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

2011

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

For calendar year 2011 or tax year beginning

, and ending

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)

C/O TRUST CO OF VA, 204 SOUTH JEFFERSON

Room/suite
200

City or town, state, and ZIP code

ROANOKE, VA 24011-1708

G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name changeH 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)
► \$ 2335195. (Part I, column (d) must be on cash basis)J Accounting method: Cash Accrual
 Other (specify) _____

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	266.	266.		STATEMENT 1
4	Dividends and interest from securities	72685.	72685.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<38592.>			
b	Gross sales price for all assets on line 6a	268337.			
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	34359.	72951.		
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	65.	0.	0.
b	Accounting fees	STMT 4	2050.	0.	0.
c	Other professional fees	STMT 5	21444.	21444.	0.
17	Interest				
18	Taxes	STMT 6	1200.	597.	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		24784.	22041.	0.
25	Contributions, gifts, grants paid		114336.		114336.
26	Total expenses and disbursements. Add lines 24 and 25		139120.	22041.	114336.
27	Subtract line 26 from line 12:		<104761.>		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		50910.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Assets	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
	1 Cash - non-interest-bearing		1.		
	2 Savings and temporary cash investments		175677.	66034.	66034.
	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		367927.		
	b Investments - corporate stock		973005.		
	c Investments - corporate bonds		305225.		
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 8	381685.	2030884.	2269161.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►	STATEMENT 9)	0.	1841.	0.
	16 Total assets (to be completed by all filers)		2203520.	2098759.	2335195.
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		2203520.	2098759.	
	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		2203520.	2098759.	
	31 Total liabilities and net assets/fund balances		2203520.	2098759.	

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	2203520.
2 Enter amount from Part I, line 27a	2	<104761. >
3 Other increases not included in line 2 (itemize) ► 2010 DIVIDEND THROWBACKS TO 2009	3	32.
4 Add lines 1, 2, and 3	4	2098791.
5 Decreases not included in line 2 (itemize) ► 2011 DIVIDEND THROWBACKS TO 2010	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	2098759.

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 CAPITAL GAINS DIVIDENDS				
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 267025.		306929.	<39904.>	
b 1312.			1312.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			<39904.>	
b			1312.	
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	<38592.>
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))
2010	112609.	2287975.	.049218
2009	113952.	2148986.	.053026
2008	150446.	2559479.	.058780
2007	125749.	2786328.	.045131
2006	98540.	2629395.	.037476
2 Total of line 1, column (d)			2 .243631
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 .048726
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2411228.
5 Multiply line 4 by line 3			5 117489.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 509.
7 Add lines 5 and 6			7 117998.
8 Enter qualifying distributions from Part XII, line 4			8 114336.

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)	1	1018.
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			
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	2	0.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	1018.	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	4	0.	
6	Credits/Payments:	5	1018.	
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	600.	
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	1000.	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	1600.	
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	582.	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 582. Refunded ► 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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	
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 2011 or the taxable year beginning in 2011 (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	

Part VII-A Statements Regarding Activities (continued)

11		
12		
13	X	
Website address ►	N/A	
14	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
16	At any time during calendar year 2011, 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 ►	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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X 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	N/A	►
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 2011?	1b	
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	X No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	2b	
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	X No
b If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2011?	4a	X
	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))?

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

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

(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)?

(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

Yes No

Yes No

Yes No

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

6b

X

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?

Yes No

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

Yes No

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 C/O TRUST CO OF VIRGINIA 204 S JEFFER ROANOKE, VA 24011	PRESIDENT 0 . 25	0 .	0 .	0 .
ROBERT L BRADSHAW JR C/O TRUST CO OF VIRGINIA 204 S JEFFER ROANOKE, VA 24011	SECRETARY/TREASURER 0 . 25	0 .	0 .	0 .
BRANDON R COMER PO BOX 579 MONETA, VA 24121	TRUSTEE 0 . 25	0 .	0 .	0 .
FLEDA A RING 1319 MAPLE AVE ROANOKE, VA 26016	TRUSTEE 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		
3		

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	2283727.
b	Average of monthly cash balances	1b	164220.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2447947.
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	2447947.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36719.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2411228.
6	Minimum investment return. Enter 5% of line 5	6	120561.

