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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation SCOTT & STRINGFELLOW EDUCATIONAL FOUNDATION		A Employer identification number 54-1669283
Number and street (or P O box number if mail is not delivered to street address) 901 E BYRD STREET, SUITE 500	Room/suite	B Telephone number 804-649-3965
City or town, state, and ZIP code RICHMOND, VA 23219		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 1,043,379.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		17.	17.		STATEMENT 1
4 Dividends and interest from securities		18,564.	18,564.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		117,761.			
b Gross sales price for all assets on line 6a		462,290.			
7 Capital gain net income (from Part IV, line 2)			117,761.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		179.	179.		STATEMENT 3
12 Total. Add lines 1 through 11		136,521.	136,521.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		2,735.	0.		2,735.
c Other professional fees STMT 5		6,023.	6,023.		0.
17 Interest					
18 Taxes STMT 6		225.	225.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		2,173.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		11,156.	6,248.		2,735.
25 Contributions, gifts, grants paid		64,300.			64,300.
26 Total expenses and disbursements. Add lines 24 and 25		75,456.	6,248.		67,035.
27 Subtract line 26 from line 12		61,065.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			130,273.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED JUN 27 2012

Operating and Administrative Expenses

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	53,846.	43,697.	43,697.	
	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				
	7 Other notes and loans receivable ▶ Less allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations				
	b Investments - corporate stock STMT 8	687,286.	758,503.	999,682.	
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers)		741,132.	802,200.	1,043,379.	
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	741,132.	802,200.		
30 Total net assets or fund balances		741,132.	802,200.		
31 Total liabilities and net assets/fund balances		741,132.	802,200.		

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	741,132.
2 Enter amount from Part I, line 27a	2	61,065.
3 Other increases not included in line 2 (itemize) ▶ <u>ROUNDING</u>	3	3.
4 Add lines 1, 2, and 3	4	802,200.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	802,200.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a				
b SEE ATTACHED STATEMENT				
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 462,290.		344,529.	117,761.

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) FMV 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			117,761.

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	117,761.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	43,745.	919,012.	.047600
2009	44,290.	782,530.	.056598
2008	64,446.	1,030,700.	.062526
2007	66,064.	1,241,915.	.053195
2006	59,638.	1,182,345.	.050440

2 Total of line 1, column (d)	2	.270359
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	.054072
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,058,476.
5 Multiply line 4 by line 3	5	57,234.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,303.
7 Add lines 5 and 6	7	58,537.
8 Enter qualifying distributions from Part XII, line 4	8	67,035.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	1,303.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,303.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,303.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,787.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,787.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	484.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 484. Refunded <input type="checkbox"/>	11	0.	

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			X
1c Did the foundation file Form 1120-POL for this year?			X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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		
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, col. (c), and Part XV.	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> VA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

N/A

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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 ► <u>N/A</u>	13	X	
14 The books are in care of ► <u>JOHN HAMILTON</u> Telephone no ► <u>804-782-8724</u> Located at ► <u>901 E BYRD STREET, SUITE 500, RICHMOND, VA</u> ZIP+4 ► <u>23219</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	<u>N/A</u>	<input type="checkbox"/>
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 X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly) <div style="margin-left: 20px;"> (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 </div>			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ►			
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 ►			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here

☒

5b

X

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

6b

X

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANKLIN B. HEINER 5200 RIVERSIDE DRIVE RICHMOND, VA 23225	PRESIDENT & DIRECTOR 0.50	0.	0.	0.
ROBERT P. ALLEN 3129 W. GRACE STREET RICHMOND, VA 23221	TREASURER & DIRECTOR 0.50	0.	0.	0.
BRADLEY H. GUNTER 418 EDNAM DRIVE CHARLOTTESVILLE, VA 22903	SECRETARY & DIRECTOR 2.00	0.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 PROVISION OF EDUCATIONAL SCHOLARSHIPS TO QUALIFIED APPLICANTS A TOTAL OF 44 INDIVIDUALS WERE PROVIDED SCHOLARSHIPS IN 2011	0.
2	
SEE STATEMENT 9	0.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,022,833.
b	Average of monthly cash balances	1b	51,762.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,074,595.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,074,595.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,119.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,058,476.
6	Minimum investment return. Enter 5% of line 5	6	52,924.

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	52,924.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,303.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,303.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	51,621.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	51,621.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	51,621.

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	67,035.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	67,035.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,303.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	65,732.

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

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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				51,621.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	2,681.			
b From 2007	6,008.			
c From 2008	11,269.			
d From 2009	5,017.			
e From 2010				
f Total of lines 3a through e	24,975.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 67,035.				
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				51,621.
e Remaining amount distributed out of corpus	15,414.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	40,389.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	2,681.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	37,708.			
10 Analysis of line 9				
a Excess from 2007	6,008.			
b Excess from 2008	11,269.			
c Excess from 2009	5,017.			
d Excess from 2010				
e Excess from 2011	15,414.			

