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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 THE UNITED COMPANY CHARITABLE FOUNDATION		A Employer identification number 54-1390453	
Number and street (or P O box number if mail is not delivered to street address) 1005 GLENWAY AVENUE		B Telephone number (see instructions) (276) 645-1406	
City or town, state, and ZIP code BRISTOL, VA 242013473		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address 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 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) \$ 40,590,587		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)			

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	1,783	1,783		
	4 Dividends and interest from securities.	1,238,480	1,238,480		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	805,892			
	b Gross sales price for all assets on line 6a 10,208,885				
	7 Capital gain net income (from Part IV, line 2)		815,987		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,022	17,640		
	12 Total. Add lines 1 through 11	2,049,177	2,073,890		
	13 Compensation of officers, directors, trustees, etc	20,371	1,019		19,352
	14 Other employee salaries and wages	304,095	0		304,095
	15 Pension plans, employee benefits	72,239	567		71,672
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	37,585	0		0
	19 Depreciation (attach schedule) and depletion . . .	18,195	0		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	563,083	209,846		353,237
	24 Total operating and administrative expenses. Add lines 13 through 23	1,015,568	211,432		748,356
	25 Contributions, gifts, grants paid	2,054,844			2,054,844
	26 Total expenses and disbursements. Add lines 24 and 25	3,070,412	211,432		2,803,200
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,021,235			
	b Net investment income (if negative, enter -0-)		1,862,458		
	c Adjusted net income (if negative, enter -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	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	4,938,173	197,138	197,138
	3	Accounts receivable ▶ <u>44,331</u>			
		Less allowance for doubtful accounts ▶ _____	42,750	44,331	44,331
	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 ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	6,240	6,578	6,578
	10a	Investments—U S and state government obligations (attach schedule)	117,040		
	b	Investments—corporate stock (attach schedule)	24,981,795 	19,775,740	19,775,740
	c	Investments—corporate bonds (attach schedule).	8,515,463		
	11	Investments—land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	665,330 	20,175,960	20,493,318
	14	Land, buildings, and equipment basis ▶ <u>104,111</u>			
		Less accumulated depreciation (attach schedule) ▶ <u>30,629</u>	66,827 	73,482	73,482
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	39,333,618	40,273,229	40,590,587
Liabilities	17	Accounts payable and accrued expenses	43,845	61,856	
	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 ▶ _____)	 -98 	68,113	
	23	Total liabilities (add lines 17 through 22)	43,747	129,969	
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	37,812,529	38,665,918	
	25	Temporarily restricted			
	26	Permanently restricted	1,477,342	1,477,342	
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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)	39,289,871	40,143,260	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	39,333,618	40,273,229	

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	39,289,871
2	Enter amount from Part I, line 27a	2	-1,021,235
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	1,877,646
4	Add lines 1, 2, and 3	4	40,146,282
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	3,022
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	40,143,260

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)
1 a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAINS DIVIDENDS	P		
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 10,182,858		9,392,898	789,960
b 26,027			26,027
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			789,960
b			26,027
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	815,987
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	2,769,396	40,014,318	0 069210
2010	2,728,795	38,536,636	0 070810
2009	4,626,243	36,189,711	0 127833
2008	2,592,940	46,022,604	0 056341
2007	2,755,180	54,891,318	0 050193

2 Total of line 1, column (d).	2	0 374387
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 074877
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	40,425,828
5 Multiply line 4 by line 3.	5	3,026,965
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	18,625
7 Add lines 5 and 6.	7	3,045,590
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	2,828,050

Part VIExcise 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	37,249
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	37,249
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	37,249
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	37,125	
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	37,125
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	124
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	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		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)?			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 \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
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 ▶ WWW UCCHARITABLE COM				
14	The books are in care of ▶ THE FOUNDATION Telephone no ▶ (276) 645-1406			
Located at ▶ 1005 GLENWAY AVENUE BRISTOL VA ZIP +4 ▶ 242013473				
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

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? ☐ 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)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	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		No
	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?			
	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?			
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?			
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
See Additional Data Table				
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
UNITED MANAGEMENT COMPANY LLC 1005 GLENWAY AVENUE BRISTOL,VA 24201	INVESTMENT MANAGEMENT	195,944
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 PROVIDE ONE MEAL/DAY FIVE DAYS A WEEK TO 1,050 LOW-INCOME PEOPLE IN THE BRISTOL, VA COMMUNITY. MEALS ARE DELIVERED VIA 2 VANS THAT TRAVEL TO THE HOMES OF THE RECIPIENTS	525,473
2 CAMP SUCCESS IS A WEEK-LONG PROGRAM FOR MOUNTAIN MISSION SCHOOL JUNIORS & SENIORS THAT EMPHASIZES LEADERSHIP, EDUCATION, AND INTELLECTUAL CURIOSITY. IN 2012, PARTICIPANTS SPENT A WEEK IN NEW YORK CITY EXPLORING AND LEARNING	51,307
3 COLLEGE AND CAREER COUNSELOR WORKS AT MOUNTAIN MISSION SCHOOL (GRUNDY, VA) AND ASSISTS STUDENTS WITH THE COLLEGE APPLICATION PROCESS, FINANCIAL AID AND MATRICULATION PROCEDURES. ALSO OVERSEES SCHOLARSHIP PROGRAM FOR MOUNTAIN MISSION SCHOOL GRADUATES	72,437
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.	0

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	40,431,983
b	Average of monthly cash balances.	1b	609,467
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	41,041,450
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	41,041,450
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	615,622
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	40,425,828
6	Minimum investment return. Enter 5% of line 5.	6	2,021,291

