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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		, 2011, and ending		20		
Name of foundation The W.C. English Scholarship Foundation			A Employer identification number 54-1658362			
Number and street (or P O box number if mail is not delivered to street address) P O Box P 7000			Room/suite	B Telephone number (see instructions) 434-845-0301		
City or town, state, and ZIP code LYNCHBURG, VA 24505			C If exemption application is pending, check here ► <input type="checkbox"/>			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 395,632			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 MAY 2011	1 Contributions, gifts, grants, etc., received (attach schedule)		3400			
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments		7	7		
	4 Dividends and interest from securities		12,132	12,132		
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10					
	b Gross sales price for all assets on line 6a					
	7 Capital gain net income (from Part IV, line 2)					
	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) (attach schedule)						
11 Other income (attach schedule)						
12 Total. Add lines 1 through 11	15,539	12,139				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc					
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule)					
	b Accounting fees (attach schedule)					
	c Other professional fees (attach schedule)					
	17 Interest					
	18 Taxes (attach schedule) (see instructions)		173			173
	19 Depreciation (attach schedule) and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses (attach schedule)					
	24 Total operating and administrative expenses.					
Add lines 13 through 23	173	0			173	
25 Contributions, gifts, grants paid	33,000				31,750	
26 Total expenses and disbursements. Add lines 24 and 25	33,173	0			31,923	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements						
b Net investment income (if negative, enter -0-)						
c Adjusted net income (if negative, enter -0-)						
	<17,634>					
		12,139				
				N/A		

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	2,344	1,578	1,578
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	363,349	348,481	394,054
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	365,693	350,059	395,632
	17	Accounts payable and accrued expenses			
	18	Grants payable	14,575	16,575	
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)	14,575	16,575	
	23	Total liabilities (add lines 17 through 22)			
	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			
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	280,000	280,000	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	71,118	53,484	
	30	Total net assets or fund balances (see instructions)	351,118	333,484	
	31	Total liabilities and net assets/fund balances (see instructions)	365,693	350,059	

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	351,118
2	Enter amount from Part I, line 27a	2	17,634
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	333,484
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	333,484

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
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					
b					
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		
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 (col (b) divided by col (c))
2010	32,377	377,354	.08580
2009	33,350	344,527	.09680
2008	29,616	408,223	.07255
2007	25,673	438,332	.05857
2006	26,361	407,487	.06469
2 Total of line 1, column (d)			2 .37841
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 .07568
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 395,882
5 Multiply line 4 by line 3			5 29,960
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 121
7 Add lines 5 and 6			7 30,081
8 Enter qualifying distributions from Part XII, line 4			8 31,923

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.	(attach copy of letter if necessary—see instructions)	1	121
1b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
1c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 3 4 5	0 121 0 121	
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7	0
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	8 9 10	121	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	11	Refunded ►	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ►			

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	Yes	No
1b		X	
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
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?	Yes	No
2		X	
If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	Yes	No
3		X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4a		X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
4b		X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes	No
5		X	
If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
● By language in the governing instrument, or			
● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?			
6		X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	Yes	No
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
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	Yes	No
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	Yes	No
9		X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes	No
10		X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► Garry A. Callie Located at ► 615 CHURCH STREET, LYNCHBURG, VA	Telephone no. ► 434-845-0301 ZIP+4 ► 24504-0615	
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		
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 ►	16	Yes No

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . .	N/A	
	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? . . .		
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	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . .	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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.) . . .		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?				
	Organizations relying on a current notice regarding disaster assistance check here				<input checked="" type="checkbox"/>
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? <i>N/A</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
	<i>If "Yes" to 6b, file Form 8870.</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
A. Douglas DALTON, JR. 202 RIVER OAKS DR., ALTAVISTA, VA 24517	DIRECTOR & PRES. - 1 HR	0	0	0
BEVERLEY E. DALTON 202 RIVER OAKS DR., ALTAVISTA, VA 24517	DIRECTOR & Sec-Treas. - 1 HR	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
.....
.....
.....
.....
.....
Total number of other employees paid over \$50,000				► None

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	398,845
b	Average of monthly cash balances	1b	3,066
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	401,911
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	0
3	Subtract line 2 from line 1d	3	401,911
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,029
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	395,882
6	Minimum investment return. Enter 5% of line 5	6	19,794