**SCOTT & STRINGFELLOW EDUCATIONAL
FOUNDATION**

Form 990-PF (2011)

54-1669283 Page 11

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				
EDUCATIONAL SCHOLARSHIPS - SEE SCHEDULE		PUBLIC	SCHOLARSHIPS GRANTS	52,500.
ST CHRISTOPHER'S SCHOOL 711 ST. CHRISTPHER'S ROAD RICHMOND, VA 23226		PUBLIC	HONORARIUMS	600.
ST. CATHERINE'S SCHOOL 6001 GROVE AVENUE RICHMOND, VA 23226		PUBLIC	HONORARIUMS	600.
COLLEGIATE SCHOOL 103 N MORELAND ROAD RICHMOND, VA 23226		PUBLIC	HONORARIUMS	600.
VIRGINIA HIGH SCHOOL 1200 LONG CRESCENT DRIVE BRISTOL, VA 24201		PUBLIC	HONORARIUMS	10,000.
Total			▶ 3a	64,300.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

123621
12-02-11

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. | | |

[illegible]

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

- b If "Yes," complete the following schedule**

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

**Sign
Here**

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

and believe it is true, correct, and complete. Declaration of

► Robert P. Allen

6-21-12
Date

► Treasurer

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

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐
self-employed

PTIN

JAMES M ATKINSON

Mr. Amherst

6/19/12

P00185501

Firm's name ▶ ATKINSON, HARRIS & HART, P.C.

Firm's EIN ▶ 54-1296607

Firm's address ► 830 E. MAIN STREET, SUITE 1700
RICHMOND, VA 23219-2725

Phone no 804.643.6886

Form **990-PF** (2011)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. SCOTT & STRINGFELLOW EDUCATIONAL FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 54-1669283
	Number, street, and room or suite no. If a P.O. box, see instructions. P. O. BOX 1575	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. RICHMOND, VA 23218-1575	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JOHN HAMILTON

- The books are in the care of ► **901 E BYRD STREET, SUITE 500 - RICHMOND, VA 23219**
Telephone No. ► **804-782-8724** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,303.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,787.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 1-2012)

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	SCHEDULE D-1 ATTACHED #29718921	P	VARIOUS	VARIOUS
b	SCHEDULE D-1 ATTACHED #29718921	P	VARIOUS	VARIOUS
c	SCHEDULE D-1 ATTACHED #29718921	P	VARIOUS	VARIOUS
d	SCHEDULE D-1 ATTACHED #73725103	P	VARIOUS	VARIOUS
e	SCHEDULE D-1 ATTACHED #29719207	P	VARIOUS	VARIOUS
f	SCHEDULE D-1 ATTACHED #29719207	P	VARIOUS	VARIOUS
g	SCHEDULE D-1 ATTACHED #29719207	P	04/21/10	07/01/11
h	SCHEDULE D-1 ATTACHED #20110602	P	VARIOUS	VARIOUS
i	SCHEDULE D-1 ATTACHED #20110602	P	VARIOUS	VARIOUS
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,623.		4,871.	<248.>
b 31,364.		39,773.	<8,409.>
c 12,085.		3,128.	8,957.
d 20,654.		17,958.	2,696.
e 50,367.		47,879.	2,488.
f 113,337.		66,362.	46,975.
g 34.			34.
h 58,104.		57,523.	581.
i 171,722.		107,035.	64,687.
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<248.>
b			<8,409.>
c			8,957.
d			2,696.
e			2,488.
f			46,975.
g			34.
h			581.
i			64,687.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	117,761.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

TAXPAYER ID NUMBER 54-1669283
ACCOUNT NUMBER: 2971-8921

Take Duke D-1

Except as otherwise noted, the following detailed information is NOT provided to the Internal Revenue Service, but is being provided to you as a courtesy. However, if this is a corporate account, certain 1099-INT Box 1 income and all 1099-Miscellaneous Section - Box 8 income is considered reportable and is being furnished to the IRS. The IRS requires us to remind you that you are ultimately responsible for the accuracy of your tax return.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

DESCRIPTION (Box 9)	CUSIP	QUANTITY	CLOSE DATE (Box 1a)	PROCEEDS (Box 2)	ACQUISITION DATE (Box 1b)	COST OR OTHER BASIS (Box 3)	WASH SALE LOSS		ACTIVITY	NOTES
							DISALLOWED (Box 5)	COVERED (Box 6)*		
SHORT TERM (Box 8)										
NORTHERN TRUST CORP	665859104	100 00000	06/20/11	\$4,623.16	09/14/10	\$4,870.50	\$0.00	N	SALE	
SHORT TERM SUBTOTAL:				\$4,623.16		\$4,870.50	\$0.00		\$(247.34)	
LONG TERM (Box 8)										
AUTOMATIC DATA PROC INC	053015103	100 00000	02/23/11	\$4,866.50	04/23/02	\$5,033.00	\$0.00	N	SALE	
BANK OF NEW YORK MELLON	064058100	400.00000	10/07/11	\$7,127.82	VARIOUS	\$15,780.72	\$0.00	N	SALE	
CISCO SYSTEMS INC	17275R102	500.00000	10/07/11	\$8,303.93	VARIOUS	\$8,791.82	\$0.00	N	SALE	
DJ PONT E I DE NEMOUR&CO	263534109	50 00000	02/23/11	\$2,696.44	03/19/98	\$3,421.88	\$0.00	N	SALE	
INTL BUSINESS MACHS CORP	459200101	25 00000	05/13/11	\$4,233.00	01/17/01	\$2,398.38	\$0.00	N	SALE	
THERMO FISHER SCIENTIFIC	883556102	75.00000	02/23/11	\$4,136.67	06/09/08	\$4,347.15	\$0.00	N	SALE	
LONG TERM SUBTOTAL:				\$31,364.36		\$39,772.95	\$0.00		\$(8,408.59)	
UNKNOWN Missing Cost Basis (Box 8)										
CHEVRON CORP	166764100	50.00000	02/23/11	\$5,163.90	01/01/00	1400.00	\$0.00	N	SALE	
EXXON MOBIL CORP	30231G102	25.00000	02/23/11	\$2,153.70	06/25/97	540.89	\$0.00	N	SALE	
3M COMPANY	88579Y101	50 00000	05/13/11	\$4,767.45	01/01/00	1187.53	\$0.00	N	SALE	
UNKNOWN TERM SUBTOTAL:				\$12,085.05		3128.42	\$0.00		8956.63	
1099-B TOTALS:				\$48,072.57		\$0.00	\$0.00			

