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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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 01-01-2012 , and ending 12-31-2012

Name of foundation
ADA L AND ALBERT M WIBEL FOUNDATION

A Employer identification number
20-6966139

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 2907 - TRUST TAX DEPT

B Telephone number (see instructions)
(703) 383-5000

City or town, state, and ZIP code
WILSON, NC 278942907

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 ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,725,300

J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	25,780	25,780		
	4	Dividends and interest from securities	140,547	140,547		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	323,209			
	b	Gross sales price for all assets on line 6a 7,229,992				
	7	Capital gain net income (from Part IV, line 2)		323,209		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	8,632	8,632		
	12	**Total.** Add lines 1 through 11	498,168	498,168		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	81,576	81,576		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	8,509	3,633		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	613	613		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	90,698	85,822	0	0
	25	Contributions, gifts, grants paid	168,000			168,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	258,698	85,822	0	168,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	239,470			
	b	**Net investment income** (if negative, enter -0-)		412,346		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing		2,333	2,333
2	Savings and temporary cash investments	84,834	237,418	237,418
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	647,188	959,008	1,023,315
b	Investments—corporate stock (attach schedule)	4,219,843	3,540,764	3,877,304
c	Investments—corporate bonds (attach schedule)	1,102,338	1,387,035	1,419,638
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)		166,845	165,292
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	6,054,203	6,293,403	6,725,300
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	6,054,203	6,293,403	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	6,054,203	6,293,403	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,054,203	6,293,403	

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	6,054,203
2	Enter amount from Part I, line 27a	2	239,470
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	6,293,673
5	Decreases not included in line 2 (itemize) ▶	5	270
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,293,403

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 Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	**2**	323,209
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	**3**	

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 page 18 of 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	356,999	6,746,309	0 052918
2010	336,143	6,502,805	0 051692
2009	224,305	6,047,583	0 03709
2008	286,532	6,827,854	0 041965
2007	372,219	7,636,650	0 048741

2	**Total** of line 1, column (d).	**2**	0 232406
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	**3**	0 046481
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	**4**	6,474,450
5	Multiply line 4 by line 3.	**5**	300,939
6	Enter 1% of net investment income (1% of Part I, line 27b).	**6**	4,123
7	Add lines 5 and 6.	**7**	305,062
8	Enter qualifying distributions from Part XII, line 4.	**8**	168,000

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	8,247
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	8,247
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	8,247
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 3,060		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	3,060
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	5,187
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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*	7	Yes	
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*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶BRANCH BANKING & TRUST COMPANY Telephone no ▶(703) 383-5000

Located at ▶4117 CHAIN BRIDGE RD FAIRFAX VA ZIP +4 ▶220304120

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**

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?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
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		No
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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**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? ☐ 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**		No
	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?	**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 (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BRANCH BANKING AND TRUST COMPANY 4117 CHAIN BRIDGE RD FAIRFAX, VA 220304120	TRUSTEE 1	75,576		
KAREN N CONRAD PO BOX 37 GOSHEN, KY 40026	C0-TRUSTEE 1	6,000		

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

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

Total number of other employees paid over $50,000 ▶	0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

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	6,324,878
b	Average of monthly cash balances	1b	248,168
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	6,573,046
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	6,573,046
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	98,596
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,474,450
6	**Minimum investment return.** Enter 5% of line 5	6	323,723

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	323,723
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 8,247		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	8,247
3	Distributable amount before adjustments Subtract line 2c from line 1	3	315,476
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	315,476
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	315,476

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	168,000
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	168,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	168,000

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

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				315,476
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 0				
b From 2008. 0				
c From 2009. 0				
d From 2010. 13,485				
e From 2011. 25,804				
f **Total** of lines 3a through e.	39,289			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 168,000				
a Applied to 2011, but not more than line 2a			0	
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.				168,000
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012	39,289			39,289
(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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				108,187
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	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. . . . 0				
b Excess from 2009. . . . 0				
c Excess from 2010. . . . 0				
d Excess from 2011. . . . 0				
e Excess from 2012. . . . 0				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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

