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

OMB No 1545-0052

2009

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 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

M W ARMISTEAD III FAMILY FOUNDATION

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

Room/suite

C/O TRUST CO OF VA, 204 SOUTH JEFFERSON 200

City or town, state, and ZIP code

ROANOKE, VA 24011-1708

A Employer identification number

03-0435755

B Telephone number

540.343.1500

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 ☐

H Check type of organization:

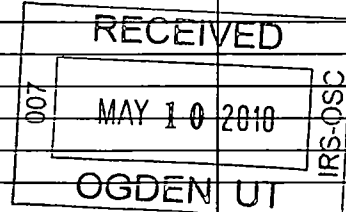
☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify) _____

\$ 2296969. (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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2265.	2265.		STATEMENT 1
4 Dividends and interest from securities		71354.	71354.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<35043.>			
b Gross sales price for all assets on line 6a		453750.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		38576.	73619.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		61.	0.		0.
b Accounting fees STMT 4		1950.	0.		0.
c Other professional fees STMT 5		18250.	18250.		0.
17 Interest					
18 Taxes STMT 6		844.	541.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		25.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		21130.	18791.		0.
25 Contributions, gifts, grants paid		114500.			114500.
26 Total expenses and disbursements. Add lines 24 and 25		135630.	18791.		114500.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<97054.>			
b Net investment income (if negative, enter -0-)			54828.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED MAY 12 2010

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	222943.	154692.	154692.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	485664.	496396.	495329.
	b Investments - corporate stock STMT 9	934546.	939566.	988912.
	c Investments - corporate bonds STMT 10	350050.	306820.	318080.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	382420.	381857.	339956.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 12)	1155.	747.	0.	
16 Total assets (to be completed by all filers)	2376778.	2280078.	2296969.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2376778.	2280078.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	2376778.	2280078.		
31 Total liabilities and net assets/fund balances	2376778.	2280078.		

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	2376778.
2 Enter amount from Part I, line 27a	2	<97054.>
3 Other increases not included in line 2 (itemize) ▶ 2009 DIVIDEND THROWBACKS TO 2008	3	386.
4 Add lines 1, 2, and 3	4	2280110.
5 Decreases not included in line 2 (itemize) ▶ 2010 DIVIDEND THROWBACKS TO 2009	5	32.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2280078.

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	P		
b SEE ATTACHED	P		
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 390193.		423596.	<33403.>
b 62381.		65197.	<2816.>
c 1176.			1176.
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<33403.>
b			<2816.>
c			1176.
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<35043.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2008	150446.	2559479.	.058780
2007	125749.	2786328.	.045131
2006	98540.	2629395.	.037476
2005	60000.	2578862.	.023266
2004			

2 Total of line 1, column (d)	2	.164653
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	.041163
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2148986.
5 Multiply line 4 by line 3	5	88459.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	548.
7 Add lines 5 and 6	7	89007.
8 Enter qualifying distributions from Part XII, line 4	8	114500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	548.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	548.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	548.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	720.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	720.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	172.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 172. Refunded <input checked="" type="checkbox"/>	11	0.	

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
1c 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"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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"/> \$ 0.		
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"/> VA		
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 2009 or the taxable year beginning in 2009 (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

N/A

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► THE TRUST COMPANY OF VIRGINIA Telephone no. ► 540.343.1500
 Located at ► 204 SOUTH JEFFERSON STREET SUITE 200, ROANOKE, VA ZIP+4 ► 24011-1708

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

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	1b
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 2009?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<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.)	<u>N/A</u>	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____ , _____ , _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2009?		4b

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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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELFLEDA A RING	PRESIDENT			
C/O TRUST CO OF VIRGINIA 204 S JEFFERSON				
ROANOKE, VA 24011	0.25	0.	0.	0.
ROBERT L BRADSHAW JR	SECRETARY/TREASURER			
C/O TRUST CO OF VIRGINIA 204 S JEFFERSON				
ROANOKE, VA 24011	0.25	0.	0.	0.