SUPPLEMENTAL TAX STATEMENT

January 01, 2011 - December 31, 2011

CORRECTION: 03/06/12

PAYER NAME CLEARVIEW CORRESPONDENT SERVICES, LLC
PAYER FEDERAL ID NUMBER 20-5817590

TAXPAYER ID NUMBER: 54-1669283
ACCOUNT NUMBER: 7372-5103

Schedule D-1

SCHEDULE OF REALIZED GAINS AND LOSSES

Cost basis information appearing in the report may be the representations provided by the client, from the original history of the security and may have been adjusted due to assignment of option premium to the underlying security. Assigned/exercised option premium may also have adjusted the gross proceeds. We have elected to show the assigned/exercised option premium separately as additional information to aid reconciliation. We do not attest to the accuracy of the information as provided by the client. The report is prepared as of trade date rather than settlement date. Adjustments to cost basis may not have been made for accretion, amortization, original issue discount, return of capital, liquidating dividends, wash sales, constructive sales, straddles, inheritance, or other similar events. Depending on information available at the time of a merger, the security may or may not have been adjusted to reflect that event. Securities that have been transferred into this account may have the acquisition date as the date as of the transfer, the date of the inheritance, or the date of the gift, and could be incorrectly showing under short-term. If basis has been adjusted, then you will see both the original cost and adjusted cost based on our records. You will also see the Realized Gain/(Loss) based on both the original and adjusted basis, where applicable. It is suggested that clients seek a professional for the preparation of their tax filings, and original confirmation statement and subsequent tax documents are used to verify and/or adjust the security basis and classify the transaction accordingly under short-term or long-term. No warranties are made with respect to the provided cost basis information. Any liability is specifically disclaimed that may arise out of your use or reliance upon the provided cost information.

LONG TERM

QUANTITY	DESCRIPTION	CUSIP	ACQUISITION DATE	ORIGINAL COST	ADJUSTED COST	DATE SOLD/REDEEMED	GROSS PROCEEDS	ORIGINAL REALIZED GAIN/(LOSS)	ADJUSTED REALIZED GAIN/(LOSS)	NOTES
110 00000	MORGAN STANLEY	617446448	09/09/2009	\$3,127.49		05/11/2011	\$2,678.85	\$(448.64)		
105 00000	NORFOLK SOUTHERN CORP	655844106	02/14/2008	\$5,842.12		05/11/2011	\$7,638.85	\$1,796.73		
75 00000	PETROLEO BRASIL SPNS ADR	71654V408	04/02/2009	\$2,602.96		05/11/2011	\$2,540.53	\$(62.43)		
175 00000	STEEL DYNAMICS INC	858119100	07/16/2009	\$2,816.08		04/18/2011	\$2,918.33	\$102.25		
90 00000	STEEL DYNAMICS INC	858119100	09/09/2009	\$1,597.40		04/18/2011	\$1,500.87	\$(96.53)		
63 00000	UNIVERSAL HLTH SVC CL B	913903100	07/16/2008	\$1,972.36		05/18/2011	\$3,376.56	\$1,404.20		
	LONG TERM TOTAL:			\$17,958.41			\$20,653.99	\$2,695.58		
	REALIZED GAIN OR LOSS TOTAL:			\$17,958.41			\$20,653.99	\$2,695.58		

1099-CONSOLIDATED TAX STATEMENT
Tax Year 2011 Copy B For Recipient

Department of the Treasury - Internal Revenue Service
(Keep for your records)

CORRECTION: 03/06/12

PAYER NAME CLEARVIEW CORRESPONDENT SERVICES, LLC
PAYER FEDERAL ID NUMBER 20-5817590

TAXPAYER ID NUMBER: 54-1669283
ACCOUNT NUMBER 2971-9207

Schedule D-1

Except as otherwise noted, the following detailed information is NOT provided to the Internal Revenue Service, but is being provided to you as a courtesy. However, if this is a corporate account, certain 1099-INT Box 1 income and all 1099-Miscellaneous Section - Box 8 income is considered reportable and is being furnished to the IRS. The IRS requires us to remind you that you are ultimately responsible for the accuracy of your tax return.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