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	2,021,291
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	37,249
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	37,249
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,984,042
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,984,042
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	1,984,042

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	2,803,200
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	24,850
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	2,828,050
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	2,828,050
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				1,984,042
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only.			0	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2012				
a	From 2007.				65,896
b	From 2008.				318,791
c	From 2009.				2,837,507
d	From 2010.				834,861
e	From 2011.				796,315
f	Total of lines 3a through e.	4,853,370			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,828,050				
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.				1,984,042
e	Remaining amount distributed out of corpus	844,008			
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,697,378			
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.				0
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). . . .	65,896			
9	Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,631,482			
10	Analysis of line 9				
a	Excess from 2008. . . .	318,791			
b	Excess from 2009. . . .	2,837,507			
c	Excess from 2010. . . .	834,861			
d	Excess from 2011. . . .	796,315			
e	Excess from 2012. . . .	844,008			

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)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))

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

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

ROSE HURLEY MOUNTAIN MISSION SCHOOL
1760 EDGEWATER DRIVE
GRUNDY,VA 24614
(276) 791-1514

b

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

APPLICANTS MUST HAVE PREVIOUSLY APPLIED TO, AND RECEIVED AN OFFICIAL NOTIFICATION OF ACCEPTANCE FROM, AN ACCREDITED UNIVERSITY OR COLLEGE IN THE UNITED STATES APPLICATIONS MUST BE SUBMITTED USING THE FOUNDATION'S SCHOLARSHIP APPLICATION FORM THE FOLLOWING ITEMS MUST BE INCLUDED OFFICIAL HIGH SCHOOL OR COLLEGE TRANSCRIPT, FINANCIAL AID AWARD LETTER, STUDENT AID REPORT FROM FAFSA, AND OFFICIAL SCHOOL INVOICE AND CLASS SCHEDULE ALL SCHOLARSHIP REQUESTS FOR THE SPRING SEMESTER MUST ALSO INCLUDE A COPY OF THE STUDENT'S GRADES FROM THE FALL (EITHER AN OFFICIAL GRADE REPORT OR A TRANSCRIPT FROM THE SCHOOL) STUDENTS MUST REAPPLY FOR A SCHOLARSHIP EACH YEAR

c

Any submission deadlines

DEADLINES FOR APPLICATIONS ARE JULY 1 FOR FALL SEMESTER AND DECEMBER 1 FOR SPRING SEMESTER

d

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

THE SCHOLARSHIP PROGRAM SUPPLEMENTS FINANCIAL AID AND OTHER SUPPORT TO HELP COVER THE COST OF COLLEGE TUITION, FEES, ROOM AND BOARD, BOOKS, AND SUPPLIES STUDENTS MUST BE ENROLLED WITH A MINIMUM OF 12 CREDIT HOURS PER SEMESTER STUDENTS MAY REQUEST A MAXIMUM OF \$25,000 PER YEAR STUDENTS MUST BE ENROLLED AT MOUNTAIN MISSION SCHOOL, GRUNDY, VA (MMS) FROM GRADES 9 THROUGH 12 TO BE ELIGIBLE FOR SUPPORT SCHOLARSHIPS ARE GIVEN FOR THE BENEFIT OF INDIVIDUAL STUDENTS WHO HAVE NO RELATIONSHIP TO DISQUALIFIED PERSONS STUDENTS MUST DEMONSTRATE FINANCIAL NEED BY QUALIFYING FOR A FEDERAL PELL GRANT STUDENTS MUST ACCEPT ANY FEDERAL DIRECT SUBSIDIZED LOANS OR PERKINS LOANS OFFERED STUDENTS ARE ELIGIBLE FOR 4 CONSECUTIVE CALENDAR YEARS AFTER GRADUATION FROM MMS STUDENTS SHOULD HAVE AT LEAST A 2.75 CUMULATIVE GPA FROM MMS (ON A 4.0 SCALE) AND MAINTAIN A 2.5 CUMULATIVE GPA IN COLLEGE (ON A 4.0 SCALE) THE MAXIMUM FOR BOOKS AND SUPPLIES PER STUDENT PER SEMESTER IS \$500

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	2,054,844
b Approved for future payment				
Total			3b	0

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	1,783	
4	Dividends and interest from securities. . . .			14	1,238,480	
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.			18	17,640	
8	Gain or (loss) from sales of assets other than inventory			18	805,892	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
	PASSTHROUGH - ENTERPRISE PRODUCTS	525990	-18,387			
11	Other revenue a PARTNERS L P					
	PASSTHROUGH - NATURAL RESOURCE	525990	865			
b	PARTNERS L P					
	PASSTHROUGH - NATURAL RESOURCE	525990	2,904			
c	PARTNERS L P					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		-14,618		2,063,795	0
13	Total. Add line 12, columns (b), (d), and (e).			13	<u>2,049,177</u>	

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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.	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.			

