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

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

M W ARMISTEAD III FAMILY FOUNDATION

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

C/O TRUST CO OF VA, 204 SOUTH JEFFERSON

Room/suite

200

City or town, state, and ZIP code

ROANOKE, VA 24011-1708

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year

J Accounting method: Cash Accrual

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

 Other (specify) _____

► \$

2385769. (Part I, column (d) must be on cash basis)

A Employer identification number

03-0435755

B Telephone number

540.343.1500

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

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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments | | | | |
| | 3 Dividends and interest from securities | 202. | 202. | | STATEMENT 1 |
| | 5a Gross rents | 71897. | 71897. | | STATEMENT 2 |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a | 494917. | 14860. | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 14860. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications Gross sales less returns and allowances | | | | |
| | 10a Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | | | | |
| | 12 Total. Add lines 1 through 11 | 86959. | 86959. | | OGDEN, UT |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0. | 0. | 0. | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees STMT 3 | 67. | 0. | 0. | |
| | b Accounting fees STMT 4 | 2400. | 0. | 0. | |
| | c Other professional fees STMT 5 | 21435. | 21345. | 0. | |
| | 17 Interest | | | | |
| | 18 Taxes STMT 6 | 2132. | 672. | 0. | |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 7 | 25. | 0. | 0. | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 26059. | 22017. | 0. | |
| | 25 Contributions, gifts, grants paid | 119543. | | 119543. | |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 145602. | 22017. | 119543. | |
| | 27 Subtract line 26 from line 12: | <58643.0 | | | |
| | a Excess of revenue over expenses and disbursements | | | | |
| | b Net investment income (if negative, enter -0-) | | 64942. | | |
| | c Adjusted net income (if negative, enter -0-) | | | N/A | |

SCANNED AUG 15 2013

16 P

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | |
|-----------------------------|---|---|----------------|-----------------------|
| | | 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 | | 66034. | 134522. |
| | 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 | | | |
| | 11 Investments - land, buildings, and equipment: basis ► | | | |
| | Less accumulated depreciation ► | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other | STMT 8 | 2030884. | 1904899. |
| | 14 Land, buildings, and equipment: basis ► | | | |
| | Less accumulated depreciation ► | | | |
| | 15 Other assets (describe ►) | STATEMENT 9 | 1841. | 713. |
| | 16 Total assets (to be completed by all filers) | | 2098759. | 2040134. |
| | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ►) | | | |
| | 23 Total liabilities (add lines 17 through 22) | | 0. | 0. |
| Liabilities | 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 | | 2098759. | 2040134. |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | 0. | 0. |
| Net Assets or Fund Balances | 29 Retained earnings, accumulated income, endowment, or other funds | | 0. | 0. |
| | 30 Total net assets or fund balances | | 2098759. | 2040134. |
| | 31 Total liabilities and net assets/fund balances | | 2098759. | 2040134. |

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 | 2098759. |
| 2 Enter amount from Part I, line 27a | 2 | <58643.> |
| 3 Other increases not included in line 2 (itemize) ► 2012 DIVIDEND THROWBACKS TO 2011 | 3 | 34. |
| 4 Add lines 1, 2, and 3 | 4 | 2040150. |
| 5 Decreases not included in line 2 (itemize) ► 2013 DIVIDEND THROWBACKS TO 2012 | 5 | 16. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 2040134. |

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 | | | P | | |
| b CAPITAL GAINS DIVIDENDS | | | | | |
| 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 493086. | | 480057. | 13029. | | |
| b 1831. | | | 1831. | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | 13029. | | |
| b | | | 1831. | | |
| 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 | 14860. | |
| 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.

 Yes No

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2011 | 114336. | 2411228. | .047418 |
| 2010 | 112609. | 2287975. | .049218 |
| 2009 | 113952. | 2148986. | .053026 |
| 2008 | 150446. | 2559479. | .058780 |
| 2007 | 125749. | 2786328. | .045131 |

2 Total of line 1, column (d)

2 .253573

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 .050715

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 2369095.

5 Multiply line 4 by line 3

5 120149.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 649.

7 Add lines 5 and 6

7 120798.