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	120561.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1018.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1018.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	119543.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	119543.
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	119543.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	114336.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	114336.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	114336.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				119543.
2 Undistributed income, if any, as of the end of 2010			19336.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 114336.			19336.	
a Applied to 2010, but not more than line 2a				
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 2011 distributable amount				95000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				24543.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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				
APPLE RIDGE FARM 541 LUCK AVE SW SUITE 304 ROANOKE, VA 24016		PUBLIC	OPERATIONS	9668.
APPLE RIDGE FARM 541 LUCK AVE SW SUITE 304 ROANOKE, VA 24016		PUBLIC	OPERATIONS	5000.
BETHANY HALL 1109 FRANKLIN ROAD SW ROANOKE, VA 24016		PUBLIC	FLEXIBLE FUND ACCOUNT	5000.
FREE CLINIC OF FRANKLIN COUNTY INC 200 DENT ST SUITE C ROCKY MOUNT, VA 24151		PUBLIC	OPERATIONS	10000.
GOOD SAMARITAN HOSPICE INC 3825 ELECTRIC ROAD SUITE A ROANOKE, VA 24018		PUBLIC	OPERATIONS	5000.
Total	SEE CONTINUATION SHEET(S)		► 3a	114336.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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			14	266.	
4 Dividends and interest from securities			14	72685.	
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			18	<38592.>	
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.		34359.	0.
13 Total. Add line 12, columns (b), (d), and (e)				34359.	

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

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

6/18/12

→ Saty. / Tues.
Title

May the IRS discuss this
return with the preparer
shown below (see instr.)?

Signature of officer or trustee		Date	Date	Check <input type="checkbox"/> if self-employed	PTIN
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date		
	SCOTT A BEAVERS	<i>Scott A Beavers</i>	6-4-2012		P00014446
	Firm's name ► THE TAX COMPLEX, LC			Firm's EIN ► 54-1757954	
Firm's address ► 1650 WILLOW LAWN DR STE 200 RICHMOND, VA 23230-3435			Phone no. 804.282.2444		

M W ARMISTEAD III FAMILY FOUNDATION

03-0435755

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GREENVALE SCHOOL INC 627 WESTWOOD BLVD NW ROANOKE, VA 24017		PUBLIC	OPERATIONS	5000.
HABITAT FOR HUMANITY OF FRANKLIN COUNTY, VA PO BOX 834 ROCKY MOUNT, VA 24151		PUBLIC	OPERATIONS	2500.
MILL MOUNTAIN ZOO PO BOX 13484 ROANOKE, VA 24034		PUBLIC	OPERATIONS	1000.
NATIONAL D-DAY MEMORIAL FOUNDATION PO BOX 77 BEDFORD, VA 24523		PUBLIC	OPERATIONS	7500.
NORTH CROSS SCHOOL 4254 COLONIAL AVE ROANOKE, VA 24018		PUBLIC	ANNUAL FUND	5000.
OAKLAND SCHOOL INC BOYD TAVERN, RTE 616 KESWICK, VA 22947		PUBLIC	SUMMER CAMP SCHOLARSHIP PROGRAM IN MEMORY OF JOANNE DONDERO	5500.
PROJECT ACCESS OF THE ROANOKE VALLEY INC 541 LUCK AVE SW SUITE 230 ROANOKE, VA 24016		PUBLIC	PHARMACEUTICAL ASSISTANCE PROGRAM	5000.
RANDOLPH MACON COLLEGE 310 N CENTER ST ASHLAND, VA 23005		PUBLIC	MAINTENANCE & OPERATION OF PACE-ARMISTEAD HALL	10000.
ROANOKE AREA MINISTRIES 824 CAMPBELL AVE SW ROANOKE, VA 24016		PUBLIC	OPERATIONS	9668.
ROANOKE AREA MINISTRIES 310 N CENTER ST ROANOKE, VA 24016		PUBLIC	OPERATIONS	10000.
Total from continuation sheets				79668.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
RONALD MCDONALD HOUSE-ROANOKE 224 S JEFFERSON ST ROANOKE, VA 24014		PUBLIC	OPERATIONS	2500.
SCRUGGS VOLUNTEER FIRE SQUAD 185 PARFORD RD MONETA, VA 24121		PUBLIC	OPERATIONS	2500.
SCRUGGS VOLUNTEER RESCUE SQUAD PO BOX 844 HARDY, VA 24101		PUBLIC	OPERATIONS	2500.
ST FRANCIS OF ASSISI SERVICE DOG FOUNDATION 8232 ENON DRIVE ROANOKE, VA 24019		PUBLIC	OPERATIONS	7500.
VIRGINIA HUNTERS WHO CARE PO BOX 304 BIG ISLAND, VA 24526		PUBLIC	HUNTERS FOR THE HUNGRY OPERATIONS	1500.
VIRGINIA MUSEUM OF TRANSPORTATION 303 NORFOLK AVE ROANOKE, VA 24016		PUBLIC	OPERATIONS	1500.
GOOD NEIGHBORS FUND THE ROANOKE TIMES PO BOX 1951 ROANOKE, VA 24008		PUBLIC	OPERATIONS	500.

