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Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

FUI	Calei	idal year 2011 of tax year beginning		, and ending		
Na	me of	foundation			A Employer identificatio	n number
F	ні	LLIPS E. PATTON CHARITA	BLE FOUNDATI	ON	54-1715989)
		and street (or P O box number if mail is not delivered to street		Room/suite	B Telephone number	
E		O. BOX 35792			804-768-47	177
		own, state, and ZIP code			C if exemption application is	
	-	HMOND, VA 23235			Даналина фризично	
		all that apply: Initial return	Initial return of a fo	ormer public charity	D 1. Foreign organization	s, check here
		Final return	Amended return	,		.,
		Address change	Name change		Foreign organizations m 2. check here and attach c	eeting the 85% test, omputation
H	Check	type of organization: X Section 501(c)(3) ex		-	E If private foundation sta	
	□ Se		Other taxable private founda	ation	under section 507(b)(1	
I F	air ma	arket value of all assets at end of year J Account	ng method: X Cash	Accrual	F If the foundation is in a	
(f	rom l	Part II, col. (c), line 16)	ther (specify)		under section 507(b)(1	
_	▶\$	336,621. (Part I, colu	mn (d) must be on cash l	basis.)		
P	art I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements
		necessarily equal the amounts in column (a)	expenses per books	income	` income	for charitable purposes (cash basis only)
	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check X if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	8,046.	8,046.		STATEMENT 1
	4	Dividends and interest from securities	14,192.	14,192.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
Ð	6a	Net gain or (loss) from sale of assets not on line 10	2,675.			
Σ	b	Gross sales price for all assets on line 6a 2,675.				
Revenue	7	Capital gain net income (from Part IV, line 2)		2,675.		
ш.	8	Net short-term capital gain				
	9	Income modifications Gross sales less returns				
	10a	and allowances				
		Less Cost of goods sold (FIVFU				
	C	Gross profit of (1055)				
	11	Other income Total. Add-ines 1 through 11	24 24 2	04.040		
_	12		24,913.	24,913.	<u> </u>	
	13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14	Other employee salaries and wages				
ses	1	Pension plans, employee benefits	-		 	
ŝ		Legal fees	2 620	1 220		1 210
XDE	"	Accounting fees STMT 3 Other professional fees	2,639.	1,320.		1,319.
e E	17	Interest				
ati	18	Taxes STMT 4	714.	0.	- ,	0.
St	19	Depreciation and depletion	114.			
Operating and Administrative Expen	20	Occupancy				
Adr	21	Travel, conferences, and meetings				
Ď	22	Printing and publications				
a	23	Other expenses STMT 5	55.	27.		28.
ä	24	Total operating and administrative		<u> </u>		
ě	-	expenses. Add lines 13 through 23	3,408.	1,347.		1,347.
ŏ	25	Contributions, gifts, grants paid	22,500.	= / / -		22,500.
		Total expenses and disbursements.				
		Add lines 24 and 25	25,908.	1,347.		23,847.
	27	Subtract line 26 from line 12:		= 1 = 1 = 1	İ	
	l	Excess of revenue over expenses and disbursements	<995.	>		
	ı	Net investment income (if negative, enter -0-)		23,566.		
	l .	Adjusted net income (if negative, enter -0-)			N/A	