8 Enter qualifying distributions from Part XII, line 4

8 119543.

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 ► 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 1042.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 1800.

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 2842.

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 1543.

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

11 0.

Part VII-A Statements Regarding Activities

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?

Yes

No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b X

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.

1c X

c Did the foundation file Form 1120-POL for this year?

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?

2 X

*If "Yes," attach a detailed description of the activities*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

6 X

• 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?

7 X

7 Did the foundation have at least \$5,000 in assets at any time during the year?

8b X

If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9 X

VA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

10 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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 ► **N/A** 13 **X**

14 The books are in care of ► **THE TRUST COMPANY OF VIRGINIA** Telephone no. ► **540.343.1500**
Located at ► **204 SOUTH JEFFERSON STREET SUITE 200, ROANOKE, VA** ZIP+4 ► **24011-1708**

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 2012, 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? <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 ► 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 2012? 1b N/A | | |
| 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(i)(3) or 4942(i)(5)): 1c X | | |
| a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| If "Yes," list the years ► _____, _____, _____, _____, _____ 2b N/A | | |
| 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.) 4a X | | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____ 4b X | | |
| 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 2012 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 2012.) 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 2012? 4b X | | |

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

X

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?

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 |
|--|---|---|---|---------------------------------------|
| ELFLEDA A RING C/O TRUST CO OF VIRGINIA 204 S JEFFER ROANOKE, VA 24011 | PRESIDENT 0.25 | 0. | 0. | 0. |
| BRAD E MULLINS C/O TRUST CO OF VIRGINIA 204 S JEFFER ROANOKE, VA 24011 | SECRETARY/TREASURER 0.25 | 0. | 0. | 0. |
| BRANDON R COMER 2227 ROSS LN SW ROANOKE, VA 24015 | TRUSTEE 0.25 | 0. | 0. | 0. |
| FLEDA A RING 1319 MAPLE AVE ROANOKE, VA 26016 | TRUSTEE 0.25 | 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.)

| | | |
|---|----|----------|
| 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 | 2287127. |
| b Average of monthly cash balances | 1b | 118046. |
| c Fair market value of all other assets | 1c | |
| d Total (add lines 1a, b, and c) | 1d | 2405173. |
| 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 | 2405173. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 36078. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 2369095. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 118455. |

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 | 118455. |
| 2a Tax on investment income for 2012 from Part VI, line 5 | 2a | 1299. |
| b Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c Add lines 2a and 2b | 2c | 1299. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 117156. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 Add lines 3 and 4 | 5 | 117156. |
| 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 | 117156. |

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 | 119543. |
| 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 | 119543. |
| 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 | 119543. |

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 2011 | (c) 2011 | (d) 2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 117156. |
| 2 Undistributed income, if any, as of the end of 2012 | | | 24543. | |
| a Enter amount for 2011 only | | | | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 | | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 | | | | |
| e From 2011 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 119543. | | | 24543. | |
| a Applied to 2011, but not more than line 2a | | | | |
| 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 2012 distributable amount | | | | 95000. |
| e Remaining amount distributed out of corpus | 0. | | | 0. |
| 5 Excess distributions carryover applied to 2012 (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 | | | 0. | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | | 0. | |
| e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. | | | | 0. |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 22156. |
| 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 2007 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 | | | | |
| d Excess from 2011 | | | | |
| e Excess from 2012 | | | | |

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 | | | | |
| APPLE RIDGE FARM 541 LUCK AVE SW SUITE 304 ROANOKE, VA 24016 | | PUBLIC | OPERATIONS | 5000. |
| APPLE RIDGE FARM 541 LUCK AVE SW SUITE 304 ROANOKE, VA 24016 | | PUBLIC | OPERATIONS | 9000. |
| BETHANY HALL 1109 FRANKLIN ROAD SW ROANOKE, VA 24016 | | PUBLIC | FLEXIBLE FUND ACCOUNT-WITH A PREFERENCE FOR ASSISTING WITH MEDICAL TREATMENT. | 5000. |
| FREE CLINIC OF FRANKLIN COUNTY INC 200 DENT ST SUITE C ROCKY MOUNT, VA 24151 | | PUBLIC | OPERATIONS | 10000. |
| GOOD NEIGHBORS FUND THE ROANOKE TIMES, PO BOX 1951 ROANOKE, VA 24008 | | PUBLIC | OPERATIONS | 500. |
| Total | SEE CONTINUATION SHEET(S) | | ► 3a | 119543. |
| b Approved for future payment | | | | |
| NONE | | | | |
| Total | | | ► 3b | 0. |