[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

**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.

*****	2013-05-13	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
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**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00358837
	JANICE A RATICA	JANICE A RATICA			
	Firm's name ☐	CHERRY BEKAERT LLP		Firm's EIN ☐ 56-0574444	
		1111 METROPOLITAN AVENUE SUITE 1000			
	Firm's address ☐	CHARLOTTE, NC 28204		Phone no (704) 377-1678	

Form 990PF Part VIII Line 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
JAMES W MCGLOTHLIN	CHAIRMAN 5 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
MARTHA MCGLOTHLIN GAYLE	PRESIDENT/DIRECTOR 25 00	20,371	9,747	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
LOIS A CLARKE	TREASURER/DIRECTOR 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
N D STREET	SECRETARY/DIRECTOR 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
FRANCES G MCGLOTHLIN	DIRECTOR 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
FAY H STREET	DIRECTOR 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
DAVID A STREET	DIRECTOR 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
BARBARA J BJERKE	ASSISTANT TREASURER 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
JULIA K SMITH	ASSISTANT SECRETARY 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BLUEFIELD COLLEGE 3000 COLLEGE DRIVE BLUEFIELD,VA 24605	NONE	SCHOOL	EDUCATION - TUITION	2,441
CARSON-NEWMAN COLLEGE PO BOX 557 JEFFERSON CITY,TN 377600557	NONE	SCHOOL	EDUCATION - TUITION	22,783
CARSON-NEWMAN COLLEGE PO BOX 557 JEFFERSON CITY,TN 377600557	NONE	SCHOOL	EDUCATION - BOOKS	1,000
CARSON-NEWMAN COLLEGE PO BOX 557 JEFFERSON CITY,TN 377600557	NONE	SCHOOL	EDUCATION - ROOM & BOARD	995
CAZENOVIA COLLEGE 95 ALBANY STREET CAZENOVIA,NY 13035	NONE	SCHOOL	EDUCATION - TUITION	14,765
CAZENOVIA COLLEGE 95 ALBANY STREET CAZENOVIA,NY 13035	NONE	SCHOOL	EDUCATION - BOOKS	500
COASTAL CAROLINA UNIVERSITY PO BOX 261954 CONWAY,SC 295286054	NONE	SCHOOL	EDUCATION - TUITION	41,484
COASTAL CAROLINA UNIVERSITY PO BOX 261954 CONWAY,SC 295286054	NONE	SCHOOL	EDUCATION - BOOKS	1,219
COASTAL CAROLINA UNIVERSITY PO BOX 261954 CONWAY,SC 295286054	NONE	SCHOOL	EDUCATION - ROOM & BOARD	240
COLUMBIA COLLEGE 600 S MICHIGAN AVENUE CHICAGO,IL 60605	NONE	SCHOOL	EDUCATION - TUITION	12,081
COLUMBIA COLLEGE 600 S MICHIGAN AVENUE CHICAGO,IL 60605	NONE	SCHOOL	EDUCATION - BOOKS	500
DIXIE STATE COLLEGE OF UTAH 225 S 700 E ST ST GEORGE,UT 84770	NONE	SCHOOL	EDUCATION - TUITION	4,560
DIXIE STATE COLLEGE OF UTAH 225 S 700 E ST ST GEORGE,UT 84770	NONE	SCHOOL	EDUCATION - BOOKS	495
EAST TENNESSEE STATE UNIVERSITY 807 UNIVERSITY PARKWAY JOHNSON CITY,TN 376141700	NONE	SCHOOL	EDUCATION - TUITION	35,865
EAST TENNESSEE STATE UNIVERSITY 807 UNIVERSITY PARKWAY JOHNSON CITY,TN 376141700	NONE	SCHOOL	EDUCATION - BOOKS	490

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EMORY AND HENRY COLLEGE PO BOX 947 EMORY,VA 243270947	NONE	SCHOOL	EDUCATION - TUITION	27,383
EMORY AND HENRY COLLEGE PO BOX 947 EMORY,VA 243270947	NONE	SCHOOL	EDUCATION - BOOKS	1,522
GEORGE MASON UNIVERSITY 4400 UNIVERSITY DRIVE FAIRFAX,VA 22030	NONE	SCHOOL	EDUCATION - TUITION	11,995
HORRY-GEORGETOWN TECHNICAL COLLEGE 2050 HIGHWAY 501 EAST CONWAY,SC 29528	NONE	SCHOOL	EDUCATION - TUITION	4,381
JAMES MADISON UNIVERSITY 800 S MAIN STREET HARRISONBURG,VA 22807	NONE	SCHOOL	EDUCATION - TUITION	8,927
JAMES MADISON UNIVERSITY 800 S MAIN STREET HARRISONBURG,VA 22807	NONE	SCHOOL	EDUCATION - BOOKS	495
JAMES MADISON UNIVERSITY 800 S MAIN STREET HARRISONBURG,VA 22807	NONE	SCHOOL	EDUCATION - ROOM & BOARD	2,140
LIBERTY UNIVERSITY 1971 UNIVERSITY BOULEVARD LYNCHBURG,VA 24502	NONE	SCHOOL	EDUCATION - TUITION	42,715
LIBERTY UNIVERSITY 1971 UNIVERSITY BOULEVARD LYNCHBURG,VA 24502	NONE	SCHOOL	EDUCATION - BOOKS	1,936
LIBERTY UNIVERSITY 1971 UNIVERSITY BOULEVARD LYNCHBURG,VA 24502	NONE	SCHOOL	EDUCATION - ROOM & BOARD	468
LYNCHBURG COLLEGE 1501 LAKESIDE DRIVE LYNCHBURG,VA 24501	NONE	SCHOOL	EDUCATION - TUITION	7,086
MARSHALL UNIVERSITY ONE JOHN MARSHALL DRIVE HUNTINGTON,WV 25755	NONE	SCHOOL	EDUCATION - TUITION	7,135
MARSHALL UNIVERSITY ONE JOHN MARSHALL DRIVE HUNTINGTON,WV 25755	NONE	SCHOOL	EDUCATION - BOOKS	447
MILLIGAN COLLEGE PO BOX 500 MILLIGAN COLLEGE,TN 37682	NONE	SCHOOL	EDUCATION - TUITION	47,279
MILLIGAN COLLEGE PO BOX 500 MILLIGAN COLLEGE,TN 37682	NONE	SCHOOL	EDUCATION - BOOKS	7,736

