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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

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

Name of foundation
DULANEY FA AND JF CHAR

A Employer identification number
54-6487683

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 2907 - TRUST TAX DEPT

B Telephone number (see page 10 of the instructions)

City or town, state, and ZIP code
WILSON, NC 278942907

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 4,240,177

J Accounting method ☐ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	30,775	30,775		
	4	Dividends and interest from securities.	106,759	106,759		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	70,155			
	b	Gross sales price for all assets on line 6a 1,333,955				
	7	Capital gain net income (from Part IV, line 2) . . .		70,155		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	204,625	204,625		
	12	**Total.** Add lines 1 through 11	412,314	412,314		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	51,604	51,604		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	5	5		0
	17	Interest				0
	18	Taxes (attach schedule) (see page 14 of the instructions)	6,401			0
	19	Depreciation (attach schedule) and depletion . . .	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	137	137		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	58,147	51,746	0	0
	25	Contributions, gifts, grants paid	207,800			207,800
	26	**Total expenses and disbursements.** Add lines 24 and 25	265,947	51,746	0	207,800
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	146,367			
	b	**Net investment income** (if negative, enter -0-)		360,568		
	c	**Adjusted net income** (if negative, enter -0-) . . .			0	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	111	9,711	9,711
	2	Savings and temporary cash investments	199,896	182,197	182,197
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶		0	0
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 150,000 Less allowance for doubtful accounts ▶ 0	150,000	150,000	150,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,187,448	3,345,771	3,898,269
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,537,455	3,687,679	4,240,177
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **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 ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	3,537,455	3,687,679	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	3,537,455	3,687,679	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,537,455	3,687,679	

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	3,537,455
2	Enter amount from Part I, line 27a	2	146,367
3	Other increases not included in line 2 (itemize) ▶	3	3,857
4	Add lines 1, 2, and 3	4	3,687,679
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	3,687,679

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	70,155
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	200,225	4,205,849	0 047606
2009	212,519	4,020,741	0 052856
2008	234,029	4,289,754	0 054555
2007	228,777	4,745,934	0 048205
2006	233,717	4,665,375	0 050096

2	**Total** of line 1, column (d).	2	0 253318
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 050664
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	4,342,111
5	Multiply line 4 by line 3.	5	219,987
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,606
7	Add lines 5 and 6.	7	223,593
8	Enter qualifying distributions from Part XII, line 4.	8	207,800

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	7,211
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	7,211
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	7,211
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,496		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	2,496
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	4,715
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	**Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶BRANCH BANKING AND TRUST Telephone no ▶(540) 665-4345

Located at ▶148 S QUEEN STREET MARTINSBURG WV ZIP+4 ▶25401

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 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BRANCH BANKING AND TRUST 148 S QUEEN STREET MARTINSBURG, WV 25401	TRUSTEE 10	51,604		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	4,040,035
b	Average of monthly cash balances	1b	218,200
c	Fair market value of all other assets (see page 24 of the instructions)	1c	150,000
d	**Total** (add lines 1a, b, and c)	1d	4,408,235
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	4,408,235
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	66,124
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,342,111
6	**Minimum investment return.** Enter 5% of line 5	6	217,106

Part XI **Distributable Amount** (see page 25 of the 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	217,106
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,211		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,211
3	Distributable amount before adjustments Subtract line 2c from line 1			3	209,895
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	209,895
6	Deduction from distributable amount (see page 25 of the instructions)			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	209,895

Part XII **Qualifying Distributions** (see page 25 of the 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	207,800
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	207,800
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	207,800

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					209,895
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.				207,797	
b Total for prior years 2009 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2011					
a From 2006.	0				
b From 2007.	0				
c From 2008.	0				
d From 2009.	0				
e From 2010.	0				
f **Total** of lines 3a through e.		0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 207,800					
a Applied to 2010, but not more than line 2a				207,797	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2011 distributable amount.					3
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .			0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					209,892
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2007. . . .	0				
b Excess from 2008. . . .	0				
c Excess from 2009. . . .	0				
d Excess from 2010. . . .	0				
e Excess from 2011. . . .	0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				207,800
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	30,775	
4 Dividends and interest from securities			14	106,759	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	70,155	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a INSURANCE PROCEEDS			14	204,625	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				412,314	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 412,314

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2012-03-10	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name		Firm's EIN	
Firm's address		Phone no	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☑ No