DESCRIPTION (Box 9)	CUSIP	QUANTITY	CLOSE DATE (Box 1a)	PROCEEDS (Box 2)	ACQUISITION DATE (Box 1b)	COST OR OTHER BASIS (Box 3)	WASH SALE		COVERED (Box 6)*	REALIZED GAIN (LOSS)	ACTIVITY	NOTES
							LOSS (Box 5)	DISALLOWED (Box 5)				
SHORT TERM (Box 8)												
FRONTIER OIL CORP	35914P105	250 00000	01/26/11	\$4,579.49	04/21/10	\$3,243.00		\$0.00	N	\$1,336.49	SALE	
GENL CABLE CORP	369300108	100 00000	03/07/11	\$4,287.41	05/20/10	\$2,973.38		\$0.00	N	\$1,314.03	SALE	
HOLLYFRONTIER CORP	436106108	96 00000	07/14/11	\$6,853.34	08/09/10	\$2,726.42		\$0.00	N	\$4,126.92	SALE	
INTL COAL GROUP INC NEW	459992236	850 00000	06/17/11	\$12,410.00	01/06/11	\$7,488.49		\$0.00	Y	\$4,921.51	TENDER	
MILLER ENERGY RES INC	600527105	1,550 00000	09/26/11	\$4,330.42	02/03/11	\$7,845.52		\$0.00	Y	\$(3,515.10)	SALE	
OCWEN FINANCIAL CORP NEW	675746309	550 00000	10/21/11	\$7,161.25	11/01/10	\$4,762.29		\$0.00	N	\$2,398.96	SALE	
QUANEX BLDG PRODUCTS CRP	747619104	500 00000	08/24/11	\$5,401.39	07/12/11	\$8,410.00		\$0.00	Y	\$(3,008.61)	SALE	
SCHOOL SPECIALTY INC	807863105	400 00000	10/06/11	\$2,544.35	05/17/11	\$5,597.48		\$0.00	Y	\$(3,053.13)	SALE	
SCHOOL SPECIALTY INC	807863105	450 00000	10/10/11	\$2,799.03	VARIOUS	\$4,831.97		\$0.00	Y	\$(2,032.94)	SALE	
SHORT TERM SUBTOTAL:				\$50,366.68		\$47,878.55		\$0.00		\$2,488.13		
LONG TERM (Box 8)												
ALEXANDER & BALDWIN INC	014482103	250 00000	04/01/11	\$13,289.54	11/03/09	\$6,810.28		\$0.00	N	\$6,479.26	SALE	
BANK OF THE OZARKS INC	063904106	100 00000	07/07/11	\$5,468.54	12/11/09	\$2,668.74		\$0.00	N	\$2,799.80	SALE	
FORWARD AIR CORP	349853101	400 00000	02/15/11	\$12,405.80	VARIOUS	\$9,515.23		\$0.00	N	\$2,890.57	SALE	
HAIN CELESTIAL GROUP INC	405217100	375.00000	03/29/11	\$12,235.66	02/05/10	\$5,633.75		\$0.00	N	\$6,601.91	SALE	
HOLLY CORP	435758305	0 49500	07/01/11	\$34.45	04/21/10	\$0.00		\$0.00	N	\$34.45	CASH IN LIEU	
HOLLYFRONTIER CORP	436106108	120 00000	07/14/11	\$8,566.67	04/21/10	\$3,243.00		\$0.00	N	\$5,323.67	SALE	
KAYDON CORP	486587108	225.00000	09/22/11	\$6,278.86	VARIOUS	\$5,679.25		\$0.00	N	\$599.61	SALE	
MYRIAD GENETICS INC	62855J104	300 00000	07/06/11	\$6,985.86	06/11/10	\$5,307.20		\$0.00	N	\$1,678.66	SALE	
NATURAL GAS SVCS GRP INC	63886Q109	575 00000	05/06/11	\$10,222.44	VARIOUS	\$8,024.99		\$0.00	N	\$2,197.45	SALE	
PERRIGO COMPANY	714290103	100 00000	02/16/11	\$7,478.24	11/15/05	\$1,420.37		\$0.00	N	\$6,057.87	SALE	
QUIDEL CORP	74838J101	400 00000	10/27/11	\$7,492.37	VARIOUS	\$4,810.21		\$0.00	N	\$2,682.16	SALE	
SIMPSON MANUF CO INC	829073105	200 00000	03/17/11	\$5,475.53	VARIOUS	\$4,030.00		\$0.00	N	\$1,445.53	SALE	

CONTINUED ON NEXT PAGE

1099-CONSOLIDATED TAX STATEMENT
Tax Year 2011 Copy B For Recipient

CORRECTION: 03/06/12

PAYER NAME: CLEARVIEW CORRESPONDENT SERVICES, LLC
PAYER FEDERAL ID NUMBER 20-5817590

Department of the Treasury - Internal Revenue Service
(Keep for your records)

TAXPAYER ID NUMBER: 54-1669283
ACCOUNT NUMBER 2971-9207

Schedule D-1

Except as otherwise noted, the following detailed information is NOT provided to the Internal Revenue Service, but is being provided to you as a courtesy. However, if this is a corporate account, certain 1099-INT Box 1 Income and all 1099-Miscellaneous Section - Box 8 Income is considered reportable and is being furnished to the IRS. The IRS requires us to remind you that you are ultimately responsible for the accuracy of your tax return.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