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	19,794
2a	Tax on investment income for 2011 from Part VI, line 5	2a	121
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	121
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,673
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	19,673
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	19,673

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	31,923
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	31,923
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	121
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	31,802

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				19,673
2 Undistributed income, if any, as of the end of 2011:			0	
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	6,634			
b From 2007	4,447			
c From 2008	9,505			
d From 2009	16,374			
e From 2010	11,630			
f Total of lines 3a through e	48,590			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>31,923</u>			0	
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount			0	
e Remaining amount distributed out of corpus	12,250			
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:	60,840			
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 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) .	0			19,673
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) .	6,634			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	54,206			
10 Analysis of line 9:				
a Excess from 2007	4,447			
b Excess from 2008	9,505			
c Excess from 2009	16,374			
d Excess from 2010	11,630			
e Excess from 2011	12,250			

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

1a	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. N/A ►																																																				
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)																																																				
2a	<table border="1"> <thead> <tr> <th>Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2011</th> <th>(b) 2010</th> <th>(c) 2009</th> <th>(d) 2008</th> </tr> </thead> <tbody> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> </tbody> </table>				Tax year	Prior 3 years			(e) Total	(a) 2011	(b) 2010	(c) 2009	(d) 2008																																								
Tax year	Prior 3 years			(e) Total																																																	
(a) 2011	(b) 2010	(c) 2009	(d) 2008																																																		
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 $\frac{1}{3}$ 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)(ii)																																																				
(3)	Largest amount of support from an exempt organization																																																				
(4)	Gross investment income																																																				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

THE W. C. ENGLISH SCHOLARSHIP FOUNDATION P.O. Box P7000, LYNCHBURG, VA 24505

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

ON FORMS PROVIDED BY THE FOUNDATION UPON REQUEST

c Any submission deadlines:

APRIL 1ST OF EACH YEAR

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

LIMITED TO ASSISTANCE WITH SCHOLARSHIP NEEDS FOR ALL STUDIES AT TWO OR FOUR YEAR ACCREDITED INSTITUTIONS, WITH A PREFERENCE FOR FOUR YEAR PROGRAMS.

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE SCHEDULE ATTACHED				31,750
Total			► 3a	31,750
b Approved for future payment				
SEE SCHEDULE ATTACHED				16,575
Total			► 3b	16,575

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)	
		(a) Business code	(b) Amount		(c) Exclusion code
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	7
4	Dividends and interest from securities			14	12,132
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				
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)				12,139
13	Total. Add line 12, columns (b), (d), and (e)			13	12,139

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

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

		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:	1a(1)	X
	(1) Cash	1a(2)	X
	(2) Other assets		
b	Other transactions:	1b(1)	X
	(1) Sales of assets to a noncharitable exempt organization	1b(2)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(3)	X
	(3) Rental of facilities, equipment, or other assets	1b(4)	X
	(4) Reimbursement arrangements	1b(5)	X
	(5) Loans or loan guarantees	1b(6)	X
	(6) Performance of services or membership or fundraising solicitations	1c	X
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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign
Here

