

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 1,000.

=====

RECIPIENT NAME:

ALAMANCE COUNTY YMCA

ATTN: WALTER BRITT

ADDRESS:

1346 S. MAIN ST.

BURLINGTON, NC 27215

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

ELON UNIVERSITY

ALYSE S. COOPER SCHOLARSHIP

ADDRESS:

2600 CAMPUS BOX

ELON, NC 27244

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

INTERNATIONAL FOUNDATION, INC.

ADDRESS:

PO BOX 23813

WASHINGTON, DC 20026-3813

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 1,000.

=====

RECIPIENT NAME:

FLANNEL

ADDRESS:

4555 WILSON AVENUE SW, SUITE 1  
GRANDVILLE, MI 49418

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

THE TAFT SCHOOL

ADDRESS:

110 WOODBURY ROAD  
WATERTOWN, CT 06795-2100

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

University of North Carolina  
Office of Scholarships & Student Ai

ADDRESS:

UNC-CHAPEL HILL  
Chapel Hill, NC 27514-1080

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 16,000.

=====

RECIPIENT NAME:

EAST CAROLINA UNIVERSITY

OFFICE OF DEVELOPMENT

ADDRESS:

GREENVILLE CENTRE, SUITE 1100

GREENVILLE, NC 27585-4353

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

UNIVERSITY OF ARIZONA FOUNDATION

ADDRESS:

PO BOX 210109

TUCSON, AZ 85721-0109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

ELON ACADEMY

ALAMANCE BUILDING 216

ADDRESS:

2108 CAMPUS BOX

ELON, NC 27244

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

=====

## RECIPIENT NAME:

ALAMANCE FOUNDATION

J. HAROLD &amp; PEGGY H. SMITH

## ADDRESS:

330 S. GREEN STREET, SUITE 100

GREENSBORO, NC 27401

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 2,500.

## RECIPIENT NAME:

GUILFORD COLLEGE

ELVIRA LOWE SMITH SCHOLARSHIP

## ADDRESS:

5800 WEST FRIENDLY AVENUE

GREENSBORO, NC 27410

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 1,000.

## RECIPIENT NAME:

MERCURY ONE

## ADDRESS:

P.O. BOX 701869

DALLAS, TX 75370-1869

## RELATIONSHIP:

NONOE

## PURPOSE OF GRANT:

GIFT

## FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
SOCIONOMICS FOUNDATION  
ADDRESS:  
200 MAIN STREET, SUITE300  
GAINESVILLE, GA 30501  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GIFT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITY  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
VIRGINIA EPISCOPAL SCHOOL  
ADDRESS:  
400 VES ROAD  
LYNCHBURG, VA 24503  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GIFT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITY  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
EDUCATIONAL FOUNDATION  
ADDRESS:  
P.O. BOX 2446  
CHAPEL HILL, NC 27515  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GIFT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITY  
AMOUNT OF GRANT PAID ..... 10,000.



=====

RECIPIENT NAME:

EVERY NATION CAMPUS MINISTRIES

ADDRESS:

UNC- CHAPEL HILL

CHAPEL HILL, NC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 577.

RECIPIENT NAME:

JOEL OSTEN MINISTRIES

ADDRESS:

PO BOX 4600

HOUSTON, TX 77210

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

NC MUSEUM OF ART

ADDRESS:

2110 BLUE RIDGE RD

RALEIGH, NC 27607

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

=====

RECIPIENT NAME:

NC MUSEUM OF HISTORY

ADDRESS:

5 E EDENTON ST

RALEIGH, NC 27601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

NORTH CAROLINA SYMPHONY

ADDRESS:

2 EAST SOUTH STREET

RALEIGH, NC 27601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

TOTAL GRANTS PAID:

206,654.

=====

**SCHEDULE D  
(Form 1041)**Department of the Treasury  
Internal Revenue Service**Capital Gains and Losses**

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

OMB No. 1545-0092

**2012**

Name of estate or trust

SMITH FAMILY FOUNDATION

Employer identification number

56-6040787

**Note:** Form 5227 filers need to complete only Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					<b>1b</b> -25.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>3</b>
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					<b>4</b> ( )
<b>5</b> Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					<b>5</b> -25.