BRANCH BANKING TRUST COMPANY
6400 ARLINGTON BLVD
FALLS CHURCH, VA 22042
(703) 241-3168

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

LETTER FORM-FUNDS RESTRICTED TO WASHINGTON METRO AREA TO (1) PROVIDE CARE AND AID, AND DELIVER/REDUCED MEALS, VISITING NURSE ORGANIZATIONS AND PROVIDE ROUTINE OR SPECIAL TRANSPORATION FOR THE ELDERLY

c Any submission deadlines

NONE

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

(CONTINUED) (2) PROVIDE FOOD, SHELTER, MEDICAL CARE & HOUSING TO DISADVANTAGED CHILDREN, (3) PROVIDE HOSPICE CARE FOR TERMINALLY ILL PATIENTS AND (4) SUPPORT CAREGIVERS ORGANIZATIONS

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* See Additional Data Table				
Total . . . . ▶ **3a**				168,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	25,780	
4 Dividends and interest from securities			14	140,547	
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	323,209	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a REBATE REFUND			14	8,625	
b LITIGATION PROCEED			14	7	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				498,168	

13 Total. Add line 12, columns (b), (d), and (e) 13 498,168

(See worksheet in line 13 instructions to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	**1a(1)**		No
	(2) Other assets.	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
	(4) Reimbursement arrangements.	**1b(4)**		No
	(5) Loans or loan guarantees.	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2013-05-01	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ **Yes** ☐ **No**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
560 SANOFI CONTINGENT VALUE RIGHTS		2011-04-08	2012-01-18
1100 AT&T INC		2011-10-13	2012-01-25
800 AT&T INC			2012-01-25
2490 ACTIVISION BLIZZARD INC COMMON		2011-10-13	2012-01-25
1560 ADR AMERICA MOVIL S A DE CV		2011-10-13	2012-01-25
560 AMGEN INCORPORATED		2011-10-13	2012-01-25
260 AON CORPORATION COMMON		2011-03-22	2012-01-25
410 ARCELORMITTAL		2010-03-18	2012-01-25
1560 ATLAS COPCO AB SPONS		2011-10-13	2012-01-25
450 BECTON DICKINSON & CO COMMON		2010-08-18	2012-01-25
380 BELLE INTERNATIONAL HOLDINGS LIMITED		2011-05-04	2012-01-25
430 BERKSHIRE HATHAWAY INC DEL CL B COMMON		2011-10-13	2012-01-25
270 BERKSHIRE HATHAWAY INC DEL CL B COMMON			2012-01-25
940 BROADCOM CORP CL A COMMON		2011-10-13	2012-01-25
920 CVS CORP COMMON		2011-10-13	2012-01-25
1090 CENOVUS ENERGY INC		2011-03-22	2012-01-25
400 CISCO SYSTEMS		2011-03-22	2012-01-25
1450 CISCO SYSTEMS			2012-01-25
470 COCA COLA COMPANY		2011-10-13	2012-01-25
5088 089 COHEN & STEERS REALTY SHARES INSTITUTION		2010-06-17	2012-01-25
1425 COMCAST CORP NEW CL A			2012-01-25
1125 DISNEY WALT COMPANY			2012-01-25
810 DU PONT E I DE NEMOURS & COMPANY		2011-10-13	2012-01-25
1560 ENCANA CORP COMMON		2011-10-13	2012-01-25
2550 ERSTE BK DER OESTER SPAR-ADR		2011-10-13	2012-01-25
790 EXPRESS SCRIPTS COMMON		2011-10-13	2012-01-25
500 EXXON MOBIL CORPORATION		2010-04-12	2012-01-25
440 FEDEX CORPORATION		2011-10-13	2012-01-25
1180 FORWARD AIR CORP		2010-08-18	2012-01-25
2641 2 FORWARD INTERNATIONAL SMALL COMPANIES FD		2009-08-17	2012-01-25

