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990-PF

Form
Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation GEORGE CRUISE CHARITABLE FOUNDATION		A Employer identification number 62-6214545
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (304) 325-7151
P.O. BOX 950		
City or town, state, and ZIP code BLUEFIELD, WV 24701		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,897,127.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		71,754.	71,760.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		22,216.			
b Gross sales price for all assets on line 6a		725,719.			
7 Capital gain net income (from Part IV, line 2)			22,216.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		93,970.	93,976.		
13 Compensation of officers, directors, trustees, etc.		27,000.	25,000.		2,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 2		850.	NONE	NONE	850.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 3		2,465.	661.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23		30,315.	25,661.	NONE	2,850.
25 Contributions, gifts, grants paid		143,250.			143,250.
26 Total expenses and disbursements. Add lines 24 and 25		173,565.	25,661.	NONE	146,100.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-79,595.			
b Net investment income (if negative, enter -0-)			68,315.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

Form 990-PF (2011)

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Operating and Administrative Expenses

Revenue

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	55.	68.	68.
	2 Savings and temporary cash investments	91,379.	113,766.	113,766.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)	932,348.	683,583.	697,517.
	b Investments - corporate stock (attach schedule)	1,270,960.	1,270,961.	1,606,933.
	c Investments - corporate bonds (attach schedule)	303,845.	453,116.	478,843.
	11 Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,598,587.	2,521,494.	2,897,127.	
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)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	27 Capital stock, trust principal, or current funds	2,598,587.	2,521,494.	
	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 instructions)	2,598,587.	2,521,494.		
31 Total liabilities and net assets/fund balances (see instructions)	2,598,587.	2,521,494.		

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	2,598,587.
2 Enter amount from Part I, line 27a	2	-79,595.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	2,502.
4 Add lines 1, 2, and 3	4	2,521,494.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,521,494.

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 PUBLICLY TRADED SECURITIES					
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 705,000.		703,503.	1,497.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			1,497.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	22,216.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	134,500.	2,830,731.	0.047514
2009	150,818.	2,743,936.	0.054964
2008	169,027.	3,077,118.	0.054930
2007	159,365.	3,414,087.	0.046679
2006	151,129.	3,272,602.	0.046180
2 Total of line 1, column (d)			2 0.250267
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 0.050053
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,945,262.
5 Multiply line 4 by line 3			5 147,419.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 683.
7 Add lines 5 and 6			7 148,102.
8 Enter qualifying distributions from Part XII, line 4			8 146,100.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,366.
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	
3 Add lines 1 and 2		3	1,366.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,366.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,244.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,244.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	122.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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?		X
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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>FIRST COMMUNITY BANK, N.A.</u> Telephone no. <u>(304) 325-7151</u>			
	Located at <u>211 FEDERAL ST, BLUEFIELD, WV</u> ZIP + 4 <u>24701</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/>	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ 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? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		27,000.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,870,640.
b	Average of monthly cash balances	1b	119,474.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,990,114.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,990,114.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,852.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,945,262.
6	Minimum investment return. Enter 5% of line 5	6	147,263.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	147,263.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,366.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,366.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	145,897.
4	Recoveries of amounts treated as qualifying distributions	4	2,500.
5	Add lines 3 and 4	5	148,397.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	148,397.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	146,100.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	146,100.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	146,100.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				148,397.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			138,661.	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>146,100.</u>				
a Applied to 2010, but not more than line 2a . . .			138,661.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				7,439.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				140,958.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007 . . .	NONE			
b Excess from 2008 . . .	NONE			
c Excess from 2009 . . .	NONE			
d Excess from 2010 . . .	NONE			
e Excess from 2011 . . .	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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 foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2011

(b) 2010

(c) 2009

(d) 2008

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i).

b "Endowment" alternative test - enter 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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 11				
Total			3a	143,250.
b Approved for future payment				
Total			3b	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|--|--|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| 1a(1) | | | X |
| 1a(2) | | | X |
| 1b(1) | | | X |
| 1b(2) | | | X |
| 1b(3) | | | X |
| 1b(4) | | | X |
| 1b(5) | | | X |
| 1b(6) | | | X |
| 1c | | | X |

[illegible]

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

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

[illegible]