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

SCANNED MAY 1 0 2012

	9U-PF (2U11) PRILLIPS E. PATTON CHAR.	Beginning of year	End of	1/13969 Page 2
	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
2	Cash - non-interest-bearing Savings and temporary cash investments Accounts receivable ►	38,931.	32,152.	32,152.
	Less: allowance for doubtful accounts ► Pledges receivable ►			
*	Less: allowance for doubtful accounts ▶			
5 6	Grants receivable Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable			
	Less: allowance for doubtful accounts			
- <u>-</u> 2	Inventories for sale or use Prepaid expenses and deferred charges Investments - U.S. and state government obligations			
	Investments - corporate stock STMT 6	189,880.	195,664.	144,790.
- 1	Investments - corporate bonds STMT 7	100,348.	100,348.	104,956.
11	Investments - land, buildings, and equipment basis Less accumulated depreciation			
12	Investments - mortgage loans			
13	Investments - other STMT 8	71,668.	71,668.	54,723.
14	Land, buildings, and equipment; basis			
45	Less accumulated depreciation			
15	Other assets (describe)			
16	Total assets (to be completed by all filers)	400,827.	399,832.	336,621.
	Accounts payable and accrued expenses	10070271	33370321	33070211
18	Grants payable			
g 19	Deferred revenue			
₹ 20	Loans from officers, directors, trustees, and other disqualified persons			
Liabilities 51 51 51 51 51 51 51 51 51 51 51 51 51	Mortgages and other notes payable			
22	Other liabilities (describe			
23	Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here			
6	and complete lines 24 through 26 and lines 30 and 31.			
ğ 24	Unrestricted			
25	Temporarily restricted			
<u>a</u> 26				
ᇤ	Foundations that do not follow SFAS 117, check here			
ნ 27	and complete lines 27 through 31. Capital stock, trust principal, or current funds	0.	0.	
Sets 28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
SS 29	Retained earnings, accumulated income, endowment, or other funds	400,827.	399,832.	
Net Assets or Fund Balances 0	Total net assets or fund balances	400,827.	399,832.	
_		-		
31	Total liabilities and net assets/fund balances	400,827.	399,832.	 _
Part	Analysis of Changes in Net Assets or Fund Ba	alances		
1 Tota	I net assets or fund balances at beginning of year - Part II, column (a), line 3	30		
	st agree with end-of-year figure reported on prior year's return)		1	400,827.
2 Ente	er amount from Part I, line 27a		2	<995.>
	er increases not included in line 2 (itemize)		3	0.
	lines 1, 2, and 3		4	399,832.
	reases not included in line 2 (itemize)	luma (h) lur - 00	5	300 032
6 lota	il net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	iumn (d), line 30	6	399,832. Form 990-PF (2011)

	d Losses for Tax on In			JNDA	ATION		04-171	<u> 5989</u>	Page 3
(a) List and describe	the kind(s) of property sold (e.g ouse; or common stock, 200 shs	., real estate,	t income	(b) F	low acquired Purchase Donation	(c) Date	acquired day, yr.)	(d) Date (mo., da	
1a CAPITAL GAINS DI				-	Donation	<u> </u>			
b				1					
C		-			·				
<u>d</u>									
_e				<u>L.,</u>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale				Gain or (loss) us (f) minus (
a 2,675.								2	,675.
<u>b</u>								 	
<u>c</u>									
d		_							
Complete only for assets showing ga	our in column (h) and owned by	the foundation	2 02 12/21/60	-			0.1.00		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) E>	xcess of col. (i)		(còl. (k), but	Col. (h) gain not less than s (from col. (l	-0-) or	
	40 01 120 1700		ooi. (j), ii diiy					2	,675.
b									, 675.
C				一十					
d				1					
e									
2 Capital gain net income or (net capita	I loss) { If gain, also enter If (loss), enter -0-			}	2			2	,675.
3 Net short-term capital gain or (loss) a lf gain, also enter in Part I, line 8, colu	is defined in sections 1222(5) an		•	7					
If (loss), enter -0- in Part I, line 8	min (c).			•	3		N/A		
Part V Qualification Und	er Section 4940(e) for	Reduced	Tax on Net	Inve	estment li	ncome	21/ 22		
(For optional use by domestic private fou	indations subject to the section 4	1940(a) tax on	net investment ir	ncome.	.)				
					•				
If section 4940(d)(2) applies, leave this p	art diank.								
Was the foundation liable for the section				rıod?				Yes	X No
If "Yes," the foundation does not qualify u					*** ***				
Enter the appropriate amount in each	column for each year; see instru	uctions before	making any entri	es.				(4)	
(a) Base period years	(b)	tributions	Not value of no	(c)	table was soos		Distribi	(d) Ition ratio	
Calendar year (or tax year beginning in			Net value of no	ліснан			(col. (b) divi		
2010		3,375.			346,98				38546
2009		7,260.			301,35				57275
2008 2007		5,157. 9,375.			402,16 551,05				5 <u>2555</u> 53307
2007		8,926.			532,02				4369
2000	1 4	0,020.			222,02	' ' 	1	• 0 -	14303
2 Total of line 1, column (d)						2		. 26	6052
3 Average distribution ratio for the 5-ye	ar base period - divide the total c	on line 2 by 5.	or by the number	of vea	rs		T		10032
the foundation has been in existence i		, ,	,	,		3		.05	3210
					•				
4 Enter the net value of noncharitable-u	se assets for 2011 from Part X, I	line 5				4		346,	65 <u>7.</u>
5 Multiply line 4 by line 3						5		18,	446.
6 Enter 1% of net investment income (1	% of Part I, line 27b)					6			236.
7 Add lines 5 and 6						7		18,	682.
8 Enter qualifying distributions from Pai	rt XII, line 4					8		23,	847.
If line 8 is equal to or greater than line	7, check the box in Part VI, line	1b, and comp	lete that part usin	g a 1%	tax rate.				
See the Part VI instructions.									