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

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

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

0

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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. If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	1857295.
b	Average of monthly cash balances	1b	324417.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2181712.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2181712.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32726.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2148986.
6	Minimum investment return. Enter 5% of line 5	6	107449.

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	107449.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	548.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	548.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	106901.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	106901.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	106901.

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	114500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	114500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	548.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	113952.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				106901.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			26271.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 114500.				
a Applied to 2008, but not more than line 2a			26271.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				88229.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				18672.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 13				
Total			3a	114500.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVII

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

- | | | | |
|---|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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






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

Signature of officer or trustee

5/3/2010
Date

SECRETARY/TREASURER
Title

Sign Here

Paid Preparer's Use Only	Preparer's signature 	Date 4-29-2010	Check if self-employed 	Preparer's identifying number
	Firm's name (or yours if self-employed), address, and ZIP code  THE TAX COMPLEX, LC  1650 WILLOW LAWN DR STE 200 RICHMOND, VA 23230-3435	EIN 		Phone no. 804.282.2444

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

SOURCE	AMOUNT
THE TRUST COMPANY OF VIRGINIA	2265.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2265.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THE TRUST COMPANY OF VIRGINIA	72530.	1176.	71354.
TOTAL TO FM 990-PF, PART I, LN 4	72530.	1176.	71354.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	61.	0.		0.
TO FM 990-PF, PG 1, LN 16A	61.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	1950.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1950.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT	18250.	18250.		0.	
TO FORM 990-PF, PG 1, LN 16C	18250.	18250.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX WITHHELD ON DIVIDENDS	541.	541.		0.	
ESTIMATED EXCISE TAX PAYMENTS	303.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	844.	541.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SCC REGISTRATION FEE	25.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	25.	0.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	X		391372.	392227.
SEE ATTACHED		X	105024.	103102.
TOTAL U.S. GOVERNMENT OBLIGATIONS			391372.	392227.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			105024.	103102.
TOTAL TO FORM 990-PF, PART II, LINE 10A			496396.	495329.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	939566.	988912.
TOTAL TO FORM 990-PF, PART II, LINE 10B	939566.	988912.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	306820.	318080.
TOTAL TO FORM 990-PF, PART II, LINE 10C	306820.	318080.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	COST	381857.	339956.
TOTAL TO FORM 990-PF, PART II, LINE 13		381857.	339956.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST PURCHASED	1155.	747.	0.
TO FORM 990-PF, PART II, LINE 15	1155.	747.	0.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT 13
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
APPLE RIDGE FARM 541 LUCK AVE SW SUITE 304 ROANOKE, VA 24016	ACADEMIC SUMMER CAMP	PUBLIC	5000.
APPLE RIDGE FARM 541 LUCK AVE SW SUITE 304 ROANOKE, VA 24016	OPERATIONS	PUBLIC	10000.
BETHANY HALL 1109 FRANKLIN ROAD SW ROANOKE, VA 24016	FLEXIBLE FUND ACCOUNT-PREF MED TREATMENT, PHARMACEUTICAL &	PUBLIC	5000.
FREE CLINIC OF FRANKLIN COUNTY INC 200 DENT ST SUITE C ROCKY MOUNT, VA 24151	OPERATIONS	PUBLIC	10000.
GOOD SAMARITAN HOSPICE INC 3825 ELECTRIC ROAD SUITE A ROANOKE, VA 24018	OPERATIONS	PUBLIC	5000.
GREENVALE SCHOOL INC 627 WESTWOOD BLVD NW ROANOKE, VA 24017	OPERATIONS	PUBLIC	5000.

