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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**

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 **JUL 1, 2011**, and ending **JUN 30, 2012**

Name of foundation

**THE H. P. AND ANNE S. HUNNICUTT
FOUNDATION**

A Employer identification number

55-0670462

Number and street (or P.O. box number if mail is not delivered to street address)

P.O. BOX 309

Room/suite

B Telephone number

304-425-9259

City or town, state, and ZIP code

PRINCETON, WV 24740C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated
under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify) _____F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐▶ \$ **17,645,010.** (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).)(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			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	501,061.	501,061.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	501,061.	501,061.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	27.	27.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	71,840.	37,055.		34,785.
	c Other professional fees				
	17 Interest	77,176.	0.		0.
	18 Taxes STMT 3	25.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	50.	0.		50.
	22 Printing and publications				
	23 Other expenses STMT 4	6,147.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	155,265.	37,082.		34,835.
	25 Contributions, gifts, grants paid	798,521.			798,521.
26 Total expenses and disbursements. Add lines 24 and 25	953,786.	37,082.		833,356.	
27 Subtract line 26 from line 12	<452,725.>				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		463,979.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only.

Part II		Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year		End of year	
						(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing							
	2	Savings and temporary cash investments			45,777.	10,107.	10,107.		
	3	Accounts receivable ▶							
		Less: allowance for doubtful accounts ▶							
	4	Pledges receivable ▶							
		Less: allowance for doubtful accounts ▶							
	5	Grants receivable							
	6	Receivables due from officers, directors, trustees, and other disqualified persons							
	7	Other notes and loans receivable ▶							
		Less: allowance for doubtful accounts ▶							
	8	Inventories for sale or use							
	9	Prepaid expenses and deferred charges							
	10a	Investments - U.S. and state government obligations							
	b	Investments - corporate stock							
	c	Investments - corporate bonds STMT 5			5,559,040.	5,559,040.	17,634,903.		
11	Investments - land, buildings, and equipment basis ▶								
	Less accumulated depreciation ▶								
12	Investments - mortgage loans								
13	Investments - other								
14	Land, buildings, and equipment: basis ▶ 6,601.								
	Less accumulated depreciation STMT 6 ▶ 6,601.								
15	Other assets (describe ▶)								
16	Total assets (to be completed by all filers)			5,604,817.	5,569,147.	17,645,010.			
Liabilities	17	Accounts payable and accrued expenses					STATEMENT 7		
	18	Grants payable							
	19	Deferred revenue							
	20	Loans from officers, directors, trustees, and other disqualified persons							
	21	Mortgages and other notes payable			2,000,000.	2,417,055.			
	22	Other liabilities (describe ▶)							
	23	Total liabilities (add lines 17 through 22)			2,000,000.	2,417,055.			
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			8,404,481.	8,404,481.			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.			
	29	Retained earnings, accumulated income, endowment, or other funds			<4,799,664.>	<5,252,389.>			
	30	Total net assets or fund balances			3,604,817.	3,152,092.			
	31	Total liabilities and net assets/fund balances			5,604,817.	5,569,147.			

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	3,604,817.
2 Enter amount from Part I, line 27a	2	<452,725.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,152,092.
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	3,152,092.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	NONE			
c				
d				
e				

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

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

(i) 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			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). 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 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	778,206.	16,713,951.	.046560
2009	1,492,204.	16,416,714.	.090895
2008	2,084,817.	30,562,922.	.068214
2007	2,230,035.	41,600,633.	.053606
2006	2,099,147.	45,625,684.	.046008

2 Total of line 1, column (d)	2	.305283
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	.061057
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,095,613.
5 Multiply line 4 by line 3	5	921,693.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,640.
7 Add lines 5 and 6	7	926,333.
8 Enter qualifying distributions from Part XII, line 4 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.	8	833,356.

