Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning , 2011, and ending ,

Name of foundation: The United Company Charitable Foundation

A Employer identification number: 54-1390453

Number and street (or P O box number if mail is not delivered to street address): 1005 Glenway Avenue

Room/suite:

B Telephone number (see the instructions): (276) 645-1458

City or town: Bristol State: VA ZIP code: 24201-3473

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (*from Part II, column (c), line 16*) ► $ 39,394,045.

J Accounting method ☐ Cash [X] Accrual ☐ Other (specify) (*Part I, column (d) must be on cash basis*)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	1,100.			
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	17,532.	17,532.		
	4 Dividends and interest from securities	1,161,977.	1,161,977.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	577,220.			
	b Gross sales price for all assets on line 6a 21,533,156.				
	7 Capital gain net income (from Part IV, line 2)		580,185.		
	8 Net short-term capital gain				
	9 Income modifications			3,255.	
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Line 11 Stmt	38,020.	15,890.		
	12 **Total.** Add lines 1 through 11	1,795,849.	1,775,584.	3,255.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	86,829.	4,341.		82,488.
	14 Other employee salaries and wages	183,806.			183,806.
	15 Pension plans, employee benefits	57,009.	888.		56,121.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) Federal excise ta	22,846.			
	19 Depreciation (attach sch) and depletion	7,652.			
	20 Occupancy				
	21 Travel, conferences, and meetings	3,842.			3,842.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	463,262.	225,877.		237,385.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	825,246.	231,106.		563,642.
	25 Contributions, gifts, grants paid	2,138,236.			2,138,236.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,963,482.	231,106.		2,701,878.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-1,167,633.			
	b **Net investment income** (if negative, enter -0-)		1,544,478.		
	c **Adjusted net income** (if negative, enter -0-)			3,255.	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	2,871,656.	4,938,173.	4,938,173.
	3 Accounts receivable ► 42,750.			
	Less: allowance for doubtful accounts ► 0.	0.	42,750.	42,750.
	4 Pledges receivable ►			
	Less. allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	6,593.	6,240.	6,240.
	10a Investments – U S and state government obligations (attach schedule) L-10a Stmt	0.	117,040.	116,690.
	b Investments – corporate stock (attach schedule) L-10b Stmt	28,682,831.	24,981,795.	24,981,795.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	8,198,005.	8,515,463.	8,576,240.
	11 Investments – land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	622,605.	665,330.	665,330.
	14 Land, buildings, and equipment basis ► 83,808.			
	Less: accumulated depreciation (attach schedule) L-14 Stmt ► 16,981.	6,961.	66,827.	66,827.
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	40,388,651.	39,333,618.	39,394,045.
LIABILITIES	17 Accounts payable and accrued expenses	502,373.	43,845.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► L-22 Stmt)	11,964.	-98.	
	23 **Total liabilities** (add lines 17 through 22)	514,337.	43,747.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	38,396,972.	37,812,529.	
	25 Temporarily restricted			
	26 Permanently restricted	1,477,342.	1,477,342.	
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	39,874,314.	39,289,871.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	40,388,651.	39,333,618.	

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	39,874,314.
2	Enter amount from Part I, line 27a	2	-1,167,633.
3	Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	583,190.
4	Add lines 1, 2, and 3	4	39,289,871.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	39,289,871.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Publicly traded securities-JPMorgan accts			
b	Sch K-1 pass thru from PTP (DBO)			
c	Sch K-1 pass thru from PTP (UUP)			
d	Sch K-1 pass thru from PTP (EPD)			
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	21,533,156.		20,965,204.	567,952.
b				10,014.
c				-471.
d				2,690.
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				567,952.
b				10,014.
c				-471.
d				2,690.
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** 580,185.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 — **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	2,728,795.	38,536,636.	0.070810
2009	4,626,243.	36,189,711.	0.127833
2008	2,592,940.	46,022,604.	0.056341
2007	2,755,180.	54,891,318.	0.050193
2006	2,967,024.	51,711,582.	0.057376

2	**Total** of line 1, column (d)	2	0.362553
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.072511
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	40,014,318.
5	Multiply line 4 by line 3	5	2,901,478.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,445.
7	Add lines 5 and 6	7	2,916,923.
8	Enter qualifying distributions from Part XII, line 4	8	2,769,396.

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _ _ _ _ _ _ _ _ (attach copy of letter if necessary – see instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	30,890.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	30,890.
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	30,890.
6	Credits/Payments.			
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 37,965.		
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	37,965.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	7,075.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► 7,075. **Refunded** ►		11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ ______ **(2)** On foundation managers ► $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► VA - Virginia			
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*	8b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► www.uccharitable.com