DESCRIPTION (Box 9)	CUSIP	QUANTITY	CLOSE DATE (Box 1a)	PROCEEDS (Box 2)	ACQUISITION DATE (Box 1b)	COST OR OTHER BASIS (Box 3)	WASH SALE		ACTIVITY	NOTES
							LOSS (Box 5)	GAIN (LOSS) (Box 6)		
SO JERSEY INDUSTRIES INC	838518108	150 00000	03/24/11	\$8,148 34	11/20/09	\$5,359.53	\$0 00	N	\$2,788 81 SALE	
THREE D SYS CORP DEL NEW	88554D205	200 00000	02/17/11	\$9,289 46	VARIOUS	\$3,859 20	\$0 00	N	\$5,430 26 SALE	
LONG TERM SUBTOTAL:							\$0.00		\$47,010 01	
1099-B TOTALS:							\$0.00			
TOTAL COST OR OTHER BASIS									\$49,498.14	

Box 6

N - The sold security was acquired prior to January 2011 and is considered noncovered. Information in boxes 1b, 3, 5 and 8 will not be reported to the IRS

Y - The sold security was acquired on or after January 1, 2011 and is considered covered. Information in boxes 1b, 3, 5 and 8 will be reported to the IRS. See instructions for further information.

SUPPLEMENTAL TAX STATEMENT

January 01, 2011 - December 31, 2011

TAXPAYER ID NUMBER 54-1669283
ACCOUNT NUMBER. 2971-9207

Schedule D-1

MISCELLANEOUS (transactions may be missing data or certain securities could potentially have other reporting requirements.)

QUANTITY	DESCRIPTION	CUSIP	ACQUISITION DATE	ORIGINAL COST	ADJUSTED COST	DATE SOLD/REDEEMED	GROSS PROCEEDS	ORIGINAL REALIZED GAIN/(LOSS)	ADJUSTED REALIZED GAIN/(LOSS)	NOTES
0.49500	HOLLY CORP PAR \$0.01 XXX	435758305	04/21/2010	\$0.00		07/01/2011	\$34.45	\$34.45		
	MISCELLANEOUS TOTAL:			\$0.00			\$34.45	\$34.45		
	REALIZED GAIN OR LOSS TOTAL:			\$114,240.30			\$163,738.44	\$49,498.14		

*** Covered Under the cost basis rules as defined below:**

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code ("IRC") of 1986, as amended by P.L. 110-343, the Emergency Economic Stabilization Act of 2008 and are, therefore, considered "uncovered". Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable dates" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed.

Reporting requirements will generally be phased in over a three-year period, as follows:

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2013 or later, as determined by the Secretary of the Treasury.

Schedule of Realized Gains and Losses

2011 Tax Year

Monday, April 30, 2012
RRV1 R BLACKWELL/R ALLEN

A B&B Corporation Affiliate
Prepared For:

2011-0602
S&S EDUCATIONAL FOUNDATION
ALL-CAP PORTFOLIO-CHOICE
C/O ROBERT P ALLEN - TREASURER
901 E BYRD ST
SUITE 500
RICHMOND VA 23219