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					24,867.
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					<b>6b</b> 133,668.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>8</b>
<b>9</b> Capital gain distributions					<b>9</b>
<b>10</b> Gain from Form 4797, Part I					<b>10</b>
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					<b>11</b> ( )
<b>12</b> Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back					<b>12</b> 158,535.

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

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b> <b>Caution: Read the instructions before completing this part.</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-25.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		158,535.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		158,510.

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

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

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

<b>Part V Tax Computation Using Maximum Capital Gains Rates</b>	
<b>Form 1041 filers.</b> Complete this part <b>only</b> if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero. <b>Caution:</b> Skip this part and complete the <b>Schedule D Tax Worksheet</b> in the instructions if: • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
<b>Form 990-T trusts.</b> Complete this part <b>only</b> if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the <b>Schedule D Tax Worksheet</b> in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

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

Schedule D (Form 1041) 2012

Department of the Treasury  
Internal Revenue Service

**▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.**

OMB No. 1545-0092

2012

► Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041)

Name of estate or trust

SMITH FAMILY FOUNDATION

Employer identification number

56-6040787

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**[illegible]

<b>1b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .	<b>-25.00</b>
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**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

Schedule D-1 (Form 1041) 2012

JSA  
2F1221 2 000

BOB295 683D 08/12/2013 11:30:11

A007992

42 -

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

SMITH FAMILY FOUNDATION

56-6040787

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
<b>6a</b> 173.17 DFA INTL REAL ESTAT	03/01/2010	06/11/2013	885.00	814.00	71.00
1204.531 DFA EMERGING MKTS	03/16/2005	02/20/2013	36,160.00	24,285.00	11,875.00
29.433 DFA EMERGING MKTS V	06/23/2006	02/20/2013	884.00	716.00	168.00
38.99 DFA EMERGING MKTS VA	03/16/2005	06/11/2013	1,064.00	786.00	278.00
233.555 DFA INTL SMALL COM PORTFOLIO	04/07/2008	02/20/2013	3,891.00	4,234.00	-343.00
64.362 DFA INTL SMALL COMP PORTFOLIO	04/07/2008	06/11/2013	1,072.00	1,167.00	-95.00
831.144 DFA US SMALL CAP V PORTFOLIO	04/12/2004	06/11/2013	25,749.00	21,037.00	4,712.00
452.624 DFA US LARGE CAP V PORTFOLIO	04/12/2004	05/31/2013	12,334.00	8,184.00	4,150.00
3403.327 DFA US LARGE CAP PORTFOLIO	04/12/2004	06/11/2013	92,094.00	61,534.00	30,560.00
8.099 DFA REAL ESTATE SEC PORTFOLIO	06/03/2009	02/20/2013	224.00	105.00	119.00
44.618 DFA REAL ESTATE SEC PORTFOLIO	06/12/2009	06/11/2013	1,225.00	573.00	652.00
253.624 DFA LARGE CAP INTL	04/07/2008	02/20/2013	5,027.00	6,346.00	-1,319.00
133.437 DFA LARGE CAP INTL	04/07/2008	06/11/2013	2,653.00	3,339.00	-686.00
1140.061 DFA INTERNATIONAL PORTFOLIO	04/12/2004	02/20/2013	19,347.00	16,212.00	3,135.00
243.601 DFA INTERNATIONAL PORTFOLIO	04/12/2004	06/11/2013	4,156.00	3,464.00	692.00
26.035 VANGUARD SHORT TERM GRADE FD INSTI	03/01/2010	06/11/2013	280.00	279.00	1.00
.962 VANGUARD SMALL CAP GR FUND INSTITUTIONAL SHARES	04/07/2008	02/20/2013	26.00	18.00	8.00
220.472 VANGUARD SMALL CAP INDEX FUND INSTITUTIONAL SH	04/07/2008	06/11/2013	6,405.00	4,065.00	2,340.00
3389.461 VANGUARD GROWTH I INSTITUTIONAL SHARES	03/18/2005	02/20/2013	130,426.00	86,668.00	43,758.00
864.801 VANGUARD GROWTH IN INSTITUTIONAL SHARES	03/18/2005	02/20/2013	33,278.00	22,113.00	11,165.00
1460.062 VANGUARD GROWTH I INSTITUTIONAL SHARES	03/18/2005	06/11/2013	59,760.00	37,333.00	22,427.00