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| 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 |
|--|---|--------------------------------|--|--------|
| GOOD SAMARITAN HOSPICE INC 3825 ELECTRIC ROAD SUITE A <u>ROANOKE, VA 24018</u> | | PUBLIC | OPERATIONS | 5000. |
| GREENVALE SCHOOL INC 627 WESTWOOD BLVD NW <u>ROANOKE, VA 24017</u> | | PUBLIC | OPERATIONS | 5000. |
| HABITAT FOR HUMANITY OF FRANKLIN COUNTY, VA PO BOX 834 <u>ROCKY MOUNT, VA 24151</u> | | PUBLIC | OPERATIONS | 2500. |
| MILL MOUNTAIN ZOO PO BOX 13484 <u>ROANOKE, VA 24034</u> | | PUBLIC | OPERATIONS | 1000. |
| NATIONAL D-DAY MEMORIAL FOUNDATION PO BOX 77 <u>BEDFORD, VA 24523</u> | | PUBLIC | OPERATIONS | 7500. |
| NORTH CROSS SCHOOL 4254 COLONIAL AVE <u>ROANOKE, VA 24018</u> | | PUBLIC | ANNUAL FUND | 5000. |
| OAKLAND FARM SCHOOL INC BOYD TAVERN, RTE 616 KESWICK, VA 22947 | | PUBLIC | IN MEMORY OF JOANNE DONDERO FOR THE SUMMER CAMP SCHOLARSHIP PROGRAM | 5500. |
| OAKLAND SCHOOL INC BOYD TAVERN, RTE 616 <u>KESWICK, VA 22947</u> | | PUBLIC | | 4543. |
| PROJECT ACCESS OF THE ROANOKE VALLEY INC 541 LUCK AVE SW SUITE 230 <u>ROANOKE, VA 24016</u> | | PUBLIC | PHARMACEUTICAL ASSISTANCE PROGRAM | 5000. |
| RANDOLPH MACON COLLEGE 310 N CENTER ST <u>ASHLAND, VA 23005</u> | | PUBLIC | MAINTENANCE & OPERATION OF PACE-ARMISTEAD HALL | 10000. |
| Total from continuation sheets | | | | 90043. |

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| 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 |
|--|---|--------------------------------|--|--------|
| ROANOKE AREA MINISTRIES 824 CAMPBELL AVE SW ROANOKE, VA 24016 | | PUBLIC | OPERATIONS | 10000. |
| ROANOKE AREA MINISTRIES 310 N CENTER ST ROANOKE, VA 24016 | | PUBLIC | OPERATIONS | 9000. |
| RONALD MCDONALD HOUSE-ROANOKE 224 S JEFFERSON ST ROANOKE, VA 24014 | | PUBLIC | OPERATIONS | 2500. |
| SCRUGGS VOLUNTEER FIRE SQUAD 185 PARFORD RD MONETA, VA 24121 | | PUBLIC | OPERATIONS | 2500. |
| SCRUGGS VOLUNTEER RESCUE SQUAD PO BOX 844 HARDY, VA 24101 | | PUBLIC | OPERATIONS | 2500. |
| ST FRANCIS OF ASSISI SERVICE DOG FOUNDATION 8232 ENON DRIVE ROANOKE, VA 24019 | | PUBLIC | OPERATIONS | 7500. |
| VIRGINIA HUNTERS WHO CARE PO BOX 304 BIG ISLAND, VA 24526 | | PUBLIC | HUNTERS FOR THE HUNGRY - OPERATIONS | 1500. |
| VIRGINIA MUSEUM OF TRANSPORTATION 303 NORFOLK AVE ROANOKE, VA 24016 | | PUBLIC | OPERATIONS | 1500. |
| GOOD NEIGHBORS FUND PO BOX 1951 ROANOKE, VA 24008 | | | OPERATIONS | 2000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information