**Sign
Here**

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

Signature of officer or trustee Date 04/30

~~04/30/2012~~

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

CAROLYN T. RONEY

Preparer's signature

Cawlin J. Honey

Date _____

04/30/2012

Check		if
-------	--	----

2 self-employed

PTIN	
------	--

P00960461

Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)

Firm's EIN ▶ 75-1297386

Firm's address ► 9711 FARRAR COURT, SUITE 110

RICHMOND, VA

23236

Phone no 804-727-3172

Form **990-PF** (2011)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT INCOME	71,754.	71,760.
	-----	-----
TOTAL	71,754.	71,760.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
TAX PREPARATION	850.			850.
	-----	-----	-----	-----
TOTALS	850.	NONE	NONE	850.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	113.	113.
FEDERAL TAX LIABILITY	560.	
FEDERAL ESTIMATES - PRINCIPAL	1,244.	
FOREIGN TAXES ON QUALIFIED FOR	548.	548.
	-----	-----
TOTALS	2,465.	661.
	=====	=====

GEORGE CRUISE CHARITABLE FOUNDATION

62-6214545

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
FNMA NTS 2.5% 1/14	49,977.		
50000 FAMC MTN 2.05% 4/13/12	49,975.	49,975.	50,268.
FFCB 1.17% 8/5/13	50,001.		
FFCB 1.7% 10/28/16	30,000.		
FHLB 1.6% 11/23/12	99,952.		
FHLB 2.56% 8/18/14	49,964.		
FHLMC 2.25% 12/21/15	49,933.		
FHLMC NTS 5.625% DUE 3/15/11	48,923.		
FNMA 1.85% 09/28/15	50,000.	50,000.	50,183.
FNMA 2% 8/10/15	99,801.	99,801.	100,955.
FNMA 2.05% 2/27/14	50,002.		
FNMA 2.3% 7/15/15	55,001.		
FNMA 2.7% 05/26/15	50,002.		
FNMA 3.0% 8/17/15	100,003.	100,003.	100,316.
TENN VALLEY AUTH BD 6% 3/15/13	98,814.	98,814.	106,864.
55000 FFCB 1.55% 07/27/15		54,987.	55,264.
30000 FFCB 1.70% 10/28/16		30,000.	30,768.
100000 FFCB 3.50% 02/28/18		100,003.	103,048.
50000 FHLMC .45% 09/09/13		50,000.	49,924.
50000 FNMA 1.10% 12/28/15		50,000.	49,927.
	-----	-----	-----
TOTALS	932,348.	683,583.	697,517.
	=====	=====	=====

GEORGE CRUISE CHARITABLE FOUNDATION

62-6214545

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
ABBOTT LABS	16,116.	16,116.	39,361.
BRISTOL-MYERS	19,905.	19,905.	32,421.
PFIZER	12,691.	12,691.	21,640.
GE	8,378.	8,378.	14,328.
IBM	15,451.	15,451.	22,985.
BANK OF NY	13,794.	13,794.	8,342.
BAXTER INTL	18,635.	18,635.	34,636.
CARNIVAL CORP	10,489.	10,489.	9,629.
CLOROX	9,317.	9,317.	13,312.
COHEN & STEERS REALTY	115,197.	115,197.	132,075.
CONOCOPHILLIPS	17,401.	17,401.	43,722.
DISNEY	9,649.	9,649.	15,750.
GENERAL MILLS	20,603.	20,603.	37,581.
HARBOR INTL FUND	61,471.	61,471.	93,217.
HARLEY-DAVIDSON	25,792.	25,792.	21,184.
HOME DEPOT	30,603.	30,603.	37,836.
KRAFT FOODS	26,262.	26,262.	33,624.
NEUBERGER & BERMAN GENESIS	72,454.	72,454.	93,081.
QUALCOMM	7,572.	7,572.	17,504.
T ROWE PRICE MID CAP GR	94,092.	94,092.	118,487.
T ROWE PRICE MID CAP VALUE	94,100.	94,100.	103,033.
ROYCE TOTAL RETURN	72,458.	72,458.	86,866.
STAPLES	16,537.	16,537.	12,918.
US BANCORP	23,573.	23,573.	23,939.
ACCENTURE CL A	13,247.	13,247.	26,615.
APACHE CORP	15,954.	15,954.	27,174.
EXELON CORP COM	14,077.	14,077.	13,011.
EXXON MOBIL CORP	21,668.	21,668.	33,904.
MICROSOFT CORP	16,999.	16,999.	18,172.

