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 , and ending

Name of foundation
SCOTT & STRINGFELLOW EDUCATIONAL FOUNDATION

A Employer identification number
54-1669283

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
901 E BYRD STREET, SUITE 500

B Telephone number
804-649-3965

City or town, state, and ZIP code
RICHMOND, VA 23219

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private 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) ▶$ 1,124,633.

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

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

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

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	24.	18.		STATEMENT 1
	4 Dividends and interest from securities	25,276.	25,276.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	67,043.			
	b Gross sales price for all assets on line 6a 295,451.				
	7 Capital gain net income (from Part IV, line 2)		67,043.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	277.	277.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	92,620.	92,614.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	2,865.	0.		2,865.
	c Other professional fees STMT 5	6,662.	6,662.		0.
	17 Interest				
	18 Taxes STMT 6	1,686.	286.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	1,239.	0.		1,025.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,452.	6,948.		3,890.
	25 Contributions, gifts, grants paid	58,050.			58,050.
	26 **Total expenses and disbursements.** Add lines 24 and 25	70,502.	6,948.		61,940.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	22,118.			
	b **Net investment income** (if negative, enter -0-)		85,666.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	43,697.	25,437.	25,437.
	2 Savings and temporary cash investments		78,001.	78,001.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	758,503.	721,433.	1,021,195.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	802,200.	824,871.	1,124,633.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	802,200.	824,871.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	802,200.	824,871.	
	31 **Total liabilities and net assets/fund balances**	802,200.	824,871.	

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	802,200.
2	Enter amount from Part I, line 27a	2	22,118.
3	Other increases not included in line 2 (itemize) ▶ NON CASH TAXABLE DIVIDENDS	3	1,044.
4	Add lines 1, 2, and 3	4	825,362.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	491.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	824,871.

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				
b	SEE ATTACHED STATEMENT			
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	295,451.		228,408.	67,043.

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				
b				
c				
d				
e				67,043.

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	67,043.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	65,732.	1,058,476.	.062101
2010	43,745.	919,012.	.047600
2009	44,290.	782,530.	.056598
2008	64,446.	1,030,700.	.062526
2007	66,064.	1,241,915.	.053195

2 **Total** of line 1, column (d)	2	.282020
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	.056404
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,073,349.
5 Multiply line 4 by line 3	5	60,541.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	857.
7 Add lines 5 and 6	7	61,398.
8 Enter qualifying distributions from Part XII, line 4	8	61,940.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	857.
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	857.
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	857.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,884.		
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	1,884.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,027.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	1,027.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*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		X
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		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
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	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 ▶ N/A

14 The books are in care of ▶ JOHN HAMILTON Telephone no. ▶ 804-782-8724

Located at ▶ 901 E BYRD STREET, SUITE 500, RICHMOND, VA ZIP+4 ▶ 23219

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the 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 instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANKLIN B. HEINER 5200 RIVERSIDE DRIVE RICHMOND, VA 23225	PRESIDENT & DIRECTOR 0.50	0.	0.	0.
ROBERT P. ALLEN 3129 W. GRACE STREET RICHMOND, VA 23221	TREASURER & DIRECTOR 0.50	0.	0.	0.
BRADLEY H. GUNTER 418 EDNAM DRIVE CHARLOTTESVILLE, VA 22903	SECRETARY & DIRECTOR 2.00	0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 PROVISION OF EDUCATIONAL SCHOLARSHIPS TO QUALIFIED APPLICANTS A TOTAL OF 39 INDIVIDUALS WERE PROVIDED SCHOLARSHIPS IN 2012	0.
2 SEE STATEMENT 10	0.
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,011,386.
b	Average of monthly cash balances	1b	78,308.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,089,694.
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	1,089,694.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,345.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,073,349.
6	**Minimum investment return** Enter 5% of line 5	6	53,667.

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	53,667.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	857.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	857.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	52,810.
4	Recoveries of amounts treated as qualifying distributions			4	500.
5	Add lines 3 and 4			5	53,310.
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	53,310.

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	61,940.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	61,940.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	857.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	61,083.

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				53,310.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 — 6,008.				
b From 2008 — 11,269.				
c From 2009 — 5,017.				
d From 2010				
e From 2011 — 15,414.				
f **Total** of lines 3a through e	37,708.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 61,940.				
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				53,310.
e Remaining amount distributed out of corpus	8,630.			
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	46,338.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	6,008.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	40,330.			
10 Analysis of line 9:				
a Excess from 2008 — 11,269.				
b Excess from 2009 — 5,017.				
c Excess from 2010				
d Excess from 2011 — 15,414.				
e Excess from 2012 — 8,630.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE ATTACHED SCHOLARSHIP APPLICATION FORM

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

SEE ATTACHED SCHOLARSHIP APPLICATION FORM

c Any submission deadlines:

SEE ATTACHED SCHOLARSHIP APPLICATION FORM

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

SEE ATTACHED SCHOLARSHIP APPLICATION FORM

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
COLLEGIATE SCHOOL 103 N MORELAND ROAD RICHMOND, VA 23226		PUBLIC	HONORARIUMS	600.
EDUCATIONAL SCHOLARSHIPS - SEE SCHEDULE 3		PUBLIC	SCHOLARSHIPS GRANTS	56,250.
ST CHRISTOPHER'S SCHOOL 711 ST. CHRISTPHER'S ROAD RICHMOND, VA 23226		PUBLIC	HONORARIUMS	600.
ST. CATHERINE'S SCHOOL 6001 GROVE AVENUE RICHMOND, VA 23226		PUBLIC	HONORARIUMS	600.
Total			▶ 3a	58,050.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	24.	
4 Dividends and interest from securities			14	25,276.	
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			14	277.	
8 Gain or (loss) from sales of assets other than inventory			18	67,043.	
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)		0.		92,620.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 92,620.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Robert P. Allen 5/28/13 Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES M ATKINSON	JM Atkinson	5/22/13		P00185501

