



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



Form **990-PF**Department of the Treasury
Internal Revenue 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 , 2012, and ending , 20

Name of foundation SHENTEL FOUNDATION		A Employer identification number 54-1549765
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 459		B Telephone number (see instructions) (540) 984-5387
City or town, state, and ZIP code EDINBURG, VA 22824		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,536,505.	E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
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	248,997.	248,997.		ATCH 1
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	26,046.			
b	Gross sales price for all assets on line 6a	26,046.			
7	Capital gain net income (from Part IV, line 2)		26,046.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 2	61.			
12	Total. Add lines 1 through 11	275,104.	275,043.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 3	25.			
24	Total operating and administrative expenses. Add lines 13 through 23	25.			
25	Contributions, gifts, grants paid	80,400.			80,400.
26	Total expenses and disbursements. Add lines 24 and 25	80,425.			80,400.
27	Subtract line 26 from line 12	194,679.			
a	Excess of revenue over expenses and disbursements		275,043.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

G14

20 NE

ENVELOPE MAY 13 2014
POSTMARK DATERECEIVED JUN 11 2014
IRS-OSD
MAY 1 2014
OPERATING AND ADMINISTRATIVE EXPENSES

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	21,144.	25,991.	
	2 Savings and temporary cash investments			
	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 (attach schedule) (see 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			
	10 a Investments - U.S. and state government obligations (attach schedule) . .	1,145,041.	1,334,873.	1,536,505.
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,166,185.	1,360,864.	1,536,505.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees and other disqualified persons .			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,166,185.	1,360,864.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	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 instructions)	1,166,185.	1,360,864.		
31 Total liabilities and net assets/fund balances (see instructions)	1,166,185.	1,360,864.		

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	1,166,185.
2 Enter amount from Part I, line 27a	2	194,679.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,360,864.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,360,864.

Form **990-PF** (2012)

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 PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	26,046.	
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	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	65,205.	1,523,612.	0.042796
2010	66,632.	1,289,844.	0.051659
2009	55,657.	1,161,921.	0.047901
2008	93,879.	1,636,497.	0.057366
2007	114,365.	1,798,817.	0.063578
2 Total of line 1, column (d)			2 0.263300
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 0.052660
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,578,252.
5 Multiply line 4 by line 3			5 83,111.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,750.
7 Add lines 5 and 6			7 85,861.
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 80,400.

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)		1	5,501.
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			
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	
3 Add lines 1 and 2		3	5,501.
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	5,501.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		0
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		13.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed. ATCH 4	9		5,844.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c 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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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?		X
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"/>		
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

Form 990-PF (2012)

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?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> ADELE SKOLITS Telephone no <input type="checkbox"/> 540-984-5161			
Located at <input type="checkbox"/> 500 SHENTEL WAY EDINBURG, VA ZIP+4 <input type="checkbox"/> 22824				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>	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)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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) <input type="checkbox"/>	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 <input type="checkbox"/>		
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) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? <input type="checkbox"/>	4b	X

Form 990-PF (2012)

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
ATCH 5		0	0	0

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 ☐

Form 990-PF (2012)

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

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

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

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 (see instructions)

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1	a 1,579,642.
b	Average of monthly cash balances		1b 22,644.
c	Fair market value of all other assets (see instructions)		1c
d	Total (add lines 1a, b, and c)		1d 1,602,286.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,602,286.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	24,034.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,578,252.
6	Minimum investment return. Enter 5% of line 5.	6	78,913.

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	78,913.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,501.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,501.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	73,412.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	73,412.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	73,412.

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	80,400.
b	Program-related investments - total from Part IX-B	1b	
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	80,400.
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	80,400.

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				73,412.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009 32,035.				
d From 2010 2,224.				
e From 2011				
f Total of lines 3a through e	34,259.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 80,400.				
a Applied to 2011, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				73,412.
e Remaining amount distributed out of corpus . .	6,988.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	41,247.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	41,247.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009 32,035.				
c Excess from 2010 2,224.				
d Excess from 2011				
e Excess from 2012 6,988.				