orm 9	90-PF (2011) PHILLIPS E. PATTON CHARITABLE VI Excise Tax Based on Investment Income (Section 494)							1715 - see i			Page 4
	xempt operating foundations described in section 4940(d)(2), check here and described in section 4940(d)(2).		_)	T					
	ate of ruling or determination letter:				ne)			ĺ			
	omestic foundations that meet the section 4940(e) requirements in Part V, check here				,		1	ĺ		2	36.
	f Part I, line 27b	LAG	, u.	10 011101 170	ſ		<u> </u>				
	II other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 49	% of Par	rt I.	line 12. col.	(h).			ĺ			
	ax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. C				(0).		2	ĺ			0.
	dd lines 1 and 2			,			3			2	36.
	ubtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only.	Others e	ente	er -0-)			4				0.
	ax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			• ,			5			2	36.
	redits/Payments:						<u> </u>				<u></u>
	011 estimated tax payments and 2010 overpayment credited to 2011	6a	1		600	0.		1			
	xempt foreign organizations - tax withheld at source	6b	T					1			
	ax paid with application for extension of time to file (Form 8868)	6c	T					l			
	ackup withholding erroneously withheld	6d	T			\dashv		f			
	otal credits and payments. Add lines 6a through 6d			<u>-</u>			7	1		6	00.
	nter any penalty for underpayment of estimated tax. Check here if Form 2220 is att	ached					8				00.
	ax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	201100				╮├	9	· · · · ·			
	verpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid				Š		10			3	64.
	nter the amount of line 10 to be: Credited to 2012 estimated tax			364	Refunded)		11				0.
	VII-A Statements Regarding Activities			304.	neiunaea p		<u>''</u>				<u> </u>
	uring the tax year, did the foundation attempt to influence any national, state, or local legi	slation o	or d	lid it particin	ate or interv	ene in				Yes	No
	ny political campaign?	olulion (o. u	na n parnorp	410 01 111017	0110 111			1a		Х
	id it spend more than \$100 during the year (either directly or indirectly) for political purpo	ises (se	е п	structions f	or definition	12			1b		X
	the answer is "Yes" to 1a or 1b, attach a detailed description of the activities at					-	or				
	istributed by the foundation in connection with the activities.	ia copi	,	or arry ma	criais publi	37700	0,				
	id the foundation file Form 1120-POL for this year?								1c		x
	nter the amount (if any) of tax on political expenditures (section 4955) imposed during th	o voar.							10		
	On the foundation. \$	-	2		(0.					
	nter the reimbursement (if any) paid by the foundation during the year for political expend			nnoced on f		<u> </u>					
	inanagers. > \$ 0.	illui e la	A 111	iibosea oii i	Juliualion						
	as the foundation engaged in any activities that have not previously been reported to the	D62							2		x
	"Yes," attach a detailed description of the activities.	110:									A
	as the foundation made any changes, not previously reported to the IRS, in its governing	inetriim	nani	t articles of	incorporatio	n or					
	ylaws, or other similar instruments? If "Yes," attach a conformed copy of the change		10111	i, ai aoisa oi	iiicoi poi alio	, OI			3		x
	id the foundation have unrelated business gross income of \$1,000 or more during the year								4a		X
	"Yes," has it filed a tax return on Form 990-T for this year?	ш.					N	/A	4b		
	as there a liquidation, termination, dissolution, or substantial contraction during the year	?						,	5		X
	"Yes," attach the statement required by General Instruction T.	-							<u> </u>		-21
	re the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied e	uther*									
	By language in the governing instrument, or										
	By state legislation that effectively amends the governing instrument so that no mandato	ny direct	tion	s that confl	ct with the s	tate la	w				
	remain in the governing instrument?	, u., oo,		is that com	01 11101	iuto iu	•••		6	X	
7 D	id the foundation have at least \$5,000 in assets at any time during the year?								7	X	
	"Yes," complete Part II, col. (c), and Part XV.								_		
	nter the states to which the foundation reports or with which it is registered (see instruction	ons) 🕨									
	VA		_			-					
_	the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the A	\ttornev	/ Ge	neral (or de	signate)				i		
	each state as required by General Instruction G? If "No," attach explanation	шонібу	uc	יייטיייין יוטיייי	oigiiaie)				8b	x	
	the foundation claiming status as a private operating foundation within the meaning of si	ection A	942	2(1)(3) or 40	42(1)(5) for a	ralend	ar			-41	
	ear 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," or				(),(3) 101 (vaiviiu	ai		9		x
	id any persons become substantial contributors during the tax year? if "Yes," attach a sched				addraecca				10		X
		are usung	4 (1)6	,, 11011105 011U	u-u-0-303			For	n 990	-PF	
										1	- - · • ;