Firm's name ▶ ATKINSON, HARRIS & HART, P.C. Firm's EIN ▶ 54-1296607

Firm's address ▶ 830 E. MAIN STREET, SUITE 1700 RICHMOND, VA 23219-2725 Phone no. 804.643.6886

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	50 SHS ABBOTT LABS	P	12/10/10	06/21/12
b	50 SHS COCA COLA CO	P	04/14/00	06/21/12
c	25 SHS 3M CO	P	10/26/94	02/28/12
d	SEE ATTACHED SCHEDULE D-1 ST COVERED	P	VARIOUS	VARIOUS
e	SEE ATTACHED SCHEDULE D-1 LT COVERED	P	VARIOUS	VARIOUS
f	SEE ATTACHED SCHEDULE D-1 LT NONCOVERED	P	VARIOUS	VARIOUS
g	SEE ATTACHED SCHEDULE D-2 ST COVERED	P	VARIOUS	VARIOUS
h	SEE ATTACHED SCHEDULE D-2 LT COVERED	P	VARIOUS	VARIOUS
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(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	3,091.		2,384.	707.
b	3,717.		2,332.	1,385.
c	2,171.		652.	1,519.
d	77,949.		63,234.	14,715.
e	14,339.		18,717.	<4,378.>
f	124,980.		76,076.	48,904.
g	29,896.		28,597.	1,299.
h	39,306.		36,416.	2,890.
i	2.			2.
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				707.
b				1,385.
c				1,519.
d				14,715.
e				<4,378.>
f				48,904.
g				1,299.
h				2,890.
i				2.
j				
k				
l				
m				
n				
o				

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	67,043.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
NATURAL RESOURCE PARTNERS LP	10.
SCOTT & STRINGFELLOW #10029029	2.
SCOTT & STRINGFELLOW #20110602	2.
SCOTT & STRINGFELLOW #29718921	6.
SCOTT & STRINGFELLOW #29719207	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	24.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCOTT & STRINGFELLOW #20110602	6,035.	1.	6,034.
SCOTT & STRINGFELLOW #29718921	14,089.	0.	14,089.
SCOTT & STRINGFELLOW #29719207	5,154.	1.	5,153.
TOTAL TO FM 990-PF, PART I, LN 4	25,278.	2.	25,276.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NATURAL RESOURCE PARTNERS LP	277.	277.	
TOTAL TO FORM 990-PF, PART I, LINE 11	277.	277.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	2,865.	0.		2,865.
TO FORM 990-PF, PG 1, LN 16B	2,865.	0.		2,865.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	6,662.	6,662.		0.
TO FORM 990-PF, PG 1, LN 16C	6,662.	6,662.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	286.	286.		0.
2012 ESTIMATED TAX 990-PF	1,400.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,686.	286.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE REGISTRATION FEES	25.	0.		25.
MISCELLANEOUS EXPENSES	1,214.	0.		1,000.
TO FORM 990-PF, PG 1, LN 23	1,239.	0.		1,025.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8

DESCRIPTION	AMOUNT
NATURAL RESOURCE PTNRS DISTRIBUTION	484.
ROUNDING	7.
TOTAL TO FORM 990-PF, PART III, LINE 5	491.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE 2 ATTACHED	721,433.	1,021,195.
TOTAL TO FORM 990-PF, PART II, LINE 10B	721,433.	1,021,195.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 10

ACTIVITY TWO

CHARITABLE CONTRIBUTIONS TO EDUCATIONAL INSTITUTIONS AS HONORARIUMS IN RECOGNITION OF SELECTION COMMITTEE VOLUNTEERS. A TOTAL OF 3 INSTITUTIONS RECEIVED CONTRIBUTIONS IN 2012

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	0.