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OLD DOMINION UNIVERSITY 5115 HAMPTON BOULEVARD NORFOLK,VA 23529	NONE	SCHOOL	EDUCATION - TUITION	9,039
OLD DOMINION UNIVERSITY 5115 HAMPTON BOULEVARD NORFOLK,VA 23529	NONE	SCHOOL	EDUCATION - BOOKS	986
OLD DOMINION UNIVERSITY 5115 HAMPTON BOULEVARD NORFOLK,VA 23529	NONE	SCHOOL	EDUCATION - ROOM & BOARD	3,528
QUINNIPIAC UNIVERSITY 275 MOUNT CARMEL AVENUE HAMDEN,CT 06518	NONE	SCHOOL	EDUCATION - TUITION	151,621
QUINNIPIAC UNIVERSITY 275 MOUNT CARMEL AVENUE HAMDEN,CT 06518	NONE	SCHOOL	EDUCATION - BOOKS	6,555
QUINNIPIAC UNIVERSITY 275 MOUNT CARMEL AVENUE HAMDEN,CT 06518	NONE	SCHOOL	EDUCATION - ROOM & BOARD	4,400
RADFORD UNIVERSITY 801 E MAIN STREET RADFORD,VA 24142	NONE	SCHOOL	EDUCATION - TUITION	851
RADFORD UNIVERSITY 801 E MAIN STREET RADFORD,VA 24142	NONE	SCHOOL	EDUCATION - BOOKS	621
RADFORD UNIVERSITY 801 E MAIN STREET RADFORD,VA 24142	NONE	SCHOOL	EDUCATION - ROOM & BOARD	1,733
ST JOHN'S UNIVERSITY 8000 UTOPIA PARKWAY QUEENS,NY 11439	NONE	SCHOOL	EDUCATION - TUITION	22,762
ST JOHN'S UNIVERSITY 8000 UTOPIA PARKWAY QUEENS,NY 11439	NONE	SCHOOL	EDUCATION - BOOKS	500
STEVENSON UNIVERSITY 1525 GREENSPRING VALLEY ROAD STEVENSON,MD 211530641	NONE	SCHOOL	EDUCATION - TUITION	8,372
UNIVERSITY OF NORTH CAROLINA - CHARLOTTE 9201 UNIVERSITY CITY BOULEVARD CHARLOTTE,NC 282230001	NONE	SCHOOL	EDUCATION - TUITION	20,822
GRAY'S COLLEGE BOOKSTORE (ASSOCIATED WITH UNIVERSITY OF NORTH CAROLINA) 9201 UNIVERSITY CITY BOULEVARD CHARLOTTE,NC 282230001	NONE	SCHOOL	EDUCATION - BOOKS	1,522
UNIVERSITY OF KENTUCKY 800 ROSE STREET LEXINGTON,KY 40508	NONE	SCHOOL	EDUCATION - TUITION	4,177