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

SOURCE	AMOUNT
THE TRUST COMPANY OF VIRGINIA	266.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	266.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THE TRUST COMPANY OF VIRGINIA	73997.	1312.	72685.
TOTAL TO FM 990-PF, PART I, LN 4	73997.	1312.	72685.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	65.	0.		0.
TO FM 990-PF, PG 1, LN 16A	65.	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	2050.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2050.	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	21444.	21444.		0.
TO FORM 990-PF, PG 1, LN 16C	21444.	21444.		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	597.	597.		0.
ESTIMATED EXCISE TAX PAYMENTS	600.	0.		0.
EXCISE TAX BALANCE DUE	3.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1200.	597.		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	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	1351080.	1560644.
SEE ATTACHED	COST	679804.	708517.
TOTAL TO FORM 990-PF, PART II, LINE 13		2030884.	2269161.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST PURCHASED	0.	1841.	0.
TO FORM 990-PF, PART II, LINE 15	0.	1841.	0.

NEW ARMSTRONG B FAMILY FOUNDATION

03-048785

2011 FORM 890-PF

INVESTMENTS-US GOVT OBLIGATIONS

		12/31/2010 COST BASIS	MARKET VALUE	12/31/2011 COST BASIS	MARKET VALUE
50,000	FEDERAL HOME LN BK&B 5.375% 09/15/2016	51,200.00	57,546.00		
50,000	FEDERAL HOME LN BK&B 5.450% 07/05/2018	52,420.30	51,434.75		
50,000	FEDERAL HOME LN BK&B 5.100% 09/12/2017	53,375.00	54,930.75		
50,000	FEDERAL HOME LN MTG CORP DEB 5.875% 03/21/2011	52,701.00	50,514.75		
50,000	FEDERAL HOME LOAN BANKS 5.350% 08-20-2018	53,800.00	53,882.75		
		263,334.80	256,102.00		

INVESTMENTS-STATE/MUNICIPAL GOVT OBLIGATIONS

50,000	VA ST-HSD DEV AUTH TAXABLE 6.32% DUE 08/01/2019	52,978.00	53,256.50
50,000	VA ST-HSD DEV AUTH TAXABLE 5.820% 1/01/2017 TAXABLE	51,610.00	53,804.50
		104,588.00	107,161.00

INVESTMENTS-CORPORATE BONDS

45,000	BAKER HUGHES INC 4.25% 01/15/2009	52,325.00	54,830.00
50,000	CARGILL INC MTN 144A 5.000% 1/1/2013	50,047.00	52,114.50
50,000	CONSOLIDATED NAT GAS CO NOTE 8.25% 1/01/2011	50,324.00	52,388.50
50,000	CREDIT SUISSE FB INC 6.125% 11-15-2011	50,400.00	53,450.50
50,000	GENERAL ELECTRIC CAP CORP 6% 06-15-2012	50,374.00	52,350.00
25,000	GENERAL & INVEST INC 4.000% 02/02/2013	25,045.00	25,250.00
50,000	SUNTRUST BANK 5.375% 04/01/2011	50,354.00	50,830.00
25,000	WELLPOINT INC NOTE 5.250% 07/15/2016	25,898.00	27,458.25
		305,225.00	317,724.25

