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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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 Oct 1, 2011, and ending Sep 30, 2012

Name of foundation Wythe-Bland Foundation		A Employer identification number 54-1609065
Number and street (or P.O. box number if mail is not delivered to street address) 180 West Main St.		B Telephone number (see the instructions) (276) 228-8001
City or town Wytheville	State ZIP code VA 24382	C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial Return of a former public charity ☐ Amended return ☐ Name change		D 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 foundation		E 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, column (c), line 16) \$ 49,739,283.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	553,374.	542,172.	553,374.	
	4 Dividends and interest from securities	772,987.	772,987.	772,987.	
	5a Gross rents	60,000.	60,000.	60,000.	
	b Net rental income or (loss) 60,000.				
	6a Net gain/(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)		1,670,633.		
	8 Net short-term capital gain			1,707,547.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,445,165.	3,045,792.	3,093,908.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.	47,228.			47,228.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	71,497.			71,497.
	b Accounting fees (attach sch)	17,218.			17,218.
	c Other prof fees (attach sch)	159,376.	155,776.	155,776.	3,600.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	33,494.	13,169.	13,169.	3,688.
	19 Depreciation (attach sch) and depletion	367.			
	20 Occupancy	11,509.			11,509.
	21 Travel, conferences, and meetings	11,107.			11,107.
	22 Printing and publications	1,475.			1,475.
	23 Other expenses (attach schedule) See Line 23 Stmt	60,360.			60,360.
	24 Total operating and administrative expenses. Add lines 13 through 23	413,631.	168,945.	168,945.	227,682.
	25 Contributions, gifts, grants paid	1,703,503.			1,703,503.
26 Total expenses and disbursements. Add lines 24 and 25	2,117,134.	168,945.	168,945.	1,931,185.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-671,969.				
b Net investment income (if negative, enter 0)		2,876,847.			
c Adjusted net income (if negative, enter 0)			2,924,963.		

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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
A S S E T S	1 Cash — non-interest-bearing	21,038.	141,968.	141,968.
	2 Savings and temporary cash investments	993,384.	657,598.	657,598.
	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 sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		7,963.	7,963.
	10a Investments — U.S. and state government obligations (attach schedule) L-10a Stmt	6,496,792.	6,342,715.	6,342,715.
	b Investments — corporate stock (attach schedule) L-10b Stmt	10,867,031.	3,832,286.	3,832,286.
	c Investments — corporate bonds (attach schedule)	6,070,969.	5,572,909.	5,572,909.
L I A B I L I T I E S	11 Investments — land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans	631,489.		
	13 Investments — other (attach schedule) L-13 Stmt	20,070,665.	32,212,052.	32,212,052.
	14 Land, buildings, and equipment basis	990,322.		
	Less accumulated depreciation (attach schedule)	18,530.	940,193.	971,792.
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item i)	46,091,561.	49,739,283.	49,739,283.
	17 Accounts payable and accrued expenses	5,197.	5,075.	
	18 Grants payable			
N E T A S S E T S O R F U N D B A L A N C E S	19 Deferred revenue	1,420,000.	1,360,000.	
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	1,425,197.	1,365,075.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	44,666,364.	48,374,208.	
F U N D B A L A N C E S	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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	44,666,364.	48,374,208.	
F U N D B A L A N C E S	31 Total liabilities and net assets/fund balances (see instructions)	46,091,561.	49,739,283.	

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	44,666,364.
2 Enter amount from Part I, line 27a	2	-671,969.
3 Other increases not included in line 2 (itemize) <u>See Other Increases Stmt</u>	3	4,379,813.
4 Add lines 1, 2, and 3	4	48,374,208.
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	48,374,208.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Publicly Traded Securities - US BANK	P	various	various
b Publicly Traded Securities - CAPTRUST	P	various	various
c Silver Creek Low Vol Strategies II	P	01/31/07	02/22/12
d Silver Creek Low Vol Strategies II	P	01/31/07	07/27/12
e See Columns (a) thru (d)			

(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 24,753,081.		24,507,511.	245,570.
b 13,803,672.		12,777,564.	1,026,108.
c 426,968.		455,016.	-28,048.
d 360,373.		369,239.	-8,866.
e See Columns (e) thru (h)		0.	435,869.