\# 54-1669283

CLEARVIEW CORRESPONDENT SERVICES, LLC Account 29719207

Proceeds from Broker and Barter Exchange Transactions

2012

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

Schedule D-1

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ACME PACKET INC / CUSIP. 004764106 / Symbol: APKT							
	2 tax lots for 08/07/12. Total proceeds (and cost when required) reported to the IRS.						
	250 000	*4,366.36*	*05/18/12*	*5,757.18*	*-1,390.82*	*Sale*	
	225 000	*3,929.74*	*06/25/12*	*4,387 05*	*-457 31*	*Sale*	
08/07/12	475.000	8,296.10	VARIOUS	10,144 23	-1,848.13	Total of 2 lots	
ALTISOURCE ASSET MGMT / CUSIP 02153X108 / Symbol· AAMC							
12/28/12	0.500	33 25	12/28/12	0.00	33.25	Cash in lieu	
CHICO'S FAS INC / CUSIP· 168615102 / Symbol CHS							
04/24/12	200.000	2,931.43	01/23/12	2,364.50	566.93	Sale	
CLOUD PEAK ENERGY INC / CUSIP. 18911Q102 / Symbol: CLD							
	2 tax lots for 10/26/12. Total proceeds (and cost when required) reported to the IRS						
	475 000	*9,947.07*	*03/06/12*	*7,869.91*	*2,077.16*	*Sale*	
	25.000	*523 54*	*03/30/12*	*401.68*	*121.86*	*Sale*	
10/26/12	500.000	10,470.61	VARIOUS	8,271 59	2,199.02	Total of 2 lots	
HAEMONETICS CORP / CUSIP. 405024100 / Symbol: HAE							
03/23/12	75.000	5,146.69	08/05/11	4,451 50	695 19	Sale	
HIGHER ONE HOLDINGS INC / CUSIP: 42983D104 / Symbol: ONE							
04/24/12	200.000	3,197.42	08/10/11	3,019 28	178.14	Sale	
M D C HOLDINGS INC / CUSIP: 552676108 / Symbol: MDC							
04/24/12	300 000	7,742.57	11/17/11	5,534 57	2,208.00	Sale	
06/28/12	25.000	748.59	11/17/11	461.21	287 38	Sale	
	Security total:	8,491.16		5,995 78	2,495.38		
MARINEMAX INC / CUSIP. 567908108 / Symbol: HZO							
04/24/12	300.000	2,508.44	06/02/11	2,428 86	79.58	Sale	
SUPERIOR ENERGY SVCS INC / CUSIP: 868157108 / Symbol: SPN							
04/24/12	50 000	1,239 22	03/28/12	1,300.49	-61.27	Sale	

#54-1669283

CLEARVIEW CORRESPONDENT SERVICES, LLC Account 29719207

Proceeds from Broker and Barter Exchange Transactions

2012 **(continued)**

Schedule D-1

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
TNS INC / CUSIP 872960109 / Symbol							
12/13/12	300 000	6,205.14	08/01/12	4,390 39	1,814.75	Sale	
TEKELEC INC / CUSIP. 879101103 / Symbol.							
	2 tax lots for 01/05/12	*Total proceeds (and cost when required) reported to the IRS.*					
	1,000.000	*10,886.88*	*03/30/11*	*8,294.50*	*2,592.38*	*Sale*	
	725.000	*7,893.00*	*05/23/11*	*6,066.00*	*1,827.00*	*Sale*	
01/05/12	1,725.000	18,779.88	VARIOUS	14,360.50	4,419.38	Total of 2 lots	
TITANIUM METALS CORP NEW / CUSIP: 888339207 / Symbol:							
11/13/12	175.000	2,876.38	06/01/12	1,977.03	899.35	Sale	
ALTISOURCE PORT SOLUTION / CUSIP L0175J104 / Symbol: ASPS							
01/23/12	150.000	7,773.35	02/23/11	4,529.83	3,243.52	Sale	
	Totals:	**77,949.07**		**63,233.98**	**14,715.09**		

1c - LONG-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
HIGHER ONE HOLDINGS INC / CUSIP: 42983D104 / Symbol: ONE							
	2 tax lots for 12/04/12	*Total proceeds (and cost when required) reported to the IRS*					
	550 000	*4,910.46*	*03/31/11*	*8,029 39*	*-3,118.93*	*Sale*	
	75 000	*669.60*	*08/10/11*	*1,132 22*	*-462.62*	*Sale*	
12/04/12	625 000	5,580.06	VARIOUS	9,161.61	-3,581.55	Total of 2 lots	
IBERIABANK CORP / CUSIP 450828108 / Symbol: IBKC							
04/24/12	100.000	5,060.38	01/26/11	5,862.00	-801.62	Sale	
TITANIUM METALS CORP NEW / CUSIP 888339207 / Symbol:							
11/13/12	225.000	3,698 20	11/01/11	3,693.26	4.94	Sale	

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CLEARVIEW CORRESPONDENT SERVICES, LLC Account 29719207

Proceeds from Broker and Barter Exchange Transactions

2012 **(continued)**

1c - LONG-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS*** Schedule D-1

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
	Totals:	**14,338.64**		**18,716.87**	**-4,378.23**		

LONG-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
ADVANCED ENERGY INDS INC / CUSIP· 007973100 / Symbol: AEIS							
05/18/12	400.000	5,234.88	11/11/10	4,856 06	378.82	Sale	
BANK OF THE OZARKS INC / CUSIP· 063904106 / Symbol OZRK							
03/16/12	200.000	6,183.38	12/11/09	2,668.74	3,514 64	Sale	
BOTTOMLINE TECH DEL INC / CUSIP· 101388106 / Symbol: EPAY							
	2 tax lots for 02/03/12. Total proceeds (and cost when required) reported to the IRS.						
	75.000	*2,099 73*	*09/04/09*	*908.43*	*1,191.30*	*Sale*	
	300 000	*8,398.96*	*06/04/10*	*4,432.81*	*3,966.15*	*Sale*	
02/03/12	375.000	10,498.69	VARIOUS	5,341.24	5,157.45	Total of 2 lots	
BRIGGS & STRATTON CORP / CUSIP· 109043109 / Symbol: BGG							
	2 tax lots for 04/24/12. Total proceeds (and cost when required) reported to the IRS.						
	200.000	*3,585 41*	*01/27/10*	*3,355 53*	*229.88*	*Sale*	
	200.000	*3,585 42*	*10/28/10*	*3,574.48*	*10.94*	*Sale*	
04/24/12	400.000	7,170.83	VARIOUS	6,930.01	240 82	Total of 2 lots	
09/20/12	150 000	2,913.43	01/27/10	2,516.64	396 79	Sale	
	Security total	10,084.26		9,446.65	637 61		
COGNEX CORP / CUSIP· 192422103 / Symbol· CGNX							
02/17/12	50.000	2,150.46	04/29/05	1,083.76	1,066.70	Sale	
GENL CABLE CORP / CUSIP: 369300108 / Symbol. BGC							
04/24/12	100.000	2,737.43	05/20/10	2,973.38	-235.95	Sale	