14 The books are in care of ► The United Company Charitable Foundation Telephone no ► (276) 645-1458

Located at ► 1005 Glenway Ave. Bristol, VA ZIP + 4 ► 24201-3473

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

		Line	Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

			Line	Yes	No
1 a	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?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
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?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ Yes ☒ 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.)		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 ► 20__ , 20__ , 20__ , 20__ .				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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)*		3b		
4 a	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 2011?		4b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **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? **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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
James W. McGlothlin 1005 Glenway Ave Bristol VA 24201	Chairman 5.00	0.	0.	0.
Martha Gayle 1005 Glenway Ave Bristol VA 24201	President,Director 25.00	86,829.	11,654.	0.
Lois Clarke 1005 Glenway Ave Bristol VA 24201	Treasurer,Director 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
United Management Company, LLC 1005 Glenway Avenue Bristol VA 24201	Investment management	177,835.
Total number of others receiving over $50,000 for professional services ►		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 Provide one meal/day five days a week to 1,050 low-income people in the Bristol, VA community. Meals are delivered via 2 vans that travel to the homes of the recipients.	292,252.
2 Camp Success is a week-long program for Mountain Mission School juniors & seniors that emphasizes leadership, education, and intellectual curiosity. In 2011 participants spent a week in Washington, DC exploring & learning.	32,340.
3 College and Career Counselor works at Mountain Mission School (Grundy, VA) & assists students with college search & application process, financial aid and matriculation procedures. Also oversees scholarship program for Mountain Mission School graduates.	61,574.
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ►	

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	38,005,533.
b Average of monthly cash balances	1b	2,618,140.
c Fair market value of all other assets (see instructions)	1c	
d **Total** (add lines 1a, b, and c)	1d	40,623,673.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	40,623,673.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	609,355.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,014,318.
6 **Minimum investment return.** Enter 5% of line 5	6	2,000,716.

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	2,000,716.
2a Tax on investment income for 2011 from Part VI, line 5	2a	30,890.		
b Income tax for 2011 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	30,890.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	1,969,826.
4 Recoveries of amounts treated as qualifying distributions			4	3,255.
5 Add lines 3 and 4			5	1,973,081.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,973,081.

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	2,701,878.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	67,518.
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	2,769,396.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,769,396.

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				1,973,081.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006 — 445,848.				
b From 2007 — 65,896.				
c From 2008 — 318,791.				
d From 2009 — 2,837,507.				
e From 2010 — 834,861.				
f Total of lines 3a through e	4,502,903.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 2,769,396.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2011 distributable amount				1,973,081.
e Remaining amount distributed out of corpus	796,315.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,299,218.			
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				
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 instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	445,848.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	4,853,370.			
10 Analysis of line 9				
a Excess from 2007 — 65,896.				
b Excess from 2008 — 318,791.				
c Excess from 2009 — 2,837,507.				
d Excess from 2010 — 834,861.				
e Excess from 2011 — 796,315.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

Rose Hurley
Mountain Mission School, 1760 Edgewater Drive
Grundy VA 24614 (276) 791-1514

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

See attached Statement 2 detailing scholarship grant program.

c Any submission deadlines:

See attached Statement 2 detailing scholarship grant program

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

See attached Statement 2 detailing scholarship grant program

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a Paid during the year				
See Statement 3				2,138,236.
Total ► 3a				2,138,236.
b Approved for future payment				
Total ► 3b				

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	17,532.	
4 Dividends and interest from securities			14	1,161,977.	
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	577,220.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PTP distributions			14	38,020.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,794,749.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,794,749.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	N/A

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	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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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

Lois A Clarke — 5/3/12 — Treasurer

Signature of officer or trustee — Date — Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
Firm's name ▶ Non-Paid Preparer			Firm's EIN ▶	
Firm's address ▶			Phone no	

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
PTP distribution (EPD)	20,443.	0.	
PTP distribution (NRP)	17,577.	0.	
Sch K-1 pass thru frm PTP (EPD)		-555.	
Sch K-1 pass thru frm PTP (NRP)		16,719.	
Sch K-1 pass thru from PTP (UUP)		-97.	
Sch K-1 pass thru from PTP (DBO)		-177.	
Total	38,020.	15,890.	

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Fuel	2,915.			2,915.
Supplies	18,976.			18,976.
Vehicle expense	712.			712.
Cost of food - soup kitchen	146,812.			146,812.
Insurance	24,785.			24,785.
Bank fees	1,401.	1,401.		
Payroll Processing	1,947.	31.		1,916.
Management fees	224,445.	224,445.		
Miscellaneous	3,509.			3,509.
Camp Success	32,340.			32,340.
Telephone	3,683.			3,683.
Repairs & Maintenance	540.			540.
Taxes & Licenses	65.			65.
Electricity	969.			969.
Dues & Subscriptions	163.			163.
Total	463,262.	225,877.		237,385.

Form 990-PF, Page 2, Part III, Line 3
Other Increases Stmt

Net unrealized gain - marketable securities	577,454.
Credit for Small Employer Health Insurance Premiums refund	2,481.
Repayments of prior yr qualifying distributions	3,255.
Total	583,190.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] Kenneth D. Dockery 1005 Glenway Ave Bristol VA 24201	Asst. Treas. 1.00	0.	0.	0.
Person [X] Business [ ] Nicholas Street 1005 Glenway Ave Bristol VA 24201	Secretary, Directo 1.00	0.	0.	0.
Person [X] Business [ ] Julia K. Smith 1005 Glenway Ave Bristol VA 24201	Asst. Secretary 1.00	0.	0.	0.
Person [X] Business [ ] Frances McGlothlin 1005 Glenway Ave Bristol VA 24201	Director 1.00	0.	0.	0.
Person [X] Business [ ] David Street 1005 Glenway Ave Bristol VA 24201	Director 1.00	0.	0.	0.
Person [X] Business [ ] Fay Street 1005 Glenway Ave Bristol VA 24201	Director 1.00	0.	0.	0.
Total		0.	0.	0.