GEORGE CRUISE CHARITABLE FOUNDATION

62-6214545

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
SPDR MATERIALS SECTOR	13,744.	13,744.	16,750.
UNITED TECHNOLOGIES CORP	35,596.	35,596.	51,163.
JACOBS ENGR GROUP INC	14,641.	14,641.	8,116.
COLGATE PALMOLIVE CO	47,014.	47,014.	60,977.
EURO PAC GROWTH CL F SHS	102,874.	102,874.	76,864.
PEPSICO INC	10,225.	10,225.	13,270.
CHEVRON CORP	20,406.	20,406.	31,920.
COCA COLA	9,013.	9,013.	13,994.
HP CO	11,032.	11,032.	7,728.
JOHNSON AND JOHNSON	16,550.	16,550.	19,674.
KIMBERLY-CLARK CORP	15,225.	15,225.	22,068.
ALTRIA GROUP INC	9,980.	9,981.	14,825.
BERKSHIRE HATHAWAY	15,083.	15,083.	15,260.
DANAHER CORP DEL	7,292.	7,292.	9,408.
DARDEN RESTAURANTES INC	14,923.	14,923.	15,953.
NEXTERA ENERGY	32,877.	32,877.	42,616.
	-----	-----	-----
TOTALS	1,270,960.	1,270,961.	1,606,933.
	=====	=====	=====

GEORGE CRUISE CHARITABLE FOUNDATION

62-6214545

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
50,000 GE CAP 5% 2/15/15	50,001.	50,001.	53,171.
50,000 TARGET 6.35% 1/15/11	49,742.		
20,000 BOA 4.875% 9/15/12	20,286.	20,286.	20,128.
50,000 BOA CORP	50,001.	50,001.	48,068.
50000 HSBC FINANCE CORP NOTES	50,004.		
25000 GE ELEC CAP	25,001.	25,001.	26,415.
50000 COCA COLA CO SENIOR NOTE	49,810.	49,810.	58,555.
807.898 PIMCO FDS PAC INVT	9,000.	9,000.	8,782.
150000 DUPONT EI DE NEMOURS		149,516.	154,127.
100000 WALMART STORES INC		99,501.	109,597.
	-----	-----	-----
TOTALS	303,845.	453,116.	478,843.
	=====	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	2.
RECOVERIES OF PRIOR YEAR DISTRIBUTIONS	2,500.

TOTAL	2,502.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

FIRST COMMUNITY BANK

ADDRESS:

P.O. BOX 950

BLUEFIELD, WV 24701,

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

COMPENSATION 25,000.

OFFICER NAME:

DIANA S. COULTHARD

ADDRESS:

P.O. BOX 950

BLUEFIELD, WV 24701,

TITLE:

SELECTION COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

ANNETTE OSBORNE

ADDRESS:

P.O. BOX 950

BLUEFIELD, WV 24701,

TITLE:

SELECTION COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,000.

OFFICER NAME:

SAM HILL

ADDRESS:

P O BOX 950

BLUEFIELD, WV 24701

TITLE:

SELECTION COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 27,000.

=====

GEORGE CRUISE CHARITABLE FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

62-6214545

RECIPIENT NAME:

GEORGE CRUISE FD, FIRST COMMUNITY BANK

ADDRESS:

P O BOX 950

BLUEFIELD, WV 24701

RECIPIENT'S PHONE NUMBER: 304-325-7151

FORM, INFORMATION AND MATERIALS:

SEE ATTACHED COPY OF APPLICATION

SUBMISSION DEADLINES:

MAY OF EACH YEAR FOR FALL SEMESTER SCHOLARSHIPS

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SOUTHERN WV OR SOUTHWESTERN VIRGINIA

AREA RESIDENTS WHO MAY ATTEND COLLEGE ANYWHERE IN U.S.

RECIPIENT NAME:
SEE ATTACHED FOR
RECIPIENT SCHEDULE
AMOUNT OF GRANT PAID 143,250.