	1990-PF (2011) PHILLIPS E. PATTON CHARITABLE FOUNDATION 54-1	715989		Page 5
Pa	art 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?	13	X	
	Website address ► N/A			
14	The books are in care of ► <u>CAROLE HARPER</u> Telephone no. ► <u>804</u>	<u>-768-4</u>	<u> 1777</u>	_
		<u> ≥23831</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	N	I/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank,	1	Yes	No
	securities, or other financial account in a foreign country?	16	<u> </u>	X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
<u> </u>	country			<u> </u>
Pa	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required		T	
	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?	No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Possessment of the supplemental formula of the supplemental formula of the supplemental of			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X (5) Transfer any process or seeds to a disqualified passes for make any of other purishly.	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)?			
	·	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.)	No.		
h	olf any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	MO		
U	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	A 1b		
	Organizations relying on a current notice regarding disaster assistance check here	<u>^</u>		
c	E 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		х
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)):			
а	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		ŀ	
	before 2011? Yes X	No		
	If "Yes," list the years ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect	l		
	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.)	A 2b		
C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
	>			
3а	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time		1	
	during the year?	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.)	A 3b		
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	. 4a	ļ	_X_
þ	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	لے	<u>X</u>
		Form 990)-PF (2011)

12-02-11

orm 990-PF (2011) PHILLIPS E. PATTON CHARI Part VII-B Statements Regarding Activities for Which I			54-17159	89 Page 6
 5a During the year did the foundation pay or incur any amount to: Carry on propaganda, or otherwise attempt to influence legislation (section (2) Influence the outcome of any specific public election (see section 4955); of any voter registration drive? Provide a grant to an individual for travel, study, or other similar purposes (4) Provide a grant to an organization other than a charitable, etc., organization 509(a)(1), (2), or (3), or section 4940(d)(2)? Provide for any purpose other than religious, charitable, scientific, literary, the prevention of cruelty to children or animals? If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und section 53.4945 or in a current notice regarding disaster assistance (see instru Organizations relying on a current notice regarding disaster assistance check in the answer is "Yes" to question 5a(4), does the foundation claim exemption from expenditure responsibility for the grant? "If "Yes," attach the statement required by Regulations section 53.494. Did the foundation, during the year, receive any funds, directly or indirectly, to a personal benefit contract? Did the foundation, during the year, pay premiums, directly or indirectly, on a party to 6b, file Form 8870. At any time during the tax year, was the foundation a party to a prohibited tax seems and the statement in the foundation and the foundation and the foundation of the foundation	n 4945(e))? or to carry on, directly or indirectly or indirectly or indirectly or indirectly or indirectly or indirectly or described in section or educational purposes, or the derethe exceptions described inctions)? Here from the tax because it maintates S-5(d). In pay premiums on Decrease it contract?	ectly, Ye Ye for Ye In Regulations	es X No N/A N/A N/A N/A N/A	5b X
