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

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 NOV 1, 2011, and ending OCT 31, 2012

Name of foundation <b>W.E. MCGUIRE CHARITABLE FOUNDATION, INC</b>		A Employer identification number <b>54-0761802</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1112 WESTOVER AVE</b>	Room/suite	B Telephone number <b>(757) 461-3313</b>
City or town, state, and ZIP code <b>NORFOLK, VA 23507</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>1,069,449.</b>	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.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" 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		37,347.	37,347.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		24,341.			
b Gross sales price for all assets on line 6a	290,344.				
7 Capital gain net income (from Part IV, line 2)			24,341.		
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		61,688.	61,688.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 2	3,840.	3,840.		0.
c Other professional fees	STMT 3	3,995.	3,995.		0.
17 Interest					
18 Taxes	STMT 4	1,197.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	15.	15.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		9,047.	7,850.		0.
25 Contributions, gifts, grants paid		51,000.			51,000.
26 Total expenses and disbursements. Add lines 24 and 25		60,047.	7,850.		51,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,641.			
b Net investment income (if negative, enter -0-)			53,838.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	11,472.	15,438.	15,438.	
	2 Savings and temporary cash investments				
	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 STMT 7	251,791.	215,104.	246,268.	
	b Investments - corporate stock STMT 8	260,798.	313,446.	378,113.	
	c Investments - corporate bonds STMT 9	324,433.	284,379.	312,129.	
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans STMT 10	15,056.	15,436.	15,468.	
	13 Investments - other STMT 11	84,679.	101,762.	102,033.	
	14 Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	948,229.	945,565.	1,069,449.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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 ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31				
	27 Capital stock, trust principal, or current funds	1,133,502.	1,133,502.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds	<185,273.>	<187,937.>			
30 Total net assets or fund balances	948,229.	945,565.			
31 Total liabilities and net assets/fund balances	948,229.	945,565.			

## 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	948,229.
2 Enter amount from Part I, line 27a	2	1,641.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	949,870.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	4,305.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	945,565.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED - ST GAIN/LOSS	P	VARIOUS	VARIOUS
b SEE ATTACHED - LT GAIN/LOSS	P	VARIOUS	VARIOUS
c SETTLEMENT PROCEEDS & OTHER	P	VARIOUS	12/01/11
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 38,909.		38,715.	194.
b 251,415.		227,288.	24,127.
c 20.			20.
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			194.
b			24,127.
c			20.
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	24,341.
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	N/A

**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	54,500.	1,081,290.	.050403
2009	55,000.	1,063,173.	.051732
2008	60,165.	1,012,423.	.059427
2007	60,125.	1,159,599.	.051850
2006	64,804.	1,184,088.	.054729

2 Total of line 1, column (d)	2	.268141
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	.053628
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,061,895.
5 Multiply line 4 by line 3	5	56,947.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	538.
7 Add lines 5 and 6	7	57,485.
8 Enter qualifying distributions from Part XII, line 4	8	51,000.

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	1,077.
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	1,077.
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	1,077.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	960.	
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	960.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	117.	
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
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
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. \$ 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) <u>VA</u>		
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

N/A

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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>WILLIAM WALDROP</u> Telephone no. ► <u>(757) 461-3313</u> Located at ► <u>1112 WESTOVER AVE, NORFOLK, VA, NORFOLK, VA</u> ZIP+4 ► <u>23507</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 <u>N/A</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 ►	16	Yes No	X 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 type="checkbox"/> Yes <input checked="" 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)? 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?	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 ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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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

6b

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

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**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
SHIRLEY M RHEES LAKE PRINCE CENTER #122, 100 ANNA GOO SUFFOLK, VA 23434	PRES/DIR 0.10	0.	0.	0.
DR WILLIAM MCGUIRE WALDROP 1112 WESTOVER AVE, NORFOLK, VA 23507	VP/TREAS 0.10	0.	0.	0.
DAVID JEROME RHEES 1806 RIVER RD, ELIZABETH CITY, NC 27909	SEC/DIR 0.10	0.	0.	0.
SUSAN WALDROP DONCKERS 702 PRESTON AVE, BLACKSBURG, VA 24060	DIR 0.10	0.	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 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	990,973.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	87,093.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,078,066.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,078,066.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	16,171.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,061,895.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	53,095.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	53,095.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	1,077.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,077.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	52,018.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	52,018.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	52,018.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	51,000.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	51,000.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	51,000.

