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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

7/1/2012

, and ending

6/30/2013

POSTMARK DATE NOV 12 2013

SCANNED NOV 15 2013

<b>Part I</b> <b>Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 <b>5 a</b> Gross rents <b>b</b> Net rental income or (loss) <b>6 a</b> Net gain or (loss) from sale of assets not on line 10 <b>b</b> Gross sales price for all assets on line 6a <u>606,103</u> 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications <b>10 a</b> Gross sales less returns and allowances <b>b</b> Less Cost of goods sold <b>c</b> Gross profit or (loss) (attach schedule) <b>11</b> Other income (attach schedule) <b>12 Total.</b> Add lines 1 through 11	46,490 -2,508 43,982 24,176 1,754 441 455 26,826 68,780 95,606 -51,624	46,107 46,107 0 18,132 1,754 331 455 18,918 0 18,918	0 0 0 6,044 1,754 110 0 7,908 68,780 0 0	<b>Operating and Administrative Expenses</b> <b>13</b> Compensation of officers, directors, trustees, etc <b>14</b> Other employee salaries and wages <b>15</b> Pension plans, employee benefits <b>16 a</b> Legal fees (attach schedule) <b>b</b> Accounting fees (attach schedule) <b>c</b> Other professional fees (attach schedule) <b>17</b> Interest <b>18</b> Taxes (attach schedule) <small>(see instructions)</small> <b>19</b> Depreciation (attach schedule) and depletion <b>20</b> Occupancy <b>21</b> Travel, conferences, and meetings <b>22</b> Printing and publications <b>23</b> Other expenses (attach schedule) <b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 <b>25</b> Contributions, gifts, grants paid <b>26 Total expenses and disbursements.</b> Add lines 24 and 25 <b>27</b> Subtract line 26 from line 12 <b>a</b> Excess of revenue over expenses and disbursements <b>b</b> Net investment income (if negative, enter -0-) <b>c</b> Adjusted net income (if negative, enter -0-)	<b>RETRIEVED NOV 15 2013 IRS-OSC OGDEN, UT</b>

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

P 22 NE

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		<b>Beginning of year</b>	<b>End of year</b>	
		<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1 Cash—non-interest-bearing	4,824	-10,788	-10,788
	2 Savings and temporary cash investments	-17,559	3,985	3,985
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
<b>Liabilities</b>	11 Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,661,665	1,602,035	1,731,556
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► )			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,648,930	1,595,232	1,724,753
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	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 ► )	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
	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			
<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,648,930	1,595,232	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,648,930	1,595,232	
	31 Total liabilities and net assets/fund balances (see instructions)	1,648,930	1,595,232	
	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	1,648,930	
	2 Enter amount from Part I, line 27a	2	-51,624	
	3 Other increases not included in line 2 (itemize) ► FEDERAL EXCISE TAX REFUND	3	660	
	4 Add lines 1, 2, and 3	4	1,597,966	
	5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	2,734	
	6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,595,232	

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69			
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-2,508
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0

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

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

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	79,969	1,693,953	0 047209
2010	80,844	1,749,379	0 046213
2009	76,865	1,601,272	0 048002
2008	70,805	1,444,911	0 049003
2007			0 000000

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

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

2	0 190427
3	0 047607
4	1,725,490
5	82,145
6	272
7	82,417
8	76,688

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)****1 a** Exempt operating foundations described in section 4940(d)(2), check here ►  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)**2** Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)**5** Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-**6** Credits/Payments**a** 2012 estimated tax payments and 2011 overpayment credited to 2012**b** Exempt foreign organizations—tax withheld at source**c** Tax paid with application for extension of time to file (Form 8868)**d** Backup withholding erroneously withheld

6a 1,327

6b

6c

6d

**7** Total credits and payments Add lines 6a through 6d**8** Enter any penalty for underpayment of estimated tax Check here  if Form 2220 is attached**9** Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed**10** Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid**11** Enter the amount of line 10 to be Credited to 2013 estimated tax ►

544 Refunded

11 239

**Part VII-A Statements Regarding Activities****1 a** During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?**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***c** Did the foundation file Form 1120-POL for this year?**d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

**e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_**2** Has the foundation engaged in any activities that have not previously been reported to the IRS?*If "Yes," attach a detailed description of the activities***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***4 a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?**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***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?

