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Return of Private Foundation

OMB No 1545-0052

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

2010

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 2010, 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 change

Name of foundation JOHN C. & ADA K. ARTER MEMORIAL FUND F/B/O UNION MISSION		A Employer identification number 55-6138361
Number and street (or P.O. box number if mail is not delivered to street address) CITY NATIONAL BANK, P.O. BOX 4168	Room/suite	B Telephone number 304-345-9400
City or town, state, and ZIP code CHARLESTON, WV 25364-4168		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,749,255. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		64,196.	64,196.		STATEMENT 1
4 Dividends and interest from securities		47,574.	47,574.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		330.			
b Gross sales price for all assets on line 6a 1,059,818.					
7 Capital gain net income (from Part IV, line 2)			330.		
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		112,100.	112,100.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		2,475.	2,475.		0.
c Other professional fees STMT 4		17,865.	17,865.		0.
17 Interest					
18 Taxes STMT 5		1,380.	1,380.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		21,720.	21,720.		0.
25 Contributions, gifts, grants paid		135,867.			135,867.
26 Total expenses and disbursements. Add lines 24 and 25		157,587.	21,720.		135,867.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-45,487.			
b Net investment income (if negative, enter -0-)			90,380.		
c Adjusted net income (if negative, enter -0-)				N/A	

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JOHN C. & ADA K. ARTER MEMORIAL FUND
F/B/O UNION MISSION

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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		144,569.	31,706.	31,706.
	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		266.		
	10a	Investments - U.S. and state government obligations STMT 6		709,989.	683,814.	682,942.
	b	Investments - corporate stock STMT 7		752,263.	849,070.	907,211.
	c	Investments - corporate bonds STMT 8		1,088,335.	1,085,345.	1,127,396.
11	Investments - land, buildings and equipment, basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment, basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		2,695,422.	2,649,935.	2,749,255.	
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		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		2,695,422.	2,649,935.		
30	Total net assets or fund balances		2,695,422.	2,649,935.		
31	Total liabilities and net assets/fund balances		2,695,422.	2,649,935.		

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	2,695,422.
2	Enter amount from Part I, line 27a	2	-45,487.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,649,935.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,649,935.

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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.)
1a			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 1,059,818.		1,059,488.	330.

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			
b			
c			
d			
e			330.

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	330.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2009	126,505.	2,584,778.	.048942
2008	141,040.	2,627,872.	.053671
2007	143,331.	2,775,000.	.051651
2006	140,628.	2,768,030.	.050804
2005	674,862.	3,084,721.	.218776

2 Total of line 1, column (d)	2	.423844
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	.084769
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,692,312.
5 Multiply line 4 by line 3	5	228,225.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	904.
7 Add lines 5 and 6	7	229,129.
8 Enter qualifying distributions from Part XII, line 4	8	135,867.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	1,808.
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	1,808.
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	1,808.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,380.	
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	1,380.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	9.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	437.	
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 2011 estimated tax <input type="checkbox"/> 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
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
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. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) ► WV		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2010 or the taxable year beginning in 2010 (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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>GRAY, GRIFFITH & MAYS, A.C.</u> Telephone no. ► <u>304-345-9400</u> Located at ► <u>707 VIRGINIA ST. E., SUITE 400, CHARLESTON, WV</u> ZIP+4 ► <u>25301</u>			
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		0.
16	At any time during calendar year 2010, 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 page 20 of 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 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here

☒

5b

X

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?

If "Yes" to 6b, file Form 8870

6b

X

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
CITY NATIONAL BANK, WV 10 HALE STREET, SUITE 100 CHARLESTON, WV 25301	TRUSTEE	0.00	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 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	2,645,175.
b	Average of monthly cash balances	1b	88,137.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,733,312.
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	2,733,312.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	41,000.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,692,312.
6	Minimum investment return. Enter 5% of line 5	6	134,616.

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	134,616.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,808.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,808.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	132,808.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	132,808.
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	132,808.

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	135,867.
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	135,867.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	135,867.

