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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning FEB 1, 2012, and ending DEC 31, 2012

Name of foundation  
4G FOUNDATION (FKA NORDLEY-GOTTWALD  
FOUNDATION)

A Employer identification number

45-4432900

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

PO BOX 2543

Room/suite

B Telephone number

(804) 788-5605

City or town, state, and ZIP code

RICHMOND, VA 23218

C If exemption application is pending, check here ☐

G Check all that apply:

☒

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☒

Address change

☒

Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,  
check here and attach computation ☐

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE 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)

\$ 16,634,148. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify) \_\_\_\_\_F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ☐

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not  
necessarily equal the amounts in column (a))(a) Revenue and  
expenses per books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable purposes  
(cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received	15,623,913.			
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	839,663.	839,663.	839,663.	STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	829,583.			
	b	Gross sales price for all assets on line 6a	3,102,646.			
	7	Capital gain net income (from Part IV, line 2)		829,583.		
	8	Net short-term capital gain			N/A	
Operating and Administrative Expenses	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	275.	275.	275.	STATEMENT 2
	12	Total. Add lines 1 through 11	17,293,434.	1,669,521.	839,938.	
	13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees	1,025.	513.	0.	512.
	c	Other professional fees				
	17	Interest				
	18	Taxes	25,969.	235.	0.	234.
	19	Depreciation and depletion	1,430.	1,430.	275.	
	20	Occupancy				
	21	Travel, conferences, and meetings				
22	Printing and publications					
23	Other expenses					
24	Total operating and administrative expenses. Add lines 13 through 23	28,424.	2,178.	275.	746.	
25	Contributions, gifts, grants paid	743,500.			743,500.	
26	Total expenses and disbursements. Add lines 24 and 25	771,924.	2,178.	275.	744,246.	
27	Subtract line 26 from line 12	16,521,510.				
a	Excess of revenue over expenses and disbursements		1,667,343.			
b	Net investment income (if negative, enter -0-)					
c	Adjusted net income (if negative, enter -0-)			839,663.		

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		833,328.	833,328.
	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 STMT 7	0.	15,800,820.	15,800,820.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	15 Other assets (describe )			
	16 Total assets (to be completed by all filers)	0.	16,634,148.	16,634,148.
	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"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	16,634,148.	
	30 Total net assets or fund balances	0.	16,634,148.	
	31 Total liabilities and net assets/fund balances	0.	16,634,148.	

## 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	0.
2 Enter amount from Part I, line 27a	2	16,521,510.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 6	3	112,638.
4 Add lines 1, 2, and 3	4	16,634,148.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,634,148.

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**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 EXHIBIT B - ST	P	VARIOUS	12/31/12
b SEE EXHIBIT B - LT	P	VARIOUS	12/31/12
c CAPITAL GAINS DIVIDENDS			
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 170,033.		173,547.	-3,514.
b 2,930,885.		2,099,516.	831,369.
c 1,728.			1,728.
d			
e			

(i) FMV 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			-3,514.
b			831,369.
c			1,728.
d			
e			

2 Capital gain net income or (net capital loss)	2	829,583.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	3	-3,514.

**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)

N/A

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			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	33,347.
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	33,347.
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	33,347.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	25,500.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	25,500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	48.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	7,895.	
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	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JANET JORGENSEN Telephone no. ► (804) 788-5605 Located at ► 330 S. 4TH STREET, RICHMOND, VA ZIP+4 ► 23219			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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)	N/A	
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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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 ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ N/A ☐ Yes ☐ No

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

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

6b

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ N/A**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRUCE C. GOTTWALD, SR. PO BOX 2543 RICHMOND, VA 23218	PRESIDENT 0.00	0.	0.	0.
THOMAS E. GOTTWALD PO BOX 2543 RICHMOND, VA 23218	SECRETARY 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,005,326.
b	Average of monthly cash balances	1b	1,611,106.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,616,432.
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	13,616,432.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	204,246.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,412,186.
6	Minimum investment return. Enter 5% of line 5 <b>ADJUSTED FOR SHORT TAX PERIOD</b>	6	613,809.

**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	613,809.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	33,347.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	33,347.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	580,462.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	580,462.
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	580,462.

**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	744,246.
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	744,246.
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	744,246.

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.

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				580,462.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2012.				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: \$ 744,246.				
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				580,462.
<b>e</b> Remaining amount distributed out of corpus	163,784.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	163,784.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	163,784.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012	163,784.			