INVESTMENTS-CORPORATE STOCK

800	ABBOTT LABS	27,639.00	28,746.00
400	ABT CORP	15,218.00	10,511.00
600	BAKER HUGHES INC	25,293.26	34,302.00
400	BECTON DICKINSON & CO	25,409.98	33,808.00
400	CAMPBELL SOUP CO	11,412.00	13,900.00
400	CHEVRON TEXACO	17,618.00	38,500.00
300	COLGATE PALMOLIVE	38,160.00	40,420.00
800	EXXON MOBIL	30,177.00	43,872.00
650	FORTUNE BRANDS INC	44,740.00	30,182.50
700	GLAXO SMITH KLINE SPONS PLC ADR	32,514.00	27,454.00
400	HEINZ HJ CO	17,680.00	19,784.00
250	INTERNATIONAL BUSINESS MACHINES	31,407.00	36,800.00
100	INDUS INC	37,200.00	31,200.00
300	ISHARES TR NASDAQ BIOTECH INDEX	21,347.64	28,020.00
800	JOHNSON & JOHNSON	35,052.00	37,110.00
300	KELLOGG CO	13,019.94	15,324.00
1,200	LOWES COS	34,729.00	30,086.00
600	MARATHON OIL	19,350.00	20,150.00
750	MICROSOFT	24,954.00	57,570.00
300	MERCK & CO INC	10,408.97	10,812.00
1,350	MICROSOFT	56,913.42	37,678.50
1,500	NOKIA CORP ADR SPONSORED	51,785.00	15,480.00
800	OCIDENTAL PETE CORP	11,150.00	58,980.00
400	PEPSICO INC	10,347.00	12,530.00
800	PEPSICO INC	10,787.50	20,198.00
700	PROCTER & GAMBLE	44,595.33	45,031.00
400	PROGRESSIVE CORP	8,054.00	7,948.00
600	SAP AKTIENGESELLSCHAFT SPONSORE ADR	23,256.00	30,388.00
500	SMALL BUSINESS MACHINES	13,374.00	41,750.00
1,200	SPDR SECTOR INDEX UTILITIES	20,202.24	48,020.00
1,250	SPDR SECTOR INDEX UTILITIES	41,529.50	39,175.00
400	STANLEY BLACK & DECKER INC	18,294.00	26,748.00
400	STAPLES INC	9,453.98	9,108.00
1,000	US BANCORP	30,440.00	29,970.00
700	WASTE MANAGEMENT INC	24,569.98	29,808.00
2,200	WELLS FARGO & CO	56,451.00	68,178.00
		873,005.47	1,135,659.00

INVESTMENTS-OTHER

1,500	DNP SELECT INCOME FUND	18,855.51	13,710.00		
1,550	ISHARES S&P 500 INDEX	108,802.81	90,241.00		
600	ISHARES RUSSELL 1000	43,181.50	53,070.00		
600	ISHARES COHEN & STEERS REALTY	43,181.87	39,432.00		
800	ISHARES RUSSELL 2000 SMALL CAP	59,334.56	62,562.00		
700	PLUMB CREEK TIMBER CO	25,246.00	26,215.00		
1,800	VANGUARD INTL EQUITY INDEX FD EMERGING MARKETS VIPS	62,102.80	85,082.80		
400	VANGUARD INDEX TRUST REIT VIPS	23,387.33	22,148.00		
		381,684.80	391,873.80		