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.

JOHN C. & ADA K. ARTER MEMORIAL FUND
F/B/O UNION MISSION

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				132,808.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	497,908.			
b From 2006	4,412.			
c From 2007	6,621.			
d From 2008	11,687.			
e From 2009				
f Total of lines 3a through e	520,628.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	135,867.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				132,808.
e Remaining amount distributed out of corpus	3,059.			
5 Excess distributions carryover applied to 2010 (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	523,687.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	497,908.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	25,779.			
10 Analysis of line 9:				
a Excess from 2006	4,412.			
b Excess from 2007	6,621.			
c Excess from 2008	11,687.			
d Excess from 2009				
e Excess from 2010	3,059.			

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

1 Information Regarding Foundation Managers:

- 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

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.

- 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
Name and address (home or business)				
a Paid during the year UNION MISSION PO BOX 112 CHARLESTON, WV 25321			INCOME DISTRIBUTION	135,867.
Total ▶ 3a				135,867.
b Approved for future payment NONE				
Total ▶ 3b				0.

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
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						64,196.
4 Dividends and interest from securities						47,574.
5 Net rental income or (loss) from real estate:						
a	Debt-financed property					
b	Not debt-financed property					
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						330.
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a						
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)			0.		0.	112,100.
13 Total. Add line 12, columns (b), (d), and (e)					13	112,100.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XVII

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

- | | | Yes | No |
|----------|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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		

**Sign
Here**

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

Signature of officer or trustee

Date _____

ASST VICE PRES & TRST O

Title

Print/Type preparer's name _____

Preparer's signature

Date

Check ☐ self-employed

PTIN

K. SCOTT PHILLIPS

K. Scott Phillips

5/13/11

P01323272

**Paid
Preparer
Use Only**

Firm's name ► GRAY, GRIFFITH & MAYS, A.C.

Firm's EIN ► 55-0621482

707 VIRGINIA STREET, EAST, SUITE 400

Phone no. (304) 345-9400

Form **990-PF** (2010)

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	FEDERAL HOME LOAN BANK STEP	P	07/15/09	01/30/10
b	FEDERAL HOME LOAN BANK BD 4.00%	P	10/29/09	05/20/10
c	FEDERAL HOME LOAN BANK 2.0%	P	11/25/09	06/23/10
d	FEDERAL HOME LOAN BANK BD @ 2%	P	01/21/10	08/19/10
e	FEDERAL HOME LOAN BANK BD @ 2%	P	05/27/10	11/26/10
f	FEDERAL FARM CREDIT BANK BD 4.%	P	05/11/09	03/10/10
g	FEDERAL FARM CREDIT BANK BD 3.05%	P	12/10/09	06/07/10
h	FEDERAL FARM CREDIT BANK BD 2.375%	P	01/26/10	06/16/10
i	FEDERAL FARM CREDIT BANK BD 3.2%	P	03/11/10	06/22/10
j	FEDERAL FARM CREDIT BANK BD 3.45%	P	05/17/10	08/25/10
k	FEDERAL HOME LOAN BANK 2.0%	P	08/10/10	10/24/10
l	FEDERAL NATL MTG ASSN NOTES	P	12/15/09	06/30/10
m	FEDERAL NATL MTG ASSN NT	P	06/15/10	09/29/10
n	UNITED STATES TRES BILLS DTD	P	11/05/09	02/18/10
o	UNITED STATES TRES BILLS DTD	P	11/05/09	03/18/10