54-1669283

CLEARVIEW CORRESPONDENT SERVICES, LLC Account 29719207

Proceeds from Broker and Barter Exchange Transactions

(continued)

2012

LONG-TERM TRANSACTIONS ***6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***** Schedule D-1

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
HAEMONETICS CORP / CUSIP: 405024100 / Symbol: HAE							
04/03/12	125.000	8,834.73	02/01/10	6,666.50	2,168.23	Sale	
LUMINEX CORP DEL / CUSIP: 55027E102 / Symbol: LMNX							
04/24/12	100 000	2,309 44	10/17/08	1,791 36	518.08	Sale	
MYRIAD GENETICS INC / CUSIP 62855J104 / Symbol MYGN							
	2 tax lots for 04/24/12. Total proceeds (and cost when required) reported to the IRS.						
	25.000	*623.11*	*06/11/10*	*442 26*	*180.85*	*Sale*	
	75 000	*1,869.33*	*06/30/10*	*1,130.63*	*738.70*	*Sale*	
04/24/12	100.000	2,492.44	VARIOUS	1,572.89	919.55	Total of 2 lots	
04/26/12	250.000	6,531.65	06/30/10	3,768.73	2,762 92	Sale	
	Security total.	9,024.09		5,341.62	3,682.47		
OCWEN FINANCIAL CORP NEW / CUSIP: 675746309 / Symbol: OCN							
	2 tax lots for 04/24/12. Total proceeds (and cost when required) reported to the IRS.						
	75.000	*1,081.10*	*01/17/08*	*329.95*	*751.15*	*Sale*	
	25.000	*360.37*	*11/01/10*	*216 46*	*143.91*	*Sale*	
04/24/12	100.000	1,441.47	VARIOUS	546.41	895.06	Total of 2 lots	
06/25/12	250 000	4,362.05	01/17/08	1,099 83	3,262.22	Sale	
	Security total:	5,803.52		1,646.24	4,157.28		
SANDRIDGE ENERGY INC / CUSIP 80007P307 / Symbol: SD							
04/24/12	400 000	2,882 93	03/03/10	2,654.00	228.93	Sale	
SUPERIOR ENERGY SVCS INC / CUSIP 868157108 / Symbol: SPN							
04/24/12	50.000	1,239 22	09/20/06	1,319.01	-79.79	Sale	
TNS INC / CUSIP 872960109 / Symbol:							
	3 tax lots for 12/13/12 Total proceeds (and cost when required) reported to the IRS.			3218.37 (1)	2469.70		
250 Shs. 6/05/07 $2964.00	*275.000*	*5,688.07*	~~*03/04/09*~~	~~*1,763.63*~~	~~*3,924.44*~~	*Sale*	
25 Shs 9/28/06 254.37	*125.000*	*2,585 47*	*11/04/09*	*3,339.00*	*-753.53*	*Sale*	
3218.37 (1)	*175.000*	*3,619.66*	*05/20/10*	*3,642.30*	*-22.64*	*Sale*	
12/13/12	575.000	11,893.20	VARIOUS	8,744.93	~~3,148.27~~ 1693.53	Total of 3 lots	

\# 54-1669283

CLEARVIEW CORRESPONDENT SERVICES, LLC

Account 29719207

Proceeds from Broker and Barter Exchange Transactions

(continued)

2012

LONG-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

Schedule D-1

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
THREE D SYS CORP DEL NEW / CUSIP: 88554D205 / Symbol. DDD							
04/24/12	200.000	5,658.37	08/21/06	1,511 33	4,147.04	Sale	
05/01/12	75.000	2,298.44	08/21/06	566 75	1,731.69	Sale	
	2 tax lots for 07/05/12. Total proceeds (and cost when required) reported to the IRS.						
	25.000	*912.11*	*08/21/06*	*188 91*	*723.20*	*Sale*	
	100.000	*3,648.46*	*05/26/09*	*335.88*	*3,312.58*	*Sale*	
07/05/12	125.000	4,560.57	VARIOUS	524 79	4,035.78	Total of 2 lots	
12/19/12	125 000	6,349.00	05/26/09	419.84	5,929.16	Sale	
Security total·		18,866 38		3,022 71	15,843.67		
TITANIUM METALS CORP NEW / CUSIP: 888339207 / Symbol.							
11/13/12	550 000	9,040.06	10/12/09	5,697.23	3,342 83	Sale	
MONTPELIER RE HLDGS LTD / CUSIP: G62185106 / Symbol: MRH							
04/24/12	200.000	3,879.43	08/29/05	6,766 50	-2,887.07	Sale	
ALTISOURCE PORT SOLUTION / CUSIP: L0175J104 / Symbol: ASPS							
07/18/12	100 000	7,568.80	10/15/10	2,629.42	4,939 38	Sale	
09/12/12	75.000	6,749 09	10/15/10	1,972.06	4,777.03	Sale	
Secunty total·		14,317 89		4,601 48	9,716 41		
Totals:		**124,979.99**		**74,621.41**	**50,358.58**		
Plus Additional Cost TNS Page 6				1454.74			
		124,979.99		76,076.15	48,903.84		

#54-1669283

CLEARVIEW CORRESPONDENT SERVICES, LLC

Account 20110602

Proceeds from Broker and Barter Exchange Transactions

2012

(continued)