Additional Data

Software ID:	
Software Version:	
EIN:	54-6487683
Name:	DULANEY FA AND JF CHAR

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
50000 BANK AMER CORP MTN 6 650% 2/15/11		2005-12-20	2011-02-15
50000 WAL-MART STORES DTD 2/18/04 4 125% 02/15		2005-04-08	2011-02-15
140 BANCO BRADESCO S A			2011-02-18
15295 259 FEDERATED MORTGAGE INSTITUTIONAL CLASS FUND #835			2011-03-25
120 HOSPIRA INC		2010-04-08	2011-03-25
140 IHS INC COMMON		2009-04-27	2011-03-25
12884 076 PIMCO PIMS FOREIGN BOND FUND			2011-03-25
40 SPDR GOLD TRUST		2008-11-19	2011-03-25
230 SOLUTIA INC COMMON		2010-01-25	2011-03-25
40 STERICYCLE INC		2009-07-13	2011-03-25
220 VIRGIN MEDIA INC COMMON		2010-11-02	2011-03-25
120 VODAFONE GROUP PLC NEW SP ADR		2009-07-13	2011-03-25
100 AT&T INC		2008-11-19	2011-04-07
100 ABBOTT LABORATORIES		2010-01-25	2011-04-07
140 BANCO BRADESCO S A		2010-11-02	2011-04-07
190 BAXTER INTERNATIONAL INCORPORATED		2009-07-13	2011-04-07
15 CME GROUP INC COMMON		2010-11-02	2011-04-07
240 CAMPBELL SOUP COMPANY		2009-10-27	2011-04-07
80 CANON INC COMMON		2010-01-25	2011-04-07
100 DESARROLLADORA HOMEX S A DE C V		2010-11-02	2011-04-07
160 E ON AG SPONSORED ADR		2009-04-27	2011-04-07
170 FRANCE TELECOM SPONS ADR COMMON		2009-04-27	2011-04-07
190 FUJIFILM HOLDINGS CORPORATION		2009-04-27	2011-04-07
675 GENERAL ELECTRIC COMPANY		2004-03-16	2011-04-07
20 B F GOODRICH COMMON		2010-11-02	2011-04-07
110 HASBRO INC		2010-11-02	2011-04-07
90 HOSPIRA INC		2010-04-08	2011-04-07
120 ICON PLC SPONS ADR		2010-04-08	2011-04-07
210 INERCONTINENTAL HOTELS GROUP PLC ADR		2010-11-02	2011-04-07
60 INTERCONTINENTALEXCHANGE INC COMMON		2010-01-25	2011-04-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
410 KROGER COMPANY COMMON		2010-01-25	2011-04-07
275 MERCK & CO INC		2006-05-31	2011-04-07
130 MORGAN STANLEY DEAN WITTER DIS CO		2010-04-08	2011-04-07
1559 461 PIMCO PIMS FOREIGN BOND FUND		2008-10-06	2011-04-07
110 RWE AG		2009-04-27	2011-04-07
270 STATE STR CORP		2010-01-25	2011-04-07
80 TENARIS S A		2010-01-25	2011-04-07
270 THOMPSON CREEK METALS INC COMMON		2010-01-25	2011-04-07
270 TOKIO MARINE HOLDINGS INC		2009-04-27	2011-04-07
170 FINA S A SPONSORED		2009-04-27	2011-04-07
160 VIRGIN MEDIA INC COMMON		2010-11-02	2011-04-07
150 WAL MART STORES INCORPORATED		2010-01-25	2011-04-07
120 CENTRAL EUROPEAN MEDIA ENT		2009-10-27	2011-04-07
10 APPLE COMPUTER CORPORATION COMMON		2011-04-07	2011-04-08
210 BARCLAYS PLC ADR		2009-07-13	2011-04-08
10 CME GROUP INC COMMON		2010-11-02	2011-04-08
200 CHICO'S FAS INC COMMON		2011-04-07	2011-04-08
650 CISCO SYSTEMS			2011-04-08
30 GAZPROM		2011-04-07	2011-04-08
50 B F GOODRICH COMMON		2010-11-02	2011-04-08
210 INTEL CORPORATION		2006-05-31	2011-04-08
190 METLIFE COMMON		2010-04-08	2011-04-08
225 MICROSOFT CORPORATION		2004-03-16	2011-04-08
10 MITSUI & CO LTD		2010-01-25	2011-04-08
170 NALCO HOLDING CO COMMON		2010-01-25	2011-04-08
190 NISSAN COMMON STOCK		2010-01-25	2011-04-08
660 SOUTHWEST AIRLINES		2010-11-02	2011-04-08
100 AMERICAN EXPRESS COMPANY		2010-11-02	2011-04-14
160 BARRICK GOLD CORP EFF 1-18-95		2010-04-08	2011-04-14
180 CVS CORP COMMON		2008-11-19	2011-04-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
810 COMCAST CORP NEW CL A		2007-10-31	2011-04-14
220 DOLBY LABORATORIES INC CL A COMMON		2009-04-27	2011-04-14
410 EBAY INC		2010-01-25	2011-04-14
80 HASBRO INC		2010-04-08	2011-04-14
190 NATIONAL GRID GROUP-SPON ADR		2009-04-27	2011-04-14
560 PFIZER INCORPORATED		2010-04-08	2011-04-14