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

NAME OF RECIPIENT - BETHANY HALL

FLEXIBLE FUND ACCOUNT-WITH A PREFERENCE FOR ASSISTING WITH MEDICAL
TREATMENT, PHARMACEUTICAL & CLOTHING NEEDS, & THE GENERAL WELFARE OF
CLIENTS

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 | |
| 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 | 202. |
| 4 Dividends and interest from securities | | | | 14 | 71897. |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | 18 | 14860. |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | 0. | | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 86959. |

13 Total. Add line 12, columns (b), (d), and (e)
(See worksheet in line 13 instructions to verify calculations.)

Relationship of Activities to the Accomplishment of Exempt Purposes

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | AMOUNT |
|--|--------|
| THE TRUST COMPANY OF VIRGINIA | 202. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 202. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|-------------------------|-------------------|
| THE TRUST COMPANY OF VIRGINIA | 73728. | 1831. | 71897. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 73728. | 1831. | 71897. |

FORM 990-PF LEGAL FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| | 67. | 0. | | 0. |
| TO FM 990-PF, PG 1, LN 16A | 67. | 0. | | 0. |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| TAX RETURN PREPARATION | 2400. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 2400. | 0. | | 0. |

| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 5 |
|-------------|-------------------------|-----------|---|
|-------------|-------------------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT MANAGEMENT | 21435. | 21345. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 21435. | 21345. | | 0. |

| FORM 990-PF | TAXES | STATEMENT | 6 |
|-------------|-------|-----------|---|
|-------------|-------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAX WITHHELD ON DIVIDENDS | 672. | 672. | | 0. |
| ESTIMATED EXCISE TAX PAYMENTS | 460. | 0. | | 0. |
| EXCISE TAX BALANCE DUE | 1000. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 2132. | 672. | | 0. |

| FORM 990-PF | OTHER EXPENSES | STATEMENT | 7 |
|-------------|----------------|-----------|---|
|-------------|----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| SCC REGISTRATION FEE | 25. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 25. | 0. | | 0. |

| | | | |
|-------------|-------------------|-----------|---|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 8 |
|-------------|-------------------|-----------|---|

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------------|------------|----------------------|
| SEE ATTACHED | COST | 1278621. | 1600169. |
| SEE ATTACHED | COST | 626278. | 651078. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 1904899. | 2251247. |

| | | | |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER ASSETS | STATEMENT | 9 |
|-------------|--------------|-----------|---|

| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| ACCRUED INTEREST PURCHASED | 1841. | 713. | 0. |
| TO FORM 990-PF, PART II, LINE 15 | 1841. | 713. | 0. |