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . 133,668.00

Schedule D-1 (Form 1041) 2012

FEDERAL CAPITAL GAIN DIVIDENDS  
=====LONG-TERM CAPITAL GAIN DIVIDENDS  
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## 15% RATE CAPITAL GAIN DIVIDENDS

DFA EMERGING MKTS VALUE	3,031.00
DFA INTL SMALL COMPANY PORTFOLIO	926.00
DFA US SMALL CAP VALUE PORTFOLIO	17,637.00
PIMCO TOTAL RETURN FD INST SHS	1,758.00
TEMPLETON GLOBAL BOND FD ADV CL	674.00
VANGUARD TOTAL BD MKT INDEX INSTL	200.00
VANGUARD SHORT TERM INV GRADE ADM SHS	398.00
VANGUARD SHORT TERM INVESTMENT GRADE FD INSTI	244.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

24,867.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

24,867.00

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# Holding List

Business Date: 7/12/2013 Time Printed: 7/12/2013 1

Account(s): All  
As Of Date: 6/30/13  
Location: All  
Registration: All  
Trade Date Basis: No  
Include Transactions: None

CUSIP	Ticker	Security Description	P/I	Shares	Price	Local Mkt Value	%Port	EAInc	Accruals	Cost Basis	Unrtzd
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Account Number: A017992 [USD]

Account Name: SMITH FA

Security Type:

Principal Cash:	0.00	USD	n/a
Income Cash:	0.00	USD	n/a
Net Cash:	0.00	USD	n/a
Total Value:	0.00	USD	n/a

Account Number: A027992 [USD]

Account Name: SMITH FAMILY FOI

Security Type: CASH EQUIVALENT- TAXABLE

09248U718	TSTX	BLACKROCK T-FUND INST	I	100,772.1000	1.0000	100,772.10	USD	2.49	10.08	0.81	100,772.10	(
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Security Type: MUTUAL FUNDS - REIT

233203348	DFTX	DFA INTL REAL ESTATE SEC PORT	P	5,937.4300	5.0700	30,102.77	USD	0.74	3,936.52	0.00	28,820.54	1,282
233203835	DFREX	DFA REAL ESTATE SECURITIES	P	1,464.9170	27.6000	40,431.71	USD	1.00	1,397.53	0.00	26,417.63	14,014
Security Type Total:				7,402.3470		70,534.48	USD	1.74	5,334.05	0.00	55,238.17	15,296

Security Type: MUTUAL FUNDS-EQUITY

233203819	DFSVX	DFA US SMALL CAP VALUE	P	9,752.0630	30.8100	300,461.06	USD	7.42	3,588.76	0.00	248,479.40	51,981
233203827	DFLVX	DFA US LARGE CAP VALUE	P	40,579.0970	26.8300	1,088,737.17	USD	26.89	18,341.75	0.00	823,458.54	265,278
922908819	VSGIX	VANGUARD SM CAP GR INDEX FD INST SHS	P	2,781.1240	29.0100	80,680.41	USD	1.99	739.78	0.00	55,663.60	25,016
922908868	VIGIX	VANGUARD GROWTH INDEX FD INST	P	20,978.4800	40.2700	844,803.39	USD	20.87	12,587.09	0.00	622,875.93	221,927
Security Type Total:				74,090.7640		2,314,682.03	USD	57.17	35,257.38	0.00	1,750,477.47	564,204