290 PLEXUS CORP COMMON		2010-11-02	2011-04-14
170 ROCHE HOLDING LTD ADR		2009-04-27	2011-04-14
270 SEI INVESTMENTS CO		2009-10-27	2011-04-14
70 SIGMA ALDRICH CORPORATION		2010-04-08	2011-04-14
260 SUNCOR ENERGY, INC		2010-04-08	2011-04-14
670 TURKCELL ILETISIM HIZMETLERI AS (TURKCEL		2009-04-27	2011-04-14
150 WELLS FARGO & CO NEW		2005-04-07	2011-04-14
150 AMETEK INC COMMON		2009-04-27	2011-05-26
40 ANADARKO PETE CORP		2005-09-29	2011-05-26
160 BRUKER BIOSCIENCES CORP COMMON		2010-11-02	2011-05-26
20 CNOOC LTD - ADR		2010-04-08	2011-05-26
80 FEI COMPANY COMMON		2010-01-25	2011-05-26
30 FOSSIL INC COM		2010-01-25	2011-05-26
50 IHS INC COMMON		2009-04-27	2011-05-26
220 INTERVAL LEISURE GROUP COMMON		2009-04-27	2011-05-26
40 NOBLE ENERGY INC		2010-04-08	2011-05-26
50 ROCK TENN COMPANY A		2009-10-27	2011-05-26
60 ROVI CORPORATION COMMON		2009-10-27	2011-05-26
190 SLM CORPORATION COMMON		2010-11-02	2011-05-26
310 SOLUTIA INC COMMON			2011-05-26
80 SWISS REINSURANCE CO ADR		2010-11-02	2011-05-26
80 WHITING PETROLEUM CORP COMMON		2010-04-08	2011-05-26
270 AEROPOSTALE INC		2010-01-25	2011-06-17
20 CME GROUP INC COMMON		2010-11-02	2011-06-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
140 DREAMWORKS ANIMATION SKG INC COMMON		2009-04-27	2011-06-17
90 FEI COMPANY COMMON		2010-01-25	2011-06-17
180 FOCUS MEDIA HOLDING LIMITED		2010-11-02	2011-06-17
50 INTERCONTINENTALEXCHANGE INC COMMON		2010-01-25	2011-06-17
520 OSHKOSH TRUCK B CL B		2010-11-02	2011-06-17
50 ROCK TENN COMPANY A		2009-10-27	2011-06-17
600 SOCIETE GENERALE FRANCE		2010-11-02	2011-06-17
40 WHITING PETROLEUM CORP COMMON		2010-04-08	2011-06-17
430 XL CAPITAL LTD		2010-11-02	2011-06-17
70 TYCO INTERNATIONAL LTD		2010-04-08	2011-06-17
140 ACTUANT CORP CL A NEW		2010-11-02	2011-08-19
110 AMETEK INC COMMON		2009-04-27	2011-08-19
420 BANK OF AMER CORP COMMON		2010-11-02	2011-08-19
240 BRUKER BIOSCIENCES CORP COMMON		2010-11-02	2011-08-19
80 DENDREON CORP COMMON		2011-06-17	2011-08-19
160 DISCOVER FINL SVCS		2010-11-02	2011-08-19
110 FEI COMPANY COMMON		2010-01-25	2011-08-19
70 HARMAN INTERNATIONAL INDUSTRIES COMMON		2011-05-26	2011-08-19
220 HUMAN GENOME SCIENCES INC		2011-05-26	2011-08-19
130 INTERNATIONAL PAPER COMPANY		2010-11-02	2011-08-19
310 INTERVAL LEISURE GROUP COMMON		2009-04-27	2011-08-19
320 MERIDIAN BIOSCIENCE INC		2009-04-27	2011-08-19
382 572 PIMCO COMMODITY REAL RETURN STRATEGY INS		2009-07-16	2011-08-19
70 ROCK TENN COMPANY A		2009-10-27	2011-08-19
70 ROVI CORPORATION COMMON		2009-10-27	2011-08-19
240 SLM CORPORATION COMMON		2010-11-02	2011-08-19
440 ST MICROELETRONICS N V		2011-05-26	2011-08-19
160 TELEFONICA S A		2009-04-27	2011-08-19
210 UNILEVER PLC-SPONSORED ADR		2009-07-13	2011-08-19
70 WHITING PETROLEUM CORP COMMON		2010-01-25	2011-08-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
70 COVIDIEN PLC		2010-11-02	2011-08-19
190 INVESCO LTD		2010-04-08	2011-08-19
60 ALLIED WORLD ASSURANCE COMPANY HOLDINGS		2010-01-25	2011-08-19
110 TE CONNECTIVITY LTD		2010-11-02	2011-08-19
580 AEGON N V ORD		2009-07-13	2011-09-13
610 ALCOA INC			2011-09-13
360 ADR AXA-UAP F/K/A AXA SA SPONSORED ADR		2009-04-27	2011-09-13
520 BANK OF AMER CORP COMMON		2010-11-02	2011-09-13
130 DESARROLLADORA HOMEX S A DE C V		2009-04-27	2011-09-13
190 DREAMWORKS ANIMATION SKG INC COMMON		2009-04-27	2011-09-13
240 E TRADE FINANCIAL CORP COMMON		2011-06-17	2011-09-13
180 EXCO RESOURCES INC COMMON		2009-10-27	2011-09-13
140 EMCOR GROUP INC		2011-05-26	2011-09-13
180 FLOWERS FOOD INC WI		2009-04-27	2011-09-13