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1120 FREEPORT-MCM COPR GOLD CL B		2011-10-13	2012-01-25
470 FRESENIUS MED CARE		2011-10-13	2012-01-25
2890 GANNETT INCORPORATED		2011-10-13	2012-01-25
1575 GENERAL ELECTRIC COMPANY			2012-01-25
35 GOOGLE INC CL A		2008-12-10	2012-01-25
60 GOOGLE INC CL A		2011-10-13	2012-01-25
360 GREEN MOUNTAIN COFFEE ROASTERS INC COMMO		2011-10-13	2012-01-25
1080 HANCOCK HOLDING COMPANY		2011-10-13	2012-01-25
1320 HONEYWELL INTERNATIONAL INC		2011-10-13	2012-01-25
1520 HOYA CORP SPONSORED ADR		2011-10-13	2012-01-25
880 ICICI BANK LIMITED SPONS ADR		2011-10-13	2012-01-25
1410 INTL SPEEDWAY "A" COMMON		2011-10-13	2012-01-25
920 ISHARES FTSE/XINHUA CHINA 25 INDEX FUND		2011-10-13	2012-01-25
140 ITRON INC COMMON		2010-03-18	2012-01-25
780 J P MORGAN CHASE & CO		2010-01-05	2012-01-25
375 JOHNSON & JOHNSON			2012-01-25
640 KOHLS CORP COMMON		2011-10-13	2012-01-25
9590 LI & FUNG LIMITED UNSPONS ADR		2011-10-13	2012-01-25
1762 71 LAZARD EMERGING MKTS PORTFOLIO INST CLAS		2009-07-13	2012-01-25
2090 LENDER PROCESSING SERVICES COMMON		2011-10-13	2012-01-25
1070 LEXMARK INTERNATIONAL GROUP INC CLASS A		2011-10-13	2012-01-25
850 LIFE TECHNOLOGIES CORP COMMON		2011-10-13	2012-01-25
2010 LINCOLN NATL CORP IND		2011-10-13	2012-01-25
1770 LOWES COMPANIES INCORPORATED		2011-10-13	2012-01-25
725 MEDTRONIC INC			2012-01-25
825 MERCK & CO INC			2012-01-25
1090 METLIFE COMMON		2010-03-18	2012-01-25
580 NEXTERA ENERGY, INC COMMON		2011-10-13	2012-01-25
1390 PETROLEO BRASILEIR COMMON		2011-10-13	2012-01-25
940 PRICE GROUP INC FORMERLY AKA PRICE TO ROWE & ASSOC		2011-10-13	2012-01-25

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540 PROCTOR AND GAMBLE COMPANY		2010-06-17	2012-01-25
1330 PUBLICIS GROUPE ADR		2011-10-13	2012-01-25
850 QUALCOMM INC COMMON		2011-10-13	2012-01-25
1280 RUE21 INC COMMON		2011-10-13	2012-01-25
860 ST JUDE MEDICAL INC COMMON		2011-10-13	2012-01-25
2480 SANDVIK AB		2011-10-13	2012-01-25
4910 SBERBANK OF RUSSIA		2011-10-13	2012-01-25
480 SCHLUMBERGER LTD		2011-10-13	2012-01-25
350 SCHLUMBERGER LTD		2008-12-10	2012-01-25
2860 SONOVA HOLDING AG		2011-10-13	2012-01-25
2450 SOUTHWEST AIRLINES		2010-11-03	2012-01-25
4200 ST MICROELETRONICS N V		2010-08-18	2012-01-25
1640 SUBSEA 7 SA		2011-10-13	2012-01-25
970 SUNCOR ENERGY, INC		2010-06-17	2012-01-25
610 TARGET CORP COM		2010-06-17	2012-01-25
1170 UNICHARM CORP		2011-10-13	2012-01-25
870 WPP PLC ADR		2011-10-13	2012-01-25
650 WELLS FARGO & CO NEW			2012-01-25
1870 WEYERHAEUSER COMPANY		2011-10-13	2012-01-25
730 YUM! BRANDS, INC COMMON		2011-10-13	2012-01-25
320 ENSTAR GROUP LTD		2011-10-13	2012-01-25
1240 TE CONNECTIVITY LTD		2010-03-18	2012-01-25
320 CORE LABORATORIES N V		2011-10-13	2012-01-25
120 CORE LABORATORIES N V		2010-03-18	2012-01-25
100000 US TREASURY NOTE DTD 01/31/07 4 75% 01/3		2007-02-07	2012-01-31
1230 NATURAL RESOURCE PARTNERS LP		2012-01-25	2012-03-26
100000 US TREASURY NOTE DTD 04/15/09 1 375% 04/		2010-03-22	2012-04-15
1560 ABB LTD SPONSORED ADR		2012-01-25	2012-05-29
1280 L'AIR LIQUIDE-UNSPONS ADR COMMON		2012-01-25	2012-05-29
2150 ALCOA INC		2011-03-22	2012-05-29