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| | | 12/31/2011 COST BASIS | 12/31/2012 COST BASIS | MARKET VALUE |
|-----------------|--|-----------------------------|-----------------------------|-----------------|
| EQUITIES | | | | |
| 600 | ABBOTT LABS | 27,839.00 | | |
| 400 | BB&T CORP | 15,216.00 | | |
| 800 | BAKER HUGHES, INC. | 40,036.81 | | |
| 650 | BEAM INC. | 34,552.66 | | |
| 400 | BECTON DICKINSON & CO. | 25,409.98 | | |
| 400 | CAMPBELL SOUP CO. | 11,412.00 | | |
| 500 | CHEVRON TEXACO CORP | 26,684.75 | | |
| 500 | COLGATE PALMOLIVE CO. | 38,468.46 | | |
| 2,500 | DNP SELECT INCOME FD | 27,253.26 | | |
| 600 | EXELIS, INC. | 9,255.56 | | |
| 600 | EXXON MOBIL CORP. | 30,127.00 | | |
| 650 | FORTUNE BRANDS HOME & SECURITY INC. | 10,187.34 | | |
| 700 | GLAXO SMITHKLINE SPONS PLC ADR | 32,514.00 | | |
| 400 | HEINZ H J CO. | 17,690.00 | | |
| 300 | ITT CORP. NEW | 7,149.80 | | |
| 250 | INTERNATIONAL BUSINESS MACHINES | 31,407.50 | | |
| 1,550 | ISHARES MSCI WAFE INDEX | 108,502.61 | | |
| 500 | ISHARES RUSSELL MIDCAP | 43,272.32 | | |
| 300 | ISHARES TR NASDAQ BIOTECH INDEX | 21,347.64 | | |
| 600 | ISHARES COHEN & STEERS REALTY | 43,181.87 | | |
| 800 | ISHARES RUSSELL 2000 SMALL CAP | 59,334.56 | | |
| 600 | JOHNSON & JOHNSON | 35,082.00 | | |
| 300 | KELLOGG CO. | 13,019.94 | | |
| 1,200 | LOWES COS INC. | 34,729.00 | | |
| 900 | MARATHON OIL CORP | 12,244.57 | | |
| 450 | MARATHON PETE CORP. COM | 7,956.43 | | |
| 750 | MCDONALDS CORP. | 24,358.00 | | |
| 300 | MERCK & CO INC. NEW | 10,409.97 | | |
| 1,350 | MICROSOFT CORP. | 36,913.42 | | |
| 600 | OCCIDENTAL PETE CORP. | 11,162.00 | | |
| 700 | ORACLE CORPORATION | 20,127.96 | | |
| 600 | PEPSICO INC. | 30,787.50 | | |
| 700 | PLUM CREEK TIMBER CO. INC. | 25,248.00 | | |
| 700 | PROCTOR & gamble co. | 44,896.33 | | |
| 400 | PROGRESSIVE CORP. | 8,084.00 | | |
| 600 | SAP AKTIENGESELLSCHAFT SPONSORE ADR | 25,266.00 | | |
| 500 | SCHLUMBERGER LTD | 13,374.83 | | |
| 1,200 | SPDR SECTOR - MATERIALS | 39,212.24 | | |
| 12,350 | SPDR SECTOR INDEX - UTILITIES | 41,529.50 | | |
| 400 | STANLEY BLACK & DECKER INC | 18,294.00 | | |
| 400 | STAPLES INC. | 9,455.96 | | |
| 1,000 | US BANCORP DEL NEW | 30,440.00 | | |
| 1,800 | VANGUARD INTL EQUITY INDEX FD EMERGING MARKETS VIPEI | 62,102.60 | | |
| 400 | VANGUARD INDEX TRUST REIT VIPERS | 23,117.31 | | |
| 700 | WASTER MGMT INC DEL | 24,569.98 | | |
| 2,200 | WELLS FARGO & CO NEW | 66,431.00 | | |
| 600 | XYLEM INC. | 21,424.64 | | |
| 600 | ABBOTT LABS | 27,839.00 | 39,300.00 | |
| 2,650 | ALERIAN MLP ETF | 43,658.24 | 42,267.50 | |
| 800 | BAKER HUGHES INC | 40,036.81 | 32,678.16 | |
| 225 | BANK OF MONTREAL | 13,520.77 | 13,792.50 | |
| 400 | BB&T CORP | 15,216.00 | 11,644.00 | |
| 400 | BECTON DICKINSON & CO | 25,409.98 | 31,276.00 | |
| 400 | CAMPBELL SOUP CO | 11,412.00 | 13,956.00 | |
| 500 | CHEVRON TEXACO CORP | 26,684.75 | 54,070.00 | |
| 500 | COLGATE PALMOLIVE CO | 38,468.46 | 52,270.00 | |
| 375 | DISNEY WALT CO | 19,031.30 | 18,671.25 | |
| 2,813 | DNP SELECT INCOME FD | 30,115.80 | 26,639.11 | |
| 350 | EMERSON ELECTRIC CO | 16,933.00 | 18,536.00 | |
| 600 | EXXON MOBIL CORP | 30,127.00 | 51,930.00 | |
| 750 | GENERAL ELECTRIC CO | 17,001.78 | 15,742.50 | |
| 700 | GLAXO SMITHKLINE SPONS PLC ADR | 32,514.00 | 30,429.00 | |
| 400 | HEINZ H J CO | 17,690.00 | 23,072.00 | |
| 925 | INTEL CORP | 20,183.15 | 19,073.50 | |
| 250 | INTERNATIONAL BUSINESS MACHINES | 31,407.50 | 47,887.50 | |
| 800 | ISHARES RUSSELL 2000 SMALL CAP | 59,334.56 | 67,454.24 | |
| 500 | ISHARES RUSSELL MIDCAP | 43,272.32 | 56,550.00 | |
| 300 | ISHARES TR NASDAQ BIOTECH INDEX | 21,347.64 | 41,166.00 | |
| 600 | JOHNSON & JOHNSON | 35,082.00 | 42,060.00 | |