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

N/A

1 a 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 foundation is a private operating foundation described in section . . . ☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a 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

Tax year

(a) 2012

(b) 2011

Prior 3 years

(c) 2010

(d) 2009

(e) Total

**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
<b>a Paid during the year</b>				
SEE EXHIBIT A	N/A	PUBLIC CHARITY	FOR GENERAL CHARITABLE PURPOSES	743,500.
<b>Total</b>			<b>3a</b>	743,500.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.

Form **990-PF** (2012)



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


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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash			X
(2) Other assets			X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees			X
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			

[illegible]

**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
N/A		

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, this is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign Here**  5/15/13 **PRESIDENT**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CHARLOTTE A. RAMAGE	<i>Charlotte A. Ramage</i>	5/9/2013		P00368907
	Firm's name ▶ ROSELINE TAX ADVISORS, PLLC			Firm's EIN ▶ 20-3565336	
	Firm's address ▶ 140 VIRGINIA STREET, SUITE 300 RICHMOND, VA 23219			Phone no 804-545-7440	

Form **990-PF** (2012)

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012**

Name of the organization

4G FOUNDATION

Employer identification number

45-4432900

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)( ) (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization  
**4G FOUNDATION (FKA NORDLEY-GOTTWALD  
 FOUNDATION)**

Employer identification number

**45-4432900****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE GOTTWALD FOUNDATION  PO BOX 955  GOOCHLAND, VA 23063-0955	\$ 15,623,913.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) <b>SEE EXHIBIT C. GWT!</b>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Employer identification number

45-4432900

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

[illegible]

Name of organization

Employer identification number

**4G FOUNDATION****45-4432900****Part III**

*Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

TAXPAYER: 4G FOUNDATION  
TAX ID: 45-4432900  
FORM 990PF EXHIBIT A

Check #:	Date:	Written to:	Contact Info / Address	Amount:
1201	11/08/12	Waves for Water	PO Box 57285, Sherman Oaks, CA 91413	\$5,000.00
1202	11/08/12	Tip of the Spear Foundation	Attn: Ms Judith Wuntch / 600 Travis, Ste. 3700, Houston, TX 77002	\$5,000.00
1203	11/08/12	JCM Foundation	Attn: Mr. Bill Tyson / 14 South Wilton Rd , Richmond, VA 23226	\$5,000.00
1204	11/16/12	VCU Massey Cancer Center	PO Box 843042, Richmond, VA 23284	\$5,000.00
1205	11/16/12	VMI Foundation	Attn: Greg Cavallero / PO BOX 932, Lexington, VA 24450	\$350,000.00
1206	11/16/12	Randolph College (Annual Fund)	Attn: Terri Martin / 2500 Rivermont Ave., Lynchburg, VA 24053	\$22,500.00
1207	11/28/12	VMI Keydet Club	Attn: Greg Cavallero / PO BOX 932, Lexington, VA 24450	\$40,000.00
1208	11/28/12	World Pediatric Project	7201 Glen Forest Drive, Ste. 304, Richmond, VA 23226	\$62,000.00
1209	12/03/12	World Pediatric Project	7201 Glen Forest Drive, Ste 304, Richmond, VA 23226	\$5,000.00
1210	12/03/12	The Diocese of Virginia	110 West Franklin St, Richmond, VA 23220	\$20,000.00
1211	12/04/12	Project Healing Waters Fly Fishing	PO Box 695, LaPlata, MD 20646	\$5,000.00
1212	12/06/12	Anna Julia Cooper Episcopal School	2124 N. 29th Street, Richmond, VA 23223	\$62,000.00
1213	12/06/12	Faison School of Autism	1701 Byrd Ave, Richmond, VA 23230	\$40,000.00
1214	12/06/12	Lange Foundation	2106 S. Sepulveda Blvd, Los Angeles, CA 90025	\$5,000.00
1215	12/06/12	West Side Foodbank	1710 22nd Street, Santa Monica, CA 90404	\$51,000.00
1216	12/06/12	PATH	340 North Madison Ave, Los Angeles, CA 90004	\$51,000.00
1217	12/14/12	Partners In Health	PO Box 845578, Boston, MA 02284-5578	\$5,000.00
1218	12/21/12	VCU Massey Cancer Center	PO Box 843042, Richmond, VA 23284	\$5,000.00
TOTAL CONTRIBUTIONS FOR 2012				\$743,500.00