**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***8 a** Enter the states to which the foundation reports or with which it is registered (see instructions) ►

NC

**b** If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation***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***10** Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	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? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N A	Telephone no ► 888-730-4933	
	Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	ZIP+4 ► 27101-3818	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes No X

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

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

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

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

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

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

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

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

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

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?**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee	4 00	24,176	
-----				
-----				
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**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				
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-----				
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-----				

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

►

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

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

Total number of others receiving over \$50,000 for professional services ►

**Part IX-A** **Summary of Direct Charitable Activities**

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

Expenses

1	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2		

All other program-related investments. See instructions

3	NONE	

Total. Add lines 1 through 3 ► 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities	1a 1,709,945
b	Average of monthly cash balances	1b 41,822
c	Fair market value of all other assets (see instructions)	1c
d	<b>Total</b> (add lines 1a, b, and c)	1d 1,751,767
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 1,751,767
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 26,277
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 1,725,490
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 86,275

**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 86,275
2a	Tax on investment income for 2012 from Part VI, line 5	2a 544
b	Income tax for 2012 (This does not include the tax from Part VI )	2b
c	Add lines 2a and 2b	2c 544
3	Distributable amount before adjustments Subtract line 2c from line 1	3 85,731
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 85,731
6	Deduction from distributable amount (see instructions)	6
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 85,731

**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 76,688
b	Program-related investments—total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 76,688
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 76,688

**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				85,731
2 Undistributed income, if any, as of the end of 2012			9,952	
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 76,688			9,952	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				66,736
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:	0	0	0	18,995
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

**Part 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	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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				0
c	Qualifying distributions from Part XII, line 4 for each year listed				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities				0
e	Qualifying distributions made directly for active conduct of exempt activities				0
	Subtract line 2d from line 2c				0
3	Complete 3a, b, or c for the alternative test relied upon				0
a	"Assets" alternative test—enter				
(1)	Value of all assets				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3)	Largest amount of support from an exempt organization				0
(4)	Gross investment income				0

**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**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i> See Attached Statement				
<b>Total</b>			► 3a	68,780
<i>b Approved for future payment</i> NONE				
<b>Total</b>			► 3b	0

PAUL AND ELIZABETH YOUNTS CHAR TUW

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

Recipient(s) paid during the year

Name

PPRESBYTERIAN HOSPITAL FOUNDATION

Street

PO BOX 33549

City CHARLOTTE	State NC	Zip Code 28233	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY	Amount
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 17,195
--	------------------

Name

CAROLINA'S HEALTHCARE FOUNDATION

Street

1221 EAST MOREHEAD STREET

City CHARLOTTE	State NC	Zip Code 28204	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY	Amount
----------------------	---	--------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 17,195
--	------------------

Name

WESTMINSTER PRESBYTERIAN CHURCH

Street

PO BOX 220654

City CHARLOTTE	State NC	Zip Code 28222	Foreign Country
-------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY	Amount
----------------------	---	--------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 17,195
--	------------------

Name

HEINEMAN MEDICAL RESEARCH, INC

Street

1001 BLYTHE BLVD

City CHARLOTTE	State NC	Zip Code 28203	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY	Amount
----------------------	---	--------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 17,195
--	------------------

Name

Street

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

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status	Amount
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Purpose of grant/contribution	Amount
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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>					
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>					
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue</b>	<b>a</b>				
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>					
<b>13 Total Add line 12, columns (b), (d), and (e)</b>		0		43,982	0
(See worksheet in line 13 instructions to verify calculations )					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
Not Applicable	



## Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Capital Gains/Losses		Cost Other Basis and Expenses		Net Gain or Loss				
											Long Term CG Distributions	Short Term CG Distributions	Other Sales	Totals	Gross Sales	606,103	608,611	0	
1 X DIAMOND HILL LONG-SHORT	25265S833				10/20/2011		27/2/2013	1,968	15,258	1,638	6,032	0	0	0	0	0	0		
2 X ARTISAN INTERNATIONAL FUND	04314H224				8/26/2011		8/8/2012	4,256	4,812						0	0	0	0	
3 X CREDIT SUISSE COMM RT ST	22346F305				8/26/2011		8/8/2012	22,694								0	0	0	0
4 X DODGE & COX INTL STOCK F	256206103				3/21/2007		11/19/2012	1,801	2,527							0	0	0	0
5 X DODGE & COX INTL STOCK F	256206103				3/21/2007		27/2/2013	10,626	10,427							0	0	0	0
6 X DREYFUS EMG MKT DEBT LO	261980434				8/26/2011		12/17/2010	8/8/2012	1,577	1,528						0	0	0	0
7 X JP MORGAN MID CAP VALUE	339128100															0	0	0	0
8 X HARBOR CAPITAL ALLOCATION	411511504				5/24/2011		8/8/2012	3,570	3,349							0	0	0	0
9 X HUSSMAN STRATEGIC GROW	448108100				10/20/2011		8/8/2012	28,626	32,484							0	0	0	0
10 X HUSSMAN STRATEGIC GROW	448108100				10/20/2011		27/2/2013	28,941	30,201						0	0	0	0	0
11 X DODGE & COX INCOME FDC	256210105				5/10/2012		11/19/2012	11,787	11,584						0	0	0	0	0
12 X DODGE & COX INCOME FDC	256210105				8/10/2012		11/19/2012	37,359	36,983						0	0	0	0	0
13 X DODGE & COX INCOME FDC	256210105				3/21/2007		11/19/2012	28,806	26,428						0	0	0	0	0
14 X PIMCO FOREIGN BD FUND	693390882				6/8/2012		9,893	9,150							0	0	0	0	0
15 X PIMCO FOREIGN BD FD USD	693390882				10/20/2011		27/2/2013	3,863	3,805						0	0	0	0	0
16 X RIDGEWORTH SEX NY BD-I	766281765				8/26/2011		11/19/2012	7,827	7,393						0	0	0	0	0
17 X RIDGEWORTH SEX NY BD-I #	766281765				27/2/2013		9,864	9,070							0	0	0	0	0
18 X T. ROWE PRICE SHORT TERM	77957P105				2/15/2012		8/8/2012	57,666	57,548						0	0	0	0	0
19 X T. ROWE PRICE SHORT TERM	77957P105				2/15/2012		11/19/2012	23,784	23,735						0	0	0	0	0
20 X SPDR DOW JONES INDUSTRY B	78463X863				5/23/2011		6/8/2012	2,830	2,834						0	0	0	0	0
21 X TCM SMALL CAP GROWTH F	87234N849				12/17/2010		8/8/2012	428	466						0	0	0	0	0
22 X TCM SMALL CAP GROWTH F	87234N849				5/10/2012		11/19/2012	3,519	3,761						0	0	0	0	0
23 X TCM SMALL CAP GROWTH F	87234N849				12/17/2010		11/19/2012	15,558	18,198						0	0	0	0	0
24 X TCM SMALL CAP GROWTH F	87234N849				12/17/2010		12/17/2012	22,595	20,507						0	0	0	0	0
25 X VANGUARD RET VIFER	922900553				12/17/2010		8/8/2012	724	575						0	0	0	0	0
26 X VANGUARD RET VIFER	922900553				11/19/2012		27/2/2013	2,385	2,210						0	0	0	0	0
27 X HUSSMAN STRATEGIC GROW	448108100				2/14/2012		2/17/2013	6,132	7,781						0	0	0	0	0
28 X ISHARES RUSSELL 2000 GRO	464287648				11/19/2012		2/17/2013	24,708	21,741						0	0	0	0	0
29 X ISHARES RUSSELL 2000 GRO	464287648				12/19/2012		8/13/2012	22,664	21,074						0	0	0	0	0
30 X KEELEY SMALL CAP VAL FD	487300808				5/10/2012		8/13/2012	2,800	2,736						0	0	0	0	0
31 X KEELEY SMALL CAP VAL FD	487300808				12/17/2010		8/13/2012	921	889						0	0	0	0	0
32 X KEELEY SMALL CAP VAL FD	487300808				12/17/2010		27/2/2013	20,819	16,671						0	0	0	0	0
33 X LAUDUS MONDRIAN INT'L F	510550655				10/20/2011		8/8/2012	15,194	15,737						0	0	0	0	0
34 X LAUDUS MONDRIAN INT'L F	510550655				2/14/2012		27/2/2013	2,394	2,432						0	0	0	0	0
35 X MFS VALUE FUND-CLASS I	552983694				5/25/2011		8/8/2012	4,078	3,943						0	0	0	0	0
36 X MAINSTAY EP US EQUITY-INS	560633132				10/20/2011		8/8/2012	24,984	22,664						0	0	0	0	0
37 X MERGER FD SH BENINT 260	589509108				10/20/2011		8/8/2012	7,984	7,535						0	0	0	0	0
38 X PIMCO TOTAL RET FD-INST #	693390700				11/19/2012		27/2/2013	99,322	102,962						0	0	0	0	0
39 X PIMCO TOTAL RET FD-INST #	693390700				8/10/2012		27/2/2013	15,253	15,696						0	0	0	0	0
40 X PIMCO FOREIGN BD USD	693390882				2/4/2011		8/8/2012	5,489	5,166						0	0	0	0	0

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	1,754			1,754

**Part I, Line 16c (990-PF) - Other Professional Fees**

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)	
1	COURT FEE	441	331			110