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| | | 12/31/2011 COST BASIS | 12/31/2012 COST BASIS | MARKET VALUE |
|-------|----------------------------------|-----------------------------|-----------------------------|---------------------|
| 300 | KELLOGG CO | 13,019.94 | 16,755.00 | |
| 450 | MARATHON PETE CORP COM | 7,956.43 | 28,350.00 | |
| 750 | MCDONALDS CORP | 24,358.00 | 66,157.50 | |
| 300 | MERCK & CO INC NEW | 10,409.97 | 12,282.00 | |
| 1,350 | MICROSOFT CORP | 36,913.42 | 36,058.10 | |
| 600 | OCCIDENTAL PETE CORP | 11,162.00 | 45,966.00 | |
| 700 | ORACLE CORPORATION | 20,127.96 | 23,324.00 | |
| 600 | PEPSICO INC | 30,787.50 | 41,058.00 | |
| 700 | PLUM CREEK TIMBER CO INC | 25,248.00 | 31,059.00 | |
| 700 | PROCTER & GAMBLE CO | 44,896.33 | 47,523.00 | |
| 500 | SCHLUMBERGER LTD | 13,374.83 | 34,649.30 | |
| 1,200 | SPDR SECTOR - MATERIALS | 39,212.24 | 45,048.00 | |
| 1,250 | SPDR SECTOR INDEX - UTILITIES | 41,529.50 | 43,650.63 | |
| 1,000 | US BANCORP DEL NEW | 30,440.00 | 31,940.00 | |
| 1,400 | VANGUARD INDEX TRUST REIT VIPERS | 87,753.90 | 92,120.00 | |
| 1,800 | VANGUARD INTL EQUITY INDEX FD | 62,102.60 | 80,154.00 | |
| 1,650 | VANGUARD TOTAL WORLD STK | 79,629.15 | 81,542.84 | |
| 500 | WASTE MGMT INC DEL | 16,981.98 | 16,870.00 | |
| 2,200 | WELLS FARGO & CO NEW | 66,431.00 | 75,196.00 | |
| | | <u>1,351,080.30</u> | <u>1,278,620.81</u> | <u>1,600,168.63</u> |