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710 AMETEK INC COMMON		2012-01-25	2012-05-29
430 APACHE CORPORATION COMMON		2012-01-25	2012-05-29
60 APPLE COMPUTER CORPORATION COMMON		2010-08-18	2012-05-29
1170 ARCHER DANIELS MIDLAND COMPANY		2011-10-13	2012-05-29
840 ASSURANT INC COMMON		2012-01-25	2012-05-29
1420 BNP PARIBAS		2012-01-25	2012-05-29
180 BLACKROCK INC COMMON		2012-01-25	2012-05-29
1870 BROOKFIELD PROPERTIES CORP		2012-01-25	2012-05-29
1430 CA INC COMMON		2012-01-25	2012-05-29
720 CANADIAN NATL RY CO		2012-01-25	2012-05-29
2550 CAREFUSION CORP		2012-01-25	2012-05-29
310 CHEVRON TEXACO CORP COMMON		2012-01-25	2012-05-29
1650 CISCO SYSTEMS		2011-03-22	2012-05-29
480 COACH INC		2012-01-25	2012-05-29
910 COCHLEAR LIMITED UNSPONS ADR		2011-03-22	2012-05-29
1230 CREDIT SUISSE GROUP SPONS ADR		2012-01-25	2012-05-29
820 DBS GROUP HLDGS LTD SPONSORED ADR F/K/A DEVELOPMENT BK SINGAPORE		2011-10-13	2012-05-29
540 DASSAULT SYSTEMS COMMON		2011-10-13	2012-05-29
1930 DELL INC		2012-01-25	2012-05-29
370 DIAGEO PLC SPONSORED ADR		2012-01-25	2012-05-29
10530 DOLE FOOD COMPANY INC COMMON		2011-10-13	2012-05-29
1250 EBAY INC			2012-05-29
1040 EMERSON ELECTRIC COMPANY		2012-01-25	2012-05-29
350 FEDERAL REALTY INVESTORS COMMON		2012-01-25	2012-05-29
2210 FIRST POTOMAC REALTY TRUST COMMON		2012-01-25	2012-05-29
1060 GREEN DOT CORP CLASS A COMMON		2012-01-25	2012-05-29
1020 JGC CORPORATION		2012-01-25	2012-05-29
650 KELLOGG COMPANY		2012-01-25	2012-05-29
4040 KINGFISHER PLC-SPONS ADR		2012-01-25	2012-05-29
1872 919 LAZARD EMERGING MKTS PORTFOLIO INST CLAS		2009-07-13	2012-05-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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1180 LEUCADIA NATIONAL CORP COMMON		2012-01-25	2012-05-29
970 LIBERTY PPTY TR SH BEN TR		2012-01-25	2012-05-29
780 LIMITED INC (DEL)		2012-01-25	2012-05-29
490 LINKEDIN CORP COMMON		2012-01-25	2012-05-29
940 MI DEVELOPMENTS INC		2012-01-25	2012-05-29
610 MACERICH COMPANY COMMON		2012-01-25	2012-05-29
330 MCDONALDS CORPORATION		2012-01-25	2012-05-29
1650 MICROSOFT CORPORATION			2012-05-29
600 THE MOSAIC COMPANY COMMON		2012-01-25	2012-05-29
1920 MTN GROUP LTD ADR		2012-01-25	2012-05-29
440 PARKER HANNIFIN CORP		2012-01-25	2012-05-29
1030 PETROLEO BRASILEIRO SA PETROBRAS		2012-01-25	2012-05-29
440 PHILIP MORRIS INTERNATIONAL		2012-01-25	2012-05-29
1470 PRUDENTIAL PLC		2012-01-25	2012-05-29
740 ROCHE HOLDING LTD ADR		2012-01-25	2012-05-29
490 SPX CORPORATION		2012-01-25	2012-05-29
640 SASOL LTD SPONSORED ADR		2012-01-25	2012-05-29
2130 SUBSEA 7 SA		2011-10-13	2012-05-29
1740 SWATCH GROUP AG		2010-11-03	2012-05-29
1140 TEXAS INSTRUMENTS INCORPORATED		2011-07-19	2012-05-29
570 THE TRAVELERS COMPANIES INC		2012-01-25	2012-05-29
760 VIACOM INC NEW CL B		2009-07-13	2012-05-29
470 WELLPOINT INC		2012-01-25	2012-05-29
310 WESTPAC BANKING LTD COM		2012-01-25	2012-05-29
1570 YOUKU COM INC-SPON ADR		2012-01-25	2012-05-29
580 ZIMMER HOLDINGS INC		2012-01-25	2012-05-29
960 ENDURANCE SPECIALTY HOLDINGS LTD		2009-07-30	2012-05-29
840 WILLIS GROUP HOLDINGS		2012-01-25	2012-05-29
993 KINDER MORGAN MANAGEMENT LLC		2012-05-29	2012-08-29
150000 GOLDMAN SACHS GROUP INC DTD 08/27/2002		2007-01-25	2012-09-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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620 CONOCOPHILLIPS COM		2012-05-29	2012-11-08
6533 284 CREDIT SUISSE COMMODITY RETURN STRATEGY INSTITUTIONAL SHS FD		2009-07-13	2012-11-08
1040 DOVER CORPORATION COMMON		2012-01-25	2012-11-08
4100 ERSTE BK DER OESTER SPAR-ADR		2012-05-29	2012-11-08
1140 HALLIBURTON COMPANY		2012-01-25	2012-11-08
580 HEALTH CARE REIT INC		2012-05-29	2012-11-08
660 ILLINOIS TOOL WORKS		2012-05-29	2012-11-08
720 JGC CORPORATION		2012-01-25	2012-11-08
6800 KITE REALTY GROUP TRUST COMMON		2012-05-29	2012-11-08
1695 804 LAZARD EMERGING MKTS PORTFOLIO INST CLAS		2009-07-13	2012-11-08
650 LINKEDIN CORP COMMON		2012-01-25	2012-11-08
1650 NOKIAN RENKAAT OYJ		2012-05-29	2012-11-08
1230 ORACLE SYSTEM CORPORATION		2012-05-29	2012-11-08
1720 PETROLEO BRASILEIR COMMON		2012-05-29	2012-11-08
3040 PIEDMONT OFFICE REALTY TRUST INC COMMON		2012-01-25	2012-11-08
1520 QLIK TECHNOLOGIES INC COMMON		2011-03-22	2012-11-08
1120 RUE21 INC COMMON		2012-05-29	2012-11-08
3210 SBERBANK OF RUSSIA		2012-05-29	2012-11-08
2080 SONOVA HOLDING AG		2012-05-29	2012-11-08
1733 428 STERLING CAPITAL SPECIAL OPPORTUNITIES FUND INST CL FUND # 32		2012-05-29	2012-11-08
980 WASTE MANAGEMENT INC NEW		2012-05-29	2012-11-08
2340 ARCOS DORADOS HOLDINGS, INC		2012-05-29	2012-11-08
780 MICHAEL KORS HOLDINGS LTD		2012-05-29	2012-11-08
1610 AVAGO TECHNOLOGIES LTD		2012-01-25	2012-11-08
100000 FED HOME LOAN BANK DTD 11/22/02 4 5% 11/		2006-12-18	2012-11-15
3860 ALLIANZ COMMON		2012-05-29	2012-12-04
1500 ADR AMERICA MOVIL S A DE CV		2012-05-29	2012-12-04
510 BAYER A G SPONSORED ADR		2012-05-29	2012-12-04
1810 FUSION-IO INC COMMON		2012-05-29	2012-12-04
600 GENERAL DYNAMICS		2012-11-08	2012-12-04