Schedule D-2

1c - SHORT-TERM TRANSACTIONS ***6 - COVERED tax lot for which cost basis is reported to the IRS*****

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
THOMSON REUTERS CORP / CUSIP 884903105 / Symbol: TRI (cont'd)							
05/02/12	44.000	1,339.61	02/10/12	1,164.49	175 12	Sale	
	Secunty total:	4,858.30		4,234 54	623.76		
	Totals:	**29,896.03**		**28,596.97**	**1,299.06**		

1c - LONG-TERM TRANSACTIONS ***6 - COVERED tax lot for which cost basis is reported to the IRS*****

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ABBOTT LABORATORIES / CUSIP· 002824100 / Symbol: ABT							
06/08/12	20.000	1,230 50	05/27/11	1,030.55	199.95	Sale	
07/09/12	10 000	653 30	05/27/11	515.28	138.02	Sale	
	Security total·	1,883.80		1,545 83	337 97		
CONOCOPHILLIPS / CUSIP. 20825C104 / Symbol COP							
09/21/12	100 000	5,726.95	05/27/11	5,579.70	147.25	Sale	
DIAGEO PLC NEW SPONS ADR / CUSIP: 25243Q205 / Symbol DEO							
06/29/12	28 000	2,892.27	05/27/11	2,359.00	533.27	Sale	
07/02/12	12.000	1,246.27	05/27/11	1,011.00	235.27	Sale	
	Secunty total.	4,138.54		3,370.00	768 54		
ILLINOIS TOOL WORKS INC / CUSIP 452308109 / Symbol. ITW							
09/21/12	70.000	4,249 71	05/27/11	3,990.70	259.01	Sale	
PEARSON PLC SPONS ADR / CUSIP 705015105 / Symbol: PSO							
07/13/12	21.000	415.49	05/27/11	388.90	26.59	Sale	
07/16/12	34 000	672 43	05/27/11	629.65	42.78	Sale	
	2 tax lots for 07/26/12. Total proceeds (and cost when required) reported to the IRS.						
	18 000	*364.49*	*05/27/11*	*333 35*	*31.14*	*Sale*	
	23.000	*465.40*	*05/27/11*	*425.94*	*39 46*	*Sale*	
07/26/12	41 000	829 89	VARIOUS	759.29	70.60	Total of 2 lots	
	Secunty total.	1,917.81		1,777 84	139.97		

#54-1669293

CLEARVIEW CORRESPONDENT SERVICES, LLC

Account 20110602

Proceeds from Broker and Barter Exchange Transactions

2012

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

Schedule D-2

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ARCHER DANIELS MIDLAND C / CUSIP: 039483102 / Symbol: ADM							
04/25/12	20 000	621.27	05/27/11	644.18	-22.91	Sale	
05/01/12	50.000	1,642 73	05/27/11	1,610.45	32.28	Sale	
05/10/12	22.000	738 44	05/27/11	708.60	29.84	Sale	
	Security total·	3,002 44		2,963.23	39.21		
DIAGEO PLC NEW SPONS ADR / CUSIP: 25243Q205 / Symbol· DEO							
02/24/12	25.000	2,367.59	05/27/11	2,106.25	261.34	Sale	
03/26/12	15 000	1,470.25	05/27/11	1,263.75	206 50	Sale	
04/19/12	10.000	1,009 51	05/27/11	842.50	167 01	Sale	
	Secunty total·	4,847 35		4,212.50	634 85		
EXELON CORP / CUSIP 30161N101 / Symbol· EXC							
	2 tax lots for 11/26/12. Total proceeds (and cost when required) reported to the IRS.						
	51 000	*1,494 27*	*09/24/12*	*1,824 73*	*-330 46*	*Sale*	
	75.000	*2,197.48*	*09/25/12*	*2,678 04*	*-480 56*	*Sale*	
11/26/12	126 000	3,691 75	VARIOUS	4,502 77	-811.02	Total of 2 lots	
INTEL CORP / CUSIP· 458140100 / Symbol INTC							
03/14/12	55.000	1,527.11	05/27/11	1,222 58	304 53	Sale	
PHILIP MORRIS INTL INC / CUSIP· 718172109 / Symbol. PM							
02/24/12	25 000	2,068 62	05/27/11	1,763 73	304.89	Sale	
02/28/12	15 000	1,253 47	05/27/11	1,058.24	195 23	Sale	
03/26/12	15 000	1,316 63	05/27/11	1,058 24	258.39	Sale	
	Security total	4,638.72		3,880 21	758 51		
TAIWAN SEMICON MFG CO / CUSIP: 874039100 / Symbol TSM							
03/14/12	75 000	1,113 10	05/27/11	995 93	117 17	Sale	
TEXAS INSTRUMENTS INC / CUSIP 882508104 / Symbol: TXN							
01/24/12	80 000	2,616.85	05/27/11	2,772.72	-155.87	Sale	
01/25/12	110.000	3,600.41	05/27/11	3,812 49	-212 08	Sale	
	Secunty total	6,217.26		6,585.21	-367 95		
THOMSON REUTERS CORP / CUSIP· 884903105 / Symbol. TRI							
05/01/12	116.000	3,518 69	02/10/12	3,070.05	448 64	Sale	

#54-1669283

CLEARVIEW CORRESPONDENT SERVICES, LLC

Account 20110602

Proceeds from Broker and Barter Exchange Transactions

2012

(continued)

1c - LONG-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part II, with Box A checked