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a 0.	0.	0.	245,570.
b 0.	0.	0.	1,026,108.
c			-28,048.
d			-8,866.
e See Columns (i) thru (l)	0.	0.	435,869.

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	1,670,633.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	1,707,547.

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 (column (b) divided by column (c))
2010	2,235,951.	49,240,183.	0.045409
2009			
2008			
2007			
2006			

2 Total of line 1, column (d)	2	0.045409
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	0.045409
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	47,913,481.
5 Multiply line 4 by line 3	5	2,175,703.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,768.
7 Add lines 5 and 6	7	2,204,471.
8 Enter qualifying distributions from Part XII, line 4	8	1,931,185.

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

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

1 a 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 instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		1 57,537.
3 Add lines 1 and 2		2 0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3 57,537.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		4 0.
6 Credits/Payments		5 57,537.
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 65,500.	
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 0.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d		7 65,500.
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 7,963.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	7,963. Refunded	11

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>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</i>		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) VA - Virginia		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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>www.wbcfoundation.org</u>	13	X	
14	The books are in care of <u>The Organization</u> Telephone no <u>(276) 228-8001</u> Located at <u>180 W. Main St., Suite 4 Wytheville VA</u> ZIP + 4 <u>24382</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 <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		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	
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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	☐ 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	
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>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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)? (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)?

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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?**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
Stephen A Moore 180 W. Main St., Suite 4 Wytheville VA 24382	Chairman 3.00	0.	0.	0.
Stephen D Bear 180 W. Main St., Suite 4 Wytheville VA 24382	Vice Chairman 3.00	0.	0.	0.
Mary S Boenke 180 W. Main St., Suite 4 Wytheville VA 24382	Secretary 3.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		47,218.	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				
0				
0				
0				
0				

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

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		
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 Higher Education Tuition Scholarships	
	365,213.
2 Fire Fighting Equipment	
	294,116.
3 Medical clinic services	
	231,027.
4 Public school education enrichment	
	142,988.

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	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	47,589,833.
b Average of monthly cash balances	1b	81,503.
c Fair market value of all other assets (see instructions)	1c	971,792.
d Total (add lines 1a, b, and c)	1d	48,643,128.
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	
3 Subtract line 2 from line 1d	3	48,643,128.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	729,647.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	47,913,481.
6 Minimum investment return. Enter 5% of line 5	6	2,395,674.

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	2,395,674.
2a Tax on investment income for 2011 from Part VI, line 5	2a	57,537.	
b Income tax for 2011 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	57,537.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	2,338,137.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	2,338,137.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	2,338,137.

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	1,931,185.
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	
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	1,931,185.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,931,185.

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				2,338,137.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			172,956.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	0.			
e From 2010	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,931,185.				
a Applied to 2010, but not more than line 2a			172,956.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				1,758,229.
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))				
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				
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 instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				579,908.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	0.			
d Excess from 2010	0.			
e Excess from 2011	0.			

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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(i)(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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

1 Information Regarding Foundation Managers:

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

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

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

Gail Catron

180 W. Main Street, Suite 4

Wytheville

VA 24382

(276) 228-8001

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

See attached

c Any submission deadlines

Submission deadlines are February 1 and August 1.