HABITAT FOR HUMANITY OF FRANKLIN COUNTY, VA PO BOX 834 ROCKY MOUNT, VA 24151	OPERATIONS	PUBLIC	2500.
MILL MOUNTAIN ZOO PO BOX 13484 ROANOKE, VA 24034	OPERATIONS	PUBLIC	1500.
NATIONAL D-DAY MEMORIAL FOUNDATION PO BOX 77 BEDFORD, VA 24523	OPERATIONS	PUBLIC	7500.
NORTH CROSS SCHOOL 4254 COLONIAL AVE ROANOKE, VA 24018	ANNUAL FUND	PUBLIC	5000.
OAKLAND SCHOOL INC BOYD TAVERN, RTE 616 KESWICK, VA 22947	SUMMER CAMP SCHOLARSHIP PROGRAM IN MEMORY OF JOANNE	PUBLIC	5000.
PROJECT ACCESS OF THE ROANOKE VALLEY INC 541 LUCK AVE SW SUITE 230 ROANOKE, VA 24016	PHARMACEUTICAL ASSISTANCE PROGRAM	PUBLIC	5000.
RANDOLPH MACON COLLEGE 310 N CENTER ST ASHLAND, VA 23005	MAINTENANCE & OPERATION OF PACE-ARMISTEAD HALL	PUBLIC	10000.
ROANOKE AREA MINISTRIES 824 CAMPBELL AVE SW ROANOKE, VA 24016	OPERATIONS	PUBLIC	10000.
ROANOKE AREA MINISTRIES 310 N CENTER ST ROANOKE, VA 24016	OPERATIONS	PUBLIC	10000.
RONALD MCDONALD HOUSE-ROANOKE 224 S JEFFERSON ST ROANOKE, VA 24014	OPERATIONS	PUBLIC	2500.

SCRUGGS VOLUNTEER FIRE SQUAD 185 PARFORD RD MONETA, VA 24121	OPERATIONS	PUBLIC	2500.
SCRUGGS VOLUNTEER RESCUE SQUAD PO BOX 844 HARDY, VA 24101	OPERATIONS	PUBLIC	2500.
ST FRANCIS OF ASSISI SERVICE DOG FOUNDATION 8232 ENON DRIVE ROANOKE, VA 24019	OPERATIONS	PUBLIC	7500.
VIRGINIA HUNTERS WHO CARE PO BOX 304 BIG ISLAND, VA 24526	HUNTERS FOR THE HUNGRY OPERATIONS	PUBLIC	1500.
VIRGINIA MUSEUM OF TRANSPORTATION 303 NORFOLK AVE ROANOKE, VA 24016	OPERATIONS	PUBLIC	1500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			114500.

MW ARMISTEAD III FAMILY FOUNDATION

03-0435755

2009 FORM 990-PF

INVESTMENTS-US GOVT OBLIGATIONS

	12/31/2008 COST BASIS	12/31/2009 COST BASIS	12/31/2009 MARKET VALUE
25,000 FEDERAL HOME LN BKS 5 750% 08-26-2013	25,500 00		
25,000 FEDERAL HOME LN BKS 5 530% 04-17-2013	25,340 75		
50,000 FEDERAL HOME LN BKS 5 375% 09/19/2016	51,200 00	51,200 00	54,359 50
50,000 FEDERAL HOME LN BKS 6% 07-10-2013	50,364 50		
50,000 FEDERAL HOME LN BKS 5 825% 07/22/2014	51,810 00	51,810 00	51,554 75
25,000 FEDERAL HOME LN BKS 5 85% 07-09-2012	25,187 50		
50,000 FEDERAL HOME LN BKS 6% 07-02-2014	50,325 00		
50,000 FEDERAL HOME LN BKS 5% 12-03-2014		52,000 00	51,812 50
50,000 FEDERAL HOME LN BKS 5 450% 07/25/2018		52,462 50	51,500 00
25,000 FEDERAL HOME LN BKS 5 650% 07-26-2013		25 875 00	25,781 25
50,000 FEDERAL HOME LN BKS 5 100% 09/12/2017		53,375 00	52,484 50
50,000 FEDERAL HOME LN MTG CORP DEB 5 875% 03/21/2011	52,701 00	52,701 00	52,828 25
50,000 FEDERAL FARM CR BKS CONS 5 8% 10-23-2017	50,350 00		
50,000 FEDERAL FARM CR BKS CONS 5 6% 12/22/2015	51,948 00	51,948 00	51,906 25
FEDERAL FARM CR BKS CONS 6% 05/18/2015	50 937 50		
	485 664 25	391,371 50	392,227 00