FIXED INCOME

| | | | | |
|--------|--|-------------------|-------------------|-------------------|
| 50,000 | GENERAL ELECTRIC CAP CORP. 6.00% | 50,148.00 | | |
| 50,000 | CARGILL INC. MTN 144A 5.00% | 52,325.00 | | |
| 25,000 | PIEDMONT MUN PWR AGY SC 4.873% | 25,788.50 | | |
| 25,000 | MERCK & CO. INC. NOTE 4.000% | 25,824.75 | | |
| 25,000 | WELLPOINT INC. NOTE 5.25% | 25,582.25 | | |
| 50,000 | FEDERSAL HOM LN BKS 5.375% | 51,200.00 | | |
| 50,000 | METRO WASH DC ARPT AUTH 5.000% | 53,148.50 | | |
| 50,000 | FEDERAL HOME LOAN BANKS 5.100% | 53,375.00 | | |
| 50,000 | VA ST HSG DEV AUTH 5.820% | 51,414.50 | | |
| 50,000 | FEDERAL FARM CR BKS | 52,325.00 | | |
| 50,000 | FEDERAL HOME LOAND BANKS 5.350% | 53,600.00 | | |
| 25,000 | FEDERAL HOME LN BK 5.200% | 26,977.25 | | |
| 50,000 | VIRGINIA ST HSG DEV AUTH TAXABLE 6.32% | 52,714.00 | | |
| 25,000 | NEWPORT NEWS VA 5.020% | 26,367.25 | | |
| 25,000 | FEDERAL NATL MTG ASSN 4.000% | 26,176.50 | | |
| 25,000 | FEDERAL HOME LN MTG CORP 5.900% | 26,541.00 | | |
| 25,000 | FEDERAL FARM CR BKS 5.050% | 26,296.25 | | |
| 50,000 | CARGILL INC MTN 144A | 52,325.00 | 51,804.50 | |
| 25,000 | FEDERAL FARM CR BKS | 26,097.50 | 26,007.75 | |
| 50,000 | FEDERAL FARM CR BKS | 52,325.00 | 50,093.00 | |
| 25,000 | FEDERAL HOME LN BKS | 26,296.25 | 25,091.25 | |
| 50,000 | FEDERAL HOME LN BKS | 26,977.25 | 25,814.00 | |
| 50,000 | FEDERAL HOME LOAN BANKS | 51,200.00 | 58,794.00 | |
| 50,000 | FEDERAL HOME LOAN BANKS | 53,375.00 | 51,712.50 | |
| 25,000 | FEDERAL NATL MTG ASSN | 26,176.50 | 25,425.50 | |
| 25,000 | MERCK & CO INC NOTE | 25,597.75 | 27,133.25 | |
| 50,000 | METRO WASH DC ARPT AUTH 5.000% | 52,563.00 | 57,009.50 | |
| 25,000 | NEWPORT NEWS VA 5.020% | 26,228.50 | 27,666.50 | |
| 25,000 | OREGON ST 3.320% DUE 04/01/15 | 26,238.00 | 26,233.75 | |
| 25,000 | PIEDMONT MUN PWR AGY SC 4.873% | 25,574.00 | 26,325.25 | |
| 50,000 | VA ST HSG DEV AUTH 5.820% | 51,208.00 | 58,455.50 | |
| 25,000 | VA ST PUB BLDG AUTH 3.350% | 26,198.00 | 26,232.50 | |
| 50,000 | VIRGINIA ST HSG DEV AUTH TAXABLE | 52,435.00 | 59,419.50 | |
| 25,000 | WELLPOINT INC NOTE 5.250% | 25,463.00 | 27,859.75 | |
| | | <u>679,803.75</u> | <u>626,277.75</u> | <u>651,078.00</u> |