b If "Yes," did the foundation receive any proceeds or have any net income attribu	table to the transaction?		N/A	7b
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, Foundation Ma	nagers, Highly	y .	
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
JANE P. CRONKHITE	PRESIDENT			
ERIE, PA	0.00	0.	0.	0.
Compensation of five highest-paid employees (other than those inc	luded on line 1). If none.	enter "NONE."	<u> </u>	I
(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
N/A	0.00	0.	0.	0.
Total number of other employees paid over \$50,000				0
Cast includes of other origination part of the opposite				

Form **990-PF** (2011)

Form 990-PF (2011) PHILLIPS E. PATTON CHARITABLE FOUNDATION		L715989	Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, High Paid Employees, and Contractors (continued)	ly		
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 sei	vice	(c) Cor	npensation
NONE			
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities		<u> </u>	0
		•	
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.	1	Expense	s
1 N/A		·· · · 	
1N/A			
2			
	$\neg \neg$		
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 s			
·			
	$\overline{}$		
Total. Add lines 1 through 3	. ▶		0.
		Form 990-l	PF (2011)

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Part X 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 322,018. 1a b Average of monthly cash balances 29,918. 1b c Fair market value of all other assets 1c 351,936. 1d d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e Acquisition indebtedness applicable to line 1 assets Subtract line 2 from line 1d 3 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 346,657. 5 Minimum investment return. Enter 5% of line 5 ĥ 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.) Minimum investment return from Part X, line 6 17,333. 2a Tax on investment income for 2011 from Part VI, line 5 236. b Income tax for 2011. (This does not include the tax from Part VI.) c Add lines 2a and 2b 23<u>6.</u> Distributable amount before adjustments. Subtract line 2c from line 1 3 17.097. Recoveries of amounts treated as qualifying distributions 4 Add lines 3 and 4 097. 5 Deduction from distributable amount (see instructions) 6 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 23,847. 1a b Program-related investments - total from Part IX-B 1b 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 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) 3Ь Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 23,847. 4 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 Adjusted qualifying distributions. Subtract line 5 from line 4 6

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

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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				17,097.
2 Undistributed income, if any, as of the end of 2011				11,091.
a Enter amount for 2010 only			0.	
b Total for prior years:				
b rotation prior years.		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007 607.				
c From 2008 5,581.				
d From 2009 2,394.				
e From 2010				
f Total of lines 3a through e	8,582.			
4 Qualifying distributions for 2011 from	7,002.		· · · · · · · · · · · · · · · · · · ·	
Part XII, line 4: ► \$ 23,847.			•	
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		<u>``</u>		
(Election required - see instructions)	0.			
d Applied to 2011 distributable amount				17,097.
e Remaining amount distributed out of corpus	6,750.			21,70310
5 Excess distributions carryover applied to 2011	0.			0.
(If an amount appears in column (d), the same amount must be shown in column (a))				<u> </u>
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,332.			
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	0.			
9 Excess distributions carryover to 2012.				
Subtract lines 7 and 8 from line 6a	15,332.			
10 Analysis of line 9:				
a Excess from 2007 607.				
b Excess from 2008 5,581.	į			
c Excess from 2009 2,394.	Í			
d Excess from 2010	į			
e Excess from 2011 6,750.				