5-16-12 D-1

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
Short											
190	ALTRIA GROUP INC	MO	5/11/2011	5,170.71		27.0774	5/27/2011	5,304.88	27.9210	134.17	2.59
30	AMAZON COM INC	AMZN	5/11/2011	6,169.31		204.7771	5/27/2011	5,944.48	194.8200	-324.83	-5.27
50	AMERN TOWER CORP CL A	029912-20-1	9/7/2010	2,436.62		48.2123	5/27/2011	2,747.00	54.9410	310.38	12.74
20	BLACKROCK INC	BLK	9/7/2010	3,051.83		151.2915	5/27/2011	4,014.92	200.7500	963.09	31.56
17	INTUITIVE SURGICAL NEW	ISRG	5/11/2011	6,060.00		354.9411	5/27/2011	5,860.46	344.7400	-199.54	-3.29
5	KINDER MORGAN MGMT LLC	KMR	5/27/2011	313.82		62.7618	12/23/2011	384.54	76.9104	70.72	22.54
110	KIMBERLY CLARK CORP	KMB	5/27/2011	7,446.89		67.6990	8/17/2011	7,257.30	65.9767	-189.59	-2.55
177	KONINKLUKE PHILIPS NEW	PHG	5/27/2011	4,805.20		27.1480	6/28/2011	4,277.79	24.1688	-527.41	-10.98
93	KONINKLUKE PHILIPS NEW	PHG	5/27/2011	2,524.76		27.1480	6/29/2011	2,274.83	24.4611	-249.93	-9.90
93	KRAFT FOODS CL A	KFT	5/27/2011	3,240.92		34.8485	7/13/2011	3,297.88	35.4618	56.96	1.76
117	KRAFT FOODS CL A	KFT	5/27/2011	4,077.27		34.8485	7/14/2011	4,157.34	35.5335	80.07	1.96
90	LOCKHEED MARTIN CORP	LMT	5/27/2011	6,971.40		77.4600	12/22/2011	7,273.41	80.8172	302.01	4.33
15	MCDONALDS CORP	MCD	5/27/2011	1,221.60		81.4400	8/19/2011	1,316.65	87.7787	95.05	7.78
59	VERIZON COMMUNICATIONS	VZ	5/27/2011	2,162.89		36.6590	10/24/2011	2,197.93	37.2539	35.04	1.62
51	VERIZON COMMUNICATIONS	VZ	5/27/2011	1,869.60		36.6590	10/27/2011	1,894.73	37.1524	25.13	1.34
				57,522.82				58,104.14		581.32	
Long											
85	AMERN TOWER CORP CL A	029912-20-1	10/21/2009	3,392.41		39.6048	5/27/2011	4,669.89	54.9410	1,277.48	37.66
20	APPLE INC	AAPL	4/2/2009	2,295.20		113.4601	5/27/2011	6,726.07	336.3100	4,430.87	193.05
94	BABCOCK & WILCOX CO NEW	BWC	7/22/2005	730.16		7.4679	5/27/2011	2,656.34	28.1100	1,926.18	263.80
32	BABCOCK & WILCOX CO NEW	BWC	5/27/2009	681.51		20.5873	5/27/2011	913.56	28.1100	232.05	34.05
45	BECTON DICKINSON COMPANY	BDX	12/31/2008	3,112.28		68.5841	5/27/2011	3,914.02	86.9800	801.74	25.76
20	BLACKROCK INC	BLK	10/30/2008	2,651.76		131.2880	5/27/2011	4,014.92	200.7500	1,363.16	51.41
85	CELGENE CORP	CELG	7/25/2008	6,341.27		74.2973	5/27/2011	5,088.85	59.8700	-1,252.42	-19.75
45	CERNER CORP	CERN	7/16/2009	2,821.51		62.1225	5/27/2011	5,417.89	120.4000	2,596.38	92.02
150	CHESAPEAKE ENERGY CORP	CHK	5/19/2009	3,327.35		22.0090	5/27/2011	4,659.06	31.0610	1,331.71	40.02
85	CITRIX SYSTEMS INC	CTXS	7/16/2009	2,901.81		33.8331	5/27/2011	7,433.10	87.4500	4,531.29	156.15
190	FREEMPORT MCMRN COP & GLD	FCX	1/6/2008	2,793.21		14.6145	5/27/2011	9,832.50	51.7510	7,039.29	252.01
10	GOOGLE INC CL A	GOOG	4/18/2008	5,370.05		534.4051	5/27/2011	5,207.00	520.7100	-163.05	-3.04
55	GRAINGER W W INC	GWV	12/16/2008	4,164.31		75.2420	5/27/2011	8,219.59	149.4500	4,055.28	97.38
185	HUNT J B TRANS SVC INC	JBHT	7/22/2008	6,823.64		36.7440	5/27/2011	8,356.28	45.1700	1,532.64	22.46

Schedule of Realized Gains and Losses

2011 Tax Year

Monday, April 30, 2012
RRV1 R BLACKWELL/R ALLEN

A B&T Corporation Affiliate

Prepared For:

2011-0602

S&S EDUCATIONAL FOUNDATION
ALL-CAP PORTFOLIO-CHOICE
C/O ROBERT P ALLEN - TREASURER

Schedule D-1

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized	% Gain or Loss
Long - Continued											
105	JPMORGAN CHASE & COMPANY	JPM	4/30/2008	4,964.01		47.0400	5/27/2011	4,503.47	42.8910	-460.54	-9.28
55	JOY GLOBAL INC	JOY	11/17/2009	3,158.07		56.9467	5/27/2011	4,879.50	88.7200	1,721.43	54.51
190	LOWES COMPANIES INC	LOW	12/16/2008	4,299.77		22.4935	5/27/2011	4,626.60	24.3510	326.83	7.60
170	LOWES COMPANIES INC	LOW	3/24/2009	3,126.75		18.2397	5/27/2011	4,139.60	24.3510	1,012.85	32.39
155	MSCI INC CL A	MSCI	5/19/2009	3,322.48		21.2676	5/27/2011	5,735.04	37.0010	2,412.56	72.61
189	MCDERMOTT INTL INC	MDR	7/22/2005	797.07		4.0760	5/27/2011	4,097.62	21.6810	3,300.55	414.09
65	MCDERMOTT INTL INC	MDR	5/27/2009	743.96		11.2367	5/27/2011	1,409.24	21.6810	665.28	89.42
100	MEDCO HEALTH SOLUTIONS	58405U-10-2	2/14/2008	5,024.76		50.0000	5/27/2011	5,900.98	58.0110	776.22	15.45
100	NATIONAL OILWELL VARCO	NOV	9/15/2009	4,204.12		41.7812	5/27/2011	7,284.16	72.8430	3,080.04	73.26
25	NORFOLK SOUTHERN CORP	NSC	2/14/2008	1,390.98		55.4600	5/27/2011	1,816.07	72.6445	425.09	30.56
85	NORFOLK SOUTHERN CORP	NSC	3/24/2009	2,987.79		34.8446	5/27/2011	6,174.67	72.6445	3,186.88	106.66
105	O REILLY AUTOMOTIVE NEW	ORLY	7/30/2009	4,474.66		42.3682	5/27/2011	6,263.33	59.6520	1,788.67	39.97
35	O REILLY AUTOMOTIVE NEW	ORLY	9/9/2009	1,362.98		38.1993	5/27/2011	2,087.78	59.6520	724.80	53.18
130	ORACLE CORP	ORCL	4/2/2009	2,517.33		19.1641	5/27/2011	4,378.44	33.6810	1,861.11	73.93
20	PRICELINE COM INC NEW	PCLN	7/30/2009	2,571.57		127.8357	5/27/2011	10,084.00	504.2100	7,512.43	292.13
115	STARWOOD HTLS RSRTS WRLD	HOT	5/29/2009	2,787.51		24.0131	5/27/2011	6,950.69	60.4420	4,163.18	149.35
65	ULTRA PETROLEUM CORP	UPL	1/5/2010	3,493.08		53.3397	5/27/2011	3,125.14	48.0800	-367.94	-10.53
77	UNIVERSAL HLTH SVC CL B	UHS	7/16/2008	2,410.64		31.1215	5/27/2011	4,221.05	54.8200	1,810.41	75.10
45	VISA INC CLASS A	V	4/2/2009	2,562.06		56.3568	5/27/2011	3,577.43	79.5000	1,015.37	39.63
175	WEATHERFORD INTL LTD REG	WFT	5/19/2009	3,428.51		19.4429	5/27/2011	3,457.94	19.7600	29.43	0.86
				107,034.57				171,721.82		64,687.25	