**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.

Form 990-PF (2011)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				52,018.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006	4,921.			
<b>b</b> From 2007	2,895.			
<b>c</b> From 2008	10,214.			
<b>d</b> From 2009	2,526.			
<b>e</b> From 2010	1,391.			
<b>f</b> Total of lines 3a through e	21,947.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$	51,000.			
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				51,000.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	1,018.			1,018.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,929.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	3,903.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	17,026.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007	2,895.			
<b>b</b> Excess from 2008	10,214.			
<b>c</b> Excess from 2009	2,526.			
<b>d</b> Excess from 2010	1,391.			
<b>e</b> Excess from 2011				



**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
<b>a Paid during the year</b>				
ARTZONE 307 LANSING AVENUE LYNCHBURG, VA 24502	N/A	501 C3	REHAB EDUCATION FOR UNDERPRIVILEGED CHILDREN	7,000.
BAKKEN LIBRARY AND MUSEUM 3537 ZENITH AVENUE MINNEAPOLIS, MN 55416	N/A	501 C3	ARTS & CULTURAL	11,000.
CENTER IN THE SQUARE 1 MARKET SQUARE ROANOKE, VA 24011	N/A	501 C3	ARTS & CULTURAL	3,500.
CHRIST EPISCOPAL CHURCH P.O. BOX 164 BLACKSBURG, VA 24060	N/A	501 C3	CHURCH PROGRAMS	1,500.
FIRST UNIVERSALIST CHURCH 3400 DUPONT AVENUE MINNEAPOLIS, MN 55416	N/A	501 C3	CHURCH PROGRAMS	2,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>51,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

## **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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1</b> Program service revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities			14	37,347.	
<b>5</b> Net rental income or (loss) from real estate:					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	24,341.	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0.		61,688.	0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				61,688.	61,688.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]



**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
CHRYSLER MUSEUM OF ART 245 WEST OLNEY RD. NORFOLK, VA 23510	N/A	501 C3	ARTS & CULTURAL	3,000.
UNIVERSITY OF VIRGINIA, SCHOOL OF NURSING P.O. BOX 800782 CHARLOTTESVILLE, VA 22908	N/A	501 C3	HIGHER EDUCATION	1,000.
RETT SYNDROME RESEARCH TRUST 67 UNDER CLIFF ROAD TURNBULL, CT 06611	N/A	501 C3	RESEARCH & EDUCATION	500.
INTELLECTUAL DISABILITIES AGENCY 16 E MAIN ST CHRISTIANSBURG, VA 24623	N/A	501 C3	HEALTH SERVICES	1,000.
LAKE PRINCE WOODS 100 ANNA GOODE WAY SUFFOLK, VA 23434	N/A	501 C3	HEALTH SERVICES	10,000.
EXPLORATORIUM, INC 203 RIDGE ROAD SHAFTSBURY, UT 05262	N/A	501 C3	EDUCATION	500.
ST. ANDREW'S EPISCOPAL CHURCH 1009 W. PRINCESS ANNE ROAD NORFOLK, VA 23507	N/A	501 C3	CHURCH PROGRAMS	1,000.
ST. JOHN'S EPISCOPAL CHURCH 828 KINGS HIGHWAY SALEM, VA 23432	N/A	501 C3	CHURCH PROGRAMS	1,000.
VIRGINIA ARTS FESTIVAL 440 BANK STREET NORFOLK, VA 23510	N/A	501 C3	ARTS & CULTURAL	2,500.
VIRGINIA OPERA P.O. BOX 2580 NORFOLK, VA 23501	N/A	501 C3	ARTS & CULTURAL	5,000.
<b>Total from continuation sheets</b>				<b>26,000.</b>

<b>Part XV</b>	<b>Supplementary Information</b>
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**3 Grants and Contributions Paid During the Year (Continuation)**[illegible]



**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - FIRST UNIVERSALIST CHURCH

CHURCH PROGRAMS

CHURCH PROGRAMS

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
BOND & NOTE INTEREST	25,654.	0.	25,654.	
DIVIDENDS	11,685.	0.	11,685.	
MONEY FUND DIVIDENDS	8.	0.	8.	
TOTAL TO FM 990-PF, PART I, LN 4	37,347.	0.	37,347.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,840.	3,840.		0.
TO FORM 990-PF, PG 1, LN 16B	3,840.	3,840.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	3,995.	3,995.		0.
TO FORM 990-PF, PG 1, LN 16C	3,995.	3,995.		0.