TOTAL GRANTS PAID: 143,250.
=====

First Community Bank, N.A.			
Trust: George Cruise Charitable Foundation			
Account: 002485			
Tax Year 2011			
	Relationship To Substantial		
	Contributor & Foundation	Purpose Of Grant	
Recipient Name & Address	Status Of Recipient	Or Operating Funds	Amount
University Of Richmond	None		
Patrick Fannings	Individual	Scholarship Grant	1,000.00
Richmond, VA			
Georgia Institute of Technology	None		
Andrew Cecil	Individual	Scholarship Grant	1,000.00
Atlanta GA			
West Virginia University	None		
Natasha Miller	Individual	Scholarship Grant	1,000.00
Morgantown WV			
Virginia Tech	None		
Christopher Puckett	Individual	Scholarship Grant	1,000.00
Blacksburg VA			
University of Virginia	None		
Katherine Faris	Individual	Scholarship Grant	1,000.00
Charlottesville VA			
Bluefield State College	None		
Jessica Rodgers	Individual	Scholarship Grant	1,000.00
Bluefield WV			
Virginia Tech	None		
Sarah Watson	Individual	Scholarship Grant	1,000.00
Blacksburg Va			
Emory & Henry College	None		
Dally Kennedy	Individual	Scholarship Grant	1,000.00
Emory VA			
Va Commonwealth University	None		
Miranda Cox	Individual	Scholarship Grant	1,000.00
Richmond VA			
Marshall University	None		
Joanna Bailey	Individual	Scholarship Grant	1,000.00
Huntington WV			
West Virginia University	None		
Sarah Miller	Individual	Scholarship Grant	1,000.00
Morgantown WV			
West Virginia University	None		
Kayfie Davis	Individual	Scholarship Grant	1,000.00
Morgantown WV			
Lipscomb University College Of Pharmacy	None		
Mary Pardue	Individual	Scholarship Grant	1,000.00
Nashville, TN			
Virginia Tech	None		
Taylor Creasy	Individual	Scholarship Grant	1,000.00

First Community Bank, N.A.			
Trust: George Cruise Charitable Foundation			
Account: 002485			
Tax Year 2011			
	Relationship To Substantial		
	Contributor & Foundation	Purpose Of Grant	
Recipient Name & Address	Status Of Recipient	Or Operating Funds	Amount
Blacksburg VA			
Emory and Henry College	None		
Holly Carver	Individual	Scholarship Grant	1,000.00
Emory VA			
Marshall University	None		
Jordan Carinelli	Individual	Scholarship Grant	1,000.00
Huntington WV			
West Virginia University	None		
Ryan Williams	Individual	Scholarship Grant	500.00
Morgantown WV			
Virginia Tech	None		
Alexandra Luttrell	Individual	Scholarship Grant	1,000.00
Blacksburg VA			
Marshall University	None		
Arrin Carter	Individual	Scholarship Grant	1,000.00
Huntington WV			
West Virginia University	None		
Anthony Kennedy	Individual	Scholarship Grant	1,000.00
Morgantown WV			
Marshall University	None		
Corrine Frederick	Individual	Scholarship Grant	1,000.00
Huntington WV			
West Virginia University	None		
Joshua Hill	Individual	Scholarship Grant	1,000.00
Morgantown, WV			
Virginia Tech	None		
Allison Tallman	Individual	Scholarship Grant	1,000.00
Blacksburg VA			
West Virginia University	None		
Jared Bailey	Individual	Scholarship Grant	1,000.00
Morgantown WV			
Virginia Tech	None		
Adrian Sheets	Individual	Scholarship Grant	1,000.00
Blacksburg VA			
West Liberty University	None		
Andrew Price	Individual	Scholarship Grant	1,000.00
West Liberty, WV			
West Virginia University	None		
Adrienne Mitchem	Individual	Scholarship Grant	1,000.00
Morgantown WV			
Pensacola Christian College	None		