330 GAZPROM			2011-09-13
300 HANOVER INSURANCE GROUP INC COMMON		2009-04-27	2011-09-13
410 HARMONIC INC COM		2011-05-26	2011-09-13
270 HEWLETT PACKARD COMPANY		2009-07-13	2011-09-13
240 IDEXX LABORATORIES INC COMMON		2009-04-27	2011-09-13
90 INTERDIGITAL INC COMMON		2011-06-17	2011-09-13
440 INTERVAL LEISURE GROUP COMMON		2009-04-27	2011-09-13
320 J P MORGAN CHASE & CO		2009-10-27	2011-09-13
170 LOWES COMPANIES INCORPORATED		2010-04-08	2011-09-13
240 MERIT MEDICAL SUSTEM INC COMMON		2011-06-17	2011-09-13
100 METLIFE COMMON		2010-11-02	2011-09-13
190 NALCO HOLDING CO COMMON		2010-01-25	2011-09-13
120 PROGRESS SOFTWARE COMMON		2010-11-02	2011-09-13
210 REINSURANCE GROUP OF AMERICA COMMON		2009-04-27	2011-09-13
1290 SOUTHWEST AIRLINES			2011-09-13
120 SUN HYDRAULICS CORPORATION COMMON		2011-05-26	2011-09-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
110 TECHNE CORP		2009-04-27	2011-09-13
40 TECK CORPORATION CL B COMMON		2011-05-26	2011-09-13
200 TELEDYNE TECHNOLOGIES INC COM		2009-04-27	2011-09-13
320 VALSPAR CORP COMMON		2009-04-27	2011-09-13
300 VOLVO AKTIEBOLAGET ADR B		2010-11-02	2011-09-13
110 WABTEC CORP COMMON		2010-01-25	2011-09-13
180 ABB LTD SPONSORED ADR		2008-11-19	2011-12-15
150 ADMIRAL GROUP PLC		2011-09-13	2011-12-15
80 AMETEK INC COMMON		2009-04-27	2011-12-15
80 AMPHENOL CORP CL A		2009-04-27	2011-12-15
130 CENOVUS ENERGY INC		2011-06-17	2011-12-15
100 CROWN HOLDINGS INC COMMON		2009-10-27	2011-12-15
80 CTRIP COM INTERNATIONAL LTD		2011-09-13	2011-12-15
380 DISCOVER FINL SVCS		2010-11-02	2011-12-15
120 DOW CHEMICAL COMPANY		2011-08-19	2011-12-15
340 ERSTE BK DER OESTER SPAR-ADR		2011-09-13	2011-12-15
140 FUEL SYSTEMS SOLUTIONS INC COMMON		2011-09-13	2011-12-15
350 GAFISA S A		2011-08-19	2011-12-15
70 GREEN MOUNTAIN COFFEE ROASTERS INC COMMO			2011-12-15
20 INTERCONTINENTALEXCHANGE INC COMMON		2010-01-25	2011-12-15
110 INTERNATIONAL PAPER COMPANY		2010-11-02	2011-12-15
10 MITSUI & CO LTD		2009-04-27	2011-12-15
60 PALL CORPORATION COMMON		2009-04-27	2011-12-15
130 PETROLEO BRASILEIR COMMON		2009-04-27	2011-12-15
170 QUEST SOFTWARE INC		2010-04-08	2011-12-15
40 RIO TINTO PLC SPONSORED ADR		2009-10-27	2011-12-15
120 ROVI CORPORATION COMMON		2009-10-27	2011-12-15
390 SLM CORPORATION COMMON		2010-11-02	2011-12-15
200 SELECT COMFORT CORP COMMON		2011-06-17	2011-12-15
340 SOLUTIA INC COMMON		2009-10-27	2011-12-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
270 STERLITE IND LTD		2009-07-13	2011-12-15
120 SUNCOR ENERGY, INC		2011-05-26	2011-12-15
320 TELEFONICA S A		2009-04-27	2011-12-15
60 UNIVERSAL DISPLAY CORPORATION COMMON		2011-09-13	2011-12-15
120 VODAFONE GROUP PLC NEW SP ADR		2009-07-13	2011-12-15
70 WHITING PETROLEUM CORP COMMON			2011-12-15
90 WOLVERINE WORLD WIDE INC COMMON		2009-10-27	2011-12-15
80 COVIDIEN PLC		2010-11-02	2011-12-15
100 TE CONNECTIVITY LTD		2010-11-02	2011-12-15
220 TYCO INTERNATIONAL LTD			2011-12-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
50,000		53,059	-3,059
50,000		48,582	1,418
14			14
150,352		149,801	551
6,487		6,693	-206
12,444		5,750	6,694
133,737		126,626	7,111
5,559		2,907	2,652
5,545		2,944	2,601
3,576		1,972	1,604
6,004		5,724	280
3,414		2,246	1,168
3,029		2,556	473
5,030		5,499	-469
2,951		3,084	-133
10,239		10,195	44
4,601		4,348	253
7,989		7,716	273
3,408		3,338	70
2,825		3,465	-640
5,088		5,157	-69
3,833		3,667	166
5,555		5,133	422
13,673		20,517	-6,844
1,737		1,669	68
5,220		5,186	34
5,054		5,020	34
2,634		3,247	-613
4,399		4,100	299
7,361		6,123	1,238