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF KENTUCKY 800 ROSE STREET LEXINGTON,KY 40508	NONE	SCHOOL	EDUCATION - BOOKS	500
UNIVERSITY OF KENTUCKY 800 ROSE STREET LEXINGTON,KY 40508	NONE	SCHOOL	EDUCATION - ROOM & BOARD	1,724
UNIVERSITY OF MARY WASHINGTON 1301 COLLEGE AVENUE BALTIMORE,MD 22401	NONE	SCHOOL	EDUCATION - TUITION	3,632
UNIVERSITY OF MARY WASHINGTON 1301 COLLEGE AVENUE BALTIMORE,MD 22401	NONE	SCHOOL	EDUCATION - BOOKS	500
UNIVERSITY OF SAN DIEGO 5998 ALCALA PARK SAN DIEGO,CA 92110	NONE	SCHOOL	EDUCATION - TUITION	13,735
UNIVERSITY OF VIRGINIA - WISE 1 COLLEGE AVENUE WISE,VA 24293	NONE	SCHOOL	EDUCATION - TUITION	1,086
UNIVERSITY OF VIRGINIA - WISE 1 COLLEGE AVENUE WISE,VA 24293	NONE	SCHOOL	EDUCATION - BOOKS	196
UNIVERSITY OF WASHINGTON 4311 11TH AVENUE NE SEATTLE,WA 98105	NONE	SCHOOL	EDUCATION - BOOKS	310
UNIVERSITY OF WASHINGTON 4311 11TH AVENUE NE SEATTLE,WA 98105	NONE	SCHOOL	EDUCATION - ROOM & BOARD	7,105
VIRGINIA COMMONWEALTH UNIVERSITY 1111 WBROAD STREET RICHMOND,VA 23220	NONE	SCHOOL	EDUCATION - TUITION	11,378
VIRGINIA TECH 210 BURRUSS HALL BLACKSBURG,VA 24061	NONE	SCHOOL	EDUCATION - TUITION	10,370
WILLIAM AND MARY 751 UKROP WAY WILLIAMSBURG,VA 23185	NONE	SCHOOL	EDUCATION - TUITION	5,693
WILLIAM AND MARY TRIBE COMPUTER STORE 751 UKROP WAY WILLIAMSBURG,VA 23185	NONE	SCHOOL	EDUCATION - BOOKS	1,619
BARTER FOUNDATION INC PO BOX 867 ABINGDON,VA 24212	NONE	509(A)(1)	GENERAL SUPPORT/ARTS EDUCATION	25,000
BIG BROTHERS BIG SISTERS OF EAST TENNESSEE 119 W SUMMIT HILL DRIVE 101 KINGSFORT,TN 37902	NONE	509(A)(1)	SPONSOR BOWL FOR KIDS' SAKE	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOY SCOUTS OF AMERICA SEQUOYAH COUNCIL 129 BOONE RIDGE DRIVE JOHNSON CITY,TN 37615	NONE	509(A)(1)	PROMOTE VALUE-DRIVEN PROGRAM OF YOUTH DEVELOPMENT	11,250
BOYS AND GIRLS CLUB OF BRISTOL INC PO BOX 1074 BRISTOL,VA 24203	NONE	509(A)(1)	INSPIRE DISADVANTAGED YOUTH TO REALIZE THEIR FULL POTENTIAL	30,000
BRISTOL COMMUNITY PRAYER BREAKFAST 1051 ISLAND ROAD BRISTOL,VA 24201	NONE	GOVERNMENT	FUND COMMUNITY PRAYER BREAKFAST	375
BRISTOL EMERGENCY FOOD PANTRY PO BOX 1471 BRISTOL,VA 242031471	NONE	509(A)(1)	GENERAL SUPPORT	25,000
BRISTOL FAITH IN ACTION 703 CHESTER STREET BRISTOL,VA 24201	NONE	509(A)(1)	GENERAL SUPPORT	25,000
BRISTOL LIFE SAVING CREW 1601 EUCLID AVENUE BRISTOL,VA 24201	NONE	509(A)(1)	GENERAL SUPPORT	2,000
BRISTOL PUBLIC LIBRARY FOUNDATION 701 GOODE STREET BRISTOL,VA 24201	NONE	509(A)(1)	SUPPORT NATIONAL LIBRARY WEEK 2012 & 2013 PROGRAMS	20,000
BRISTOL VIRGINIA FIRE DEPARTMENT 211 LEE STREET BRISTOL,VA 24201	NONE	GOVERNMENT	GENERAL SUPPORT	1,000
BUCHANAN COUNTY YMCA PO BOX 1450 GRUNDY,VA 24614	NONE	509(A)(1)	GENERAL SUPPORT	67,484
CHILDREN'S ADVOCACY CENTER OF SULLIVAN COUNTY 150 BLOUNTVILLE BYPASS BLOUNTVILLE,TN 37617	NONE	509(A)(1)	GENERAL SUPPORT	2,500
CHILDREN'S ADVOCACY CENTER OF WASHINGTON COUNTY PO BOX 16231 BRISTOL,VA 21451	NONE	509(A)(1)	GENERAL SUPPORT	2,500
COMMUNITY SCHOOL OF NAPLES 13275 LIVINGSTON ROAD NAPLES,FL 34109	NONE	SCHOOL	GENERAL SUPPORT & ANNUAL FUND FOR EXCELLENCE	8,500
CROSSROADS MEDICAL MISSION PO BOX 16852 BRISTOL,VA 242096852	NONE	509(A)(2)	SUPPORT MOBILE MEDICAL CLINIC FOR THE UNDERSERVED & TRI CITIES	55,000
EAST TENNESSEE STATE UNIVERSITY FOUNDATION PO BOX 70601 JOHNSON CITY,TN 37614	NONE	509(A)(1)	SUPPORT BLUEGRASS DEPARTMENT	500
FEEDING AMERICA SOUTHWEST VIRGINIA 1025 ELECTRIC ROAD SALEM,VA 24153	NONE	509(A)(1)	ESTABLISH MOBILE FOOD PANTRY PROGRAM & GENERAL SUPPORT	129,535