First Community Bank, N.A.			
Trust: George Cruise Charitable Foundation			
Account: 002485			
Tax Year 2011			
	Relationship To Substantial		
	Contributor & Foundation	Purpose Of Grant	
Recipient Name & Address	Status Of Recipient	Or Operating Funds	Amount
Lauren Easter	Individual	Scholarship Grant	1,000.00
Pensacola, FL			
West Virginia University	None		
Evan Thomas	Individual	Scholarship Grant	1,000.00
Morgantown WV			
East Tennessee State University	None		
Mary Ann Matney	Individual	Scholarship Grant	1,000.00
Johnson City, Tenn			
Marshall University	None		
Austin Cox	Individual	Scholarship Grant	1,000.00
Huntington WV			
Marshall University	None		
Anthony Deskins	Individual	Scholarship Grant	1,000.00
Huntington WV			
Virginia Tech	None		
Morgan Brizendine	Individual	Scholarship Grant	1,000.00
Blacksburg VA			
University of Charleston	None		
Jordan Johnson	Individual	Scholarship Grant	1,000.00
Charleston, SC			
William and Mary	None		
Jason Palmer	Individual	Scholarship Grant	1,000.00
Williamsburg VA			
William and Mary	None		
John Angles	Individual	Scholarship Grant	1,000.00
Williamsburg VA			
West Virginia Wesleyan College	None		
Tanner Grose	Individual	Scholarship Grant	1,000.00
Bluefield VA			
West Virginia Wesleyan College	None		
Morgan Hobbs	Individual	Scholarship Grant	1,000.00
Bluefield VA			
Concord University	None		
Meredith Hatchett	Individual	Scholarship Grant	1,000.00
Athens WV			
West Virginia University	None		
Sarah Shrader	Individual	Scholarship Grant	1,000.00
Morgantown WV			
West Virginia University	None		
Laura Stephens	Individual	Scholarship Grant	1,000.00
Morgantown WV			

First Community Bank, N.A.			
Trust: George Cruise Charitable Foundation			
Account: 002485			
Tax Year 2011			
	Relationship To Substantial		
	Contributor & Foundation	Purpose Of Grant	
Recipient Name & Address	Status Of Recipient	Or Operating Funds	Amount
West Virginia University	None		
John Daniel Frost	Individual	Scholarship Grant	1,000.00
Morgantown WV			
Bluefield State College	None		
Lara Green	Individual	Scholarship Grant	1,000.00
Bluefield WV			
West Virginia University	None		
Grace Sudduth	Individual	Scholarship Grant	1,000.00
Morgantown WV			
Indiana University of Pennsylvania	None		
Andrew Bisaha	Individual	Scholarship Grant	1,000.00
Indiana, PA			
Roanoke College	None		
Kayla Muncy	Individual	Scholarship Grant	1,000.00
Roanoke, VA			
Virginia Tech	None		
Allyson Scruggs	Individual	Scholarship Grant	1,000.00
Blacksburg VA			
Virginia Tech	None		
Joshua Sarver	Individual	Scholarship Grant	1,000.00
Blacksburg VA			
Virginia Tech	None		
Sophia Sell	Individual	Scholarship Grant	1,000.00
Blacksburg VA			
Virginia Tech	None		
Shelby Ward	Individual	Scholarship Grant	1,000.00
Blacksburg VA			
Concord University	None		
Jessica Harvey	Individual	Scholarship Grant	1,000.00
Athens WV			
Marshall University	None		
Daniel Francisco	Individual	Scholarship Grant	1,000.00
Huntington WV			
Marshall University	None		
Kourtney Hughes	Individual	Scholarship Grant	1,000.00
Huntington WV			
Bluefield State College	None		
Patricia Galligher	Individual	Scholarship Grant	1,000.00
Bluefield WV			
Marshall University	None		
Christian Whittaker	Individual	Scholarship Grant	1,000.00
Huntington WV			