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

See attached

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				
Wythe County 340 S. 6th Street Wytheville VA 24382		n/a	Fire Fighting & Rescue Equipment and Training Needs	294,116.
Wytheville Community College 1000 E. Main Street Wytheville VA 24382		n/a	Tuition Scholarships	364,087.
Mt. Rogers Health District 201 Francis Marion Lane Marion VA 24354		n/a	Fit for Life Obesity Program/ Ladies Night Out	7,945.
Brock Hughes Free Clinic 105 W. Pine Street Wytheville VA 24382		Public Charity	Clinical Services	230,397.
Wythe County Public School 1570 Reservoir St. Wytheville VA 24382		n/a	Speedwell school walking trail	29,927.
Bland Ministry Center & Dental Clinic P.O. Box 211 Bland VA 24315		Public Charity	10 Week Dental Clinic/Back to School Bookbags	107,990.
Hope Ministries P.O. Box 743 Wytheville VA 24382		Public Charity	Bookkeeper for non profits	32,480.
Bland County Medical Clinic 12301 Grapefield Road Bastian VA 24314		Public Charity	Dietician, Furniture, Equipment and supplies, Indigent labs, ultrasound	64,669.
Family Resource Center P.O. Box 117 Wytheville VA 24382		Public Charity	Lester House Project for abused children	59,801.
See Line 3a statement				512,091.
Total			3a	1,703,503.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	553,374.	
4 Dividends and interest from securities			14	772,987.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	60,000.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Tax Refund					45,998.
b Recovered cost					12,806.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,386,361.	58,804.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,445,165.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form 990-PF (2011)

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Tax	13,169.	13,169.	13,169.	
Federal Tax	16,637.	0.	0.	
Other Tax	75.			75.
Payroll Tax	3,613.			3,613.
Total	33,494.	13,169.	13,169.	3,688.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Program related	48,266.			48,266.
Office supplies	1,889.			1,889.
Telephone	3,160.			3,160.
Insurance	2,315.			2,315.
Miscellaneous	4,730.			4,730.
Total	60,360.			60,360.

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Realized gain on investments	1,670,633.
Unrealized gain on investments	2,709,180.
Total	4,379,813.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
PIMCO	P	various	12/08/11
Wells Fargo Advantage Intrinsic Value Fund	P	various	12/13/11
Credit Suisse Commodity Return Strat FD	P	various	12/20/11
Perkins Mid Cap Value Fund Class I	P	various	12/27/11
Cohen & Steers Institutional Realty	P	various	07/03/12
Absolute Strategies Fund Institutional	P	various	12/15/11

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
16,497.		0.	16,497.
352,228.		0.	352,228.
977.		0.	977.
53,789.		0.	53,789.
6,033.		0.	6,033.

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

Continued

(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)
6,345.		0.	6,345.
Total		0.	435,869.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
0.	0.	0.	16,497.
0.	0.	0.	352,228.
0.	0.	0.	977.
0.	0.	0.	53,789.
0.	0.	0.	6,033.
0.	0.	0.	6,345.
Total	0.	0.	435,869.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ Alan R Hawthorne 180 W. Main St., Suite 4 Wytheville VA 24382	Treasurer 3.00	0.	0.	0.
Person ☒ Business ☐ G Jack Bryant 180 W. Main St., Suite 4 Wytheville VA 24382	Member 2.00	0.	0.	0.
Person ☒ Business ☐ Kathy Havens 180 W. Main St., Suite 4 Wytheville VA 24382	Member 2.00	0.	0.	0.
Person ☒ Business ☐ Tim Havens 180 W. Main St., Suite 4 Wytheville VA 24382	Member 2.00	0.	0.	0.
Person ☒ Business ☐ Michael W Spraker 180 W. Main St., Suite 4 Wytheville VA 24382	Member 2.00	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ Betty K Munsey 180 W. Main St., Suite 4 Wytheville VA 24382	Member 3.00	0.	0.	0.
Person ☒ Business ☐ Timothy A Bess 180 W. Main St., Suite 4 Wytheville VA 24382	Member 2.00	0.	0.	0.
Person ☒ Business ☐ Lee H Johnson 180 W. Main St., Suite 4 Wytheville VA 24382	Member 2.00	0.	0.	0.
Person ☒ Business ☐ E. Collin Peel 180 W. Main St., Suite 4 Wytheville VA 24382	Member 2.00	0.	0.	0.
Person ☒ Business ☐ Joseph W Freeman 180 W. Main St., Suite 4 Wytheville VA 24382	Member 2.00	0.	0.	0.
Person ☐ Business ☐ Gail S Catron 180 W. Main St., Suite 4 Wytheville VA 24382	Executive Director 24.00	47,218.	0.	0.