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1510 HOYA CORP SPONSORED ADR		2012-05-29	2012-12-04
416 KINDER MORGAN MANAGEMENT LLC		2012-05-29	2012-12-04
450 MSC INDUSTRIAL DIRECT INC CLASS A COMMON		2012-05-29	2012-12-04
1530 OMEGA HEALTHCARE SERVICES COMMON		2012-05-29	2012-12-04
2630 PEBBLEBROOK HOTEL TRUST COMMON		2012-01-25	2012-12-04
510 PEPSICO INCORPORATED		2011-10-13	2012-12-04
325 PEPSICO INCORPORATED			2012-12-04
1540 PETROLEO BRASILEIRO SA PETROBRAS		2012-11-08	2012-12-04
420 SAP AKTIENGESELLSCHAFT		2011-10-13	2012-12-04
600 STARWOOD HOTELS & RESORTS		2012-01-25	2012-12-04
2030 SWATCH GROUP AG		2012-11-08	2012-12-04
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
694		1,318	-624
32,703		31,814	889
23,784		21,924	1,860
29,755		32,316	-2,561
35,911		36,450	-539
38,236		31,959	6,277
12,221		13,436	-1,215
8,487		16,957	-8,470
36,622		30,383	6,239
35,369		32,679	2,690
30,540		36,890	-6,350
33,548		31,780	1,768
21,065		15,225	5,840
33,407		34,830	-1,423
38,621		31,800	6,821
38,827		41,526	-2,699
7,848		7,024	824
28,448		38,302	-9,854
31,870		31,608	262
211,766		176,862	34,904
36,765		32,774	3,991
44,133		38,276	5,857
40,111		35,248	4,863
30,217		31,219	-1,002
26,294		29,985	-3,691
41,174		31,815	9,359
42,924		34,480	8,444
39,982		32,427	7,555
40,487		32,210	8,277
32,883		29,634	3,249