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GIRL SCOUT COUNCIL OF THE SOUTHERN APPALACHIANS INC 1100 WOODLAND AVENUE JOHNSON CITY,TN 37601	NONE	509(A)(1)	GENERAL SUPPORT	5,000
GIRLS INC OF BRISTOL 613 HIGHLAND AVENUE BRISTOL,VA 24201	NONE	509(A)(1)	GENERAL SUPPORT	500
HANDS ON REGIONAL MUSEUM 315 E MAIN STREET JOHNSON CITY,TN 37601	NONE	509(A)(1)	GENERAL SUPPORT	5,000
HEALING HANDS HEALTH CENTER INC 210 MEMORIAL DR BRISTOL,TN 37620	NONE	509(A)(2)	HELP PROVIDE FREE MEDICAL CARE TO WORKING UNINSURED	60,000
HOLSTON HABITAT FOR HUMANITY INC PO BOX 5265 KINGSPORT,TN 37663	NONE	509(A)(1)	PROVIDE AFFORDABLE HOUSING	20,000
JUNIOR ACHIEVEMENT USA 330 BROAD STREET SUITE 1 KINGSPORT,TN 37660	NONE	509(A)(1)	JUNIOR ACHIEVEMENT BUSINESS HALL OF FAME	5,000
MARCH OF DIMES FOUNDATION 341 RED OAK RIDGE ROAD CASTLEWOOD,VA 242245524	NONE	509(A)(1)	SPONSORSHIP OF SIGNATURE CHEF'S AUCTION	5,000
FOUNDATION FOR EDUCATIONAL AND DEVELOPMENTAL OPPORTUNITIES INC 139 TERRACE DRIVE BRISTOL,VA 24201	NONE	SCHOOL	GENERAL SUPPORT	100,000
PARAMOUNT CENTER FOR THE ARTS PO BOX 1546 BRISTOL,VA 411051546	NONE	509(A)(1)	GENERAL SUPPORT	20,500
PEOPLE FOR CARE AND LEARNING 4235 TL ROGERS STREET NE CLEVELAND,TN 37312	NONE	509(A)(1)	GENERAL SUPPORT	10,000
PRESBYTERIAN CHILDREN'S HOME OF THE HIGHLANDS INC 425 GRAYSON ROAD WYTHEVILLE,VA 24382	NONE	509(A)(2)	HELP SERVE YOUNG PEOPLE/FAMILIES IN CRISIS	20,000
BRISTOL RHYTHM AMD ROOTS REUNION PO BOX 1927 BRISTOL,VA 24203	NONE	509(A)(1)	SPONSORSHIP OF PERFORMER APPEARANCE	15,000
RIVERS WAY OUTDOOR ADVENTURE CENTER 889 STONEY HOLLOW ROAD BLUFF CITY,TN 37618	NONE	509(A)(1)	GENERAL SUPPORT	10,000
SALVATION ARMY 1224 W STATE STREET BRISTOL,TN 37620	NONE	509(A)(1)	GENERAL SUPPORT	2,000
SANTA PAL INC PO BOX 212 BRISTOL,VA 242030212	NONE	509(A)(1)	GENERAL SUPPORT	100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SULLINS ACADEMY 22218 SULLINS ACADEMY BRISTOL,VA 24202	NONE	SCHOOL	GENERAL SUPPORT, FUNDRAISER AUCTION UNDERWRITER	8,500
THE FOOD BANK OF WISE COUNTY INCORPORATED PO BOX 2977 WISE,VA 24293	NONE	509(A)(1)	GENERAL SUPPORT	25,000
ST MARY'S HEALTH WAGON (AKA THE HEALTH WAGON) PO BOX 709 CLINTWOOD,VA 24228	NONE	509(A)(1)	GENERAL SUPPORT	10,000
CONFEDERATE MEMORIAL LITERARY SOCIETY 1201 E CLAY STREET RICHMOND,VA 232191615	NONE	509(A)(1)	GENERAL SUPPORT	10,000
TRI-CITIES DIAPER MINISTRY PO BOX 1421 BRISTOL,VA 24203	NONE	509(A)(2)	GENERAL SUPPORT	10,000
UNITED WAY OF BRISTOL PO BOX 696 BRISTOL,TN 37621	NONE	509(A)(1)	GENERAL SUPPORT	200
UNITED WAY VIRGINIA HIGHLANDS PO BOX 644 ABINGDON,VA 24212	NONE	509(A)(1)	SUPPORT BACKPACKS UNITE	15,000
VIRGINIA MUSEUM OF FINE ARTS FOUNDATION 200 N BOULEVARD RICHMOND,VA 232204007	NONE	509(A)(1)	SUPPORT CAPITAL CAMPAIGN	200,000
VIRGINIA TECH FOUNDATION 902 PRICES FORK ROAD BLACKSBURG,VA 24061	NONE	509(A)(1)	SUPPORT ATHLETIC PROGRAMS	400,000
WILLIAM KING MUSEUM CENTER FOR ART & CULTURAL HERITAGE PO BOX 2256 ABINGDON,VA 24210	NONE	509(A)(1)	GENERAL SUPPORT, SUPPORT FOR VARIOUS EXHIBITIONS	60,000
YWCA - BRISTOL PO BOX 817 BRISTOL,TN 37621	NONE	509(A)(2)	GENERAL SUPPORT	25,000
Total  3a				2,054,844

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE UNITED COMPANY CHARITABLE FOUNDATION
EIN: 54-1390453

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FORD VAN - SOUP KITCHEN	2011-07-05	23,148	3,859	SL	3 0000000000000	7,716	0		
CHEVROLET VAN - SOUP KITCHEN	2012-10-01	16,720		SL	3 0000000000000	1,393	0		
SOUP KETTLE	2007-10-01	4,245	3,608	SL	5 0000000000000	637	0		
CAN OPENER	2011-08-16	602	40	SL	5 0000000000000	130	0		
SOUP KETTLE	2011-10-01	20,448	1,023	SL	5 0000000000000	4,090	0		
REFRIGERATOR	2011-10-01	3,833	192	SL	5 0000000000000	767	0		
AIR CONDITIONER	2011-10-01	619	31	SL	5 0000000000000	124	0		
WORK TABLES	2011-11-01	882	27	SL	5 0000000000000	178	0		
DOUBLE DOOR COOLER	2009-10-01	4,902	2,206	SL	5 0000000000000	980	0		
TELEVISION	2012-02-01	399		SL	5 0000000000000	73	0		
HP INKJET PRINTER	2007-06-01	1,077	987	SL	5 0000000000000	90	0		
COMPUTER & MONITOR	2010-12-01	1,518	329	SL	5 0000000000000	303	0		
CANON PRINTER/SCANNER	2012-06-30	242		SL	5 0000000000000	28	0		
COMPUTER & MONITOR	2012-01-01	150		SL	3 0000000000000	50	0		
COMPUTER & MONITOR	2012-10-01	961		SL	3 0000000000000	80	0		
ELECTRICAL- SOUP KITCHEN	2011-12-01	4,555	25	SL	15 0000000000000	304	0		
NEW ENTRANCE DOORS	2011-11-01	3,324	37	SL	15 0000000000000	222	0		
SOUP KITCHEN CONSTRUCTION	2011-11-01	461	5	SL	15 0000000000000	31	0		
PAINTING NEW ADDITIONS	2011-11-01	672	7	SL	15 0000000000000	45	0		
INSTALL WATER & GAS LINE SOUP K	2011-11-01	1,474	16	SL	15 0000000000000	98	0		
PAVING	2011-12-01	7,500	42	SL	15 0000000000000	500	0		
ENTRANCE DOORS LOCK SET	2012-01-01	105		SL	15 0000000000000	7	0		
SOUP KITCHEN PAINTING	2012-03-01	617		SL	15 0000000000000	34	0		
SOUP KITCHEN RENOVATIONS	2012-03-01	3,542		SL	15 0000000000000	197	0		
SOUP KITCHEN ACOUSTICAL CEILING	2012-03-01	2,115		SL	15 0000000000000	118	0		
FORD VAN - SOUP KITCHEN	2004-06-01	4,548	4,548	SL	3 0000000000000	0	0		