correct, and complete Declaration of preparer (other than

Signature of officer or trustee

5-8-12

Da

• TRUSTEE

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

—
—
—

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FIRM'S EIN

Recipient Name & Address	Relationship to Mgr or Contributor	Foundation Status of Recipient	Purpose of Grant	Amount
Megan Ashworth 2564 Izaak Walton Road, Hurt, VA 24563	(1)	N/A	Educational Scholarship	1,125
Cody Campbell 38 Bear Creek Rd, Rustburg, VA 24588	(1)	N/A	Educational Scholarship	500
Patrick Clark 3400 Skyview Place, Lynchburg, VA 24503	(1)	N/A	Educational Scholarship	250
Kelsey Cochran 10022B Thoams Dr , Carlisle, PA 17013	(1)	N/A	Educational Scholarship	500
Lauren D Dalton P.O Box 182, Elliston, VA 24087	(1)	N/A	Educational Scholarship	750
Mathew Deacon 1147 Monacan Park Rd , Madison Heights, VA	(1)	N/A	Educational Scholarship	1,000
Leah Durham 233 Cooks Branch Rd, Lynchburg, VA 24501	(1)	N/A	Educational Scholarship	500
Victoria Ellmore 2130 Deyerue Rd , Roanoke, VA 24018	(1)	N/A	Educational Scholarship	1,125
Zachary H Faw 4062 Cottrell Place, Lenoir, NC 28645	(1)	N/A	Educational Scholarship	1,250
Lyndsay Glover 502 Davus St., Radford, VA 24141	(1)	N/A	Educational Scholarship	500
Donna Michelle H Lindsey 5011 Mt Laurel Rd , Clover, VA 24534	(1)	N/A	Educational Scholarship	500
Lyndsay Halpin 1500 Madison Street, Lynchburg, VA 24504	(1)	N/A	Educational Scholarship	1,875
Edwin Higginbotham 1007 Broad Street, Altavista, VA 24517	(1)	N/A	Educational Scholarship	1,250
Brent Hyler 1683 Peach Orchard Rd, Axton, VA 24054	(1)	N/A	Educational Scholarship	850
Marjorie Jones 3288 Page Ave #1010, Virginia Beach, VA 23451	(1)	N/A	Educational Scholarship	750
Robert W Lee, IV 880 Leewood Rd , Lynch Station, VA 24571	(1)	N/A	Educational Scholarship	500
Keia Loveless 180 Adams St , Gray, TN 37615	(1)	N/A	Educational Scholarship	1,250

Form 990-PF for calendar year 2011
 The W C English Scholarship Foundation #54-1658362
 Part XV Attachment Grants Paid during the Year

Page 2 of 2

Kelsey Mewborn 13224 Heather Moss Dr Apt 1205, Orlando, FL 32837	(1)	N/A	Educational Scholarship	1,250
Sarah Michaels P.O Box 186, Solomons, MD 20688	(1)	N/A	Educational Scholarship	1,750
Brittany Moore 5331 Hatcreek Rd , Brookneal, VA 24528	(1)	N/A	Educational Scholarship	1,000
Jennifer Murphy 12861 Rockford School Rd, Gretna, VA 24557	(1)	N/A	Educational Scholarship	1,250
Sarah Murphy 12861 Rockford School Rd, Gretna, VA 24557	(1)	N/A	Educational Scholarship	1,250
Ashlyn Needham 1409 W Davis Street, Burlington, NC 27215	(1)	N/A	Educational Scholarship	1,750
Andrew Nicholas 3401 Kenwick Trail, Roanoke, VA 24018	(1)	N/A	Educational Scholarship	250
Alisha Oliver P.O Box 392, New Castle, VA 24127	(1)	N/A	Educational Scholarship	950
James Schill 1607 Hunters Place Rd, York, SC 29745	(1)	N/A	Educational Scholarship	1,750
John Secamiglio 5 Golden Dr., Troutville, VA 24175	(1)	N/A	Educational Scholarship	850
Brittany Smith 993 Mt Columbia Rd , Manquin, VA 23106	(1)	N/A	Educational Scholarship	500
Olivia Talbott 885 N 18th St, Wytheville, VA 24382	(1)	N/A	Educational Scholarship	1,250
Paige Tribble 3231 Cowford Rd , Halifax, VA 24558	(1)	N/A	Educational Scholarship	500
Karibee Walton 6089 US Hwy 29, Blairs, VA 24527	(1)	N/A	Educational Scholarship	550
Mikayla Walton 6089 US Hwy 29, Blairs, VA 24527	(1)	N/A	Educational Scholarship	300
Madelaine Wilkinson 3550 Hemlock Rd, Chester, VA 23831	(1)	N/A	Educational Scholarship	1,625
Martha Walters 214 Stage Chapel Rd , Wytheville, VA 24382	(1)	N/A	Educational Scholarship	500
TOTAL				31,750

(1) The individuals are not related to the Foundation Manager or substantial contributor
 exclusive of that approved in the Grant Procedures Policy Manual

Form 990-PF for calendar year 2011
 The W C English Scholarship Foundation #54-1658362
 Part XV Attachment Grants Approved for Future Payment