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

NOT APPLICABLE

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

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)(ii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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))

N/A

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

N/A

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

ATCH 6

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

WRITTEN

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE P.O. BOX 459 EDINBURG, VA 22824			FINANCIAL SUPPORT	80,400.
Total			▶ 3a	80,400.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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					
4	Dividends and interest from securities . . .					248,997.
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					26,046.
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e) . . .					275,104.
13	Total Add line 12, columns (b), (d), and (e)					275,104.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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 | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | 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

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name

Firm's EIN ▶

Firm's address ▶

Phone no

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

Shentel Foundation

Employer identification number

54-1549765

Amended return changes.

Part I - Line 4, 6a, 11, 12, 27

Part II - Line 10a, 16, 24 (column a, b), 30, 31

Part III - Line 1, 2, 4, 6

Part VI - Line 1, 3, 5, 8, 9

Part XI - Line 2c, 3, 5, 7

Part XIII - Line 1, 3f, 4d, 4e, 6a, 9, 10b, 10c, 10e

Part XV - Line 3a (attachment)

Part XVI - A - Line 4, 8, 12, 13

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,203.		MUTUAL FUNDS PROPERTY TYPE: SECURITIES				P	08/20/2009	10/26/2012
							6,203.	
19,843.		MUTUAL FUNDS PROPERTY TYPE: SECURITIES				P	10/28/2004	10/26/2012
							19,843.	
TOTAL GAIN (LOSS)							<u>26,046.</u>	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MUTUAL FUND DISTRIBUTIONS AND DIVIDENDS	248,997.	248,997.
TOTAL	<u>248,997.</u>	<u>248,997.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
MISCELLANEOUS INCOME	61.
TOTALS	<u>61.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEES/LICENCES/SVC CONTR	25.
TOTALS	<u>25.</u>

ATTACHMENT 4FORM 990PF - COMPUTATION OF PENALTIES AND INTEREST

END OF FISCAL/CALENDAR YEAR	12/31/2012
DATE RETURN IS DUE IF ON EXTENSION	
DATE RETURN WILL BE RECEIVED BY THE IRS	05/15/2014
NUMBER OF DAYS RETURN IS LATE	
NUMBER OF MONTHS RETURN IS LATE	13
LATE FILING PENALTY	
LATE PAYMENT PENALTY	330.
INTEREST	
TOTAL PENALTIES AND INTEREST	330.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 5