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

		455	455	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	455	455		

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

		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				1,602,035	1,731,556

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

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

1 FEDERAL EXCISE TAX REFUND	1	660
2 Total	2	660

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

1 PY RETURN OF CAPITAL ADJUSTMENT	1	1,724
2 COST BASIS ADJUSTMENT	2	1,010
3 Total	3	2,734

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

**Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

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

	Date	Amount
1 Credit from prior year return	1	1,327
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	1,327

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

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	9,952
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
<b>10</b>	<b>Total</b>	<b>10</b>	<b>9,952</b>

Name: Paul AND ELIZABETH YOUNTS CHAR TUW  
 Account # 1013032353  
 FYE: 06/30/13

## Balance Sheet

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	(10,787.99)	Fed Cost
Cash	1013032353	56-6169362		SECURED MARKET DEPOSIT ACCOUNT	3,985.23	3,985.23	
Savings & Temp Inv	1013032353	56-6169362	99999Y944	<b>TOTAL CASH, SAVINGS &amp; TEMP INV:</b>	<b>(6,802.76)</b>	<b>(6,802.76)</b>	
Invest - Other	1013032353	56-6169362	04314H204	ARTISAN INTERNATIONAL FUND #661	87,249.51	68,437.40	
Invest - Other	1013032353	56-6169362	256210105	DODGE & COX INCOME FD COM #147	138,356.55	133,967.27	
Invest - Other	1013032353	56-6169362	411511504	HARBOR CAPITAL APRCTION-INST #2012	152,126.35	127,861.03	
Invest - Other	1013032353	56-6169362	589509108	MERGER FD SH BEN INT #260	36,331.36	36,167.88	
Invest - Other	1013032353	56-6169362	693390700	PIMCO TOTAL RET FD-INST #35	136,763.75	133,209.08	
Invest - Other	1013032353	56-6169362	693390882	PIMCO FOREIGN BD FD USD H-INST #103	32,477.00	31,929.81	
Invest - Other	1013032353	56-6169362	77957P105	T ROWE PRICE SHORT TERM BD FD #55	51,671.05	52,210.42	
Invest - Other	1013032353	56-6169362	04314H600	ARTISAN MID CAP FUND-INS #1333	64,885.31	59,269.98	
Invest - Other	1013032353	56-6169362	464287200	ISHARES CORE S & P 500 ETF	68,213.12	53,009.76	
Invest - Other	1013032353	56-6169362	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	31,662.72	36,725.75	
Invest - Other	1013032353	56-6169362	256206103	DODGE & COX INT'L STOCK FD #1048	87,278.87	72,290.15	
Invest - Other	1013032353	56-6169362	552983694	MFS VALUE FUND-CLASS #893	106,809.36	86,532.37	
Invest - Other	1013032353	56-6169362	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	69,663.41	71,818.83	
Invest - Other	1013032353	56-6169362	262028855	DRIEHAUS ACTIVE INCOME FUND	35,849.32	35,175.97	
Invest - Other	1013032353	56-6169362	339128100	JP MORGAN MID CAP VALUE-I #758	46,002.76	33,525.26	
Invest - Other	1013032353	56-6169362	922908553	VANGUARD REIT VIPER	63,359.84	47,876.65	
Invest - Other	1013032353	56-6169362	483438206	KALMAR GR W/VAL SM CAP FD #2	33,637.81	30,782.61	
Invest - Other	1013032353	56-6169362	922042858	VANGUARD FTSE EMERGING MARKETS ETF	63,235.85	73,802.52	
Invest - Other	1013032353	56-6169362	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	67,755.49	69,745.16	
Invest - Other	1013032353	56-6169362	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	61,007.10	56,598.97	
Invest - Other	1013032353	56-6169362	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	47,360.42	38,306.70	
Invest - Other	1013032353	56-6169362	76628T645	RIDGEWORTH SEIX HY BD-I #5855	75,601.43	71,077.74	
Invest - Other	1013032353	56-6169362	367829884	GATEWAY FUND - Y #1986	63,448.13	62,574.12	
Invest - Other	1013032353	56-6169362	22544R305	CREDIT SUISSE COMM RET ST-I #2156	77,976.25	94,435.26	
Invest - Other	1013032353	56-6169362	487300808	KEELEY SMALL CAP VAL FD CLI #2251	32,833.25	24,704.24	
				<b>TOTAL INVEST - OTHER:</b>	<b>1,731,556.01</b>	<b>1,602,034.93</b>	
				<b>GRAND TOTAL:</b>	<b>1,724,753.25</b>	<b>1,595,232.17</b>	