



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation M W ARMISTEAD III FAMILY FOUNDATION		A Employer identification number 03-0435755
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	B Telephone number 540.343.1500
City or town, state, and ZIP code ROANOKE, VA 24011-1708		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		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) \$ 2385769. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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		202.	202.		STATEMENT 1
4 Dividends and interest from securities		71897.	71897.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		14860.			
b Gross sales price for all assets on line 6a 494917.					
7 Capital gain net income (from Part IV, line 2)			14860.		
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		86959.	86959.		
13 Compensation of officers, directors, trustees, etc		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:					
a Excess of revenue over expenses and disbursements		<58643.>			
b Net investment income (if negative, enter -0-)			64942.		
c Adjusted net income (if negative, enter -0-)				N/A	

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

16 P

SCANNED AUG 15 2013

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	66034.	134522.	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.	2251247.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 9)		1841.	713.	0.
16 Total assets (to be completed by all filers)		2098759.	2040134.	2385769.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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	2098759.	2040134.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	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) 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			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.

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
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 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	119543.

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

b Exempt foreign organizations - tax withheld at source

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

d Backup withholding erroneously withheld

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

8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ☐1543. Refunded ☐**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?

b 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.

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?

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

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

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.

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?

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.

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

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

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

1299.

0.

1299.

0.

1299.

1042.

1800.

2842.

1543.

0.

Yes No

1a X

1b X

1c X

2 X

3 X

4a X

4b

5 X

6 X

7 X

8b X

9 X

10 X

N/A

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>THE TRUST COMPANY OF VIRGINIA</u> Telephone no. ► <u>540.343.1500</u> Located at ► <u>204 SOUTH JEFFERSON STREET SUITE 200, ROANOKE, VA</u> ZIP+4 ► <u>24011-1708</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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 <u>N/A</u> <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 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 ► _____		
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.) <u>N/A</u>	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 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.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELFLEDA A RING	PRESIDENT			
C/O TRUST CO OF VIRGINIA 204 S JEFFERSON	0.25	0.	0.	0.
ROANOKE, VA 24011				
BRAD E MULLINS	SECRETARY/TREASURER			
C/O TRUST CO OF VIRGINIA 204 S JEFFERSON	0.25	0.	0.	0.
ROANOKE, VA 24011				
BRANDON R COMER	TRUSTEE			
2227 ROSS LN SW	0.25	0.	0.	0.
ROANOKE, VA 24015				
FLEDA A RING	TRUSTEE			
1319 MAPLE AVE	0.25	0.	0.	0.
ROANOKE, VA 26016				

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

Form 990-PF (2012)

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				
a Enter amount for 2011 only			24543.	
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.				
a Applied to 2011, but not more than line 2a			24543.	
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.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- b 85% of line 2a**

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

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

- e Qualifying distributions made directly for active conduct of exempt activities.**

Subtract line 2d from line 2c

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

- a "Assets" alternative test - enter:

- (1) Value of all assets

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

- b "Endowment" alternative test** - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

[illegible]

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:**

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

- c Any submission deadlines:**

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

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)			119543.
b Approved for future payment				
NONE				
Total				0.

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
GOOD SAMARITAN HOSPICE INC 3825 ELECTRIC ROAD SUITE A ROANOKE, VA 24018		PUBLIC	OPERATIONS	5000.
GREENVALE SCHOOL INC 627 WESTWOOD BLVD NW ROANOKE, VA 24017		PUBLIC	OPERATIONS	5000.
HABITAT FOR HUMANITY OF FRANKLIN COUNTY, VA PO BOX 834 ROCKY MOUNT, VA 24151		PUBLIC	OPERATIONS	2500.
MILL MOUNTAIN ZOO PO BOX 13484 ROANOKE, VA 24034		PUBLIC	OPERATIONS	1000.
NATIONAL D-DAY MEMORIAL FOUNDATION PO BOX 77 BEDFORD, VA 24523		PUBLIC	OPERATIONS	7500.
NORTH CROSS SCHOOL 4254 COLONIAL AVE ROANOKE, VA 24018		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 KESWICK, VA 22947		PUBLIC		4543.
PROJECT ACCESS OF THE ROANOKE VALLEY INC 541 LUCK AVE SW SUITE 230 ROANOKE, VA 24016		PUBLIC	PHARMACEUTICAL ASSISTANCE PROGRAM	5000.
RANDOLPH MACON COLLEGE 310 N CENTER ST ASHLAND, VA 23005		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 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
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

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.

MW ARMISTEAD III FAMILY FOUNDATION
03-0435755
2012 FORM 990-PF

	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	

MW ARMISTEAD III FAMILY FOUNDATION
03-0435755
2012 FORM 990-PF

	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
	1,351,080.30	1,278,620.81	1,600,168.63
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 LOAN 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 FARM CR BKS		26,296.25	25,091.25
25,000 FEDERAL HOME LN BKS		26,977.25	25,814.00
50,000 FEDERAL HOME LN BKS		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
	679,803.75	626,277.75	651,078.00

MW ARMISTEAD III FAMILY FOUNDATION
03-0435755
2012 FORM 990-PF
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	-1,186.18
073730103 - BEAM INC	350	10/15/2012	08/14/2008	19,924.25	18,288.56	3,635.69
30162A108 - EXELIS INC	600	10/15/2012	10/25/2007	6,393.87	9,255.56	-2,861.69
3128X8DE3 - FEDERAL HOME LN MTG CORP 5.900% DUE 09/15/22 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	53,600.00	-3,600.00
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
36962GY4 - GENERAL ELECTRIC CAP CORP 8.00% 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	6,218.88	7,149.80	-930.94
464287465 - ISHARES MSCI EAFE INDEX	300	10/15/2012	10/25/2007	16,077.11	24,860.46	-8,783.35
464287465 - ISHARES MSCI EAFE INDEX	350	10/15/2012	03/27/2006	16,756.62	22,551.87	-3,795.25
464287465 - ISHARES MSCI EAFE INDEX	500	10/15/2012	12/02/2005	26,795.16	29,455.00	-2,659.82
464287465 - ISHARES MSCI EAFE INDEX	400	10/15/2012	06/07/2007	21,436.14	31,635.28	-10,199.14
464287564 - ISHARES COHEN & STEERS REALTY	300	10/15/2012	06/07/2007	23,366.48	29,283.00	-5,916.52
464287564 - ISHARES COHEN & STEERS REALTY	200	10/15/2012	06/17/2003	15,577.85	9,265.91	6,311.74
464287564 - ISHARES COHEN & STEERS REALTY	100	10/15/2012	01/13/2004	7,788.83	4,632.96	3,155.87
548681107 - LOWES COS INC	200	10/15/2012	01/13/2004	6,412.60	5,191.00	1,221.60
548681107 - LOWES COS INC	400	10/15/2012	03/14/2005	12,825.20	11,434.00	1,391.20
548681107 - LOWES COS INC	400	10/15/2012	12/02/2005	12,825.20	13,572.00	-746.80
548681107 - 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	08/26/2005	42,733.04	25,266.00	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	21,292.98	14,094.00	7,198.98
855030102 - STAPLES INC	400	10/15/2012	04/28/2010	4,459.90	9,455.96	-4,996.06
94106L109 - WASTE MGMT INC DEL	200	10/15/2012	10/25/2007	6,443.95	7,588.00	-1,144.05
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