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

CHRISTOPHER E. FRENCH
P.O. BOX 459
EDINBURG, VA 22824

PRESIDENT

0 0 0

EARLE A. MACKENZIE
P.O. BOX 459
EDINBURG, VA 22824

EXEC. VP

0 0 0

ADELE SKOLITS
P.O. BOX 459
EDINBURG, VA 22824

CFO/VP FINANCE

0 0 0

GRAND TOTALS

ATTACHMENT 6FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

CHRISTOPHER E. FRENCH
P.O BOX 459
EDINBURG, VA 22824
540-984-5209

Document Type	Check #	Check Date	Address Number	Vendor	Description	Amount
PK	240402	1/20/2012	29892	CENTRAL HIGH SCHOOL	CONTRIBUTION	\$ 100 00
PK	240403	1/20/2012	29893	STONEWALL JACKSON HIGH SCHOOL	CONTRIBUTION	\$ 100 00
PK	240404	1/20/2012	3203	STRASBURG HIGH SCHOOL	CONTRIBUTION	\$ 100 00
PK	240405	1/20/2012	1248	WVPT	UNDERWRITING AGREEMENT	\$ 2,500 00
PK	243217	2/28/2012	2358	AMERICAN CANCER SOCIETY	MATCHING CONTRIBUTION	\$ 250 00
PK	243782	3/6/2012	3901	SHENANDOAH AREA COUNCIL	CONTRIBUTION 2012	\$ 2,500 00
PK	245677	3/27/2012	1447	SHENANDOAH VALLEY MUSIC FESTIV	BRONZE SPONSORSHIP	\$ 1,500 00
PK	248864	5/10/2012	6925	SHENANDOAH COMMUNITY FOUNDATIO	SCHOLARSHIP FUND	\$ 1,000 00
PK	261777	11/1/2012	48101	AMERICAN CANCER SOCIETY	CONTRIBUTION	\$ 150 00
PK	261778	11/1/2012	2358	AMERICAN CANCER SOCIETY	CONTRIBUTION	\$ 50 00
PK	261779	11/1/2012	2358	AMERICAN CANCER SOCIETY	CONTRIBUTION	\$ 250 00
PK	261780	11/1/2012	48148	AMERICAN DIABETES ASSOCIATION	CONTRIBUTION	\$ 20 00
PK	261781	11/1/2012	83198	AMERICAN DIABETES ASSOCIATION	CONTRIBUTION	\$ 40 00
PK	261782	11/1/2012	83200	BEDFORD AREA FAMILY YMCA	CONTRIBUTION	\$ 240 00
PK	261783	11/1/2012	40633	BLUE RIDGE AREA FOOD BANK NETW	CONTRIBUTION	\$ 250 00
PK	261784	11/1/2012	40633	BLUE RIDGE AREA FOOD BANK NETW	CONTRIBUTION	\$ 100 00
PK	261785	11/1/2012	40633	BLUE RIDGE AREA FOOD BANK NETW	CONTRIBUTION	\$ 250 00
PK	261786	11/1/2012	83205	BOY SCOUTS OF AMERICA	CONTRIBUTION	\$ 25 00
PK	261787	11/1/2012	63003	BOY SCOUTS OF AMERICA	CONTRIBUTION	\$ 100 00
PK	261788	11/1/2012	63004	BRIDGEWATER COLLEGE	CONTRIBUTION	\$ 250 00
PK	261789	11/1/2012	40643	DARDEN FOUNDATION	CONTRIBUTION	\$ 200 00
PK	261790	11/1/2012	2580	EDINBURG FIRE DEPARTMENT	CONTRIBUTION	\$ 25 00
PK	261791	11/1/2012	48106	GUIDING EYES FOR THE BLIND	CONTRIBUTION	\$ 150 00
PK	261792	11/1/2012	3056	RESPONSE INC	CONTRIBUTION	\$ 100 00
PK	261793	11/1/2012	6925	SHENANDOAH COMMUNITY FOUNDATIO	CONTRIBUTION	\$ 250 00
PK	261794	11/1/2012	83203	SHENANDOAH COMMUNITY FOUNDATIO	CONTRIBUTION	\$ 250 00
PK	261795	11/1/2012	13586	SHENANDOAH COUNTY FREE CLINIC	CONTRIBUTION	\$ 300 00
PK	261796	11/1/2012	5273	SHENANDOAH COUNTY LIBRARY FOUN	CONTRIBUTION	\$ 250 00
PK	261797	11/1/2012	42906	SIGNAL KNOB MIDDLE SCHOOL	CONTRIBUTION	\$ 250 00
PK	261798	11/1/2012	48105	SPECIAL OLYMPICS	CONTRIBUTION	\$ 25 00
PK	261799	11/1/2012	63013	ST JUDE'S CHILDRENS HOSPITAL	CONTRIBUTION	\$ 150 00
PK	261800	11/1/2012	37109	WAYSIDE FOUNDATION FOR THE ART	CONTRIBUTION	\$ 250 00
PK	261801	11/1/2012	83199	WINCHESTER RISING STARS	CONTRIBUTION	\$ 250 00