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
48,988		39,226	9,762
32,846		32,438	408
43,958		30,845	13,113
29,680		56,143	-26,463
19,926		10,845	9,081
34,159		33,185	974
18,310		32,197	-13,887
37,422		31,286	6,136
75,397		62,926	12,471
32,719		36,662	-3,943
30,923		31,834	-911
37,274		31,771	5,503
36,257		31,392	4,865
5,513		9,823	-4,310
29,086		34,055	-4,969
24,326		23,530	796
30,387		32,071	-1,684
43,645		35,291	8,354
32,575		24,625	7,950
33,771		31,099	2,672
37,409		30,954	6,455
41,208		31,651	9,557
45,104		32,986	12,118
47,524		36,313	11,211
28,579		38,251	-9,672
31,770		36,331	-4,561
39,970		46,467	-6,497
34,196		31,677	2,519
39,420		30,900	8,520
56,761		48,625	8,136

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
34,862		33,148	1,714
33,022		31,468	1,554
50,056		44,607	5,449
32,065		31,599	466
34,474		32,562	1,912
35,274		30,355	4,919
56,113		48,141	7,972
35,505		31,779	3,726
25,889		15,211	10,678
58,365		49,178	9,187
23,031		34,659	-11,628
28,150		32,569	-4,419
32,689		34,336	-1,647
32,582		32,630	-48
30,859		32,852	-1,993
57,399		54,073	3,326
50,442		43,356	7,086
19,584		23,189	-3,605
37,343		31,256	6,087
45,354		38,289	7,065
31,301		31,448	-147
40,628		33,821	6,807
35,088		32,101	2,987
13,158		7,881	5,277
100,000		100,023	-23
30,721		34,140	-3,419
100,000		100,703	-703
25,503		32,620	-7,117
28,889		31,777	-2,888
18,812		35,475	-16,663