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

SOURCE	AMOUNT
SCOTT & STRINGFELLOW #10029029	11.
SCOTT & STRINGFELLOW #29718921	5.
SCOTT & STRINGFELLOW #73725103	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	17.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCOTT & STRINGFELLOW #20110602	3,038.	0.	3,038.
SCOTT & STRINGFELLOW #29718921	12,375.	0.	12,375.
SCOTT & STRINGFELLOW #29719207	2,311.	0.	2,311.
SCOTT & STRINGFELLOW #73725103	840.	0.	840.
TOTAL TO FM 990-PF, PART I, LN 4	18,564.	0.	18,564.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NATURAL RESOURCE PARTNERS LP	179.	179.	
TOTAL TO FORM 990-PF, PART I, LINE 11	179.	179.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	2,735.	0.		2,735.
TO FORM 990-PF, PG 1, LN 16B	2,735.	0.		2,735.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	6,023.	6,023.		0.
TO FORM 990-PF, PG 1, LN 16C	6,023.	6,023.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	225.	225.		0.
TO FORM 990-PF, PG 1, LN 18	225.	225.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE REGISTRATION FEES	25.	0.		0.
MISCELLANEOUS EXPENSES	2,148.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,173.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULES ATTACHED	758,503.	999,682.
TOTAL TO FORM 990-PF, PART II, LINE 10B	758,503.	999,682.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	9
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ACTIVITY TWO

CHARITABLE CONTRIBUTIONS TO EDUCATIONAL INSTITUTIONS AS
HONORARIUMS IN RECOGNITION OF SELECTION COMMITTEE
VOLUNTEERS. A TOTAL OF 4 INSTITUTIONS RECEIVED CONTRIBUTIONS
IN 2011

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

0.

Scott & Stringfellow Educational Foundation
#54-1669283
Part IX-A1, Line 1

Last name	First name	Amount	Payable To	Location
Adams	Kayla	1,500	Savannah Art College	Savannah, Georgia
Aguirre	Jose	1,000	Virginia Commonwealth University	Richmond, Virginia
Benson	Hannah	1,000	Virginia Commonwealth University	Richmond, Virginia
Bowden	Nan	1,000	University of South Carolina	Columbia, South Carolina
Browenlle	Leandra	1,000	Christopher Newport University	Newport News, Virginia
Buxton	Brittany	1,500	University of North Carolina	Chapel Hill, North Carolina
Cole	Alexa	1,000	University of Virginia	Charlottesville, Virginia
Dickinson	Jennet	4,000	Columbia University	New York, New York
Elder	Arielle	500	George Mason University	Fairfax, Virginia
Elmore, Jr	Jeffery	1,000	Savannah College of Art and Design	Savannah, Georgia
Flint	Carrie	500	Virginia Commonwealth University	Richmond, Virginia
Flint	Jamesa	500	Virginia Commonwealth University	Richmond, Virginia
Flint	Mary	1,000	Virginia Commonwealth University	Richmond, Virginia
Hana	Marlin	1,200	Virginia Commonwealth University	Richmond, Virginia
Harris	Jessica	1,500	Virginia Commonwealth University	Richmond, Virginia
Holder	Emily	1,500	North Carolina State University	Raleigh, North Carolina
Kenney	Chelsea	800	University of Virginia	Charlottesville, Virginia
Lamb	Jasmine	600	Tidewater Community College	Norfolk, Virginia
Lambert	Dylan	1,500	University of William & Mary	Williamsburg, Virginia
Laughrun	Jesse	1,000	Appalachian State University	Boone, North Carolina
Lythgoe	Brittany	1,000	Christopher Newport University	Newport News, Virginia
McClure	Jasmine	1,000	Christopher Newport University	Newport News, Virginia
McClure	Jon	800	Art Institute of Va Beach	Virginia Beach, Virginia
Mordecai	Amanda	1,500	NC State University	Raleigh, North Carolina
Newman	Mattie	1,000	Virginia Polytechnic Institute and State University	Blacksburg, Virginia
Nye	John	1,000	James Madison University	Harrisonburg, Virginia
Nye	Madelaine	1,000	Virginia Polytechnic Institute and State University	Blacksburg, Virginia
Parker	Gavin	700	Campbell University	Buies Creek, North Carolina
Parker	Jamesa	500	Virginia Commonwealth University	Richmond, Virginia
Pham	Khanh	1,200	Virginia Commonwealth University	Richmond, Virginia
Pierson	Zachary	1,500	University of William & Mary	Williamsburg, Virginia
Pendleton	Abby	1,000	Longwood University	Farmville, Virginia
Pinney	Ashley	1,000	University of Virginia	Charlottesville, Virginia
Pors	Nathan	1,000	Patrick Henry College	Purcellsville, Virginia
Robbins	William	1,000	Virginia Polytechnic Institute and State University	Blacksburg, Virginia
Rowland	Jessica	1,000	Virginia Commonwealth University	Richmond, Virginia
Smith	Sarah	1,200	Christopher Newport University	Newport News, Virginia
Traveline	Erica	2,500	James Madison University	Harrisonburg, Virginia
Traveline	Hillary	1,500	Virginia Polytechnic Institute and State University	Blacksburg, Virginia
Wall	Morgan	2,000	University of Virginia	Charlottesville, Virginia
Weston	Mikala	1,000	University of Virginia	Charlottesville, Virginia
Williams	Lauren	2,000	Washington & Lee	Lexington, Virginia
Williams	Jacob	1,000	North Carolina State University	Raleigh, North Carolina
Yancey	Leigh	1,500	Virginia Polytechnic Institute and State University	Blacksburg, Virginia
Total		52,500		