2012 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction

TAXPAYER: 4G FOUNDATION  
TAX ID: 45-4432900  
FORM 990PF EXHIBIT B

SHORT TERM (BOX 1C) CAPITAL GAIN/(LOSS) COVERED **COST BASIS IS BEING REPORTED TO THE IRS**								
<u>DESCRIPTION</u> (BOX 8)	<u>QUANTITY</u> (BOX 1E)	<u>DATE</u> <u>ACQUIRED</u> (BOX 1B)	<u>DATE</u> <u>SOLD</u> (BOX 1A)	<u>ACTIVITY</u>	<u>ORIGINAL/ADJ</u> <u>COST BASIS</u> (BOX 3)	<u>PROCEEDS</u> (BOX 2)	<u>GAIN/(LOSS)</u>	
BP PLC SPONS ADR CUSIP: 055622104	250.00	08/09/11	05/29/12	SALE	(A) \$9,799.45	(B) \$9,504.82	(\$294.63)	

TAXPAYER: 4G FOUNDATION

TAX ID: 45-4432900

FORM 990PF EXHIBIT B

**1099-B DETAIL INFORMATION (CONTINUED) OMB 1545-0715****SHORT TERM (BOX 1C) CAPITAL GAIN/(LOSS) COVERED (CONTINUED)**

<u>DESCRIPTION</u> (BOX 8)	<u>QUANTITY</u> (BOX 1E)	<u>DATE ACQUIRED</u> (BOX 1B)	<u>DATE SOLD</u> (BOX 1A)	<u>ACTIVITY</u>	<u>ORIGINAL/ADJ COST BASIS</u> (BOX 3)	<u>PROCEEDS</u> (BOX 2)	<u>GAIN/(LOSS)</u>
TELEFONICA S A SPONS ADR CUSIP: 879382208	0.45	06/18/12	05/31/12	CASH IN LIEU	(A) \$5.95	(B) \$5.68	(\$0.27)
TOTAL SHORT TERM COVERED:						\$9,510.50	(\$294.90)

**SHORT TERM (BOX 1C) CAPITAL GAIN/(LOSS) UNCOVERED \*\*COST BASIS IS NOT BEING REPORTED TO THE IRS\*\***

<u>DESCRIPTION</u> (BOX 8)	<u>QUANTITY</u> (BOX 1E)	<u>DATE ACQUIRED</u> (BOX 1B)	<u>DATE SOLD</u> (BOX 1A)	<u>ACTIVITY</u>	<u>ORIGINAL/ADJ COST BASIS</u> (BOX 3)	<u>PROCEEDS</u> (BOX 2)	<u>GAIN/(LOSS)</u>
NEWMARKET 7.125 121516 CUSIP: 651587AC1	155,000.00	06-23-11	04/16/12	REDEMPTION	(A) \$163,742.00	(B) \$160,522.65	(\$3,219.35)
TOTAL SHORT TERM UNCOVERED:						\$160,522.65	(\$3,219.35)

**LONG TERM (BOX 1C) CAPITAL GAIN/(LOSS) COVERED \*\*COST BASIS IS BEING REPORTED TO THE IRS\*\***

<u>DESCRIPTION</u> (BOX 8)	<u>QUANTITY</u> (BOX 1E)	<u>DATE ACQUIRED</u> (BOX 1B)	<u>DATE SOLD</u> (BOX 1A)	<u>ACTIVITY</u>	<u>ORIGINAL/ADJ COST BASIS</u> (BOX 3)	<u>PROCEEDS</u> (BOX 2)	<u>GAIN/(LOSS)</u>
ABBOTT LABORATORIES CUSIP: 002824100	2,075.00	VARIOUS	05/29/12	SALE	(C) \$96,767.48	(D) \$128,461.15	\$31,693.67
ALEXANDER & BALDWIN INC CUSIP: 014482103	2,325.00	02/15/11	05/29/12	SALE	\$97,102.82	\$118,473.99	\$21,371.17
ALTRIA GROUP INC CUSIP: 02209S103	3,950.00	02/15/11	05/29/12	SALE	\$97,342.07	\$126,199.70	\$28,857.63
BP PLC SPONS ADR CUSIP: 055622104	2,000.00	02/15/11	05/29/12	SALE	\$94,904.34	\$76,038.49	(\$18,865.85)
CURRSH AUSTRALN DLLR ETF CUSIP: 23129U101	500.00	02/15/11	05/29/12	SALE	\$50,292.58	\$49,093.95	(\$1,198.63)
DOMINION RES INC VA NEW CUSIP: 25746U109	2,250.00	02/15/11	05/29/12	SALE	\$98,847.31	\$117,807.52	\$18,960.21
JOHNSON & JOHNSON CUSIP: 478160104	1,650.00	02/15/11	05/29/12	SALE	\$100,515.09	\$103,023.86	\$2,508.77
MCDONALDS CORP CUSIP: 580135101	1,250.00	02/15/11	05/29/12	SALE	\$95,328.27	\$113,135.09	\$17,806.82
PHILIP MORRIS INTL INC CUSIP: 718172109	1,600.00	02/15/11	05/29/12	SALE	\$96,663.52	\$136,269.11	\$39,605.59
PLUM CREEK TIMBER CUSIP: 729251108	2,500.00	02/15/11	05/29/12	SALE	\$106,995.55	\$92,148.18	(\$14,847.37)
REALTY INCOME CORP CUSIP: 756109104	2,900.00	02/15/11	05/29/12	SALE	\$100,693.67	\$112,407.52	\$11,713.85
RETAIL OPPTY INVTS CORP CUSIP: 76131N101	9,350.00	02/15/11	05/29/12	SALE	\$95,379.47	\$112,058.73	\$16,679.26
SAFETY INSURANCE GROUP CUSIP: 78648T100	2,150.00	VARIOUS	05/29/12	SALE	\$106,384.50	\$87,040.16	(\$19,344.34)
SUN COMMUNITIES INC CUSIP: 866674104	2,850.00	02/15/11	05/29/12	SALE	\$92,190.10	\$116,049.69	\$23,859.59
TELEFONICA S A SPONS ADR CUSIP: 879382208	3,400.00	02/15/11	05/29/12	SALE	\$84,436.68	\$38,657.47	(\$45,779.21)
VODAFONE GRP PLC NEW ADR CUSIP: 92857W209	3,700.00	05/24/11	05/29/12	SALE	✓ \$103,245.50	✓ \$99,639.13	(\$3,606.37)
TOTAL LONG TERM COVERED:						\$1,626,503.74	\$109,414.79