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
See Statement 1	0.	0.	117,040.	116,690.
Total	0.	0.	117,040.	116,690.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
See Statement 1	24,981,795.	24,981,795.
Total	24,981,795.	24,981,795.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
See Statement 1	8,515,463.	8,576,240.
Total	8,515,463.	8,576,240.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
See Statement 1	665,330.	665,330.
Total	665,330.	665,330.

Form 990-PF, Page 2, Part II, Line 14
L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Soup Kitchen Vans	27,696.	8,406.	19,290.
Soup Kettles	24,693.	4,631.	20,062.
Can Opener	602.	40.	562.
Double Door Cooler	4,902.	2,206.	2,696.
Refrigerator	3,833.	192.	3,641.
Air conditioner	619.	31.	588.
Work tables	882.	27.	855.
Computer & Monitor	1,518.	329.	1,189.
Printer	1,077.	987.	90.
Leasehold improvements-Soup Kitchen	17,986.	132.	17,854.
Total	83,808.	16,981.	66,827.

Form 990-PF, Page 2, Part II, Line 22
Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
United Way W/H Payable		
Federal Income Taxes Payable	7,704.	-5,500.
Accrued Payroll	3,965.	5,020.
Accrued Taxes	295.	382.
Total	11,964.	-98.

Supporting Statement of:

Form 990-PF, p1/Line 19(a)

Description	Amount
Printer acquired by purchase ($1,077) in June 2007	215.
Soup kettle acquired by purchase ($4,245) in Oct 2007	849.
Double door cooler acquired by purchase ($4,902) in Oct 2009	981.
Computer/monitor acq by purchase ($1,518) in Dec 2010	304.
Ford Van acquired by purchase ($23,148) in July 2011	3,858.
Can opener acquired by purchase ($602) in Aug 2011	40.
Soup kettle acquired by purchase ($20,448) in Oct 2011	1,022.
Refrigerator acquired by purchase ($3,833) in Oct 2011	192.
Air conditioner acq by purchase ($619) in Oct 2011	31.
Work tables acq by purchase ($882) in Nov 2011	27.
Var leasehold improvements acq by purchase ($5,931) in Nov 2011	66.
Var leasehold improvements acq by purchase ($12,055) in Dec 2011	67.
Total	7,652.

THE UNITED COMPANY CHARITABLE FOUNDATION
54-1390453
2011 FORM 990-PF
PAGE 2, PART II BALANCE SHEET

DESCRIPTION	SHARES	VALUATION METHID	END OF YEAR BOOK VALUE	END OF YEAR FMV
INVESTMENTS - US & STATE GOV'T OBLIGATIONS (LINE 10a)				
ISHARES BARCLAYS TIPS BOND FUND	1,000	Cost	117,040 00	116,690 00
TOTALS - US GOV'T OBLIGATIONS	**1,000**		**117,040.000**	**116,690.000**
INVESTMENTS - CORPORATE STOCK (LINE 10b)				
3M CO	3,200	Mkt Val	261,536 00	261,536 00
ABBOTT LABORATORIES	4,300	Mkt Val	241,789 00	241,789 00
ACCENTURE PLC-CL A	3,900	Mkt Val	207,597 00	207,597 00
AFLAC INC	5,400	Mkt Val	233,604 00	233,604 00
AIR PRODUCTS & CHEMICALS INC	2,800	Mkt Val	238,532 00	238,532 00
ALLSTATE CORP	7,700	Mkt Val	211,057 00	211,057 00
ALTRIA GROUP INC	9,450	Mkt Val	280,192 50	280,192 50
AMERICAN ELECTRIC POWER CO	6,500	Mkt Val	268,515 00	268,515 00
AT&T INC	14,350	Mkt Val	433,944 00	433,944 00
AUTOMATIC DATA PROCESSING INC	4,750	Mkt Val	256,547 50	256,547 50
BCE INC	5,500	Mkt Val	229,185 00	229,185 00
BRISTOL MYERS SQUIBB CO	10,000	Mkt Val	352,400 00	352,400 00
CENTURYLINK INC	6,300	Mkt Val	234,360 00	234,360 00
CHEVRON CORP	3,300	Mkt Val	351,120 00	351,120 00
CHUBB CORP	4,000	Mkt Val	276,880 00	276,880 00
COCA-COLA CO	3,750	Mkt Val	262,387 50	262,387 50
CONOCOPHILLIPS	3,950	Mkt Val	287,836 50	287,836 50
CONSUMER DISCRETIONARY SELECT SPDR FUND	23,300	Mkt Val	909,166 00	909,166 00
CONSUMER STAPLES SPDR FUND	25,000	Mkt Val	812,250 00	812,250 00
DARDEN RESTAURANTS INC	5,350	Mkt Val	243,853 00	243,853 00
DOMINION RESOURCES INC VA	5,000	Mkt Val	265,400 00	265,400 00
DUKE ENERGY CORP	11,000	Mkt Val	242,000 00	242,000 00
E I DU PONT DE NEMOURS & CO	6,800	Mkt Val	311,304 00	311,304 00
ELI LILLY & CO	5,750	Mkt Val	238,970 00	238,970 00
EMERSON ELECTRIC CO	5,100	Mkt Val	237,609 00	237,609 00
EXELON CORP	5,000	Mkt Val	216,850 00	216,850 00
EXXON MOBIL CORP	3,000	Mkt Val	254,280 00	254,280 00
FIRSTENERGY CORP	4,600	Mkt Val	203,780 00	203,780 00
GENERAL ELECTRIC CO	14,300	Mkt Val	256,113 00	256,113 00
GENERAL MILLS INC	6,750	Mkt Val	272,767 50	272,767 50
GENUINE PARTS CO	5,500	Mkt Val	336,600 00	336,600 00
GLAXOSMITHKLINE PLC SPONS ADR	5,650	Mkt Val	257,809 50	257,809 50
HEALTH CARE SELECT SECTOR SPDR FUND	22,600	Mkt Val	783,994 00	783,994 00
HIGHLANDS CAP TR I 2 5/16% PFD	500	Mkt Val	3,625 00	3,625 00
HOME DEPOT INC	6,500	Mkt Val	273,260 00	273,260 00
ILLINOIS TOOL WORKS INC	5,000	Mkt Val	233,550 00	233,550 00
INTEL CORP	11,000	Mkt Val	266,750 00	266,750 00
INTERNATIONAL BUSINESS MACHINES CORP	2,075	Mkt Val	381,551 00	381,551 00
INTERNATIONAL PAPER CO	8,150	Mkt Val	241,240 00	241,240 00
ISHARES DOW JONES TELECOMMUNICATIONS SECTOR INDEX FUND	33,750	Mkt Val	708,750 00	708,750 00
JOHNSON & JOHNSON	4,000	Mkt Val	262,320 00	262,320 00
JP MORGAN CHASE & CO	7,250	Mkt Val	241,062 50	241,062 50
KIMBERLY-CLARK CORP	3,500	Mkt Val	257,460 00	257,460 00
LOCKHEED MARTIN CORP	2,750	Mkt Val	222,475 00	222,475 00
MATERIALS SELECT SECTOR SPDR FUND	19,000	Mkt Val	636,500 00	636,500 00
MC DONALDS CORP	3,250	Mkt Val	326,072 50	326,072 50
MCGRAW-HILL COMPANIES INC	5,750	Mkt Val	258,577 50	258,577 50
MEADWESTVACO CORP	7,000	Mkt Val	209,650 00	209,650 00
MERCK AND CO INC	6,850	Mkt Val	258,245 00	258,245 00
MICROSOFT CORP	8,500	Mkt Val	220,660 00	220,660 00
MONSANTO CO	3,000	Mkt Val	210,210 00	210,210 00