Schedule D-2

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
PFIZER INC / CUSIP 717081103 / Symbol PFE							
07/09/12	30 000	676.96	05/27/11	626.96	50.00	Sale	
PHILLIPS 66 / CUSIP 718546104 / Symbol PSX							
08/07/12	29 000	1,178.54	05/27/11	961.76	216 78	Sale	
08/15/12	21.000	849.00	05/27/11	696.44	152.56	Sale	
	Security total.	2,027 54		1,658.20	369.34		
ROGERS COMMUNS B NON VTG / CUSIP: 775109200 / Symbol: RCI							
12/06/12	15 000	678 43	05/27/11	572.69	105.74	Sale	
12/12/12	15 000	683 84	05/27/11	572.69	111.15	Sale	
12/20/12	15 000	685.53	05/27/11	572.69	112.84	Sale	
	Security total.	2,047.80		1,718.07	329.73		
TAIWAN SEMICON MFG CO / CUSIP 874039100 / Symbol TSM							
09/26/12	175 000	2,616.21	05/27/11	2,323.83	292.38	Sale	
09/27/12	290.000	4,439 68	05/27/11	3,850.90	588.78	Sale	
	Security total	7,055.89		6,174 73	881.16		
TARGET CORP / CUSIP 87612E106 / Symbol TGT							
09/06/12	28 000	1,804 79	05/27/11	1,381 50	423.29	Sale	
09/24/12	10 000	650.94	05/27/11	493.39	157.55	Sale	
	Security total	2,455.73		1,874.89	580.84		
TRAVELERS COMPANIES INC / CUSIP 89417E109 / Symbol: TRV							
10/18/12	13.000	962.75	07/25/11	736.23	226.52	Sale	
WASTE MANAGEMENT INC DEL / CUSIP 94106L109 / Symbol: WM							
07/30/12	20 000	688.04	05/27/11	775.00	-86.96	Sale	
09/25/12	47.000	1,522.85	05/27/11	1,821.25	-298.40	Sale	
09/27/12	27.000	867.29	05/27/11	1,046 25	-178.96	Sale	
10/05/12	63.000	2,023.85	05/27/11	2,441.25	-417.40	Sale	
10/08/12	33.000	1,060.39	05/27/11	1,278.75	-218.36	Sale	
	Security total	6,162.42		7,362.50	-1,200.08		
	Totals:	**39,305.90**		**36,415.65**	**2,890.25**		

Schedule 2

#54-1669283

Investment Management of Virginia, LLC

PORTFOLIO APPRAISAL

Scott & Stringfellow Educational Foundation - Large Cap Equity Account

A/C 1543

December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
Cash and Equivalents									
	Federated Treasury Obligations Inst Fund		25,392 69		25,392 69	4 8	0 010	2 54	0 0
			25,392 69		25,392 69	4 8		2 54	0 0
Common Stocks									
175 000	3M Co	26 09	4,566 11	92 85	16,248 75	3 0	2 540	444 50	2 7
200 000	AT&T Inc	34 19	6,838 84	33 71	6,742 00	1 3	1 800	360 00	5 3
350 000	Abbott Labs	27 93	9,775 65	65 50	22,925 00	4 3	0 560	196 00	0 9
300 000	Automatic Data Processing	36 61	10498.42 ~~10,984 12~~	56 93	17,079 00	3 2	1 740	522 00	3 1
200 000	Becton, Dickinson & Co	53 51	10,701 85	78 19	15,638 00	2 9	1 980	396 00	2 5
75 000	Berkshire Hathaway "B"	76 25	5,718 64	89 70	6,727 50	1 3	0 000	0 00	0 0
150 000	Boeing Co	35 03	5,254 87	75 36	11,304 00	2 1	1 940	291 00	2 6
125 000	Caterpillar, Inc	58 26	7,282 50	89 61	11,201 06	2 1	2 080	260 00	2 3
200 000	Chevron Corp	38 96	7,793 00	108 14	21,628 00	4 0	3 600	720 00	3 3
500 000	Coca-Cola Company	15 40	7,702 12	36 25	18,125 00	3 4	1 120	560 00	3 1
300 000	Danaher Corp	27 11	8,132 36	55 90	16,770 00	3 1	0 100	30 00	0 2
200 000	Dominion Resources, Inc VA New	37 26	7,451 19	51 80	10,360 00	1 9	2 250	450 00	4 3
300 000	Du Pont E I De Nemours & Co	54 07	16,221 05	44 98	13,493 55	2 5	1 720	516 00	3 8
200 000	Emerson Elec Co	40 17	8,034 50	52 96	10,592 00	2 0	1 640	328 00	3 1
250 000	Exxon Mobil Corp	35 31	8,826 67	86 55	21,637 50	4 1	2 280	570 00	2 6
600 000	General Electric Co	7 92	4,751 25	20 99	12,594 00	2 4	0 760	456 00	3 6
800 000	Intel Corporation	20 05	16,036 95	20 62	16,496 00	3 1	0 900	720 00	4 4
125 000	International Business Machs	89 55	11,194 12	191 55	23,943 75	4 5	3 400	425 00	1 8
400 000	J P Morgan Chase	27 31	10,925 00	43 97	17,587 64	3 3	1 200	480 00	2 7
300 000	Johnson & Johnson	49 55	14,864 25	70 10	21,030 00	3 9	2 440	732 00	3 5
600 000	Microsoft Corp	2 65	1,588 12	26 71	16,025 82	3 0	0 920	552 00	3 4
250 000	Norfolk Southern Corp	37 10	9,274 31	61 84	15,460 00	2 9	2 000	500 00	3 2
300 000	Pepsico, Inc	34 48	10,345 25	68 43	20,529 00	3 8	2 270	681 00	3 3
500 000	Pfizer Inc	21 50	10,749 42	25 08	12,539 65	2 3	0 960	480 00	3 8
300 000	Procter & Gamble Co	27 94	8,380 81	67 89	20,367 00	3 8	2 406	721 80	3 5
100 000	Royal Bank of Canada	56 03	5,602 91	60 30	6,030 00	1 1	2 463	246 25	4 1
200 000	Royal Dutch Shell PLC Class A Shares	46 65	9,329 67	68 95	13,790 00	2 6	2 924	584 80	4 2
150 000	Schlumberger Limited	28 54	4,280 29	69 30	10,394 79	1 9	1 250	187 50	1 8
150 000	Thermo Fisher Scientific	52 22	6539.40 ~~7,832 33~~	63 78	9,567 00	1 8	0 600	90 00	0 9
150 000	Total SA	52 69	7,903 09	52 01	7,801 50	1 5	2 522	378 24	4 8
375 000	U S Bancorp	23 55	8,831 51	31 94	11,977 50	2 2	0 780	292 50	2 4
200 000	United Technologies Corp	41 61	8,322 50	82 01	16,402 00	3 1	2 140	428 00	2 6
50 000	Visa Inc	56 66	2,833 17	151 58	7,579 00	1 4	1 320	66 00	0 9
300 000	Walgreen Co	38 72	11,616 59	37 01	11,103 00	2 1	1 100	330 00	3 0
500 000	Wells Fargo & Co	26 94	13,468 48	34 18	17,090 00	3 2	1 000	500 00	2 9
			~~303,413 54~~ 301,634.91		508,779 01	95 2		14,494 59	2 8
TOTAL PORTFOLIO			328,806.23		534,171.70	100.0		14,497.13	2.7