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,881		8,942	939
9,108		9,072	36
3,615		3,883	-268
16,203		15,252	951
7,339		7,523	-184
12,452		11,888	564
3,890		3,632	258
3,618		3,386	232
7,160		7,574	-414
10,416		8,493	1,923
4,448		4,163	285
7,958		7,951	7
2,615		3,136	-521
3,373		3,378	-5
4,082		4,043	39
3,061		2,899	162
3,038		3,086	-48
11,421		12,942	-1,521
1,044		1,016	28
4,280		4,171	109
4,194		3,794	400
8,487		8,379	108
5,879		5,678	201
3,495		3,080	415
4,683		4,192	491
3,165		3,126	39
7,748		9,233	-1,485
4,597		4,240	357
8,576		6,454	2,122
6,408		5,148	1,260

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
19,545		16,956	2,589
10,146		8,248	1,898
12,554		9,660	2,894
3,557		3,061	496
9,291		7,746	1,545
11,463		9,582	1,881
9,576		8,706	870
6,327		5,374	953
6,215		4,809	1,406
4,452		3,827	625
11,364		8,697	2,667
9,943		8,072	1,871
4,522		4,499	23
6,363		3,239	3,124
3,107		1,951	1,156
3,032		2,390	642
4,801		3,493	1,308
3,083		1,735	1,348
3,140		1,017	2,123
4,276		2,054	2,222
2,965		1,452	1,513
3,629		2,998	631
3,832		2,249	1,583
3,447		1,677	1,770
3,133		2,246	887
7,480		3,861	3,619
4,576		3,934	642
5,254		3,361	1,893
4,728		6,127	-1,399
5,547		5,798	-251

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,983		2,647	336
3,307		1,952	1,355
4,833		4,727	106
5,907		5,103	804
13,726		15,536	-1,810
3,179		2,249	930
6,637		7,098	-461
2,168		1,680	488
9,142		9,039	103
3,266		2,724	542
2,502		3,219	-717
3,859		2,375	1,484
2,869		4,788	-1,919
3,067		3,586	-519
960		3,058	-2,098
3,669		2,877	792
3,168		2,386	782
2,223		3,261	-1,038
3,014		5,925	-2,911
3,077		3,264	-187
3,494		2,046	1,448
5,402		5,654	-252
3,432		2,655	777
3,254		3,148	106
3,032		1,957	1,075
3,055		2,837	218
2,680		4,886	-2,206
3,125		3,102	23
6,934		4,960	1,974
3,087		2,451	636