TAXPAYER: 4G FOUNDATION

TAX ID: 45-4432900

FORM 990PF EXHIBIT B

**1099-B DETAIL INFORMATION (CONTINUED) OMB 1545-0715**

**LONG TERM (BOX 1C) CAPITAL GAIN/(LOSS) UNCOVERED \*\*COST BASIS IS NOT BEING REPORTED TO THE IRS\*\***

<u>DESCRIPTION</u> (BOX 8)	<u>QUANTITY</u> (BOX 1E)	<u>DATE ACQUIRED</u> (BOX 1B)	<u>DATE SOLD</u> (BOX 1A)	<u>ACTIVITY</u>	<u>ORIGINAL/ADJ COST BASIS</u> (BOX 3)	<u>PROCEEDS</u> (BOX 2)	<u>GAIN/(LOSS)</u>
ALLIANCEBERNSTEIN INCOME CUSIP: 01881E101	10,000.00	01/08/02	05/29/12	SALE	© \$75,171.00	ⓓ \$81,550.16	\$6,379.16
GLADSTONE CAPITAL CORP CUSIP: 376535100	9,500.00	VARIOUS	05/29/12	SALE	\$110,795.17	\$69,634.20	(\$41,160.97)
MESABI TRUST CBI CUSIP: 590672101	3,100.00	VARIOUS	05/29/12	SALE	\$106,742.56	\$77,478.06	\$(29,264.50)
TEMPLETON GLOBAL INC FD CUSIP: 880198106	12,500.00	01/08/02	05/29/12	SALE	\$81,125.00	\$112,302.27	\$31,177.27
TORTOISE PWR&ENGY FUND CUSIP: 89147X104	4,000.00	02/15/11	05/29/12	SALE	\$100,217.14	\$95,322.61	(\$4,894.53)
TORTOISE MLP FUND INC CUSIP: 89148B101	3,900.00	02/15/11	05/29/12	SALE	√ \$91,833.11	√ \$96,211.00	\$4,377.89
<b>TOTAL LONG TERM UNCOVERED:</b>						\$532,498.30	\$(33,385.68)

**REALIZED GAIN/(LOSS) - NOT CALCULATED (BOX 1C) \*\*COST BASIS IS NOT BEING REPORTED TO THE IRS\*\***

<u>DESCRIPTION</u> (BOX 8)	<u>QUANTITY</u> (BOX 1E)	<u>DATE ACQUIRED</u> (BOX 1B)	<u>DATE SOLD</u> (BOX 1A)	<u>ACTIVITY</u>	<u>ORIGINAL/ADJ COST BASIS</u> (BOX 3)	<u>PROCEEDS</u> (BOX 2)	<u>GAIN/(LOSS)</u>
TREDEGAR CORP CUSIP: 894650100	39,421.00	12/31/89	05/29/12	SALE ©	\$11,609.48	ⓓ \$544,857.99	\$533,248.51
TREDEGAR CORP CUSIP: 894650100	16,751.00	12/31/89	05/30/12	SALE ©	\$ 4,933.17	√ \$227,024.55	\$222,091.38
<b>TOTAL REALIZED GAIN/(LOSS NOT CALCULATED:</b>						\$771,882.54	\$755.339.89