THE UNITED COMPANY CHARITABLE FOUNDATION
54-1390453
2011 FORM 990-PF
PAGE 2, PART II BALANCE SHEET

DESCRIPTION	SHARES	VALUATION METHID	END OF YEAR BOOK VALUE	FMV
NORFOLK SOUTHERN CORP	5,500	Mkt Val	400,730 00	400,730 00
NUCOR CORP	6,250	Mkt Val	247,312 50	247,312 50
PEPSICO INC	3,750	Mkt Val	248,812 50	248,812 50
PFIZER INC	11,000	Mkt Val	238,040 00	238,040 00
PRAXAIR INC	2,000	Mkt Val	213,800 00	213,800 00
PROCTER & GAMBLE CO	3,750	Mkt Val	250,162 50	250,162 50
QUALCOMM INC	4,850	Mkt Val	265,295 00	265,295 00
RYDEX S&P EQUAL WEIGHT ETF	250	Mkt Val	11,570 00	11,570 00
SEADRILL LIMITED	7,250	Mkt Val	240,555 00	240,555 00
SECTOR SPDR TR SBI INT-FINL SEDOL 2364038	56,000	Mkt Val	728,000 00	728,000 00
SECTOR SPDR TRUST S/B/I-ENERGY	12,300	Mkt Val	850,299 00	850,299 00
SECTOR SPDR TRUST S/B/I-INDUSTRIAL	25,000	Mkt Val	843,750 00	843,750 00
SOUTHERN CO	5,200	Mkt Val	240,708 00	240,708 00
SYSCO CORP	8,000	Mkt Val	234,640 00	234,640 00
TECHNOLOGY SELECT SECTOR SPDR FUND	36,000	Mkt Val	916,200 00	916,200 00
TECO ENERGY INC	13,300	Mkt Val	254,562 00	254,562 00
TEXAS INSTRUMENTS INC	9,000	Mkt Val	261,990 00	261,990 00
THE TRAVELERS COMPANIES INC	3,325	Mkt Val	196,740 25	196,740 25
UNITED TECHNOLOGIES CORP	3,650	Mkt Val	266,778 50	266,778 50
US BANCORP DEL	9,250	Mkt Val	250,212 50	250,212 50
UTILITIES SELECT SECTOR SPDR FUND	20,500	Mkt Val	737,590 00	737,590 00
VERIZON COMMUNICATIONS INC	11,800	Mkt Val	473,416 00	473,416 00
VODAFONE GROUP PLC SPONS ADR	8,800	Mkt Val	246,664 00	246,664 00
WALMART STORES INC	4,000	Mkt Val	239,040 00	239,040 00
WELLS FARGO & CO	7,500	Mkt Val	206,700 00	206,700 00
YUM BRANDS INC	4,000	Mkt Val	236,040 00	236,040 00
TOTAL CORPORATE STOCK			**24,981,795.25**	**24,981,795.25**
INVESTMENTS - CORPORATE BONDS (LINE 10c)				
ISHARES BARCLAYS AGGREGATE BOND FUND	46,000	Cost	4,995,740 35	5,071,500 00
ISHARES IBOXX $ INVESTMENT GRADE CORPORATE BOND FUND	20,000	Cost	2,250,028 00	2,275,200 00
ISHARES IBOXX HIGH YLD CORP BOND	3,000	Cost	261,444 90	268,290 00
SPDR SERIES TRUST LEHMAN YLD ETF	25,000	Cost	1,008,250 00	961,250 00
TOTAL CORPORATE BONDS			**8,515,463.25**	**8,576,240.00**
INVESTMENTS - OTHER (LINE 13)				
ENTERPRISE PRODUCTS PARTNERS L P (PTP)	8,500	Mkt Val	394,230 00	394,230 00
NATURAL RESOURCE PARTNERS LP (PTP)	10,000	Mkt Val	271,100 00	271,100 00
TOTAL OTHER			**665,330.00**	**665,330.00**
TOTAL INVESTMENTS			**34,279,628.50**	**34,340,055.25**