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,345		2,789	556
3,068		4,201	-1,133
3,062		2,718	344
3,113		3,520	-407
2,204		3,219	-1,015
6,978		9,615	-2,637
4,242		5,447	-1,205
3,641		5,928	-2,287
2,306		2,642	-336
3,525		3,592	-67
2,578		3,283	-705
2,142		3,174	-1,032
2,886		4,171	-1,285
3,309		2,844	465
3,554		5,032	-1,478
10,418		8,855	1,563
1,862		3,261	-1,399
6,081		10,101	-4,020
17,622		9,670	7,952
5,907		3,179	2,728
5,246		2,904	2,342
10,483		14,094	-3,611
3,220		4,304	-1,084
3,201		4,303	-1,102
3,012		4,031	-1,019
6,686		4,685	2,001
2,226		3,078	-852
10,593		6,077	4,516
10,682		14,344	-3,662
2,884		3,761	-877

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,632		5,936	1,696
1,565		1,994	-429
10,056		6,304	3,752
9,813		7,529	2,284
3,066		4,206	-1,140
6,221		4,346	1,875
3,184		1,814	1,370
1,824		3,102	-1,278
3,196		1,727	1,469
3,335		2,625	710
3,865		4,353	-488
3,307		2,648	659
1,851		3,043	-1,192
8,759		6,832	1,927
3,094		3,154	-60
2,557		4,828	-2,271
2,222		3,160	-938
1,877		3,056	-1,179
3,113		6,530	-3,417
2,346		2,041	305
3,027		2,762	265
3,013		2,226	787
3,347		1,532	1,815
3,007		3,413	-406
3,170		3,064	106
1,871		1,872	-1
2,927		3,355	-428
5,197		4,610	587
3,772		3,126	646
5,215		4,072	1,143

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,912		3,227	-1,315
3,189		5,015	-1,826
5,392		6,204	-812
2,009		3,374	-1,365
3,266		2,246	1,020
3,035		2,243	792
3,139		2,382	757
3,486		3,188	298
3,020		3,200	-180
9,889		8,552	1,337

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-3,059
			1,418
			14
			551
			-206
			6,694
			7,111
			2,652
			2,601
			1,604
			280
			1,168
			473
			-469
			-133
			44
			253
			273
			70
			-640
			-69
			166
			422
			-6,844
			68
			34
			34
			-613
			299
			1,238

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			939
			36
			-268
			951
			-184
			564
			258
			232
			-414
			1,923
			285
			7
			-521
			-5
			39
			162
			-48
			-1,521
			28
			109
			400
			108
			201
			415
			491
			39
			-1,485
			357
			2,122
			1,260

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			2,589
			1,898
			2,894
			496
			1,545
			1,881
			870
			953
			1,406
			625
			2,667
			1,871
			23
			3,124
			1,156
			642
			1,308
			1,348
			2,123
			2,222
			1,513
			631
			1,583
			1,770
			887
			3,619
			642
			1,893
			-1,399
			-251

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			336
			1,355
			106
			804
			-1,810
			930
			-461
			488
			103
			542
			-717
			1,484
			-1,919
			-519
			-2,098
			792
			782
			-1,038
			-2,911
			-187
			1,448
			-252
			777
			106
			1,075
			218
			-2,206
			23
			1,974
			636

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			556
			-1,133
			344
			-407
			-1,015
			-2,637
			-1,205
			-2,287
			-336
			-67
			-705
			-1,032
			-1,285
			465
			-1,478
			1,563
			-1,399
			-4,020
			7,952
			2,728
			2,342
			-3,611
			-1,084
			-1,102
			-1,019
			2,001
			-852
			4,516
			-3,662
			-877

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,696
			-429
			3,752
			2,284
			-1,140
			1,875
			1,370
			-1,278
			1,469
			710
			-488
			659
			-1,192
			1,927
			-60
			-2,271
			-938
			-1,179
			-3,417
			305
			265
			787
			1,815
			-406
			106
			-1
			-428
			587
			646
			1,143

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-1,315
			-1,826
			-812
			-1,365
			1,020
			792
			757
			298
			-180
			1,337

Form 990PF Part XV Line 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*				
CONGREGATIONAL COMMUNITY ACTION PROGRAM OF WINCHESTERPO BOX 2112 WINCHESTER,VA 22604	NONE	EXEMPT	CHARITABLE	41,560
BLUE RIDGE AREA FOOD BANK ATTN LAWRENCE ZIPPIN CEOP O BOX 937 VERONA,VA 24482	NONE	EXEMPT	CHARITABLE	41,560
1ST BAPTIST CHURCH OF WINCHESTER ATTN JOHN D BEAVERS TREASURER 205 WEST PICCADILLY ST WINCHESTER,VA 22601	NONE	EXEMPT	CHARITABLE	41,560
FREE MEDICAL CLINIC OF WINC ATTN VICKI MCCLELLAND EXEC DIR301 N CAMERON ST - SUITE 100 WINCHESTER,VA 22601	NONE	EXEMPT	CHARITABLE	41,560
ADULT CARE CENTER OF THE NORTHERN SHENANDOAH VALLEY 115 WOLFE STREET WINCHESTER,VA 22601	NONE	EXEMPT	CHARITABLE	41,560
Total . . . . ▶ **3a**				207,800