		CHARITABLE		<u> 54-17</u>	15989 Page 10
Part XIV Private Operating F	oundations (see in:	structions and Part VII	A, question 9)	N/A	
1 a If the foundation has received a ruling o	r determination letter that	t it is a private operating			
foundation, and the ruling is effective fo	r 2011, enter the date of t	the ruling	▶		
b Check box to indicate whether the found	iation is a private operatii	ng foundation described i	n section	4942(j)(3) or 49)42(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
investment return from Part X for					-
each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII,					<u></u> ,
line 4 for each year listed					
d Amounts included in line 2c not			_	· · · · · · · · · · · · · · · · · · ·	
used directly for active conduct of					
<u>•</u>					
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					<u></u>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter					
2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross					
investment income (interest,					
dividends, rents, payments on					
securities loans (section 512(a)(5)), or royalties)					
				 	
(2) Support from general public and 5 or more exempt					
organizations as provided in					
section 4942(j)(3)(B)(iii)		ı			
(3) Largest amount of support from					
an exempt organization					
(4) Gross investment income		A - 41-1	(Al (1 - 1 05 000 - · · ·	
Part XV Supplementary Info			it the toundation	nad \$5,000 or mo	ore in assets
at any time during t		uctions.)			
1 Information Regarding Foundation					
a List any managers of the foundation wh			ributions received by the	foundation before the clo	se of any tax
year (but only if they have contributed n	tore than \$5,000). (See s	ection 507(a)(2).)			
NONE					
b List any managers of the foundation wh			or an equally large porti	on of the ownership of a p	artnership or
other entity) of which the foundation has	s a 10% or greater interes	St.			
NONE					
2 Information Regarding Contributi	on, Grant, Gift, Loan,	Scholarship, etc., Pr	ograms:		
Check here 🕨 🗶 if the foundation o					
the foundation makes gifts, grants, etc.	(see instructions) to indiv	riduals or organizations u	nder other conditions, c	omplete items 2a, b, c, and	l d.
a The name, address, and telephone num	ber of the person to who	n applications should be	addressed:		
	·	• •			
b The form in which applications should b	e submitted and informa	tion and materials they sh	iould include:		
c Any submission deadlines:					
d Any restrictions or limitations on awards	s, such as by geographica	al areas, charitable fields,	kinds of institutions, or	other factors:	
		·-··			

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▶ 3b

Total

Part XVI-A Analysis of Income-Produ	ucing Activitie	es			
Enter gross amounts unless otherwise indicated.					(e) Related or exempt
1 Program service revenue: a	code	Amount	sion code	Amount	function income
b cd	_				
f g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					8,046.
4 Dividends and interest from securities					14,192.
5 Net rental income or (loss) from real estate: a Debt-financed property					
 Not debt-financed property Net rental income or (loss) from personal property 					
7 Other investment income		•			
8 Gain or (loss) from sales of assets other than inventory					2,675.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory11 Other revenue:		 			
a 2004 TAX REFUND	-				
C	I I				
d					
e	-				04.04.0
12 Subtotal. Add columns (b), (d), and (e)	<u></u>	(J.		
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)				13	24,913.
	to the Accon	plishment of	Exempt P	urposes	
				d importantly to the accom	plishment of
NOT APPLICABLE	,,,	,	<u> </u>		
	Business Amount code Amount code Amount function income function income code function income function income code function income function income function income code function function income function income code function function income function inc				
				-	
		-			