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LONG TERM GAINS/LOSSES

| Asset | Units | Date Sold | Date Acquired | Proceeds | Tax Cost | Gain or Loss |
|--|--------|------------|---------------|-------------------|-------------------|------------------|
| 073730103 - BEAM INC | 300 | 10/15/2012 | 06/07/2007 | 17,077.92 | 18,284.10 | -1,188.18 |
| 073730103 - BEAM INC | 350 | 10/15/2012 | 08/14/2008 | 19,924.25 | 18,288.58 | 3,635.69 |
| 30162A108 - EXELIS INC | 600 | 10/15/2012 | 10/25/2007 | 6,393.87 | 9,255.58 | -2,861.89 |
| 3128X6DE3 - FEDERAL HOME LN MTG CORP 5 900% DUE 06/15/22 CALL 6/12 @100 | 25,000 | 06/15/2012 | 03/07/2011 | 25,000.00 | 26,541.00 | -1,541.00 |
| 3133XRXG0 - FEDERAL HOME LOAN BANKS 5 350% DUE 08/20/18 (CALL 8/12 @100) | 50,000 | 08/20/2012 | 06/01/2010 | 50,000.00 | 53,800.00 | -3,800.00 |
| 34964C108 - FORTUNE BRANDS HOME & SECURITY INC | 300 | 10/15/2012 | 06/07/2007 | 8,144.82 | 5,384.90 | 2,759.92 |
| 34964C108 - FORTUNE BRANDS HOME & SECURITY INC | 350 | 10/15/2012 | 08/14/2008 | 9,502.28 | 4,802.44 | 4,699.84 |
| 38982GYY4 - GENERAL ELECTRIC CAP CORP 6 00% DUE 6/15/2012 | 50,000 | 06/15/2012 | 05/29/2007 | 50,000.00 | 50,000.00 | 0.00 |
| 450911201 - ITT CORP NEW | 300 | 10/15/2012 | 10/25/2007 | 8,218.88 | 7,149.80 | -969.94 |
| 484287465 - ISHARES MSCI EAFE INDEX | 300 | 10/15/2012 | 10/25/2007 | 16,077.11 | 24,860.48 | -8,783.35 |
| 484287465 - ISHARES MSCI EAFE INDEX | 350 | 10/15/2012 | 03/27/2006 | 18,758.62 | 22,551.87 | -3,795.25 |
| 484287465 - ISHARES MSCI EAFE INDEX | 500 | 10/15/2012 | 12/02/2005 | 28,795.18 | 29,455.00 | -2,659.82 |
| 484287465 - ISHARES MSCI EAFE INDEX | 400 | 10/15/2012 | 06/07/2007 | 21,436.14 | 31,635.28 | -10,199.14 |
| 484287584 - ISHARES COHEN & STEERS REALTY | 300 | 10/15/2012 | 06/07/2007 | 23,386.48 | 29,283.00 | -5,916.52 |
| 484287584 - ISHARES COHEN & STEERS REALTY | 200 | 10/15/2012 | 06/17/2003 | 15,577.85 | 9,285.91 | 6,311.74 |
| 484287584 - ISHARES COHEN & STEERS REALTY | 100 | 10/15/2012 | 01/13/2004 | 7,788.83 | 4,632.98 | 3,155.87 |
| 548861107 - LOWES COS INC | 200 | 10/15/2012 | 01/13/2004 | 6,412.60 | 5,191.00 | 1,221.60 |
| 548861107 - LOWES COS INC | 400 | 10/15/2012 | 03/14/2005 | 12,825.20 | 11,434.00 | 1,391.20 |
| 548861107 - LOWES COS INC | 400 | 10/15/2012 | 12/02/2005 | 12,825.20 | 13,572.00 | -746.80 |
| 548861107 - LOWES COS INC | 200 | 10/15/2012 | 06/17/2003 | 6,412.60 | 4,532.00 | 1,880.60 |
| 565849106 - MARATHON OIL CORP | 400 | 10/15/2012 | 08/02/2004 | 11,935.73 | 4,510.87 | 7,424.86 |
| 565849106 - MARATHON OIL CORP | 400 | 10/15/2012 | 09/27/2004 | 11,935.73 | 4,923.04 | 7,012.69 |
| 565849106 - MARATHON OIL CORP | 100 | 10/15/2012 | 02/02/2011 | 2,983.93 | 2,810.66 | 173.27 |
| 743315103 - PROGRESSIVE CORP | 400 | 10/15/2012 | 04/28/2010 | 8,859.80 | 8,084.00 | 775.80 |
| 803054204 - SAP AKTIENGESELLSCHAFT SPONSORE ADR | 600 | 10/15/2012 | 08/28/2005 | 42,733.04 | 25,268.00 | 17,467.04 |
| 854502101 - STANLEY BLACK & DECKER INC | 100 | 10/15/2012 | 09/27/2004 | 7,097.68 | 4,200.00 | 2,897.68 |
| 854502101 - STANLEY BLACK & DECKER INC | 300 | 10/15/2012 | 03/14/2005 | 21,292.88 | 14,094.00 | 7,198.88 |
| 855030102 - STAPLES INC | 400 | 10/15/2012 | 04/28/2010 | 4,459.90 | 9,455.98 | -4,996.08 |
| 94106L109 - WASTE MGMT INC DEL | 200 | 10/15/2012 | 10/25/2007 | 8,443.95 | 7,568.00 | -1,144.95 |
| 98419M100 - XYLEM INC | 600 | 10/15/2012 | 10/25/2007 | 14,807.67 | 21,424.64 | -6,616.97 |
| TOTAL LONG TERM GAINS/LOSSES | | | | 493,085.80 | 480,057.01 | 13,028.79 |