Schedule 2

54-1669283

Investment Management of Virginia, LLC

PORTFOLIO APPRAISAL

Scott & Stringfellow Educational Foundation - Small Cap. Portfolio

A/C 1902

December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
Cash and Equivalents									
	Federated Prime Obligations Fund		44,278 87		44,278 87	12 2	0 080	35 42	0 1
			44,278 87		44,278 87	12 2		35 42	0 1
Common Stocks									
225 000	3D Systems Corp	7 09	755.72 ~~1,595 30~~	53 35	12,003 75	3 3	0 000	0 00	0 0
975 000	Advanced Energy Inds	12 00	11,697 69	13 81	13,463 68	3 7	0 000	0 00	0 0
7 000	Altisource Asset Management Corp	86 75	607 25	82 00	574 00	0 2	0 000	0 00	0 0
75 000	Altisource Ptfl Solns Reg Shs	26 29	1,972 06	86 65	6,499 12	1 8	0 000	0 00	0 0
25 000	Altisource Residential Corp Cl B	17 48	437 12	15 84	396 00	0 1	0 000	0 00	0 0
200 000	Astec Industries, Inc	23 38	4,675 78	33 36	6,672 00	1 8	0 000	0 00	0 0
287 000	Babcock & Wilcox Co	10 20	2,926 45	26 20	7,519 40	2 1	0 320	91 84	1 2
600 000	Bottomline Technologies, Inc	15 10	9,062 85	26 39	15,834 00	4 4	0 000	0 00	0 0
450 000	Briggs & Stratton Corporation	13 27	5,973 04	21 08	9,486 00	2 6	0 480	216 00	2 3
775 000	Chicos Fas Inc	10 28	7,964 02	18 46	14,306 50	4 0	0 220	170 50	1 2
375 000	Cloud Peak Energy Inc	16 07	6,025 20	19 33	7,248 75	2 0	0 000	0 00	0 0
225 000	Cognex Corp	20 92	4,706 67	36 79	8,277 77	2 3	0 440	99 00	1 2
575 000	EPIQ Systems Inc	12 19	7,008 50	12 75	7,331 25	2 0	0 360	207 00	2 8
550 000	Firstmerit Corp	17 79	9,783 54	14 19	7,804 50	2 2	0 640	352 00	4 5
400 000	General Cable	22 80	9,119 05	30 41	12,164 00	3 4	0 000	0 00	0 0
750 000	Gentex Corp	19 65	14,738 15	18 85	14,137 50	3 9	0 560	420 00	3 0
575 000	Green Dot Corp	11 84	6,808 34	12 20	7,015 00	1 9	0 000	0 00	0 0
325 000	Gulf Island Fabrication, Inc	21 08	6,851 40	24 03	7,809 75	2 2	0 400	130 00	1 7
175 000	Iberiabank CORP COM	54 52	9,541 85	49 12	8,596 00	2 4	1 360	238 00	2 8
1,700 000	Intersil Corporation	8 22	13,970 57	8 29	14,093 00	3 9	0 480	816 00	5 8
1,475 000	KVH Inds Inc Com	10 72	15,806 76	13 98	20,620 50	5 7	0 000	0 00	0 0
500 000	Knight Transportation	15 02	7,508 30	14 63	7,315 00	2 0	0 080	40 00	0 5
750 000	Luminex Corp	15 17	11,375 28	16 80	12,598 87	3 5	0 000	0 00	0 0
275 000	MDC Holdings Inc	17 79	4,892 69	36 76	10,109 00	2 8	1 000	275 00	2 7
325 000	Mantech International Corp	34 68	11,269 78	25 94	8,430 50	2 3	0 840	273 00	3 2
825 000	Marinemax Inc	7 86	6,481 02	8 94	7,375 50	2 0	0 000	0 00	0 0
1,025 000	Mc Dermott International Inc	8 88	9,100 97	11 02	11,295 50	3 1	0 000	0 00	0 0
500 000	Montpelier RE Holdings, Ltd	21 23	10,613 00	22 86	11,430 00	3 2	0 460	230 00	2 0
425 000	Ocwen Financial Corp	4 40	1,869 70	34 59	14,700 75	4 1	0 000	0 00	0 0
546 000	Quidel Corp	7 72	4,215 33	18 67	10,193 82	2 8	0 000	0 00	0 0
2,016 000	Sandridge Energy Inc Com	5 00	10,080 98	6 35	12,801 60	3 5	0 000	0 00	0 0
450 000	Superior Energy Services	24 60	11,052.18 ~~11,070 70~~	20 72	9,324 00	2 6	0 000	0 00	0 0
			~~239,749 33~~ 238,891.23		317,427 02	87 8		3,558 34	1 1
TOTAL PORTFOLIO			284,028.20		361,705.89	100.0		3,593.76	1.0