(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 100,000.		100,000.	0.
b 25,000.		25,000.	0.
c 50,000.		50,000.	0.
d 50,000.		50,000.	0.
e 50,000.		49,988.	12.
f 25,000.		25,000.	0.
g 25,000.		25,000.	0.
h 25,000.		25,000.	0.
i 25,000.		25,000.	0.
j 25,000.		25,000.	0.
k 100,000.		100,000.	0.
l 25,000.		25,000.	0.
m 50,000.		50,000.	0.
n 24,996.		24,996.	0.
o 24,993.		24,993.	0.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			0.
c			0.
d			0.
e			12.
f			0.
g			0.
h			0.
i			0.
j			0.
k			0.
l			0.
m			0.
n			0.
o			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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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 GCB BEAR STEARNS CO SNR NT	P	09/06/07	06/23/10
b CONSOL ENERGY INC COM	P	09/02/08	03/03/10
c FEDERAL HOME LOAN BANK 4.00%	P	01/10/08	07/28/10
d FEDERAL FARM CREDIT BANK BD 3.20%	P	02/19/08	08/25/10
e FEDERAL HOME LOAN BANK 4.125%	P	01/14/09	06/03/10
f FEDERAL NATL MTS ASSN STEP	P	04/21/09	04/27/10
g FRONTIER COMMUNICATIONS CORP	P	06/10/09	08/03/10
h HSBC FINANCE CORP NT 113033	P	11/20/03	07/14/10
i HSBC FINANCE CORP INTERNT 5.60%	P	09/18/07	07/14/10
j NATIONAL RURAL UTILITES NTS	P	01/27/09	08/15/10
k FEDERAL FARM CREDIT BANK @ 3.45%	P	08/05/09	08/11/10
l			
m			
n			
o			

(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 28,750.		27,959.	791.
b 5,393.		6,186.	-793.
c 50,000.		50,000.	0.
d 125,000.		125,000.	0.
e 50,000.		50,000.	0.
f 50,000.		50,000.	0.
g 366.		366.	0.
h 22,962.		25,000.	-2,038.
i 52,358.		50,000.	2,358.
j 25,000.		25,000.	0.
k 25,000.		25,000.	0.
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			791.
b			-793.
c			0.
d			0.
e			0.
f			0.
g			0.
h			-2,038.
i			2,358.
j			0.
k			0.
l			
m			
n			
o			

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	330.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
CITY NATIONAL BANK	64,196.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	64,196.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CITY NATIONAL BANK	47,574.	0.	47,574.
TOTAL TO FM 990-PF, PART I, LN 4	47,574.	0.	47,574.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,475.	2,475.		0.
TO FORM 990-PF, PG 1, LN 16B	2,475.	2,475.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUST FEES	17,856.	17,856.		0.
DEMAND NOTE FEES	9.	9.		0.
TO FORM 990-PF, PG 1, LN 16C	17,865.	17,865.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	1,380.	1,380.		0.
TO FORM 990-PF, PG 1, LN 18	1,380.	1,380.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGA. SEE STMT 9	X		683,814.	682,942.
TOTAL U.S. GOVERNMENT OBLIGATIONS			683,814.	682,942.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			683,814.	682,942.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS SEE STMT 10	849,070.	907,211.
TOTAL TO FORM 990-PF, PART II, LINE 10B	849,070.	907,211.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS SEE STMT 11	1,085,345.	1,127,396.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,085,345.	1,127,396.

John C. & Ada K. Arter Memorial Fund FBO Union Mission
FEIN 55-6138361
990-PF Balance Sheet
Part II Line 10 A
12/31/2010

Statement 9

Description	Shares	Market Cost Per Share	Cost Basis	12/31/10 Market Value
FFCB 3 625% 06-15-18	25,000 000	100 457000	25,000 00	25,114 25
FHLB 1 25% 102914STP	50,000 000	100 757000	50,000 00	50,378 50
FHLB 0 50% 082313STP	50,000 000	99 965000	50,000 00	49,982 50
FHLB BD 3 0% 3-27-20	150,000 000	95 734000	148,989.00	143,601 00
FHLB 2 50% 11-24-20	100,000 000	95 769000	99,850 00	95,769 00
FHLB 5 00% 12-27-17	100,000 000	104 432000	100,000.00	104,432 00
FHLB 2.2% 11-08-13	25,000 000	100 161000	25,000.00	25,040 25
FHLB 1 25% 063015 STP	25,000 000	100 281000	25,000 00	25,070 25
FHLB 1 50% 123014 STP	50,000 000	100 295000	50,000 00	50,147 50
FNMA 2% 112420 STP	50,000 000	96 568000	49,975 00	48,284 00
FED Kaufmann FD #66	2,906 977	5 489999	10,000.00	15,959 30
FED Income Tr #36	4,646 856	10.580001	50,000 00	49,163 74
			\$ 683,814.00	\$ 682,942.29