First Community Bank, N.A.			
Trust: George Cruise Charitable Foundation			
Account: 002485			
Tax Year 2011			
	Relationship To Substantial		
	Contributor & Foundation	Purpose Of Grant	
Recipient Name & Address	Status Of Recipient	Or Operating Funds	Amount
Bluefield State College	None		
Kristin Brown	Individual	Scholarship Grant	1,000.00
Bluefield WV			
Bluefield State College	None		
Matthew Fullen	Individual	Scholarship Grant	1,000.00
Bluefield WV			
West Virginia University	None		
Ariel Sittler	Individual	Scholarship Grant	1,000.00
Morgantown WV			
Bluefield State College	None		
Samantha Gibson	Individual	Scholarship Grant	1,000.00
Bluefield WV			
Bluefield State College	None		
Jennings Staten	Individual	Scholarship Grant	1,000.00
Bluefield WV			
Bluefield College	None		
Samantha Magyar	Individual	Scholarship Grant	1,000.00
Bluefield VA			
Bluefield College	None		
Emily Reynolds	Individual	Scholarship Grant	1,000.00
Bluefield VA			
Concord University	None		
Kimberly Cline	Individual	Scholarship Grant	1,000.00
Athens WV			
Concord University	None		
Tiffany Xiang	Individual	Scholarship Grant	1,000.00
Athens WV			
Children's Home Society of WV	None		
Princeton WV	501(c)(3) Organization	Operating Funds	2,500.00
Southwest VA Community Educational Foundation	None		
Festival of the Arts	501(c)(3) Organization	Operating Funds	2,000.00
Cedar Bluff, VA			
Wade Center	None		
Bluefield, WV	501(c)(3) Organization	Operating Funds	2,000.00
Bluefield College	None		
Bluefield VA	501(c)(3) Organization	Operating Funds	2,500.00
Bluefield Union Mission	None		
Bluefield WV	501(c)(3) Organization	Operating Funds	5,000.00
A Child Shall Lead Them Food Pantry	None		
Tazewell VA	501(c)(3) Organization	Operating Funds	2,000.00

First Community Bank, N.A.			
Trust: George Cruise Charitable Foundation			
Account: 002485			
Tax Year 2011			
	Relationship To Substantial Contributor & Foundation	Purpose Of Grant Or Operating Funds	
Recipient Name & Address	Status Of Recipient		Amount
United Way of the Virginias, Inc Bluefield WV	None 501(c)(3) Organization	Operating Funds	500.00
United Way of the Virginias, Inc. Bluefield WV	None 501(c)(3) Organization	Operating Funds	2,000.00
City of Bluefield Save Our Sandstone Bluefield WV	None 501(c)(3) Organization	Operating Funds	750.00
Craft Memorial Library Bluefield Wv	None 501(c)(3) Organization	Operating Funds	1,000 00
Industrial Development Authority Charleston, WV	None 501(c)(3) Organization	Operating Funds	1,000 00
Mercer Health Right Princeton, WV	None 501(c)(3) Organization	Operating Funds	2,000 00
Tender Mercies Ministries Princeton Wv	None 501(c)(3) Organization	Operating Funds	2,000.00
Child Law Services Princeton WV	None 501(c)(3) Organization	Operating Funds	1,000.00
Appalachian Teen Challenge Girls Training Center Athens WV	None 501(c)(3) Organization	Operating Funds	2,500.00
Appalachian Teen Challenge Girls Training Center Athens WV	None 501(c)(3) Organization	Operating Funds	2,500.00
University of North Carolina Charlotte Mason Grey Linkous Charlotte, NC	None Individual	Scholarship Grant	1,000.00
Blue Mountain Performing Arts Bluefield, WV	None 501(c)(3) Organization	Operating Funds	1,000.00
W.I.S.E. Womens Resource Center Bluefield, WV	None 501(c)(3) Organization	Operating Funds	1,000.00
Greater Bluefield Chamber of Commerce Bluefield, WV	None 501(c)(3) Organization	Operating Funds	500.00
Greater Bluefield Chamber of Commerce Bluefield, WV	None 501(c)(3) Organization	Operating Funds	4,000.00
Tazwell Co. Public Library Tazwell, VA	None 501(c)(3) Organization	Operating Funds	1,000 00