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 ☐ 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	9,280.
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	9,280.
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	9,280.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14,140.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,140.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,860.	
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) ☐ WV		
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

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14 The books are in care of ► <u>SANDI BAXTER</u> Telephone no. ► <u>304-425-9259</u> Located at ► <u>P.O. BOX 309, PRINCETON, WV</u> ZIP+4 ► <u>24740</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►		☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►			
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	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

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?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		27.	0.	0.

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

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

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

0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE FOUNDATION'S ONLY CHARITABLE ACTIVITY IS MAKING DONATIONS TO CHARITABLE ORGANIZATIONS. SEE PART XV FOR LIST OF CONTRIBUTIONS.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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	15,283,888.
b	Average of monthly cash balances	1b	41,607.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,325,495.
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	15,325,495.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	229,882.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,095,613.
6	Minimum investment return. Enter 5% of line 5	6	754,781.

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	754,781.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	9,280.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,280.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	745,501.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	745,501.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	745,501.

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	833,356.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	833,356.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	833,356.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				745,501.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			786,491.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 833,356.				
a Applied to 2010, but not more than line 2a			786,491.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				46,865.
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 instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				698,636.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a 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)

	Tax year	Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	
2 a 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 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:

**WILLIAM STAFFORD, II, 304-425-9259
P.O. BOX 309, PRINCETON, WV 24740**

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

WRITTEN APPLICATION - GENERAL INFORMATION

- c** Any submission deadlines:

NONE

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

LIMITED TO PEOPLE, ORGANIZATIONS, AND AGENCIES LOCATED IN SOUTHERN WEST VIRGINIA.

THE H. P. AND ANNE S. HUNNICUTT
FOUNDATION

Form 990-PF (2011)

55-0670462 Page 11

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
APPALACHIAN TEEN CHALLENGE P.O. BOX 980 ATHENS, WV 24712	N/A	PUBLIC	CHARITABLE	20,000.
BLUEFIELD HIGH SCHOOL 535 WEST CUMBERLAND ROAD BLUEFIELD, WV 24701	N/A	SCHOOL	PROJECT GRADUATION	2,555.
CHARLES T. MATHENA, II FOUNDATION 2 STAFFORD COMMONS PRINCETON, WV 24740	N/A	PUBLIC	CHARITABLE	47,000.
CITY OF BLUEFIELD PO BOX 4100 BLUEFIELD, WV 24701	N/A	PUBLIC	CHARITABLE	25,000.
CONCORD LODGE NO. 48, A.F. & A.M. PO BOX 396 ATHENS, WV 24712	N/A	PUBLIC	CHARITABLE	25,000.
Total			SEE CONTINUATION SHEET(S)	798,521.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2011)

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

May the IRS discuss this return with the preparer

☒ Yes ☐ No

Print/Type preparer's name

Preparer's signature

Date _____

Check ☒ self-employed

PTIN

**Paid
Preparer
Use Only**

GARY D. CORNWELL

Preparer's signature 

Date 11/4/3

P01312078

Firm's name ► BROWN, EDWARDS & COMPANY, L.L.P.

Firm's EIN ► 54-0504608

Firm's address ► PO BOX 1697
BLUEFIELD, WV 24701

Phone no. 304.325.8157

Form **990-PF** (2011)

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER	102000	200DB	5.00	17	2,759.			2,759.	2,759.		0.
2	COMPUTER	060104	200DB	5.00	17	3,166.		1,583.	1,583.	1,583.		0.
3	COMPUTER MONITOR	101404	200DB	5.00	17	676.		338.	338.	338.		0.
* TOTAL 990-PF PG 1						6,601.		1,921.	4,680.	4,680.	0.	0.
DEPR												

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIRST COMMUNITY BANCSHARES STOCK	501,061.	0.	501,061.
TOTAL TO FM 990-PF, PART I, LN 4	501,061.	0.	501,061.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING, TAX PREPARATION AND INVESTMENT MANAGEMENT	71,840.	37,055.		34,785.
TO FORM 990-PF, PG 1, LN 16B	71,840.	37,055.		34,785.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REPORT FEE	25.	0.		0.
TO FORM 990-PF, PG 1, LN 18	25.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LIABILITY INSURANCE	5,016.	0.		0.
SAFE DEPOSIT BOX RENTAL	42.	0.		0.
BANK FEES	10.	0.		0.
OTHER	1,079.	0.		0.
TO FORM 990-PF, PG 1, LN 23	6,147.	0.		0.