123621 12-02-11

Debt the organization decidity or indirectly engine in any of the following with any other organization of secretic 501(c) of the Code (other than section 501(c)) granipations or in section 527, relisting to political organizations? 1 Transfers from the reporting foundation to a noncharitable exempt organization of: 1 (1) Casta 1 (2) Other seets 1 (3) Select a desired to noncharitable exempt organization 1 (2) Purchases of asserts to an oricharitable exempt organization 1 (3) Rental of fedicise, equipment in orbit assets 1 (4) Rembursement arrangements 1 (5) Loans or to map purantees 1 (5) Loans or to map purantees 1 (6) Rembursement arrangements 1 (7) Select assets as a noncharitable exempt organization 2 (8) Purchases of assets than a noncharitable exempt organization 3 Rental of fedicise, equipment mraning lests, other assets, or pad employees 4 If the answer to any of the above or "res" complete the following schodulia. Column (6) should always show the fair market value of the poods, other assets, or services received. 2 If the answer to any of the above of "res" complete the following schodulia. Column (6) the value of the poods, other assets, or services received. 2 Is the foundation derectly or indirectly affiliated with, or related to, one or more tax-exempt organization or sharing arrangement, show in section 501(c)(s) or in section 5217 2 Is the foundation derectly or indirectly affiliated with, or related to, one or more tax-exempt organization or sharing arrangement, and an account involved (b) Rene of sonchartable exempt organization (d) Description or sharing arrangements. N/A 1 If Yes, complete the following school and the following school and an account of the school and province of the school	Pa	rt XVI	Information Re Exempt Organ	egarding Transfers To a izations	and Transactions a	ind Relationsh	ips With Noncharit	able	
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(6) Performance of services or membership or fundralising solicitations C Sharing of facilities, equipment, mailing lists, other assets, or paid employees d if the answer to any of the ablove 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 lists than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. (a) Ivine no (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of the arraters, transactions, and sharing arrangements. N/A 2a is the foundation directly or indirectly affished 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? b if Yes,* complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationships in the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationships in a fail, connect, and complete to populy, if declare that I have examined their return, including accompanying schedules and eliterments, and to the best of my knowledge in a fail of the population of the population of population of preparation of population							Г		
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N/A Sign 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 return with the preparer shown below (see instr.)? Signature of officer or trustee	<u> </u>	If Yes,			(h) Type of organization	Ι ,	-) Deceription of relationship	- -	
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Sign Here 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 May the IRS discuss this return with the preparer shown below (see instr)? X yes			N/A						
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Signature of officer or trustee Date Title		jn 📐	Delief, it is true, correct, and con	nplete Declaration of preparer (other tha			return v	with the prep	arer
Paid Print/Type preparer's name Preparer's sippature PHILIP A. HUSS, CPA, PLLC PHILIP A. HUSS, C 04/23/12 Preparer Use Only Firm's name ▶ PHILIP A. HUSS CPA PLLC Firm's name ▶ PHILIP A. HUSS CPA PLLC Firm's elin ▶ 54-1649752 Phone no. 804-423-5694	He	F	Hame of: M	or lighte 2	5/21/2	rus			_
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Use Only Firm's address ► 110 WYLDEROSE DRIVE MIDLOTHIAN, VA 23113 Phone no. 804-423-5694						U4/23/12			/
Firm's address ► 110 WYLDEROSE DRIVE MIDLOTHIAN, VA 23113 Phone no. 804-423-5694		-		LIP A. HUSS CPA	PLLC		Firm's EIN ▶ 54 – 16 4	19752	
MIDLOTHIAN, VA 23113 Phone no. 804-423-5694	US		` <u> </u>	A WALDEROOF DOT	17E		<u> </u>		
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			, PII	DECINIAN, VA 43					