EQUITIES

800	ABBOTT LABS	27,830.00	33,738.00		
400	ABT CORP	15,216.00	10,068.00		
600	BAKER HUGHES, INC.	40,036.81	38,912.00		
800	BEAM INC	34,502.66	33,298.50		
400	BECTON DICKINSON & CO.	25,200.00	29,000.00		
400	CAMPBELL SOUP CO	11,412.00	13,209.00		
500	CHEVRON TEXACO CORP	26,064.75	53,200.00		
600	COLGATE PALMOLIVE CO	36,458.49	46,195.00		
2,500	DNP SELECT INCOME FD	27,253.26	27,300.00		
800	EXXON MOBIL	3,000.56	5,400.00		
600	GLAXO SMITH KLINE CORP	20,120.00	20,000.00		
650	FORTUNE BRANDS HOME & SECURITY INC	10,187.34	11,085.50		
700	GLAXO SMITH KLINE SPONS PLC ADR	32,514.00	31,941.00		
400	HEINZ HJ CO	17,680.00	21,616.00		
300	ITC CORP NEW	7,149.80	5,786.00		
250	INTERATIONAL BUSINESS MACHINES	31,000.00	45,000.00		
1,200	ISHARES MSCI WAVE INDEX	108,202.81	78,777.50		
500	ISHARES RUSSELL 1000	43,272.32	40,210.00		
300	ISHARES TR NASDAQ BIOTECH INDEX	21,347.64	31,305.00		
600	ISHARES COHEN & STEERS REALTY	43,181.87	42,132.00		
600	ISHARES RUSSELL 2000 SMALL CAP	59,000.56	60,000.00		
800	ISHARES RUSSELL 1000	23,000.00	30,000.00		
300	KELLOGG CO.	13,018.94	13,171.00		
1,200	LOWES COS INC	34,729.00	30,456.00		
600	MARATHON OIL CORP	12,244.57	28,343.00		
450	MARATHON PETE CORP	7,056.43	14,980.50		
750	MICROSOFT CORP	24,000.00	75,247.50		
300	PROCTER & GAMBLE CO.	11,426.97	11,110.00		
1,350	MICROSOFT CORP	26,813.42	35,045.00		
800	OCIDENTAL PETE CORP	11,162.00	58,220.00		
700	ORACLE CORPORATION	20,127.98	17,955.00		
400	PEPSICO INC	30,787.50	39,810.00		
700	PROCTER & GAMBLE CO. INC.	25,000.00	25,000.00		
700	PROCTER & GAMBLE CO.	44,606.33	46,897.00		
400	PROGRESSIVE CORP	8,064.00	7,904.00		
600	SAP AKTIENGESELLSCHAFT SPONSORE ADR	25,206.00	31,770.00		
500	BOHLUMERGIER LTD	13,374.53	34,155.00		
1,200	SPDR SECTOR MATERIALS	39,212.24	40,200.00		
1,250	SPDR SECTOR INDEX UTILITIES	41,150.00	41,410.00		
400	STANLEY BLACK & DECKER INC	18,264.00	27,045.00		
400	STAPLES INC	8,453.98	3,596.00		
1,000	US BANCORP DEL NEW	30,440.00	27,050.00		
1,800	VANGUARD INDEX TRUST REIT VIPS	62,102.60	68,778.00		
700	VANGUARD INDEX TRUST REIT VIPS	23,117.31	23,200.00		
2,200	WELLS FARGO & CO NEW	24,200.00	22,000.00		
800	XYLEM INC	68,431.00	60,832.00		
		21,424.64	15,414.00		

FIXED INCOMES

24,020	GE-REFIN. ELECTRIC C-P CORP 6.00%	50,1-2.00	51,1-2.00		
50,000	CARGILL INC MTN 144A 5.00%	32,325.00	53,477.50		
25,000	PREDMONT MUN PWR ACT 84 C-87%	25,784.50	26,548.75		
25,000	MERCK & CO. INC. NOTE 4.000%	25,824.75	27,530.75		
25,000	WELLPOINT INC. NOTE 5.25%	25,582.25	27,989.00		
30,000	FEDERAL HOME LN BK&B 5.000%	51,200.00	59,000.00		
30,000	FEDERAL HOME LN BK&B 5.000%	32,200.00	33,333.50		
50,000	FEDERAL HOME LN BK&B 5.120%	33,375.00	33,774.00		
50,000	VA ST-HSD DEV AUTH 5.00%	51,414.50	58,254.50		
50,000	FEDERAL FARM CR B&I	62,325.00	52,091.50		
50,000	FEDERAL HOME LOAN BANKS 5.350%	53,800.00	51,498.50		
25,000	FEDERAL HOME LN BK&B 5.000%	24,200.00	26,000.00		
50,000	NEWPORT ST-HSD DEV AUTH TAXABLE 6.32%	52,714.00	51,749.50		
25,000	NEWPORT NEWS V4 5.020%	26,387.25	27,037.00		
25,000	FEDERAL NATL MTG ASSN 4.000%	26,178.50	26,222.50		
25,000	FEDERAL HOME LN MTG CORP 5.800%	26,541.00	25,563.75		
25,000	FEDERAL FARM CR BK&B 5.050%	26,206.25	26,050.50		

679,803.75

704,517.25

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

Schedule D Detail of Long-term Capital Gains and Losses