FORM 990-PF	CORPORATE BONDS	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST COMMUNITY BANCSHARES, INC STOCK	5,559,040.	17,634,903.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,559,040.	17,634,903.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	6
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	2,759.	2,759.	0.
COMPUTER	3,166.	3,166.	0.
COMPUTER MONITOR	676.	676.	0.
TOTAL TO FM 990-PF, PART II, LN 14	6,601.	6,601.	0.

FORM 990-PF

OTHER NOTES AND LOANS PAYABLE

STATEMENT 7

LENDER'S NAME	TERMS OF REPAYMENT	SECURITY PROVIDED BY BORROWER
FIRST COMMUNITY BANK, N.A.	MONTHLY INTEREST	202,000 SHARES FIRST COMMUNITY BANCSHARES STOCK

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE	PURPOSE OF LOAN
06/28/12	06/28/14	2,417,055.	4.00%	PAYMENT OF REQUIRED DISTRIBUTIONS

RELATIONSHIP OF LENDER

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
CASH	2,417,055.	2,417,055.

TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B

2,417,055.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 8
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM P. STAFFORD ATHENS STR PRINCETON, WV 24740	PRESIDENT 1.00	0.	0.	0.
JAMES H. SARVER P.O. BOX 309 PRINCETON, WV 24740	VICE-PRES 1.00	0.	0.	0.
JAMES H. SARVER, II P.O. BOX 309 PRINCETON, WV 24740	TREASURER 1.00	0.	0.	0.
WILLIAM STAFFORD, II 1206 N. WALKER STREET PRINCETON, WV 24740	SECRETARY 1.00	0.	0.	0.
FIRST COMMUNITY BANK, INC. P.O. BOX 950 BLUEFIELD, WV 24701	INVESTMENT AGENT 1.00	27.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		27.	0.	0.

THE H. P. AND ANNE S. HUNNICUTT
FOUNDATION

55-0670462

Part XV Supplementary Information

3 - Grants and Contributions Paid During the Year (Continuation)

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
CONCORD UNIVERSITY FOUNDATION PO BOX 1405 ATHENS, WV 24712	N/A	PUBLIC	EDUCATIONAL	1,000.
EAST RIVER VOLUNTEER FIRE DEPT. 317A OAKVALE ROAD PRINCETON, WV 24740	N/A	PUBLIC	CHARITABLE	25,000.
FIRST UNITED METHODIST CHURCH PO BOX 304 PRINCETON, WV 24740	N/A	CHURCH	CHARITABLE	60,000.
FRIENDS OF CLAYTOR LAKE PO BOX 815 PULASKI, VA 24301	N/A	PUBLIC	CHARITBLE	5,000.
GUYANDOTTE LONGBEARDS NAT TURKEY FEDERATION 223 BOLTON DRIVE WYOMONG, WV 24898	N/A	PUBLIC	CHARITABLE	2,000.
JOHNSTON CHAPEL BAPTIST CHURCH 984 HALLS RIDGE ROAD PRINCETON, WV 24740	N/A	CHURCH	CHARITABLE	130,000.
JONATHAN POWELL HOPE FOUNDATION 320 COURTHOUSE ROAD PRINCETON, WV 24740	N/A	PUBLIC	CHARITABLE	10,000.
MAKE-A-WISH FOUNDATION 1031 QUARRIER STREET CHARLESTON, WV 25301	N/A	PUBLIC	CHARITABLE	3,400.
MERCER CHRISTIAN ACADEMY 314-A OAKVALE ROAD PRINCETON, WV 24740	N/A	SCHOOL	PROJECT GRADUATION	102.
MERCER COUNTY BOARD OF EDUCATION 1403 HONAKER AVENUE PRINCETON, WV 24740	N/A	PUBLIC	EDUCATIONAL	25,000.
Total from continuation sheets				678,966.