For Academic Year: 20__-20__

<p>II. STUDENT PERSONAL INFORMATION</p>				
Last Name		First Name		Middle Initial
Street Address		City	State	Zip Code
Telephone Number		Date of Birth	Social Security Number	
High School Attended		Location	Year of Graduation	
College Attending next September		Location	Expected Graduation Date	

III. Parent/Guardian Information		
Last Name	First Name	Middle Initial
Employer	Employer Address	
Work Telephone Number	Position/Title	
Years with Firm	Is the Applicant a dependent of a Scott & Stringfellow employee? <input type="checkbox"/> Yes <input type="checkbox"/> No	

[illegible]

IV. Parent/Guardian Financial Information

A. Salaries & Wages	Last Year	Current Year (est.)*
1 Father, Stepfather, or Male Guardian		
2 Mother, Stepmother, or Female Guardian		
3 Dividend or Interest Income		
4 Alimony/child Support Received		
5 Profit/Loss from Business		
6. Other Income		
Total Income (add 1-6 above)		

* if circumstances will change materially, please comment briefly in section VIII below

B. Assets	
1 Home - Year Purchased: Cost at Time of Purchase:	Current Market Value of Home
2 Other Real Estate	
3. Bank Accounts	
4. Investments	
5. Personal Property	
6. Automobiles - Year: Make:	Current Value of Automobiles
7 Other Assets	
Total Assets (add 1-7 above)	

C. Liabilities	
1. Mortgage Loan	
2 Automobile Loans	
3. Personal Loans/Credit Cards	
4. Other Indebtedness	
Total Liabilities (add 1-4 above)	

D. Net Worth (Total Assets minus Total Liabilities)	
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V. Additional Information

Complete the following section if the applicant's parents are separated or divorced

☐

Separated

☐

Divorced

Information on Noncustodial Parent

Last Name	First Name	Middle Initial	
Street Address	City	State	Zip Code
Occupation	Employer		

Is the noncustodial parent obligated to contribute to the applicant's educational expense? ☐ Yes ☐ No

If yes, how much per year? _____

VI. Statement of Applicant's Educational Goals

Please use this space to describe your educational goals and interests. If you have received an award in any previous year, please provide updated information to demonstrate your progress toward your goals and any changes since the previous application.

VII. Additional Applicant Information

Please use this space to summarize your work experience, school activities, honors, awards, etc.

VIII. Special Circumstances

Please use this space to describe any special circumstances concerning your application which you wish to bring to the attention of the Selection Committee.

Signature of Applicant

Date

Signature of Parent/Guardian

Date

Please attach the following to your completed application (incomplete applications will not be considered):

If you are a high school senior applying to college -

1. Most recent high school and/or college official transcript, including SAT Scores
2. A copy of your parents' or guardians' most recently filed Federal Income Tax Form 1040 (first 2 pages only) – this need not be the year which ended last December
3. A letter of recommendation

If you are currently enrolled in college -

1. Printout of college transcript (unofficial) through the end of the first term of the current academic year
2. A copy of your parents' or guardians' most recently filed Federal Income Tax Form 1040 (first 2 pages only) – this need not be the year which ended last December
3. A letter of recommendation only if this is your first time applying for this scholarship

Submit the **original** AND two photocopies of this entire package of materials to:

Scott & Stringfellow Educational Foundation
Attention: Frank Heiner
901 East Byrd Street, Suite 500
Richmond, VA 23219