INVESTMENTS-STATE/MUNICIPAL GOVT OBLIGATIONS

50,000 VIRGINIA ST HSG DEV AUTH TAXABLE 6 32% DUE 08/01/2019		53,228 00	51 832 00
50,000 VIRGINIA ST HSG DEV AUTH 5 820% 11/01/2017 TAXABLE		51,796 00	51,270 00
	0 00	105,024 00	103 102 00

INVESTMENTS-CORPORATE BONDS

45,000 BAKER HUGHES INC 6 25% 01/15/2009	45,294 30		
50,000 CARGILL INC MTN 144A 5 000% 11/15/2013		52,325 00	53,084 50
50,000 CONSOLIDATED NAT GAS CO NOTE 6 250% 11/01/2011	50 125 00	50 092 50	53,826 00
50,000 CREDIT SUISSE FB INC 6 125% 11/15-2011	50 922 50	50 631 00	53,919 00
50,000 GANNETT CO INC NOTES 6 375% 04/01/2012	50 709 50		
50,000 GENERAL ELECTRIC CAP CORP 6% 06-15-2012	50 961 00	50,704 50	53,895 50
50,000 GOLDMAN SACHS GROUP INC NT 6 65% 05/15/2009	50,350 50		
25,000 MERCK & CO INC NOTE 4 000% 06/30/2015		28 258 75	26 150 00
50,000 SUNTRUST BANK 6 375% 04/01/2011	51,687 00	51,036 50	51,969 50
25,000 WELLPOINT INC NOTE 5 250% 01/15/2016		25,771 25	25,235 50
	350,049 80	308,819 50	318,080 00

INVESTMENTS-CORPORATE STOCK

600 ABBOTT LABS	27 839 00	27,839 00	32,394 00
400 BB&T CORP	15,216 00	15,216 00	10,148 00
400 BAKER HUGHES INC		16,111 92	16,192 00
300 BECTON DICKINSON & CO	18,669 00		
400 BECTON DICKINSON & CO		25,409 98	31,544 00
400 CAMPBELL SOUP CO		11 412 00	13,520 00
400 CHEVRON TEXACO	17,018 00	17,018 00	30,796 00
900 CHUBB CORP	45,489 58		
500 COLGATE PALMOLIVE	38 468 46	38,468 46	41,075 00
600 EXXON MOBIL	30,127 00	30,127 00	40 914 00
650 FORTUNE BRANDS INC	44 740 00	44,740 00	28 080 00
600 GENERAL ELECTRIC CO	19 705 86		
500 GLAXO SMITH KLINE SPONS PLC ADR	25 830 00		
700 GLAXO SMITH KLINE SPONS PLC ADR		32,514 00	29,575 00
400 HEINZ HJ CO	17 690 00	17,690 00	17 104 00
250 INTERNATIONAL BUSINESS MACHINES	31,407 50	31 407 50	32,725 00
600 ITT INDS INC IND	37,830 00	37,830 00	29,844 00
300 ISHARES TR NASDAQ BIOTECH INDEX	21,347 64	21,347 64	24,549 00
600 JOHNSON & JOHNSON	35,082 00	35,082 00	38,646 00
300 KELLOGG CO		13,019 94	15 960 00
1,200 LOWES COS	34,729 00	34,729 00	28 068 00
800 MARATHON OIL	15,564 00	15,564 00	24,976 00
750 MCDONALDS	24,358 00	24,358 00	46,830 00
1,350 MICROSOFT	36 913 42	36,913 42	41,148 00
1,500 NOKIA CORP ADR SPONSORED	51 785 00	51,785 00	19,275 00
600 OCCIDENTAL PETE CORP	11 162 00	11,162 00	48,810 00
400 PEPSICO INC	20,141 50		
600 PEPSICO INC		30,787 50	36 480 00
700 PROCTOR & GAMBLE	44,896 33	44,896 33	42,441 00
600 SAP AKTIENGESELLSCHAFT SPONSORE ADR	25,268 00	25,268 00	28,086 00
500 SCHLUMBERGER	13,374 83	13,374 83	32,545 00
1,200 SPDR SECTOR MATERIALS	39,212 24	39,212 24	39 588 00
1,250 SPDR SECTOR INDEX UTILITIES	41 529 50	41,529 50	38 775 00
400 STANLEY WORKS	18,294 00	18,294 00	20,804 00
1,300 SYNOVUS FINANCIAL	15,039 59	15,039 59	2,665 00
1,000 US BANCORP	30,440 00	30,440 00	22,510 00
500 WASTE MGMT INC	18 970 00		
700 WASTE MGMT INC		24,569 68	23,667 00
2,200 WELLS FARGO & CO	66,431 00	66,431 00	59,378 00
	934,546 45	939,565 83	988,912 00