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
35,422		33,283	2,139
35,830		41,750	-5,920
34,122		15,258	18,864
37,926		31,497	6,429
27,918		32,712	-4,794
22,038		33,143	-11,105
31,069		33,710	-2,641
32,085		32,968	-883
36,178		35,848	330
58,974		54,840	4,134
63,291		61,272	2,019
31,012		33,084	-2,072
27,129		28,974	-1,845
33,226		33,057	169
27,864		36,383	-8,519
23,960		32,409	-8,449
34,103		31,058	3,045
49,906		40,802	9,104
24,385		32,343	-7,958
35,457		32,664	2,793
92,858		104,230	-11,372
51,538		40,769	10,769
49,534		53,425	-3,891
34,792		32,823	1,969
26,928		32,952	-6,024
23,313		32,631	-9,318
55,662		53,887	1,775
32,786		33,136	-350
34,779		32,643	2,136
32,551		26,165	6,386

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
24,820		32,808	-7,988
33,944		33,271	673
36,525		32,314	4,211
48,098		35,689	12,409
31,063		32,458	-1,395
35,807		33,318	2,489
29,933		32,743	-2,810
48,418		39,812	8,606
29,560		33,137	-3,577
31,123		32,570	-1,447
37,984		35,938	2,046
20,298		32,331	-12,033
37,389		33,117	4,272
31,615		32,639	-1,024
29,318		31,842	-2,524
37,218		33,810	3,408
27,715		31,857	-4,142
45,687		44,595	1,092
34,556		35,247	-691
33,141		35,516	-2,375
35,762		33,050	2,712
36,801		15,662	21,139
32,142		31,232	910
31,158		34,399	-3,241
38,909		31,793	7,116
35,918		33,238	2,680
37,418		31,627	5,791
29,796		32,741	-2,945
73		71	2
150,000		152,102	-2,102

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
34,769		32,950	1,819
53,312		48,804	4,508
62,208		63,071	-863
52,346		38,007	14,339
34,964		40,744	-5,780
34,109		32,182	1,927
40,009		37,676	2,333
47,857		38,038	9,819
36,516		32,308	4,208
32,492		23,690	8,802
62,786		47,342	15,444
32,570		33,462	-892
37,490		32,305	5,185
34,674		32,431	2,243
53,853		55,682	-1,829
27,330		35,455	-8,125
32,201		31,427	774
34,667		33,577	1,090
40,164		39,229	935
32,432		30,439	1,993
31,193		32,365	-1,172
27,238		32,627	-5,389
39,381		32,693	6,688
54,529		54,911	-382
100,000		98,461	1,539
50,449		35,853	14,596
34,935		36,219	-1,284
46,751		32,936	13,815
41,707		37,559	4,148
39,372		38,946	426

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
29,173		32,027	-2,854
31		29	2
32,069		33,058	-989
35,102		32,364	2,738
55,857		57,742	-1,885
35,595		31,751	3,844
22,683		16,464	6,219
28,093		32,150	-4,057
33,593		23,421	10,172
31,555		32,886	-1,331
49,206		44,518	4,688
			245

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			-624
			889
			1,860
			-2,561
			-539
			6,277
			-1,215
			-8,470
			6,239
			2,690
			-6,350
			1,768
			5,840
			-1,423
			6,821
			-2,699
			824
			-9,854
			262
			34,904
			3,991
			5,857
			4,863
			-1,002
			-3,691
			9,359
			8,444
			7,555
			8,277
			3,249

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			9,762
			408
			13,113
			-26,463
			9,081
			974
			-13,887
			6,136
			12,471
			-3,943
			-911
			5,503
			4,865
			-4,310
			-4,969
			796
			-1,684
			8,354
			7,950
			2,672
			6,455
			9,557
			12,118
			11,211
			-9,672
			-4,561
			-6,497
			2,519
			8,520
			8,136

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			1,714
			1,554
			5,449
			466
			1,912
			4,919
			7,972
			3,726
			10,678
			9,187
			-11,628
			-4,419
			-1,647
			-48
			-1,993
			3,326
			7,086
			-3,605
			6,087
			7,065
			-147
			6,807
			2,987
			5,277
			-23
			-3,419
			-703
			-7,117
			-2,888
			-16,663