Page 1 of 2

Recipient Name & Address	Relationship to Mgr or Contributor	Foundation Status of Recipient	Purpose of Grant	Amount
Cody Campbell 38 Bear Creek Rd, Rustburg, VA 24588	(1)	N/A	Educational Scholarship	500
Patrick Clark 3400 Skyview Place, Lynchburg, VA 24503	(1)	N/A	Educational Scholarship	250
Leah Durham 233 Cooks Branch Rd, Lynchburg, VA 24501	(1)	N/A	Educational Scholarship	500
Zachary H Faw 4062 Cottrell Place, Lenoir, NC 28645	(1)	N/A	Educational Scholarship	750
Emily Garbee 703 N Harrison St, Richmond, VA 23220	(1)	N/A	Educational Scholarship	500
Lyndsay Glover 502 Davus St, Radford, VA 24141	(1)	N/A	Educational Scholarship	500
Lyndsay Halpin 1500 Madison Street, Lynchburg, VA 24504	(1)	N/A	Educational Scholarship	1,000
Edwin Higginbotham 1007 Broad Street, Altavista, VA 24517	(1)	N/A	Educational Scholarship	750
Brent Hyler 1683 Peach Orchard Rd, Axton, VA 24054	(1)	N/A	Educational Scholarship	600
Robert W Lee, IV 880 Leewood Rd, Lynch Station, VA 24571	(1)	N/A	Educational Scholarship	500
Donna Michelle H Lindsey 5011 Mt Laurel Rd, Clover, VA 24534	(1)	N/A	Educational Scholarship	500
Keia Loveless 180 Adams St, Gray, TN 37615	(1)	N/A	Educational Scholarship	750
Kelsey Mewborn 13224 Heather Moss Dr Apt 1205, Orlando, FL 3283	(1)	N/A	Educational Scholarship	750
Sarah Michaels P.O Box 186, Solomons, MD 20688	(1)	N/A	Educational Scholarship	1,000
Jennifer Murphy 12861 Rockford School Rd, Gretna, VA 24557	(1)	N/A	Educational Scholarship	750

Form 990-PF for calendar year 2011

The W C English Scholarship Foundation #54-1658362

Part XV Attachment Grants Approved for Future Payment

Sarah Murphy 12861 Rockford School Rd, Gretna, VA 24557	(1)	N/A	Educational Scholarship	750
Ashlyn Needham 1409 W Davis Street, Burlington, NC 27215	(1)	N/A	Educational Scholarship	1,000
Alisha Oliver P O. Box 392, New Castle, VA 24127	(1)	N/A	Educational Scholarship	500
James Schill 1607 Hunters Place Rd, York, SC 29745	(1)	N/A	Educational Scholarship	1,000
Brittany Smith 993 Mt. Columbia Rd , Manquin, VA 23106	(1)	N/A	Educational Scholarship	500
Olivia Talbott 885 N 18th St, Wytheville, VA 24382	(1)	N/A	Educational Scholarship	750
Paige Tribble 3231 Cowford Rd., Halifax, VA 24558	(1)	N/A	Educational Scholarship	500
Martha Walters 214 Stage Chapel Rd , Wytheville, VA 24382	(1)	N/A	Educational Scholarship	500
Kariebee Walton 6089 US Hwy 29, Blairs, VA 24527	(1)	N/A	Educational Scholarship	300
Mikayla Walton 6089 US Hwy 29, Blairs, VA 24527	(1)	N/A	Educational Scholarship	300
Madelaine Wilkinson 3550 Hemlock Rd, Chester, VA 23831	(1)	N/A	Educational Scholarship	875
				16,575

(1) The individuals are not related to the Foundation Manager or substantial contributor
exclusive of that approved in the Grant Procedures Policy Manual

Form 990-PF for calendar year 2011
The W C English Scholarship Foundation #54-1658362
Tax Schedules

Form 990PF Part II Line 10b Investments

Owned 7,279 761 shares Vanguard Wellington Fund Admiral Shares
whose cost value is 356,199 and whose market value is 390,772 at year end

Form 990PF Part I Line 18 Taxes

Taxes Paid on investment income on 2009 return	173
Registration fee	-
Total	173

Form 990PF Part VII-A Line 10 Substantial Contributors

Adams Construction Company, P O Box 12627, Roanoke, VA 24027
Salem Stone Corporation, P O Box 540, Salem, VA 24153