John C. & Ada K. Arter Memorial Fund FBO Union Mission

FEIN 55-6138361

990-PF Balance Sheet

Part II Line 10 B

12/31/2010

Statement 10

Description	Shares	Market Cost Per Share	Cost Basis	12/31/10 Market Value
AT&T Inc	300 000	29 380000	7,523 99	8,814 00
Abbott Labs	200 000	47 910000	9,623 99	9,582 00
Amgen Inc	200 000	54 900000	12,130 00	10,980 00
Automatic Data Proce	200 000	46 280000	7,503 78	9,256 00
BB&T Corp	500 000	26 290000	11,307 50	13,145 00
Berkshire Hathaway	100 000	80 110000	7,068 56	8,011 00
Centurylink Inc	200 000	46 170000	5,670 00	9,234 00
Chevron Corporation	100 000	91 250000	7,637 40	9,125 00
Cisco Sys Inc	300 000	20 230000	5,355 74	6,069 00
Citigroup, Inc	800 000	4 730000	19,653 00	3,784 00
CitiGroup Cap PFD ST	1,000 000	22 300000	25,000 00	22,300 00
Coca-Cola Company	400 000	65 770000	19,188 25	26,308 00
Conocophillips	200 000	68 100000	9,173 98	13,620 00
Consol Energy Corp	400 000	48 740000	15,518 84	19,496 00
Walt Disney Company	200 000	37 510000	5,832 93	7,502 00
Dodge & Cox Income F	2,240 478	13 229998	30,000 00	29,641 52
Dollar Gen Corp New	250 000	30 670000	5,831 05	7,667 50
E I Dupont	600 000	49 880000	31,033 75	29,928 00
Eaton Tx Mgd Div Eq	2,950 000	11 310000	48,327 00	33,364 50
Eaton Tax Mgd GL Buy	3,000 000	12 250000	49,780 00	36,750 00
Eaton Tx Mgd GL Div	1,550 000	10 530000	24,645 80	16,321 50
Eaton Risk Mgd Div	1,100 000	13 280000	20,672 00	14,608 00
Europacific Growth F	489 716	41 369998	25,000 86	20,259 55
Exxon Mobile Corp	300 000	73 120000	11,331 62	21,936 00
Amer Fundamental A	639 684	36 699996	27,500 61	23,476 40
General Elec Co	1,000 000	18 290000	26,461 92	18,290 00
General Mills Inc	200 000	35 590000	5,820 79	7,118 00
CB Goldman Sachs Grp	50,000 000	96 810000	50,000 00	48,405 00
Growth Fd of America	1,303 447	30 440003	42,500 97	39,676 93
H J Heinz Co	200 000	49 460000	7,225 99	9,892 00
Hewlett Packard Co	500 000	42 100000	19,986 15	21,050 00
Home Depot Inc	600 000	35 060000	25,893 52	21,036 00
Intel Corporations	300 000	21 030000	4,542 00	6,309 00
International Business Macf	400 000	146 760000	43,257 01	58,704 00
Johnson & Johnson	500 000	61 850000	29,145 65	30,925 00
MDU Resources Group	300 000	20 270000	6,193 78	6,081 00
Marathon Oil Corp	300 000	37 030000	8,340 62	11,109 00
McDonalds Corp	200 000	76 760000	11,714 00	15,352 00
Microsoft Corp	500 000	27 910000	11,155 73	13,955 00
Nextera Energy Inc	300 000	51 990000	10,047 00	15,597 00
Occidental Pete Corp	200 000	98 100000	3,342 00	19,620 00
Oracle Sys Corp	200 000	31 300000	3,420 00	6,260 00
Peabody Energy Group	500 000	63 980000	19,042 42	31,990 00
Pinnacle West Capita	200 000	41 450000	6,266 00	8,290 00
Proctor & Gamble Co	200 000	64 330000	11,471 99	12,866 00
Sysco Corp	200 000	29 400000	4,604 96	5,880 00
Texas Instruments	200 000	32 500000	3,155 70	6,500 00
3M Co Com	200 000	86 300000	11,431 87	17,260 00
United Parcel Servic	200 000	72 580000	9,634 00	14,516 00
United Technologies	300 000	78 720000	10,555 09	23,616 00
Verizon Comm Inc	200 000	35 780000	5,547 25	7,156 00
Walmart Stores Inc	200 000	53 930000	10,663 98	10,786 00
Walgreen Company	200 000	38 960000	5,339 40	7,792 00
			\$ 849,070.44	\$ 907,210.90