INVESTMENTS-OTHER

1,500 DNP SELECT INCOME FUND	17,196 00	16,827 83	13,425 00
1,550 ISHARES MSCI EAFE INDEX	108,502 61	108,502 61	85 884 00
500 ISHARES RUSSELL MIDCAP	43,272 32	43 272 32	41,255 00
600 ISHARES COHEN & STEERS REALTY	43,181 87	43,181 87	31,512 00
800 ISHARES RUSSELL 2000 SMALL CAP	59 334 56	59,334 56	49,952 00
700 PLUMB CREEK TIMBER CO	25 248 00	25,248 00	26,432 00
1,800 VANGUARD INTL EQUITY INDEX FD EMERGING MARKETS VIPERS	62,102 60	62,102 60	73,800 00
400 VANGUARD INDEX TRUST REIT VIPERS	23,581 61	23,387 33	17,896 00
	382,419 57	381 857 12	339,956 00

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
25000. FEDERAL HOME LN BKS 5.850% DUE 07/09/12	09/06/2007	01/09/2009	25,000.00	25,187.50	-187.50
45000. BAKER HUGHES INC 6.25% DUE 1/15/2009	11/03/2005	01/15/2009	45,000.00	45,000.00	
25000. FEDERAL HOME LN BKS 5.530% DUE 04/17/13 (CALL 4/09 @100)	11/27/2007	04/17/2009	25,000.00	25,340.75	-340.75
50000. FEDERAL FARM CR BKS CONS 5.800% DUE 10/23/17 (CALL 4/09 @100)	10/30/2007	04/23/2009	50,000.00	50,350.00	-350.00
50000. GANNETT CO INC NOTE 6.375% DUE 04/01/12	05/03/2006	05/13/2009	36,750.00	50,592.47	-13,842.47
50000. GOLDMAN SACHS GROUP INC NT 6.650% DUE 05/15/09	03/28/2006	05/15/2009	50,000.00	50,000.00	
600. CHUBB CORP	10/25/2007	06/10/2009	24,761.42	31,230.00	-6,468.58
25000. FEDERAL HOME LN BKS 5.750% DUE 06/26/13 (CALL 6/09 @100)	11/14/2007	06/26/2009	25,000.00	25,500.00	-500.00
50000. FEDERAL HOME LN BKS 6.000% DUE 07/02/14 (CALL 7/09 @100)	08/10/2007	07/02/2009	50,000.00	50,325.00	-325.00
50000. FEDERAL HOME LN BKS 6.000% DUE 07/10/13 (CALL 7/09 @100)	07/24/2007	07/10/2009	50,000.00	50,364.50	-364.50
600. GENERAL ELECTRIC CO	VAR	08/10/2009	8,681.84	19,705.86	-11,024.02
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			390,193.00	423,596.00	-33,403.00
Totals			390,193.00	423,596.00	-33,403.00

TRS M.W. ARMISTEAD, III FAMILY FDN 443044003
Schedule D Detail of Short-term Capital Gains and Losses

[illegible]