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			2,139
			-5,920
			18,864
			6,429
			-4,794
			-11,105
			-2,641
			-883
			330
			4,134
			2,019
			-2,072
			-1,845
			169
			-8,519
			-8,449
			3,045
			9,104
			-7,958
			2,793
			-11,372
			10,769
			-3,891
			1,969
			-6,024
			-9,318
			1,775
			-350
			2,136
			6,386

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			-7,988
			673
			4,211
			12,409
			-1,395
			2,489
			-2,810
			8,606
			-3,577
			-1,447
			2,046
			-12,033
			4,272
			-1,024
			-2,524
			3,408
			-4,142
			1,092
			-691
			-2,375
			2,712
			21,139
			910
			-3,241
			7,116
			2,680
			5,791
			-2,945
			2
			-2,102

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			1,819
			4,508
			-863
			14,339
			-5,780
			1,927
			2,333
			9,819
			4,208
			8,802
			15,444
			-892
			5,185
			2,243
			-1,829
			-8,125
			774
			1,090
			935
			1,993
			-1,172
			-5,389
			6,688
			-382
			1,539
			14,596
			-1,284
			13,815
			4,148
			426

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-2,854
			2
			-989
			2,738
			-1,885
			3,844
			6,219
			-4,057
			10,172
			-1,331
			4,688

Form 990PF Part XV Line 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*				
SEABURY RESOURCES FOR AGING 900 SECOND STREET STE 206 WASHINGTON,DC 20002	NONE	EXEMPT	GENERAL FUND	12,000
WE ARE FAMILY SENIOR OUTREACH NETWORK 1405 MONROE ST NW WASHINGTON,DC 20010	NONE	EXEMPT	COMMUNITY	12,000
ALZHEIMER'S ASSOCIATION ATTN SUSAN SANDLER SUITE 400 FAIRFAX,VA 22030	NONE	EXEMPT	GENERAL FUND	12,000
SHEPHERDS CENTER OF OAKTON-VIENNA c/o VIENNA BAPTIST CHURCH 541 MARCHALL ROAD SW VIENNA,VA 22180	NONE	PUBLIC	GENERAL GRANT	12,000
COURTNEY'S HOUSE PO BOX 48626 WASHINGTON,DC 20002	NONE	EXEMPT	COMMUNITY	12,000
SASHA BRUCE YOUTHWORK INC AKA SBY 745 8TH ST SE WASHINGTON,DC 20003	NONE	EXEMPT	COMMUNITY	12,000
PARTNERS IN CARE INC 6 S RITCHIE HIGHWAY PASADENA,MD 21122	NONE	EXEMPT	COMMUNITY	12,000
LITTLE SISTERS OF THE POOR OF WASHINGTON DC 4200 HAREWOOD ROAD WASHINGTON,DC 20017	NONE	EXEMPT	GENERAL FUNDS	12,000
LISNER LOUISE DICKSON HURT HOME 542 WESTERN AVE NW WASHINGTON,DC 20015	NONE	EXEMPT	GENERAL FUNDS	12,000
ALTERNATIVE HOUSE PO BOX 694 DUNN LORING,VA 22207	NONE	EXEMPT	COMMUNITY	12,000
DOORWAYS FOR WOMEN AND FAMILIES P O BOX 100185 ARLINGTON,VA 22210	NONE	EXEMPT	GENERAL FUNDS	12,000
CARPENTER'S SHELTER INC 930 NORTH HENRY STREET ALEXANDRIA,VA 22314	NONE	EXEMPT	GENERAL FUND	12,000
CAPITAL HOSPICE 9300 LEE HIGHWAY FAIRFAX,VA 22031	NONE	EXEMPT	GENERAL FUNDS	12,000
JEANIE SCHMIDT FREE CLINIC 500 GROOVE STREET STE 330 HERNDON,VA 20172	NONE	EXEMPT	GENERAL FUNDS	12,000
Total . . . . ▶ **3a**				168,000

TY 2012 Other Decreases Schedule

Name: ADA L AND ALBERT M WIBEL FOUNDATION

EIN: 20-6966139

Description	Amount
ACCRUED INTEREST CARRYOVER	262
ADJUSTMENT FOR ROUNDING	8