First Community Bank, N.A.			
Trust: George Cruise Charitable Foundation			
Account: 002485			
Tax Year 2011			
	Relationship To Substantial Contributor & Foundation Status Of Recipient	Purpose Of Grant Or Operating Funds	
Recipient Name & Address			Amount
Bluefield State College	None		
Ethan Stacy	Individual	Scholarship Grant	1,000.00
Bluefield, WV			
Middle Tennessee State University	None		
Sarah Turner	Individual	Scholarship Grant	1,000.00
Murfreesboro, TN			
Concord University	None		
Jessica Dillow	Individual	Scholarship Grant	1,000.00
Athens, WV			
Concord University	None		
Melissa Proffitt	Individual	Scholarship Grant	1,000.00
Athens, WV			
Concord University	None		
Katie Hinchey	Individual	Scholarship Grant	1,000.00
Athens, WV			
Concord University	None		
Amanda Feldes	Individual	Scholarship Grant	1,000.00
Athens, WV			
Concord University	None		
Hannah Green	Individual	Scholarship Grant	1,000.00
Athens, WV			
Emory University School of Medicine	None		
Jill M Cannoy	Individual	Scholarship Grant	1,000.00
Atlanta, GA			
King College	None		
Laken Smith	Individual	Scholarship Grant	1,000.00
Charlotte, NC			
Marshall University	None		
Cameron Mallory	Individual	Scholarship Grant	1,000.00
Huntington, WV			
Marshall University	None		
David Pelts	Individual	Scholarship Grant	1,000.00
Huntington, WV			
Bluefield State College	None		
Jared Mitchell	Individual	Scholarship Grant	1,000.00
Bluefield, WV			
Bluefield State College	None		
Ashley Cline	Individual	Scholarship Grant	1,000.00
Bluefield, WV			
Marshall University	None		
Rebecca King	Individual	Scholarship Grant	1,000.00
Huntington, WV			

First Community Bank, N.A.			
Trust: George Cruise Charitable Foundation			
Account: 002485			
Tax Year 2011			
	Relationship To Substantial Contributor & Foundation	Purpose Of Grant Or Operating Funds	
Recipient Name & Address	Status Of Recipient		Amount
Marshall University	None		
Gray Forlines	Individual	Scholarship Grant	1,000.00
Hunington, WV			
Radford University	None		
Lauren Faulkner	Individual	Scholarship Grant	1,000.00
Radford, VA			
Southwest Virginia Community College	None		
Zachary Payne	Individual	Scholarship Grant	1,000.00
Cedar Bluff, VA			
Virginia Tech	None		
Elizabeth Caldwell	Individual	Scholarship Grant	1,000.00
Blacksburg, Va			
Virginia Tech	None		
Zain Mohiuddin	Individual	Scholarship Grant	1,000.00
Blacksburg, VA			
Virginia Tech	None		
Cameron Morgan	Individual	Scholarship Grant	500.00
Blacksburg, VA			
Georgetown College	None		
Mary Elizabeth Mercke	Individual	Scholarship Grant	1,000.00
Washington, DC			
Edward Via Virginia College of Osteopathic Medicine	None		
Kelly Rebekovich	Individual	Scholarship Grant	1,000.00
Charlottesville, Va			
Bluefield College	None		
Jessika Perry	Individual	Scholarship Grant	1,000.00
Bluefield, WV			
Bluefield State College	None		
Alyssa Brown	Individual	Scholarship Grant	1,000.00
Bluefield, WV			
Appalachian College of Pharmacy	None		
Carl Desplaines	Individual	Scholarship Grant	1,000.00
Oakwood, VA			
Appalachian College of Pharmacy	None		
Jonathan Brown	Individual	Scholarship Grant	1,000.00
Oakwood, VA			
Appalachian College of Pharmacy	None		
Shandi Mullins	Individual	Scholarship Grant	1,000.00
Oakwood, VA			
Bluefield State College	None		
Brandon Kirby	Individual	Scholarship Grant	1,000.00

First Community Bank, N.A.			
Trust: George Cruise Charitable Foundation			
Account: 002485			
Tax Year 2011			
	Relationship To Substantial Contributor & Foundation	Purpose Of Grant Or Operating Funds	
Recipient Name & Address	Status Of Recipient		Amount
Bluefield, WV			
University of North Carolina	None		
Robert Merritt III	Individual	Scholarship Grant	1,000.00
Chapel Hill, NC			
Concord University	None		
Kaitlynn Lilly	Individual	Scholarship Grant	1,000.00
Athens, WV			
University of Wisconsin	None		
Anna E. Munsey	Individual	Scholarship Grant	1,000.00
Madison, WI			
Bluefield College	None		
Brooke Bailey	Individual	Scholarship Grant	1,000.00
Bluefield, WV			
Four Seasons Wellness Center-YMCA	None		
Tazewell, VA	501(c)(3) Organization	Operating Funds	2,500.00
Radford University	None		
Tyler Harclerode	Individual	Scholarship Grant	1,000.00
Radford, VA			
Bluefield State College	None		
James Mirra	Individual	Scholarship Grant	1,000.00
Bluefield, WV			
The Neighborhood Center	None		
Bellaire, TX	501(c)(3) Organization	Operating Funds	500.00
Historic Crab Orchard Museum	None		
Tazewell, VA	501(c)(3) Organization	Operating Funds	2,500.00
Citizens for the Arts, Inc.	None		
Bluefield, WV	501(c)(3) Organization	Operating Funds	1,000.00
		Total	143,250.00