FORM 990-PF INTEREST ON SAV	INGS AND TEM	IPORARY C	ASH II	NVESTMENTS	STATEMENT	1
SOURCE					AMOUNT	
JANNEY MONTGOMERY SCOTT					8,0	46.
TOTAL TO FORM 990-PF, PART I	, LINE 3, CO	OLUMN A			8,0	46.
FORM 990-PF DIVIDENT	OS AND INTER	REST FROM	SECUI	RITIES	STATEMENT	2
SOURCE	GROSS	S AMOUNT		ITAL GAINS IVIDENDS	COLUMN (A AMOUNT)
JANNEY MONTGOMERY SCOTT		16,867.		2,675.	14,19	
TOTAL TO FM 990-PF, PART I, I	LN 4	16,867.	16,867. 2,675.		14,1	
FORM 990-PF	ACCOUNTI	NG FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVI MENT INC		(C) ADJUSTED NET INCOM		
BOOKKEEPING FEES ACCOUNTING FEES	1,454. 1,185.		727. 593.			27. 92.
TO FORM 990-PF, PG 1, LN 16B	2,639.	1,	,320.		1,3	19.
FORM 990-PF	KAT	ŒS			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVI MENT INC				
2010 FEDERAL TAX 2011 FEDERAL ESTIMATED TAX	114. 600.		0.			0.
TO FORM 990-PF, PG 1, LN 18	714.		0.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVI MENT INC		(C) ADJUSTEI NET INCOM		
U.S. POSTMASTER	55.		27.			28.
TO FORM 990-PF, PG 1, LN 23	55.		27.			28.
FORM 990-PF	CORPORATI	E STOCK			STATEMENT	6
DESCRIPTION			во	OK VALUE	FAIR MARKE VALUE	т
1,000 BETHLEHEM STEEL 8,500 TEMPLETON GLOBAL 1,089 HIGHLAND CREDIT STRATEGIES 500 HEALTHCARE REALTY TRUST				26,097. 60,814. 27,600. 10,975.	80,3 6,7 9,2	30. 95.
675/1000 SHS ARES CAPITAL COI 500/1,000 APOLLO INVESTMENT 500 DOMINION RESOURCES	KP.			35,150. 14,311. 20,717.	15,4 6,4 26,5	40.
TOTAL TO FORM 990-PF, PART I	I, LINE 10B			195,664.	144,7	90.
FORM 990-PF	CORPORATE	E BONDS			STATEMENT	7
DESCRIPTION			во	OK VALUE	FAIR MARKE	T
20K MARKEL NOTE 20K AMERICAN EXPRESS NOTE 20K DOW CHEMICAL NOTE 15K EXELON NOTE 20K UNITED DOMINION NOTE				21,150. 21,090. 21,397. 16,020. 20,691.	23,2 22,0 22,2 16,1 21,2	44. 54. 62.
TOTAL TO FORM 990-PF, PART II	I, LINE 10C			100,348.	104,9	56.

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FORM 990-PF OTHER	R INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
4,028 PUTNAM PREMIER INCOME TRUST	COST	34,987.	20,905.
600 JPM CAPITAL XIX PFD 1,000 BAC CAPITAL	COST COST	15,402. 21,279.	15,138. 18,680.
·			
TOTAL TO FORM 990-PF, PART II, LINE	13	71,668.	54,723.

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PHILLIPS E. PATTON FOUNDATION GRANTS AND CONTRIBUTIONS PAID EIN – 54-1715989

FOUNDATION CONTRIBUTIONS - 2011

American Junior Golf Association 1980 Sports Club Drive Braselton, GA 30517 \$ 5,000.00

Huntington Disease Society of America c/o Michele Asmussen. Regional Director of Development - Upper Midwest 7362 University Avenue NE, St. 303 Fridley, MN 55432

Western New York PGA Foundation c/o Joe Bertino 8265 Sheridan Drive Williamsville, NY 14221 10,000.00

7,500.00*1

TOTAL CONTRIBUTIONS IN 2011 \$ 22,500.00

NOTE: All contributions are unrestricted unless they are noted for a specific purpose.

*1 HDSA - Wade Wallen Golf Tournament fundraiser