**TY 2012 Investments Corporate
Stock Schedule**

Name: THE UNITED COMPANY CHARITABLE FOUNDATION
EIN: 54-1390453

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	352,830	352,830
ACCENTURE PLC-CL A	239,400	239,400
AFLAC INC	345,280	345,280
AIR PRODUCTS & CHEMICALS INC	235,256	235,256
ALLSTATE CORP	373,581	373,581
ALTRIA GROUP INC	350,556	350,556
AMERICAN ELECTRIC POWER CO	332,904	332,904
APPLE INC.	239,478	239,478
AT&T INC	337,100	337,100
AUTOMATIC DATA PROCESSING INC	313,115	313,115
BCE INC	287,698	287,698
BRISTOL MYERS SQUIBB CO	358,490	358,490
CENTURYLINK INC	244,500	244,500
CHEVRON CORP	410,932	410,932
CHUBB CORP	350,238	350,238
COCA-COLA CO	319,000	319,000
CONOCOPHILLIPS	327,644	327,644
DARDEN RESTAURANTS INC	230,984	230,984
DOMINION RESOURCES INC VA	300,440	300,440
DUKE ENERGY CORP	281,741	281,741
E I DU PONT DE NEMOURS & CO	350,836	350,836
ELI LILLY & CO	345,240	345,240
EMERSON ELECTRIC CO	323,056	323,056
EXXON MOBIL CORP	309,416	309,416
FIRSTENERGY CORP	240,120	240,120
GENERAL ELECTRIC CO	300,157	300,157
GENERAL MILLS INC	272,835	272,835
GENUINE PARTS CO	400,554	400,554
GLAXOSMITHKLINE PLC SPONS ADR	289,076	289,076
HIGHLANDS CAP TR I 2 5/16% PFD	10,625	10,625

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ILLINOIS TOOL WORKS INC	355,739	355,739
INTEL CORP	257,750	257,750
INTERNATIONAL BUSINESS MACHINES CORP	411,833	411,833
INTERNATIONAL PAPER CO	324,696	324,696
JOHNSON & JOHNSON	280,400	280,400
JP MORGAN CHASE & CO	318,775	318,775
KIMBERLY-CLARK CORP	346,163	346,163
LOCKHEED MARTIN CORP	313,786	313,786
MC DONALDS CORP	335,198	335,198
MEADWESTVACO CORP	302,765	302,765
MEDTRONIC	246,120	246,120
MERCK AND CO INC	335,708	335,708
MICROSOFT CORP	252,410	252,410
MONSANTO CO	265,020	265,020
NORFOLK SOUTHERN CORP	380,316	380,316
NUCOR CORP	269,750	269,750
OCCIDENTAL PETROLEUM CORP	122,576	122,576
PEPSICO INC	309,646	309,646
PFIZER INC	338,567	338,567
PRAXAIR INC	265,416	265,416
PROCTER & GAMBLE CO	298,716	298,716
QUALCOMM INC	300,021	300,021
ROYAL DUTCH SHELL PLC ADR	251,668	251,668
SEADRILL LIMITED	266,800	266,800
SOUTHERN CO	273,984	273,984
SYSCO CORP	300,770	300,770
TECO ENERGY INC	222,908	222,908
TEXAS INSTRUMENTS INC	324,345	324,345
THE TRAVELERS COMPANIES INC.	299,849	299,849
UNITED TECHNOLOGIES CORP	352,643	352,643

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US BANCORP DEL	341,758	341,758
V F CORP	241,552	241,552
VERIZON COMMUNICATIONS INC	333,179	333,179
VODAFONE GROUP PLC SPONS ADR	226,710	226,710
WALMART STORES INC	329,210	329,210
WELLS FARGO & CO	305,911	305,911

TY 2012 Investments - Other Schedule**Name:** THE UNITED COMPANY CHARITABLE FOUNDATION**EIN:** 54-1390453

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISHARES CORE TOT US BND MKT ETF	AT COST	4,343,044	4,443,200
CONSUMER DISCRETIONARY SELECT SPDR FUND	FMV	1,273,737	1,273,737
CONSUMER STAPLES SPDR FUND	FMV	1,029,550	1,029,550
HEALTH CARE SELECT SECTOR SPDR FUND	FMV	1,064,823	1,064,823
ISHARES DOW JONES TELECOMMUNICATIONS SECTOR INDEX FUND	FMV	984,956	984,956
MATERIALS SELECT SECTOR SPDR FUND	FMV	867,174	867,174
SECTOR SPDR TR SBI INT-FINL SEDOL 2364038	FMV	1,081,740	1,081,740
SECTOR SPDR TRUST S/B/I-ENERGY	FMV	1,032,019	1,032,019
SECTOR SPDR TRUST S/B/I-INDUSTRIAL	FMV	1,106,680	1,106,680
TECHNOLOGY SELECT SECTOR SPDR FUND	FMV	1,191,505	1,191,505
UTILITIES SELECT SECTOR SPDR FUND	FMV	867,787	867,787
ISHARES IBOXX \$ INVESTMENT GRADE CORPORATE BOND FUND	AT COST	2,250,028	2,419,800
ISHARES IBOXX HIGH YLD CORP BOND	AT COST	491,373	513,425
ISHARES JP MORGAN EM BOND FUND JPMORGAN USD	AT COST	245,900	245,580
POWERSHARES EMERGING MARKETS SOVEREIGN DEBT PORTFOLIO	AT COST	488,720	503,136
POWERSHARES SENIOR LOAN PORT	AT COST	372,918	374,700
SPDR SERIES TRUST BARCLAYS HIGH YIELD BOND ETF	AT COST	1,008,250	1,017,750
ENTERPRISE PRODUCTS PARTNERS L P (PTP)	FMV	475,756	475,756