The United Company Charitable Foundation
Scholarship Guidelines

The goal of The United Company Charitable Foundation (the "Foundation") scholarship program is to further higher education by increasing the number of able college graduates.

Students graduating from Mountain Mission School ("MMS") who intend to pursue an undergraduate degree are invited to apply for funds to help cover the cost of tuition, fees, room & board, books and supplies.

This scholarship is intended to supplement, not replace, the financial aid that a student may receive through federal and state sources or their college or university. Once a student has documented the total cost of attending the school of his or her choice for the current year, he or she must subtract the amount of financial aid received from all other sources including scholarships, financial aid and grants. The student can then request the remaining amount from the Foundation.

General Guidelines

- Applicants must have previously applied to, and received an official notification of acceptance from, an accredited university or college in the United States. Students must be enrolled in such university or college **full-time** with a minimum of 12 credit hours per semester. Documentation of such is required. Students are not to exceed 18 hours per semester without approval from the Foundation.

- Only one grant per student per academic year will be given, to be payable per semester, provided guidelines are met.

- Students may request a maximum of $25,000 per year. Students will be personally responsible for satisfying any financial obligations beyond this amount.

- Students must demonstrate financial need by qualifying for a Federal Pell Grant. Exceptions may be made at the sole discretion of the Foundation.

- Students must accept any Federal Direct Subsidized Loans or Perkins Loans offered, in their full amounts.

- Residential students at MMS are given first priority. Non-residential ("day") students may be admitted on a case-by-case basis. Additional application procedures may apply.

- Students are eligible for 4 consecutive calendar years after graduation from MMS. It is the intention of the Foundation to pay for a maximum of 8 traditional, consecutive semester of college study. Any deviations from this plan must be reviewed on a case-by-case basis. Special approval is required for a fifth year or summer grant. Special approval is also required for grants for study abroad programs. Students should not enroll in summer or study abroad programs or for a fifth year expecting that a scholarship will be forthcoming. Graduate school grants are not given.

- Students should have at least a **2.75** cumulative GPA from MMS (on a 4.0 scale) and maintain a **2.5** cumulative GPA in college (on a 4.0 scale). Exceptions may be made on a case-by-case basis at the sole discretion of the Foundation.

- Students must investigate all other sources of scholarships and grants available through school, local, state and federal government agencies before submitting an application.

- Tuition, room & board and money for books and supplies will be paid **directly to the college (which must be a 501(c)(3) entity)**. Under no circumstances will any money be paid directly to a student. Room & board will be paid only if the student is living on campus in college-sponsored housing.

- A maximum of $500 per student per semester for books and supplies may be paid. Supplies include pens, pencils, blue books, paper, and binders/notebooks. Consideration will be given to requests for items such as medical scrubs, productivity software, drafting tools, lab supplies, or any other class-related items. Documentation of need (copy of syllabus, supply list from instructor, etc.) is required. Money for books and supplies will be paid directly to the college. Under no circumstances will any money be paid directly to a student.

- If the student is no longer enrolled, any refunds must be sent to The United Company Charitable Foundation rather than the student.

- The United Company Charitable Foundation does not make loans to students.

- Recipients are expected to conduct themselves at college under the same standards as Camp Success and Mountain Mission School to remain in good standing, and are expected to maintain regular contact with MMS during their college tenure. **Scholarships will not be given to students on academic probation.**

- Scholarship funds are to be used only during the academic year in which they are awarded and only for the purposes of satisfying tuition, fees, room & board fees, and fees for books and supplies. Library fines, late fees, parking tickets, or other non-academic penalties will not be covered. Unused scholarship funds may not be applied toward other needs or future academic years. In the event that excess funds remain, these must be returned to The United Company Charitable Foundation for the benefit of other students.

- The United Company Charitable Foundation **strongly** discourages students from transferring to different schools (except in the case of community colleges). Special approval will be necessary for a student to continue a scholarship in the case of transfer students and students who take a semester off from school.

- If, for any reason, the student withdraws from the scholarship program and wishes to reenter, full documentation of the student's activities from time of withdrawal to the present will be required. This includes a written statement explaining the circumstances surrounding the withdrawal and why the student wishes to reenter the program, an updated resume, and names of references and phone numbers from all former employers. Transcripts from the student's former institution(s) will also be required.

- Students must not personally pay for tuition and other expenses covered by the scholarship (for example, by taking out a loan) and then seek a scholarship as reimbursement. In no case may a student be reimbursed for any expenses.