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

Employer identification number

GEORGE CRUISE CHARITABLE FOUNDATION

62-6214545

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					2,308.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-1.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	2,307.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					18,411.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,498.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	19,909.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		2,307.
14	Net long-term gain or (loss):			
a	Total for year	14a		19,909.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		22,216.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) or b \$3,000 **16** ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2011

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2011

► See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

Name of estate or trust

GEORGE CRUISE CHARITABLE FOUNDATION

Employer identification number

62-6214545

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b		-1.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Employer identification number

62-6214545

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	1,498.00
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FEDERAL CAPITAL GAIN DIVIDENDS
=====

SHORT-TERM CAPITAL GAIN DIVIDENDS

GOVERNMENT OBLIGATIONS TAX-MANAGED FUND
FEDERATED GOVT OBL FUND 637 INCOME
T. ROWE PRICE MID-CAP GROWTH FUND
T. ROWE PRICE MID-CAP GROWTH FUND
T. ROWE PRICE MID-CAP VALUE FUND

605.00
1,124.00
578.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

2,308.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

COHEN & STEERS REALTY SHS FD #1262
NEUBERGER & BERMAN GENESIS FUND
T. ROWE PRICE MID-CAP GROWTH FUND
T. ROWE PRICE MID-CAP VALUE FUND
ROYCE FD TOTAL RETURN

1,341.00
3,101.00
9,256.00
3,709.00
1,004.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

18,411.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

18,411.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS				2,308.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				18,411.	
50,000.00		50000. FFCB 1.17% 08/05/13 C 08/05/11 @ PROPERTY TYPE: SECURITIES 50,001.00				07/28/2010	08/05/2011
						-1.00	
100,000.00		100000. FHLB 1.60% 11/23/12 C 2/23/11 @ PROPERTY TYPE: SECURITIES 99,952.00				01/29/2010	02/23/2011
						48.00	
50,000.00		50000. FHLB 2.56% 08/18/14 C 02/18/11 @ PROPERTY TYPE: SECURITIES 49,964.00				01/29/2010	02/18/2011
						36.00	
50,000.00		50000. FEDERAL HOME LOAN MORTGAGE CORPOR PROPERTY TYPE: SECURITIES 48,923.00				04/20/2001	03/15/2011
						1,077.00	
100,000.00		100000. FHLMC MTN 2.00 12/22/14 C 12/22/ PROPERTY TYPE: SECURITIES 100,001.00				02/25/2011	12/22/2011
						-1.00	
50,000.00		50000. FHLMC 2.25% 12/21/15 C 12/21/2011 PROPERTY TYPE: SECURITIES 49,933.00				12/14/2010	12/21/2011
						67.00	
50,000.00		50000. FNMA NTS 2.5% DUE 1/28/14 C 01/ PROPERTY TYPE: SECURITIES 49,977.00				01/12/2009	01/28/2011
						23.00	
55,000.00		55000. FNMA 2.30% 07/15/15 C 07/15/11 @ PROPERTY TYPE: SECURITIES 55,001.00				07/01/2010	07/15/2011
						-1.00	
50,000.00		50000. FNMA 2.05% 02/27/14 C 05/27/11 @ PROPERTY TYPE: SECURITIES 50,002.00				05/18/2010	05/27/2011
						-2.00	
50,000.00		50000. FNMA 2.7% 05/26/15 C 05/26/11 @ 1 PROPERTY TYPE: SECURITIES 50,002.00				05/18/2010	05/26/2011
						-2.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
50,000.00		50000. HSBC FINANCE CORP NOTES 4.75% 05/ PROPERTY TYPE: SECURITIES 50,004.00					05/05/2008 -4.00	05/15/2011
50,000.00		50000. TARGET CORPORATION SENIOR UNSECU PROPERTY TYPE: SECURITIES 49,743.00					05/01/2001 257.00	01/15/2011
TOTAL GAIN(LOSS)							----- 22,216. =====	