Total

47,218. 0. 0.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
United Way of Wythe County P.O. Box 345 Wytheville VA 24382	-----	Public Charity	Matching Grants	Person or ☐ Business ☒ 50,000.
Wytheville Training School Cultural Center 410 E. Franklin St. Wytheville VA 24382	-----	Public Charity	Health Screening & Computer Classes	Person or ☐ Business ☒ 35,384.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Bland County P.O. Box 510 Bland VA 24315		n/a	Fair association and farmers market	Person or Business ☒ 11,500.
Town of Wytheville 150 E. Monroe St. Wytheville VA 24382		n/a	Boundary trail and parks and recreation department	Person or Business ☒ 69,637.
New River Highlands Conservation & Dev 325 E. Main Street, E2 Wytheville VA 24382		n/a	Outdoor Classroom Farmers Market	Person or Business ☒ 45,580.
Town of Rural Retreat 307 S. Main Street Rural Retreat VA 24368		n/a	Health and fitness planning grant	Person or Business ☒ 10,000.
Woods River American Red Cross P.O. Box 1416 Galax VA 24333		Public Charity	First Aid/CPR Training	Person or Business ☒ 30,324.
Brain Injury Services of SWVA 302 Second St., Third Floor Roanoke VA 24011		Public Charity	Support services for residents of Wythe and Bland Counties	Person or Business ☒ 4,000.
Bland County Public Schools 361 Bears Trail Bastian VA 24314		n/a	Ipads and Physical Education Program	Person or Business ☒ 17,367.
One on One Literacy P.O. Box 905 Independence VA 24348		Public Charity	Health literacy workshops	Person or Business ☒ 7,600.
Rural Retreat United Methodist Church 503 Church St. Rural Retreat VA 24368		n/a	Backpack program for weekend meals for school children	Person or Business ☒ 2,134.
Benevolent Medication Program 680 W. Main Street Wytheville VA 24382		Public Charity	Part time assistant office supplies vaccines	Person or Business ☒ 16,586.
RX Partnership 2924 Emerywood Parkway, Suite 300 Richmond VA 23294		Public Charity	Technical and audit assistance for Brock Hughes Free Clinic	Person or Business ☒ 13,334.
WY Fraternal Lodge #82 P.O. Box 110 Wytheville VA 24382		Public Charity	Child Identification program	Person or Business ☒ 8,000.
Wythe Bland Mountain Community Action Pro 680 W. Main St. Wytheville VA 24382		Public Charity	Bookbags and school suppl Transportation, emergency medical and dental care	Person or Business ☒ 29,325.
Wythe Grayson Regional Library P.O. Box 159 Independence VA 24348		n/a	Early literacy center	Person or Business ☒ 3,000.
Wytheville Lions Club P.O. Box 291 Wytheville VA 24382		Public Charity	Glasses and eye exams	Person or Business ☒ 15,332.
Wythe County Public School Foundation for 1570 West Reservoir St. Wytheville VA 24382		Public Charity	Summer enrichment program Classroom grants, Smart beginnings, engineering p	Person or Business ☒ 142,988.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				

Total

512,091.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Gov't backed mortgages	624,203.	624,203.	5,718,512.	5,718,512.
Total	<u>624,203.</u>	<u>624,203.</u>	<u>5,718,512.</u>	<u>5,718,512.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Stocks	3,832,286.	3,832,286.
Total	<u>3,832,286.</u>	<u>3,832,286.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Mutual Funds	26,177,887.	26,177,887.
Hedge Funds	5,659,764.	5,659,764.
Foreign Bonds	293,677.	293,677.
Accrued Income	80,724.	80,724.
Total	<u>32,212,052.</u>	<u>32,212,052.</u>