- Scholarship applications may be considered even if the student did not attend Camp Success and/or did not apply for a scholarship immediately upon graduation from MMS. However, in no case will students be able to receive more scholarship money in order to compensate for monies they did not receive in previous years.

- The number and amount of individual scholarships awarded may vary at the sole discretion of The United Company Charitable Foundation.

Scholarship Maintenance

- Students must maintain at least a **2.5** cumulative college GPA (on a 4.0 scale) to receive scholarship aid.

- Students who fall below the GPA requirement in college will be placed on probationary status and may be required to attend academic tutoring. The student must achieve a 2.5 GPA or higher for all subsequent semesters in order to remain in good standing with the scholarship program. Failure to achieve this will result in suspension from the scholarship program.

- Students removed from the program due to GPA deficiencies will be readmitted on a case-by-case basis at the sole discretion of the Foundation.

- Students will be required to secure employment beginning their **second** year of classes (unless Federal Work Study is awarded). First-year students are strongly discouraged from holding a job during the school year (Federal Work Study is, again, the exception).

Application Procedure

- First-time student requests must be made as follows:
  - Ensure that all guidelines are satisfactorily met. If there are questions, contact Joshua Stump.
  - Complete the application in full. **Failure to complete all portions of the application will result in processing delays.**
  - Be sure to include the following:
    - A copy of your official college acceptance letter
    - A copy of your financial aid award letter
    - A copy of your SAR from the FAFSA

- As soon as possible after becoming available, students must submit a copy of the **official invoice** from their school's business or bursar's office, as well as a copy of your class schedule from the registrar's office. Printouts from online student accounts will **not** be accepted.

Spring Requests

- All scholarship requests for the Spring semester must include:
    - An **official** invoice from the business or bursar's office

- A copy of the student's grades from the Fall (either an official grade report or a transcript from the school)

- It is the student's responsibility to ensure that all materials are submitted well ahead of the payment deadline set by the school.

<u>Yearly Renewals</u>

- It is the responsibility of the student to follow up on all scholarship matters. Please ensure that you have the most up-to-date scholarship guidelines and application.

- Students must reapply for a scholarship each year. Requests for renewal must include:
  - An updated application form
  - Financial aid award letter
  - SAR from updated FAFSA
  - An updated transcript
  - Invoice from the bursar's/business office (we cannot accept invoices printed from a student's online account)

DEADLINE FOR APPLICATIONS:

- **July 1 for Fall semester**
- **January 20 for Spring semester**

Please allow 3-4 weeks for processing.

The United Company Charitable Foundation Scholarship
Application

Deadlines: **July 1** for Fall semester & **January 20** for Spring semester
Allow 3-4 weeks for processing. Please type or print application **legibly.**

□ First-time request □ Renewal

Full Name________________________________ Date_______________
(including other names used at MMS)

Gender □ Male □ Female Date of Birth____________________

Permanent Address______________________________
____

College Address (*if known*) ______________________________
____

Phone Number____________________Email Address____________________

Social Security Number______________________________

Student ID Number ____________________________

Year Graduated from MMS_____________________________

Camp Success Participation Year(s)________________________________

School Attending________________________________

Field of Study__________________________________

Address of School______________________________
____

School Contact Name____________________________

School Phone Number____________________________

Date Entered____________Date Graduating______________

GPA (college cumulative)___________________

GPA (MMS cumulative)____________________

Previous college(s) and years attended

____
____
____

Work Experience ____

____

____

Extracurricular Activities ____

____

____

Honors and Awards____

____

____

Other Scholarship Information____

____

____

Please attach the following:

- Separate sheet(s) if necessary
- **Official** high school or college transcript
- **Official** invoice from your school showing all fees as well as proof of enrollment
- Copy of your most recent **Student Aid Report** (SAR) from your FAFSA and a copy of your financial aid award letter

I have read and understand the general requirements of the United Company Charitable Foundation Scholarship. The above information is true and correct to the best of my knowledge. I understand all information will be kept strictly confidential. I give permission for my academic scholarship to be released for review by The United Company Charitable Foundation Scholarship committee.

Applicant's Signature______________________________Date______________

Please mail application to: Rose Hurley
1760 Edgewater Drive
Grundy, VA 24614
Phone: 276-791-1514
Email: rhurley@unitedco.net
(note: no e-mail applications accepted)