TY 2012 Land, Etc. Schedule

Name: THE UNITED COMPANY CHARITABLE FOUNDATION
 EIN: 54-1390453

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FORD VAN - SOUP KITCHEN	23,148	11,575	11,573	11,574
CHEVROLET VAN - SOUP KITCHEN	16,720	1,393	15,327	15,327
SOUP KETTLE	4,245	4,245	0	
CAN OPENER	602	170	432	432
SOUP KETTLE	20,448	5,113	15,335	15,335
REFRIGERATOR	3,833	959	2,874	2,874
AIR CONDITIONER	619	155	464	464
WORK TABLES	882	205	677	677
DOUBLE DOOR COOLER	4,902	3,186	1,716	1,716
TELEVISION	399	73	326	326
HP INKJET PRINTER	1,077	1,077	0	
COMPUTER & MONITOR	1,518	632	886	886
CANON PRINTER/SCANNER	242	28	214	214
COMPUTER & MONITOR	150	50	100	100
COMPUTER & MONITOR	961	80	881	881
ELECTRICAL- SOUP KITCHEN	4,555	329	4,226	4,226
NEW ENTRANCE DOORS	3,324	259	3,065	3,065
SOUP KITCHEN CONSTRUCTION	461	36	425	425
PAINTING NEW ADDITIONS	672	52	620	620
INSTALL WATER & GAS LINE SOUP K	1,474	114	1,360	1,360
PAVING	7,500	542	6,958	6,958
ENTRANCE DOORS LOCK SET	105	7	98	98
SOUP KITCHEN PAINTING	617	34	583	583
SOUP KITCHEN RENOVATIONS	3,542	197	3,345	3,345
SOUP KITCHEN ACOUSTICAL CEILING	2,115	118	1,997	1,997

TY 2012 Other Decreases Schedule

Name: THE UNITED COMPANY CHARITABLE FOUNDATION

EIN: 54-1390453

Description	Amount
PARTNERSHIP PASSTHROUGH INCOME AND EXPENSES NOT RECORDED ON BOOKS	3,022

TY 2012 Other Expenses Schedule

Name: THE UNITED COMPANY CHARITABLE FOUNDATION

EIN: 54-1390453

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FUEL (SOUP KITCHEN)	5,253	0		5,253
REPAIRS AND MAINTENANCE	4,496	0		4,496
SUPPLIES	23,118	0		23,118
VEHICLE EXPENSE (SOUP KITCHEN)	2,232	0		2,232
COST OF FOOD CONSUMED (SOUP KITCHEN)	222,526	0		222,526
INSURANCE	25,344	0		25,344
BANK FEES	15	15		0
PAYROLL PROCESSING - ADP	2,513	7		2,506
MANAGEMENT FEES	209,824	209,824		0
MISCELLANEOUS	745	0		745
CAMP SUCCESS	51,307	0		51,307
TRAVEL, CONFERENCES, AND MEETINGS	3,216	0		3,216
TAXES AND LICENSES	26	0		26
TELEPHONE	3,214	0		3,214
ELECTRICITY	8,325	0		8,325
CABLE TV	881	0		881
DUES AND SUBSCRIPTIONS	48	0		48

TY 2012 Other Income Schedule

Name: THE UNITED COMPANY CHARITABLE FOUNDATION

EIN: 54-1390453

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASSTHROUGH - ENTERPRISE PRODUCTS PARTNERS L P	34	34	34
PASSTHROUGH - ENTERPRISE PRODUCTS PARTNERS L P	9	9	9
PASSTHROUGH - ENTERPRISE PRODUCTS PARTNERS L P	7,309	7,309	7,309
PASSTHROUGH - ENTERPRISE PRODUCTS PARTNERS L P	-517	-517	-517
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	-279	-279	-279
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	378	378	378
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	2,450	2,450	2,450
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	13,022	13,022	13,022
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	-32	-32	-32
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	-1,673	-1,673	-1,673
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	-865	-865	-865
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	-2,904	-2,904	-2,904
ORDINARY GAIN FROM SALE - NATURAL RESOURCE PARTNERS L P	708	708	708
PASSTHROUGH - ENTERPRISE PRODUCTS PARTNERS L P	-18,387		-18,387
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	865		865
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	2,904		2,904

TY 2012 Other Increases Schedule

Name: THE UNITED COMPANY CHARITABLE FOUNDATION

EIN: 54-1390453

Description	Amount
NET UNREALIZED GAINS	1,835,147
PARTNERSHIP DISTRIBUTIONS RECORDED AS INCOME ON BOOKS	40,559
CREDIT SMALL EMPLOYER HEALTH INSURANCE PREMIUMS REFUND	1,940

TY 2012 Other Liabilities Schedule**Name:** THE UNITED COMPANY CHARITABLE FOUNDATION**EIN:** 54-1390453

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED PAYROLL	5,020	61,429
RETIREMENT PLAN W/H PAYABLE	0	3
FEDERAL INCOME TAXES PAYABLE	-5,500	2,036
ACCRUED TAXES	382	4,645

TY 2012 Taxes Schedule

Name: THE UNITED COMPANY CHARITABLE FOUNDATION

EIN: 54-1390453

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECTION 4940 TAX	37,585	0		0