TY 2011 Investments - Other Schedule

Name: DULANEY FA AND JF CHAR
EIN: 54-6487683

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BEGINNING BOOK VALUE			
ABB LTD SPONS ADR			
AT&T INC			
ABBOTT LABORATORIES			
ACTUANT CORP CL A NEW			
ACUITY BRANDS, INC.			
AEROPOSTALE, INC			
AEGON NV ORD			
AGILENT TECHNOLOGIES			
AGRIUM INC			
AMERICAN EXPRESS CO			
AMETEK INC			
AMPHENOL CORP CL A			
ANADARKO PETE CORP			
ANGLO AMERICAN PLC			
ANSYS INC			
APACHE CORP			
APPLIED MATERIALS			
ASTRAZENECA PLC			
ATLAS COPCO AB SPONS			
AVERY DENNISON CORP			
ADR AXA-UAP F/K/A/ AXA SA			
BHP FINANCE USA LTD 5.5% 3/09			
BAKER HUGHES INC			
BANCO BRADESCO SA			
BANCO SANTANDER CENT HISPANO			
BANK OF AMERICA CORP			
BANK OF AMER 6.65% 2/15/11			
BARCLAYS PLC - SPONS ADR			
BARRICK GOLD CORP			
BAXTER INTERNATIONAL INC			
BERKSHIRE HATHAWAY 4.85% 2015			
BERKSHIRE HATHAWAY, INC. COM			
BIO-RAD LABS CLASS A			
BOC HONG KONG HOLDINGS LTD			
BRITTISH AMERICAN TOB COM			
BROADRIDGE FINANCIAL SOLUTIONS			
BRUNKER BIOSCIENCES CORP			
CME GROUP INC			
CNOOC LTD - ADR			
CVS CAREMARK CORP			
CAMPBELL SOUP CO			
CANON INC			
CENOVUS ENERGY INC			
CHEVRON CORP			
CISCO SYSTEMS COM			
COMCAST CORP CL A			
CONOCOPHILLIPS			
CONOCOPHIL AU 5.5% 4/15/13			
CORNING INC COM			
CROWN HOLDINGS INC			
DBS GROUP HLDGS SPONS ADR			
DESARROLLADORA HOMES SA DE CV			
DIAGEO PLC SPONSORED ADR			
THE WALT DISNEY CO COMMON			
DISCOVER FINANCIAL SVCS COMMON			
DISCOVERY COMMUNICATIONS			
DOLBY LABORATORIES INC CL			
DREAMWORKS ANIMATION SKG INC			
E I DUPONT DE NEMOURS CO			
E ON AG SPONS ADR F/K/A VEBA			
EXCO RESOURCES, INC			
EBAY INC			
EMERSON ELECTRIC CO			
EXXON MOBIL CORP			
FEI COMPANY COMMON			
FED HOME LOAN BK 4.5% 11/15/12			
FED HOME LOAN BK 5.375%5.2016			
FED HOME LOAN BK 4% 9/6/12			
FED HOME LOAN BK 5% 7/15/14			
FED NAT MTG 5% 4/15/15			
FED MTG INST CLASS FD #835			
FISERV COMMON			
FLOWERS FOOD INC			
FOCUS MEDIA HOLDING LTD			
FOMENTO ECONOMICO MEX SA DE CV			
FOSSIL INC COMMON			
FRANCE TEL SPONS ADR			
FUJIFILM HOLDINGS CORP			
GENERAL ELECTRIC CO			
GENERAL ELECTRIC CO 5% 2/1/13			
GENUINE PARTS CO			
GLAXOSMITHKLINE PLC			
GOLDMAN SACH 5.7% 9/1/12			
B F GOODRICH COMMON			
GOOGLE INC			
HANOVER INSURANCE GROUP			
HASBRO INC			
HEWLETT PACKARD CO			
HONDA MTR LTD ADR 10 ORD			
HOSPIRA INC			
ICON PLC SPONS ADR			
INDEX LABORATORIES			
IHS INC COMMON			
INTEL COMMON			
INERCONTINENTAL HOTELS			
INTERCONTINENTALEXCHANGE INC			
INTERNATIONAL BUSINESS MACHINE			
INTERNATIONAL PAPER CO COMMON			
INTERVAL LEISURE GROUP			
ISHARES SILVER TRUST			
J P MORGAN CHASE & CO			
JOHNSON & JOHNSON			
KEPPEL CORP LTD SPONS ADR			
KRAFT FOODS INC			
KROGER COMPANY			
LABORATORY CORP OF AMER HLDGS			
LAZARD EMERGING MKTS #638			