FORM 990-PF	TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX (ESTIMATES)	960.	0.		0.
FEDERAL EXCISE TAX (PY BALANCE DUE)	237.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,197.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	15.	15.			0.
TO FORM 990-PF, PG 1, LN 23	15.	15.			0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION					AMOUNT
BASIS ADJUSTMENT TO INVESTMENT ACCOUNT					4,305.
TOTAL TO FORM 990-PF, PART III, LINE 5					4,305.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US TREASURY NOTES/BONDS	X		83,272.	101,195.	
MUNICIPAL BONDS		X	131,832.	145,073.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			83,272.	101,195.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			131,832.	145,073.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			215,104.	246,268.	

FORM 990-PF	CORPORATE STOCK			STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE	
STOCKS			313,446.	378,113.	
TOTAL TO FORM 990-PF, PART II, LINE 10B			313,446.	378,113.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	284,379.	312,129.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	284,379.	312,129.	

FORM 990-PF	MORTGAGE LOANS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
GNMA & FNMA	15,436.	15,468.	
TOTAL TO FORM 990-PF, PART II, LINE 12	15,436.	15,468.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY FUNDS	COST	11,600.	11,600.
INDEX FUNDS	COST	90,162.	90,433.
TOTAL TO FORM 990-PF, PART II, LINE 13		101,762.	102,033.

PALLADIUM  
REALIZED GAINS AND LOSSES  
WE MCGUIRE CHARITABLE FOUNDATION INC  
nMCGU410

From 11-01-11 Through 10-31-12

Open Date	Close Date	Quantity	Security	Total Cost	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-08-09	11-09-11	225	DISNEY WALT CO COM	5,731.76		7,646.26		1,914.50
			DISNEY					
10-30-08	11-09-11	150	WESTERN DIGITAL CORP COM	2,377.89		3,927.62		1,549.73
05-29-07	11-30-11	35,000	UNITED STATES TREAS NTS	34,562.49	437.51	35,000.00		
			4.500% Due 11-30-11					
05-14-10	01-15-12	30,000	GOLDMAN SACHS GROUP INC	31,714.20	-1,714.20	30,000.00		
06-19-02	01-15-12	35,000	UNITED STATES TREAS NTS	36,323.92	8,288.13	44,613.10		1.05
			3.375% Due 01-15-12					
			Inflation factor 1.29721					
11-21-08	02-14-12	425	ALTRIA GROUP INC COM	6,250.99		12,371.49		6,120.50
07-13-11	02-14-12	75	TOTAL S A SPONSORED ADR	4,139.95		4,041.23	-98.72	
10-11-11	02-14-12	150	EASTMAN CHEM CO COM	5,553.61		8,047.60	2,493.99	961.51
10-16-09	02-14-12	62	MARATHON PETE CORP COM	1,745.87		2,707.38		
10-30-08	02-14-12	75	WHIRLPOOL CORP COM	3,317.83		5,340.73		2,022.90
02-06-09	02-15-12	15,000	BOEING CAP CORP 6.500% Due 02-15-12	15,945.00	-945.00	15,000.00		
09-20-11	05-11-12	575	TELEFONICA S A SPONSORED ADR	11,091.67		8,265.40	-2,826.27	
10-16-09	05-11-12	125	MARATHON OIL CORP COM	2,601.77		3,316.24		714.47
07-13-10	05-11-12	125	PNC FINL SVCS GROUP INC COM	7,849.86		8,178.17		328.31
02-05-10	05-11-12	75	EXXON MOBIL CORP COM	4,857.64		6,261.63		1,403.99
06-14-11	05-11-12	50	EXXON MOBIL CORP COM	4,029.48		4,174.42	144.94	
10-30-08	07-13-12	200	GENERAL ELECTRIC CO COM	3,822.36		3,928.44		106.08
09-20-11	07-13-12	65	ACE LTD SHS	4,149.89		4,706.59	556.70	
11-09-11	07-13-12	400	DELL INC COM	5,967.39		4,910.50	-1,056.89	
08-10-06	07-13-12	235	Pfizer INC COM	6,149.56		5,356.92		-792.64