PK	261802	11/1/2012	3440	WOODSTOCK RESCUE SQUAD	CONTRIBUTION	\$ 100 00
PK	261803	11/1/2012	83202	WOODSTOCK-EDINBURG LITTLE LEAG	CONTRIBUTION	\$ 60 00
PK	261804	11/1/2012	83201	WOUNDED WARRIOR PROJECT	CONTRIBUTION	\$ 40 00
PK	262461	11/15/2012	13586	SHENANDOAH COUNTY FREE CLINIC	CONTRIBUTION	\$ 25,000 00
PK	263979	12/6/2012	2358	AMERICAN CANCER SOCIETY	Contribution	\$ 100 00
PK	263980	12/6/2012	28980	AMERICAN HEART ASSOCIATION	Contribution	\$ 100 00
PK	263981	12/6/2012	83675	AMERICAN RED CROSS	Contribution	\$ 100 00
PK	263982	12/6/2012	2385	BELLE GROVE INC	Contribution	\$ 100 00
PK	263983	12/6/2012	2386	BERGTON FIRE DEPARTMENT	Contribution	\$ 750 00
PK	263984	12/6/2012	2387	BERGTON RESCUE SQUAD	Contribution	\$ 750 00
PK	263985	12/6/2012	2401	BLUE RIDGE AREA FOOD BANK	Contribution	\$ 100 00
PK	263986	12/6/2012	10111	BLUE RIDGE FIRE & RESCUE	CONTRIBUTION	\$ 250 00
PK	263987	12/6/2012	10109	BOYCE VOLUNTEER FIRE & RESCUE	CONTRIBUTION	\$ 250 00
PK	263988	12/6/2012	2407	BREAD OF LIFE FOOD PANTRY	Contribution	\$ 100 00
PK	263989	12/6/2012	10143	BRIDGEWATER RESCUE SQUAD	CONTRIBUTION	\$ 250 00
PK	263990	12/6/2012	10142	BRIDGEWATER VOLUNTEER FIRE DEP	CONTRIBUTION	\$ 250 00
PK	263991	12/6/2012	10153	BROADWAY RESCUE SQUAD	CONTRIBUTION	\$ 250 00
PK	263992	12/6/2012	10152	BROADWAY VOLUNTEER FIRE COMPAN	CONTRIBUTION	\$ 250 00
PK	263993	12/6/2012	83677	CENTER FOR PUBLIC SERVICE & SC	Contribution	\$ 300 00
PK	263994	12/6/2012	10140	CHESTER GAP FIRE COMPANY	CONTRIBUTION	\$ 250 00
PK	263995	12/6/2012	10114	CLEARBROOK VOLUNTEER FIRE & RE	CONTRIBUTION	\$ 250 00
PK	263996	12/6/2012	10144	CLOVER HILL FIRE & RESCUE	CONTRIBUTION	\$ 250 00
PK	263997	12/6/2012	2476	COLUMBIA FURNACE LOVE CENTER	Contribution	\$ 100 00
PK	263998	12/6/2012	2492	COMPASSION CUPBOARD	Contribution	\$ 100 00
PK	263999	12/6/2012	2500	CONCERN HOTLINE	Contribution	\$ 200 00
PK	264000	12/6/2012	2502	CONICVILLE FIRE DEPARTMENT	Contribution	\$ 750 00
PK	264001	12/6/2012	28979	D A R E	Contribution	\$ 500 00
PK	264002	12/6/2012	2580	EDINBURG FIRE DEPARTMENT	Contribution	\$ 750 00
PK	264003	12/6/2012	3268	TOWN OF EDINBURG	Contribution	\$ 500 00
PK	264004	12/6/2012	10148	ELKTON RESCUE SQUAD	CONTRIBUTION	\$ 250 00
PK	264005	12/6/2012	10147	ELKTON VOLUNTEER FIRE COMPANY	CONTRIBUTION	\$ 250 00
PK	264006	12/6/2012	5416	FORT VALLEY LIBRARY	Contribution	\$ 500 00
PK	264007	12/6/2012	2617	FORT VALLEY RESCUE AND FIRE DE	Contribution	\$ 750 00
PK	264008	12/6/2012	10139	FORTSMOUTH FIRE COMPANY	CONTRIBUTION	\$ 250 00
PK	264009	12/6/2012	10129	FRIENDSHIP FIRE COMPANY	CONTRIBUTION	\$ 250 00
PK	264010	12/6/2012	10133	FRONT ROYAL FIRE COMPANY	CONTRIBUTION	\$ 250 00
PK	264011	12/6/2012	10117	GAINESBORO FIRE & RESCUE	CONTRIBUTION	\$ 250 00
PK	264012	12/6/2012	10115	GORE VOLUNTEER FIRE & RESCUE	CONTRIBUTION	\$ 250 00
PK	264013	12/6/2012	10118	GREENWOOD VOLUNTEER FIRE COMPA	CONTRIBUTION	\$ 250 00

Checks voided that were issued in prior year and not re-issued in 2012