LEUCADIA NATIONAL CORP			
LOWE'S COMPANIES INC			
MARKEL CORPORATION			
MCKESSON CORP			
MEDNAX INC			
MERCK & CO INC			
MERIDIAN BIOSCIENCE INC			
METLIFE INC			
MICROSOFT CORP			
MICROCHIP TECHNOLOGY			
MITSUI & CO LTD			
MONOTYPE IMAGING HLDGS			
MORGAN STANLEY			
NALCO HOLDING CO			
NASDAQ OMX GROUP			
NATIONAL GRID GROUP-SPON ADR			
NESTLE SA ADR			
NISSAN			
NOBLE ENERGY INC			
NOVARTIS A G ADR			
O'REILLY AUTOMOTIVE INC			
OCEANEERING INTERNATIONAL			
LUKOIL COMMON			
ORACLE SYS CORP			
ORIX-SPONSORED ADR			
OSHKOSH TRUCK B CL B			
PIMCO FOREIGN BD FD #103			
PALL CORP			
PEPSICO INC			
PETROLEO BRASILEIR PREFERENCE			
PFIZER INC			
PIMCO COMMODITY REAL RET FD 45			
PLEXUS CORP			
PROASSURANCE CORP			
PROGRESS SOFTWARE			
QUEST SOFTWARE INC			
RWE AG			
RAYONIER INC			
REINSURANCE GROUP OF AMERICA			
RIO TINTO PLC ADR			
ROCHE HOLDING LTD ADR			
ROCK-TENN COMPLANY A			
ROPER INDS INC			
ROVI CORP			
KONINLIJKE KPN NV			
SEI INVESTMENTS CO			
SLM CORP			
SPDR GOLD TRUST			
ST JUDE MEDICAL INC			
SANOFI SYNTHELABO SA-ADR			
SCHLUMBERGER LTD			
FINANCIAL SELECT SECTOR SPDR			
SIGMA ALDRICH CORP			
SNAP-ON INC			
SOCIETE GENERALE FRANCE SPONS			
SOLERA HOLDINGS INC			
SOLUTIA INC			
SOUTHWEST AIRLINES			
STAPLES INC			
STATE STREET CORP			
STATOIL ASA ADR			
STERICYCLE INC			
STERLITE IND LTD			
SUNCOR ENERGY, INC			
SWISS REINSURANCE CO ADR			
SYNOPSYS INC			
TECHNE CORP			
TELEDYNE TECHNOLOGIES			
TELEFONICA S A			
TENARIS S A			
TESCO CORP			
THOMPSON CREEK METALS INC			
TOKIO MARINE HOLDINGS INC			
TOTAL S A SPONSORED			
THE TRAVELERS COMPANIES			
TURKCELL ILETISIM			
UNILEVER PLC-SPONSORED ADR			
US TREASURY BD DTD 4.25% 8/13			
US TREASURY BD DTD 4.25% 8/15			
VF CORP			
VALE SA SP PREF ADR			
VALSPAR CORP			
VIRGIN MEDIA INC			
VODAFONE GROUP PLC			
VOLVO AKTIEBOLAGET ADR B			
WABTEC CORP			
WACHOVIA CORP 5.25% 8/1/14			
WAL-MART STORES			
WAL-MART STORES 4.125% 2/11			
WASTE CONNECTIONS			
WELLPOINT INC			
WELLS FARGO & CO			
WHITTING PETROLEUM CORP			
JOHN WILEY & SONS INC			
WOLVERINE WORLD WIDE INC			
ZURICH FINANCIAL SVC ADR			
SUN LIFE ASSURANCE CO			
HARTFORD LIFE ANN 3.5%			
ARCH CAPITAL GROUP LTD			
CENTRAL EUROPEAN MEDIA			
COVIDIEN PLC			
ENSTAR GROUP LTD			
INVESCO LTD			
XL CAPITAL LTD			
ALLIED WORLD ASSURANCE CO			
TYCO INT'L LTD			
TYCO ELECTRONICS LTD			

TY 2011 Other Increases Schedule

Name: DULANEY FA AND JF CHAR

EIN: 54-6487683

Description	Amount
ACCRUED INTEREST	527
MUTUAL FUND ADJUSTMENT	3,330

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Other Notes/Loans Receivable Long Schedule

Name: DULANEY FA AND JF CHAR

EIN: 54-6487683

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
WILLIAM M HENKEL DEMAND NOTE		150,000		1998-12		INTEREST PAYMENTS ONLY	7 000 %	UNSECURED			