Updated 1/13/09

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Statement 3

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Recipient name and address	Relationship	Foundation Status	Purpose of grant or contribution	Amount
Bluefield College Bluefield, VA	N/A	Public	Education - tuition *	7,397
Carson-Newman College Jefferson City, TN	N/A	Public	Education - tuition *	11,724
Carson-Newman College Jefferson City, TN	N/A	Public	Education - books **	1,000
Carson-Newman College Jefferson City, TN	N/A	Public	Education - room & board ***	1,575
Cazenovia College Cazenovia, NY	N/A	Public	Education - tuition *	8,739
Centra College of Nursing Lynchburg, VA	N/A	Public	Education - tuition *	4,775
Centra College of Nursing Lynchburg, VA	N/A	Public	Education - books **	500
Coastal Carolina University Conway, SC	N/A	Public	Education - tuition *	39,420
Coastal Carolina University Conway, SC	N/A	Public	Education - books **	1,784
East Tennessee State University Johnson City,TN	N/A	Public	Education - tuition *	47,119
East Tennessee State University Johnson City,TN	N/A	Public	Education - books **	1,449
Embry-Riddle Aeronautical University Daytona Beach, FL	N/A	Public	Education - tuition *	18,530
Embry-Riddle Aeronautical University Daytona Beach, FL	N/A	Public	Education - books **	280
Emory & Henry College Emory, VA	N/A	Public	Education - tuition *	16,156
Emory & Henry College Emory, VA	N/A	Public	Education - books **	1,499
George Mason University Fairfax, VA	N/A	Public	Education - tuition *	24,225
Horry-Georgetown Technical College Conway, SC	N/A	Public	Education - tuition *	7,877
Inver Hills Community College Inver Grove Heights, MN	N/A	Public	Education - books **	264
James Madison University Harrisonburg, VA	N/A	Public	Education - tuition *	16,144
James Madison University Harrisonburg, VA	N/A	Public	Education - books **	500
King College Bristol, TN	N/A	Public	Education - tuition *	4,125
Liberty University Lynchburg, VA	N/A	Public	Education - tuition *	56,553
Liberty University Lynchburg, VA	N/A	Public	Education - books **	1,000
Lynchburg College Lynchburg, VA	N/A	Public	Education - tuition *	16,641
Lynchburg College Lynchburg, VA	N/A	Public	Education - books **	1,000
Marshall University Huntington, WV	N/A	Public	Education - tuition *	6,210
Marshall University Huntington, WV	N/A	Public	Education - books **	390
Milligan College Milligan College, TN	N/A	Public	Education - tuition *	49,402
Milligan College Milligan College, TN	N/A	Public	Education - books **	3,476
Old Dominion University Norfolk, VA	N/A	Public	Education - tuition *	14,705
Old Dominion University Norfolk, VA	N/A	Public	Education - books **	1,918
Old Dominion University Norfolk, VA	N/A	Public	Education - room & board ***	3,682

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Recipient name and address	Relationship	Foundation Status	Purpose of grant or contribution	Amount
Quinnipiac University Hamden, CT	N/A	Public	Education - tuition *	76,965
Quinnipiac University Hamden, CT	N/A	Public	Education - books **	2,402
Radford University Radford, VA	N/A	Public	Education - tuition *	5,162
Radford University Radford, VA	N/A	Public	Education - books **	500
Tidewater Community College Norfolk, VA	N/A	Public	Education - tuition *	669
University of Maryland College Park, MD	N/A	Public	Education - tuition *	16,652
University Book Center, Barnes & Noble (Univ of MD) College Park, MD	N/A	Public	Education - books **	791
University of Maryland, Baltimore County Baltimore, MD	N/A	Public	Education - tuition *	5,569
University of NC-Charlotte Charlotte, NC	N/A	Public	Education - tuition *	41,716
Gray's College Bookstore (associated with UNCC) Charlotte, NC	N/A	Public	Education - books **	2,374
University of San Diego San Diego, CA	N/A	Public	Education - tuition *	9,442
University of San Diego San Diego, CA	N/A	Public	Education - books **	1,000
University of San Diego San Diego, CA	N/A	Public	Education - room & board ***	1,850
Virginia Commonwealth University Richmond, VA	N/A	Public	Education - tuition *	5,964
Virginia Commonwealth University Richmond, VA	N/A	Public	Education - books **	500
The Washington Center for Internships & Academic Seminars Washington, DC	N/A	Public	Education - room & board ***	1,710
American Cancer Society Vansant, VA	N/A	Public	Buchanan Co Relay for Life	7,000
American Diabetes Association Knoxville, TN	N/A	Public	Tri Cities Diabetes Patient Education Symposiums	5,000
American Heart Association Johnson City,TN	N/A	Public	Local Queen of Hearts & General support for Bristol Region	1,000
American Red Cross Mountain Empire Chapter Bristol, VA	N/A	Public	Washington County Disaster Relief Fund & general support	11,000
Appalachian School of Law Grundy, VA	N/A	Public	Provide opportunity for law students	1,000
Barter Foundation, Inc. Abingdon, VA	N/A	Public	General support/Arts education	30,000
Big Brothers Big Sisters of East TN Kingsport, TN	N/A	Public	General support	1,000
Blountville Emergency Response and Rescue Blountvillle, TN	N/A	Public	General support	1,000
Boy Scouts of America Sequoyah Council Johnson City,TN	N/A	Public	Promote value-driven program of youth development	26,250
Boys and Girls Club of Bristol Inc Bristol, VA	N/A	Public	Inspire disadvantaged youth to realize their full potential	30,750
Bristol Chamber Foundation Bristol, TN	N/A	Public	Fund Community Prayer Breakfast	375
Bristol Emergency Food Pantry Bristol, VA	N/A	Public	General support	25,000
Bristol Faith in Action Bristol, VA	N/A	Public	General support	25,000
Bristol Family YMCA Bristol, TN	N/A	Public	General support	2,000
Bristol Life Saving Crew Bristol, VA	N/A	Public	General support	1,000
Bristol Public Library Foundation Bristol, VA	N/A	Public	Support Discovery Series 2011 Program	10,000