Security Type: MUTUAL FUNDS-FIXED INCOME

233203223	DFSHX	DFA SEL HEDGED GLOBAL FIXED INC PT	P	13,135.4080	9.8900	129,909.19	USD	3.21	2,013.66	0.00	133,148.95	-3,236
693390700	PTTRX	PIMCO TOTAL RETURN FD INST SHS	P	15,830.4060	10.7600	170,335.17	USD	4.21	3,754.97	288.52	171,506.77	-1,171
880208400	TGBAX	TEMPLETON GLOBAL BOND FD ADV CL	P	3,890.6360	12.9100	50,228.11	USD	1.24	1,104.94	0.00	50,767.69	-536
921937504	VBTX	VANGUARD TOTAL BD MKT INDEX INSTL	P	3,779.9110	10.6700	40,331.65	USD	1.00	982.02	161.41	40,968.38	-636
922031877	VFSIX	VANGUARD SHORT TERM INVESTMENT GRADE FD INSTI	P	12,364.8490	10.6600	131,809.29	USD	3.26	2,375.29	388.90	132,939.46	-1,136
Security Type Total:				49,001.2100		522,613.41	USD	12.91	10,230.88	838.83	529,331.25	-6,717

Security Type: MUTUAL FUNDS-INTERNATIONAL

233203587	DFEVX	DFA EMERGING MKTS VALUE	P	3,661.8470	26.2900	96,269.96	USD	2.38	2,189.78	0.00	96,216.22	5
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Account(s):	All
As Of Date:	6/30/13
Location:	All
Registration:	All
Trade Date Basis:	No
Include Transactions:	None

## Holding List

CUSIP	Ticker	Security Description	P/I	Shares	Price	Local Mkt Value	%Port	EAInc	Accruals	Cost Basis	Unrealiz
233203611	DEMEX	DFA EMERGING MKRKT SML CAP PORT	P	1,945.3510	19.7800	38,479.04	0.95	725.62	0.00	42,313.51	-3,834
233203629	DFISX	DFA INTL SMALL COMPANY	P	8,512.1490	16.3200	138,918.27	3.43	3,438.91	0.00	134,341.31	4,576
233203868	DFALX	DFA LARGE CAP INTL PORTFOLIO	P	12,195.8740	19.4000	236,599.96	5.84	7,207.76	0.00	242,024.72	-5,424
25434D203	DFIVX	DFA INTERNATIONAL VALUE	P	28,997.6480	16.5500	479,911.07	11.85	16,615.65	0.00	436,155.44	43,751
Security Type Total:				55,312.8690		990,178.30	24.46	30,177.72	0.00	951,051.20	39,127

**Security Type: PROMISSORY NOTE**

658001995	PROMISSORY NOTE - 03/15/10 - COMPANY SHOPS MK	P	50,000.0000	1.0000	50,000.00	USD	1.23	2,000.00	2,583.33	50,000.00
	Account Subtotal:		336,579.2900		4,048,780.32	USD	100.00	83,010.11	3,422.97	3,436,870.19
										611,910.00
	Principal Cash:				-402,676.61	USD				-9.95
	Income Cash:				402,676.61	USD				9.95
	Net Cash:				0.00	USD				0.00
	Total Value:				4,048,780.32	USD				100.00

## Account Number: A037992 [USD]

Security Type: CASH EQUIVALENT- TAXABLE												
09248U718	TSTXX	BLACKROCK T-FUND INST	I	2,046.2300	1.0000	2,046.23	USD	0.31	0.20	0.01	2,046.23	(
09248U718	TSTXX	BLACKROCK T-FUND INST	P	12,809.4700	1.0000	12,809.47	USD	1.92	1.28	0.09	12,809.47	(
Security Type Total:				14,855.7000		14,855.70	USD	2.23	1.48	0.10	14,855.70	(

**Security Type: MUTUAL FUNDS - RETT**

<u>233203348</u>	DFTX	DFA INTL REAL ESTATE SEC PORT	P	929.3510	5.0700	4,711.81	USD	0.71	616.16	0.00	4,449.90	261
<u>233203835</u>	DFREX	DFA REAL ESTATE SECURITIES	P	235.4760	27.6000	6,499.14	USD	0.98	224.64	0.00	3,039.99	3,459
Security Type Total:				1,164.8270		11,210.95	USD	1.68	840.80	0.00	7,489.89	3,721