THE H. P. AND ANNE S. HUNNICUTT
FOUNDATION

55-0670462

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MERCER COUNTY FAIR, INC. 903 HENRY STREET PRINCETON, WV 24740	N/A	PUBLIC	CHARITABLE	10,000.
MONTCALM HIGH SCHOOL PO BOX 710 MONTCALM, WV 24737	N/A	SCHOOL	PROJECT GRADUATION	870.
MOUNT CALVARY MISSIONARY BAPTIST CHURCH PO BOX 109 PRINCETON, WV 24740	N/A	PUBLIC	CHARITABLE	1,000.
PIKEVIEW HIGH SCHOOL FOUNDATION 200 GREYHOUND LANE ATHENS, WV 24712	N/A	PUBLIC	CHARITABLE	155,000.
PIKEVIEW HIGH SCHOOL 3566 EADS MILL ROAD PRINCETON, WV 24740	N/A	SCHOOL	PROJECT GRADUATION AND FIELD OF FAITH EVENT	7,538.
PRINCETON BASEBALL ASSOCIATION PO BOX 5646 PRINCETON, WV 24740	N/A	PUBLIC	CHARITABLE	1,500.
PRINCETON ELKS VETERANS MEMORIAL FUND 1221 STAFFORD DRIVE PRINCETON, WV 24740	N/A	PUBLIC	CHARITABLE	5,000.
PRINCETON LODGE NO. 134 A.F. & A.M. PO BOX 1371 PRINCETON, WV 24740	N/A	PUBLIC	CHARITABLE	25,000.
PRINCETON SENIOR HIGH SCHOOL BAND 1321 STAFFORD DRIVE PRINCETON, WV 24740	N/A	SCHOOL	EDUCATIONAL	1,500.
PRINCETON SENIOR HIGH SCHOOL 1321 STAFFORD DRIVE PRINCETON, WV 24740	N/A	SCHOOL	PROJECT GRADUATION	3,935.
Total from continuation sheets				

THE H. P. AND ANNE S. HUNNICUTT
FOUNDATION

55-0670462

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SHERIFF OF MERCER COUNTY 1501 WEST MAIN STREET PRINCETON, WV 24740	N/A	PUBLIC	CHARITABLE	25,000.
TENDER MERCIES MINISTRIES PO BOX 669 PRINCETON, WV 24740	N/A	PUBLIC	CHARITABLE	35,000.
THE SALVATION ARMY PO BOX 1090 PRINCETON, WV 24740	N/A	PUBLIC	CHARITABLE	113,121.
VIRGINIA TECH ATHLETICS 122 LANE STADIUM BLACKSBURG, VA	N/A	PUBLIC	EDUCATIONAL	9,216.
VIRGINIA TECH HOKIE CLUB 122 LANE STADIUM BLACKSBURG, VA	N/A	PUBLIC	EDUCATIONAL	784.
WEST VIRGINIA UNIVERSITY PO BOX 0877 MORGANTOWN, WV	N/A	PUBLIC	EDUCATIONAL	20,000.
WVU MERCER COUNTY EXTENSION OFFICE 1500 WEST MAIN STREET PRINCETON, WV 24740	N/A	PUBLIC	CHARITABLE	3,000.
Total from continuation sheets				

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE H. P. AND ANNE S. HUNNICUTT FOUNDATION	Employer identification number (EIN) or ☒ 55-0670462
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 309	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PRINCETON, WV 24740	

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

0 4

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

SANDI BAXTER

- The books are in the care of ▶ **P.O. BOX 309 - PRINCETON, WV 24740**

Telephone No. ▶ **304-425-9259**

FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ ☐ calendar year _____ or
▶ ☒ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 14,140.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 14,140.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

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

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

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