**PALLADIUM**  
**REALIZED GAINS AND LOSSES**  
**WE MCGUIRE CHARITABLE FOUNDATION INC**  
**nMCGU410**

From 11-01-11 Through 10-31-12

Open Date	Close Date	Quantity	Security	Total Cost	Amort. or Accretion	Proceeds	Short Term	Long Term
05-23-11	09-01-12	25,000	SEARIVER MARITIME FINL HLDGS	24,253.75	746.25	25,000.00		
12-16-03	09-20-12	225	0.000% Due 09-01-12 HEWLETT PACKARD CO COM	5,080.50		3,994.07		-1,086.43
04-20-10	09-20-12	275	LILLY ELI & CO COM	10,056.08		12,900.69		2,844.61
12-22-10	09-20-12	12	APPLE INC COM	3,897.38		8,362.69		4,465.31
02-14-12	09-20-12	190	NEWS CORP CL B	3,782.88		4,763.51	980.63	
09-15-03	09-20-12	300	ARCHER DANIELS MIDLAND CO COM	4,065.00		8,112.50		4,047.50
04-08-11	10-10-12	225	BEST BUY INC COM	6,726.55		4,031.11		-2,695.44
10-16-09	10-10-12	110	CIGNA CORPORATION COM	3,144.94		5,365.59		2,220.65
TOTAL GAINS							4,176.26	28,701.11
TOTAL LOSSES							-3,981.88	-4,574.51
TOTAL REALIZED GAIN/LOSS		24,320.99		259,190.20	6,812.69	290,323.88	194.38	24,126.61

ST 38,714.57  
 LT 220,475.14  
 24,126.61

- Where presented, performance figures indicated as "Gross of Fees" do not reflect the deduction of investment advisory fees or custodial expenses. Actual returns will be reduced by the advisory fees and other expenses the account may incur. Performance figures indicated as "Net of Fees" reflect the deduction of investment advisory fees. Actual brokerage or other transaction costs incurred are reflected in the calculation of returns.
- Palladium's standard fees are described in Part II of our Form ADV, provided to you at inception, and which is available upon request.
- For example, a fee of 90 basis points for a \$1,000,000 account would have the result of reducing returns by 0.9% per year. An account that earned 12% per year for ten years would have cumulative return of 210.6% before fees and 186.5% after fees.
- Actual investment management fees paid appear on the quarterly invoices included with your quarterly report, and on the annual summary provided to you upon the conclusion of each calendar year.
- Material market events and economic conditions have an effect on investment performance. General benchmark returns, if presented, indicate the movement of various markets during the time period represented. Benchmarks or indexes presented in conjunction with the Advisor's investment performance are not intended to indicate any similarity between the Advisor's investment and the benchmarks or indexes. The benchmarks or indexes are materially different from the Advisor's portfolio presented.
- Results presented reflect the reinvestment of dividends and other earnings in that dividend and earnings are not typically reinvested in individual securities.
- Return calculations are time-weighted total returns based on monthly valuations. Significant contributions or withdrawals that exceed 10% of account value will trigger an inter-month valuation and total return calculation. The valuation period returns are geometrically linked to produce returns for longer periods.
- Should an asterisk \* appear on a given security, the price illustrated has been provided by a source other than your custodian that Palladium believes reliable. In the case of limited partnerships, this source is the General Partner. Such prices reflect the most recent valuation available or the most recent transaction, but may be historical by a month or more. Please contact our office if you would like more information regarding the valuation of any security.
- Past performance is not a guarantee of future results. Future results may differ materially from those illustrated. There is a possibility that you could lose money when investing.
- Your Palladium statement is reconciled monthly with information provided by your custodian. Palladium urges clients to compare account statements received from the advisor with those received from the custodian. Please notify us at 757-305-1500 if there are any questions or concerns.