**Security Type: MUTUAL FUNDS-EQUITY**

<u>233203819</u>	DPSVX	DFA US SMALL CAP VALUE	P	1,694.5830	30.8100	51,902.00	USD	7.80	619.93	0.00	37,722.54	14,175
<u>233203827</u>	DFLVX	DFA US LARGE CAP VALUE	P	7,072.7260	26.8300	189,761.24	USD	28.50	3,196.87	0.00	145,529.01	44,232
<u>922908819</u>	VSGDX	VANGUARD SM CAP GR INDEX FD INST SHS	P	477.3680	29.0100	13,848.45	USD	2.08	126.98	0.00	7,500.88	6,347
<u>922908868</u>	VIGIX	VANGUARD GROWTH INDEX FD INST	P	3,564.8750	40.2700	143,557.52	USD	21.56	2,138.93	0.00	98,241.76	45,315
Security Type Total:				12,799.5520		399,069.21	USD	59.94	6,082.71	0.00	288,994.19	110,075

**Security Type: MUTUAL FUNDS-FIXED INCOME**

# Holding List

Account(s): All  
 As Of Date: 6/30/13  
 Location: All  
 Registration: All  
 Trade Date Basis: No  
 Include Transactions: None

Business Date: 7/12/2013 Time Printed: 7/12/2013 1

CUSIP	Ticker	Security Description	P/I	Shares	Price	Local Mkt Value	%Port	EAInc	Accruals	Cost Basis	Unrdz
2332032223	DFSHX	DFA SEL HEDGED GLOBAL FIXED INC PT	P	2,081.8220	9.8900	20,589.22	3.09	319.14	0.00	21,036.33	-447
6933390700	PTTRX	PIMCO TOTAL RETURN FD INST SHS	P	2,492.1450	10.7600	26,815.48	4.03	591.14	45.58	26,302.30	513
880208400	TGBAX	TEMPLETON GLOBAL BOND FD ADV CL	P	609.4340	12.9100	7,867.79	1.18	173.08	0.00	7,986.33	-118
921937504	VBTDX	VANGUARD TOTAL BD MKT INDEX INSTL	P	597.6020	10.6700	6,376.41	0.96	155.26	25.60	6,394.57	-18
92203187Z	VFSIX	VANGUARD SHORT TERM INVESTMENT GRADE FD INSTI	P	1,970.9270	10.6600	21,010.08	3.16	378.62	61.96	21,153.64	-143
Security Type Total:				7,751.9300		82,658.98	12.42	1,617.24	133.14	82,873.17	-214
Security Type: MUTUAL FUNDS-INTERNATIONAL											
23320358Z	DFEVX	DFA EMERGING MKTS VALUE	P	542.6310	26.2900	14,265.77	2.14	324.49	0.00	16,675.60	-2,405
233203611	DEMEX	DFA EMERGING MKTS SML CAP PORT	P	301.6860	19.7800	5,967.35	0.90	112.53	0.00	6,561.67	-594
233203629	DFISX	DFA INTL SMALL COMPANY	P	1,366.8080	16.3200	22,306.31	3.35	552.19	0.00	22,866.44	-561
233203868	DFALX	DFA LARGE CAP INTL PORTFOLIO	P	1,965.1150	19.4000	38,123.23	5.73	1,161.38	0.00	41,842.17	-3,718
254340203	DFIVX	DFA INTERNATIONAL VALUE	P	4,670.3760	16.5500	77,294.72	11.61	2,676.13	0.00	81,207.01	-3,912
Security Type Total:				8,846.6160		157,957.38	23.73	4,826.72	0.00	169,152.89	-11,192
Account Subtotal:				45,418.6250		665,752.22	100.00	13,368.95	133.24	563,365.84	102,388

Principal Cash: 0.00 USD  
 Income Cash: 0.00 USD  
 Net Cash: 0.00 USD  
 Total Value: 665,752.22 USD

Grand Totals: 381,997.9150 4,714,532.54 USD 96,379.06 3,556.21