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Recipient name and address	Relationship	Foundation Status	Purpose of grant or contribution	Amount
Bristol TN Fire Department Bristol, TN	N/A	Public	General support	1,000
Bristol TN Police Department Bristol, TN	N/A	Public	General support	1,000
Bristol Virginia Department of Social Services Bristol, VA	N/A	Public	General support	5,000
Bristol Virginia Fire Department Bristol, VA	N/A	Public	General support	1,000
Bristol Virginia Police Department Bristol, VA	N/A	Public	General support	1,000
Buchanan County Social Services Grundy, VA	N/A	Public	General support	1,000
Buchanan County YMCA Grundy, VA	N/A	Public	General support	58,535
Children's Advocacy Center of Sullivan County Blountville, TN	N/A	Public	General support	2,500
Children's Advocacy Center of Washington County Bristol, VA	N/A	Public	General support	4,540
Children's Museum of Naples Naples, FL	N/A	Public	Capital campaign	50,000
Commonwealth of VA Office of Public Safety Richmond, VA	N/A	Public	Virginia Disaster Relief Fund	50,000
Community School of Naples Naples, FL	N/A	Public	General support & Annual Fund for Excellence	9,500
COPE (Caring for Our People's Existence) Vansant, VA	N/A	Public	General support	50,000
People Incorporated - CASA Bristol, VA	N/A	Public	General support for Court Appointed Special Advocate program	4,000
Crossroads Medical Mission Bristol, VA	N/A	Public	Support mobile medical clinic for the underserved & Tri Cities Remote Area Medical Clinic	55,000
Cumberland Mountain Community Services Cedar Bluff, VA	N/A	Public	General support	1,000
Feeding America Southwest Virginia Abingdon, VA	N/A	Public	Establish Mobile Food Pantry Program & general support	144,609
Fellowship of Christian Athletes Kansas City, MO	N/A	Public	TN-Southwest VA general support	2,000
Friends of Breaks Park Breaks, VA	N/A	Public	General support	1,000
Girl Scout Council of the Southern Appalachians, Inc. Johnson City,TN	N/A	Public	General support	5,000
Girls, Inc. of Bristol Bristol, VA	N/A	Public	General support	6,500
Green Springs Volunteer Fire Department Abingdon, VA	N/A	Public	General support	1,000
Habitat for Humanity Kingsport, TN	N/A	Public	Building houses in Bristol, VA & Bristol, TN	10,000
Haven of Rest Rescue Mission of Bristol, Inc. Bristol, TN	N/A	Public	General support	25,000
Healing Hands Health Center Bristol, TN	N/A	Public	Help provide free medical care to working uninsured	60,556
Imagination Library for Washington Co. & Bristol, VA Bristol, VA	N/A	Public	General support	1,000
Junior Achievement Kingsport, TN	N/A	Public	Junior Achievement Business Hall of Fame	5,000
King College Bristol, TN	N/A	Public	Annual scholarship fund	1,500
Lee Street Baptist Church of the Tri Cities Bristol, VA	N/A	Public	Support Community Center & Child Care Center	25,000
March of Dimes Foundation Castlewood, VA	N/A	Public	Sponsorship of Signature Chef's Auction	5,000
Bristol Morning Rotary Charities, Inc. Bristol, VA	N/A	Public	General support	1,000
Morrison School Bristoll, VA	N/A	Public	General support	15,000

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Recipient name and address	Relationship	Foundation Status	Purpose of grant or contribution	Amount
Naples Children & Education Foundation Naples, FL	N/A	Public	Support Wine Festival to raise funds for children's charities in Collier County	22,286
One Life of Virginia Grundy, VA	N/A	Public	General support	1,000
Paramount Center for the Arts Bristol, VA	N/A	Public	Performance sponsorships	20,000
Presbyterian Children's Home of the Highlands, Inc Wytheville, VA	N/A	Public	Help serve young people/families in crisis	20,000
Rapoca Children's Christmas Fund Bristol, VA	N/A	Public	General support	2,500
Bristol Rhythm & Roots Reunion Bristol, VA	N/A	Public	Sponsorship of Performer appearance	15,000
Rivers Way Outdoor Adventure Center Bluff City, TN	N/A	Public	General support	10,000
Salvation Army Bristol, TN	N/A	Public	General support	2,000
Santa Pal, Inc Bristol, VA	N/A	Public	General support	740
Sullins Academy Bristol, VA	N/A	Public	General support, Fundraiser Auction underwriter	8,500
Sullivan County Imagination Library Kingsport, TN	N/A	Public	General support	1,000
Susan G. Komen for the Cure Dallas, TX	N/A	Public	Rally for the Cure	2,000
Symphony of the Mountains Kingsport, TN	N/A	Public	General support	1,000
The University of VA Club of SW VA Abingdon, VA	N/A	Public	Scholarship fund	100
Theatre Bristol Bristol, TN	N/A	Public	General support	2,500
Education Technologies Foundation Kingsport, TN	N/A	Public	Tiger Baseball Club	500
Grundy Volunteer Fire Dept Foundation Grundy, VA	N/A	Public	Town of Grundy Spiritfest	1,000
United Way of Bristol Bristol, TN	N/A	Public	General support	7,170
Virginia Museum of Fine Arts Richmond, VA	N/A	Public	Support Capital Campaign	200,000
Virginia Tech Foundation Blacksburg, VA	N/A	Public	Support athletic programs	400,000
The College of William & Mary Williamsburg, VA	N/A	Public	General support	11,000
William King Museum Center for Art & Cultural Heritage Abingdon, VA	N/A	Public	General support, support for various Exhibitions	60,000
YWCA - Bristol Bristol, TN	N/A	Public	General support	25,000
Total Line 3a				2,138,236