John C. & Ada K. Arter Memorial Fund FBO Union Mission
FEIN 55-6138361
990-PF Balance Sheet
Part II Line C
12/31/2010

Statement 11

Description	Shares	Market Cost Per Share	Cost Basis	12/31/10 Market Value
BB&T 5.2% 12-23-15	25,000.000	107.533000	24,649.75	26,883.25
BB&T Cap 8.95% PFD	1,000.000	27.450000	25,003.50	27,450.00
Bk of Amer 8.2% PFD	2,000.000	25.500000	50,000.00	51,000.00
Cabot Ark Sch 3.00%	25,000.000	95.166000	25,000.00	23,791.50
CISCO 5.25% 02-22-11	25,000.000	100.627000	25,000.00	25,156.75
Citigroup 5.125%	25,000.000	106.105000	23,620.50	26,526.25
Danville VA 4.20%	50,000.000	106.661000	50,000.00	53,330.50
John Deere Cap 3.00%	50,000.000	103.197000	50,000.00	51,598.50
Deutsche BK 6.625%	500.000	23.020000	12,500.00	11,510.00
Du Pont 4.75% 3-15-15	25,000.000	109.357000	24,781.25	27,339.25
GE 5.50% 11-15-11	25,000.000	101.408000	25,000.00	25,352.00
GE Cap 4.4% 04-15-14	50,000.000	102.897000	50,000.00	51,448.50
GE Cap 4.3% 05-15-12	50,000.000	103.153000	50,000.00	51,576.50
Georgia Power 4.25%	25,000.000	102.966000	24,973.75	25,741.50
Goldman Sachs 4.00%	25,000.000	98.301000	25,000.00	24,575.25
ING Group 8.5% PFD	1,000.000	25.290000	25,000.00	25,290.00
JPMorgan 3.5% (STEP)	25,000.000	95.690000	25,000.00	23,922.50
ML 4.13 05-12-11 S/P	25,000.000	100.058000	25,000.00	25,014.50
Microsoft Corp 4.2%	25,000.000	104.981000	25,000.00	26,245.25
Morgan Stanley 6.45%	1,100.000	23.450000	27,500.00	25,795.00
NY NY 3.947% 10-01-19	25,000.000	92.512000	25,000.00	23,128.00
Pitney Bowes 4.75%	25,000.000	103.035000	25,000.00	25,758.75
Protective Life 4.0%	25,000.000	100.848000	25,021.75	25,212.00
Prude 6.00% 12-01-17	75,000.000	111.010000	74,550.00	83,257.50
Railsplitter 4.125%	25,000.000	100.213000	24,969.25	25,053.25
Toyota 5.25% 122211	100,000.000	102.908000	100,000.00	102,908.00
Verizon 4.35% 021513	50,000.000	106.341000	48,610.00	53,170.50
Wachovia 5.75% 2-1-18	50,000.000	111.030000	50,000.00	55,515.00
Wells Fargo 6.45%	50,000.000	100.411000	49,165.50	50,205.50
Wells Fargo 7.875%	2,000.000	26.820000	50,000.00	53,640.00
			\$ 1,085,345.25	\$ 1,127,395.50