**TOTAL GROSS PROCEEDS LESS COMMISSION  
ON STOCKS, BONDS, ETC. (1099-B BOX 2)**

**\$3,100,917.73**

©

A - ST BASIS.....\$173,547  
 B - ST PROCEEDS.....\$170,033  
 C - LT BASIS.....\$2,099,516  
 D - LT PROCEEDS.....\$2,930,885

**4G Foundation**  
**EIN: 45-4432900**  
**2012 Form 990-PF, Schedule B: Exhibit C**

**Detail of Marketable Securities/Cash Contributed from The Gottwald Foundation**

<b>Number of Shares</b>	<b>Marketable Security</b>	<b>Fair Market Value of Marketable Security</b>
4,150	Abbott Laboratories	120,246.25
280,754	Albemarle Corp.	8,850,769.85
4,650	Alexander & Baldwin	108,321.75
20,000	AllianceBernstein Income Fund	83,500.00
7,900	Altria Group	120,317.00
4,500	BP PLC	105,052.50
1,000	Australian Dollar Trust	52,920.00
4,500	Dominion Resources Inc	114,210.00
19,000	Gladstone Capital Corp	80,845.00
3,300	Johnson & Johnson	106,821.00
2,500	McDonalds Corp	121,050.00
6,200	Mesabi Trust	95,418.00
33,220	NewMarket Corp.	2,981,162.80
4,500	Philip Morris	135,376.00
5,000	Plum Creek Timber	100,500.00
5,800	Realty Income Corp	107,184.00
18,700	Retail Opportunity Investments	111,639.00
4,300	Safety Insurance Group	90,257.00
5,700	Sun Communities inc	122,464.50
6,800	Telefonica SA	56,134.00
25,000	Templeton Global Income	126,500.00
7,800	Tortoise MLP	103,701.00
8,000	Tortoise Power & Energy	105,800.00
112,345	Tredegar Corp	1,108,273.56
7,400	Vodafone PLC	98,346.00
310,000	Newmarket Corp - Interest Note	159,843.75
<b>Total: Marketable Securities Contributed by The Gottwald Foundation in March 2012</b>		<b>15,366,652.96</b>
<b>PLUS: Cash Contributions from The Gottwald Foundation</b>		<b>257,260.53</b>
<b>Total Contributions from Gottwald Fndn</b>		<b>15,623,913.49</b>



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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DAVENPORT: ALBEMARLE CORP	84,226.	0.	84,226.
DAVENPORT: INTEREST	3,712.	0.	3,712.
DAVENPORT: MISCELLANEOUS	18,302.	1,728.	16,574.
DAVENPORT: NEWMARKET CORP	732,623.	0.	732,623.
DAVENPORT: TREDEGAR	2,528.	0.	2,528.
TOTAL TO FM 990-PF, PART I, LN 4	841,391.	1,728.	839,663.

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FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DAVENPORT	275.	275.	275.
TOTAL TO FORM 990-PF, PART I, LINE 11	275.	275.	275.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	1,025.	513.	0.	512.
TO FORM 990-PF, PG 1, LN 16B	1,025.	513.	0.	512.

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED FED TAX PAYMENTS	25,500.	0.	0.	0.
FOREIGN WITHHOLDING - TELEFONICA	469.	235.	0.	234.
TO FORM 990-PF, PG 1, LN 18	25,969.	235.	0.	234.

FOOTNOTES

STATEMENT

5

THIS FOUNDATION, 4G FOUNDATION, WAS ESTABLISHED AS THE RESULT OF A SPLIT OF AN EXISTING PRIVATE FOUNDATION, THE GOTTWALD FOUNDATION. 50% OF THE ASSETS IN THE GOTTWALD FOUNDATION WERE CONTRIBUTED TO 4G FOUNDATION DURING THE MONTH OF MARCH 2012. THE FAIR MARKET VALUE OF THE CASH AND SECURITIES ON CONTRIBUTION TO 4G FOUNDATION WAS \$15,623,913

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
ADJUSTMENT FOR UNREALIZED GAIN ON INVESTMENTS	112,638.
TOTAL TO FORM 990-PF, PART III, LINE 3	112,638.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALBEMARLE CORP - 140,377 SHS	8,720,219.	8,720,219.
NEWMARKET CORP - 27,000 SHS	7,079,400.	7,079,400.
TELEFONICA - 89 SHS	1,201.	1,201.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,800,820.	15,800,820.