Scott & Stringfellow
A BB&T Corporation Affiliate

Statement of Account: December 1, 2012 to December 31, 2012

Account Number: 20110602 **Financial Advisor:** **RRV1**
R BLACKWELL/R ALLEN

S&S EDUCATIONAL FOUNDATION
54-1669283

Schedule 2

Portfolio Positions

Prices are provided as a general guideline and may not reflect the actual current price. Refer to the disclosure on the back of this statement regarding the price/value presented.

Cost basis and the associated gain/loss for unrealized open positions are provided on this statement for informational purposes only. This statement is not a tax document and should not be used for tax preparation.

Equities

Quantity Long	Short	Description	Symbol Cusip	Account Type	Price	Market Value	Adjusted/ Original Cost	Unrealized Gains/Loss	Estimated Annual Income	Estimated Yield
110		ABBOTT LABORATORIES	ABT	1	65.500	7,205.00	5,668.02	1,536.98	61	0.85
173		ARCHER DANIELS MIDLAND COMPANY	ADM	1	27.390	4,738.47	5,306.87	-568.40	121	2.56
122		BAXTER INTERNATIONAL INC	BAX	1	66.660	8,132.52	6,016.26	2,116.26	219	2.70
37		BLACKROCK INC	BLK	1	206.710	7,648.27	6,113.36	1,534.91	222	2.90
70		CHEVRON CORP	CVX	1	108.140	7,569.80	7,212.80	357.00	252	3.33
145		EMERSON ELECTRIC COMPANY	EMR	1	52.960	7,679.20	7,356.00	323.20	237	3.10
116		ENSCO PLC CL A	ESV	1	59.280	6,876.48	5,461.49	1,414.99	174	2.53
160		GENERAL MILLS INC	GIS	1	40.420	6,467.20	6,096.70	370.50	211	3.27
320		INTEL CORP	INTC	1	20.620	6,598.40	7,141.24	-542.84	288	4.36
115.930		KINDER MORGAN MGMT LLC	KMR	1	75.460	8,748.07	6,837.06	1,911.01		

Scott & Stringfellow
A BB&T Corporation Affiliate

Statement of Account: December 1, 2012 to December 31, 2012

Account Number: 20110602 **Financial Advisor:** R BLACKWELL/R ALLEN **RRV1**

S&S EDUCATIONAL FOUNDATION

54-1669283

Schedule 2

Portfolio Positions (continued)

Equities (continued)

Quantity Long	Quantity Short	Description	Symbol Cusip	Account Type	Price	Market Value	Adjusted/ Original Cost	Unrealized Gains/Loss	Estimated Annual Income	Estimated Yield
90		MCDONALDS CORP	MCD	1	88.210	7,938.90	7,385.71	553.19	277	3.49
200		METLIFE INC	MET	1	32.940	6,588.00	6,924.91	-336.91	148	2.25
255		MICROSOFT CORP	MSFT	1	26.710	6,810.97	6,353.49	457.48	234	3.44
145		NOVARTIS AG SPONSORED ADR	NVS	1	63.300	9,178.50	8,850.25	328.25	359	3.92
96		OCCIDENTAL PETROLEUM CORP	OXY	1	76.610	7,354.56	8,255.15	-900.59	207	2.82
150		OMNICOM GROUP INC	OMC	1	49.960	7,494.00	7,004.85	489.15	180	2.40
215		PAYCHEX INC	PAYX	1	31.100	6,686.50	6,800.67	-114.17	283	4.24
294		PEARSON PLC SPONSORED ADR	PSO	1	19.540	5,744.76	5,444.57	300.19	204	3.56
100		PEPSICO INC	PEP	1	68.430	6,843.00	7,044.65	-201.65	215	3.14
320		PFIZER INC	PFE	1	25.079	8,025.37	6,687.52	1,337.85	307	3.83
45		PHILIP MORRIS INTL INC	PM	1	83.640	3,763.80	3,174.69	589.11	153	4.07

Scott & Stringfellow
A BB&T Corporation Affiliate

Statement of Account: December 1, 2012 to December 31, 2012

Account Number: 20110602 Financial Advisor: R BLACKWELL/R ALLEN RRV1

S&S EDUCATIONAL FOUNDATION

54-1669283

Portfolio Positions (continued)

Equities (continued)

Quantity Long	Quantity Short	Description	Symbol Cusip	Account Type	Price	Market Value	Adjusted/ Original Cost	Unrealized Gains/Loss	Estimated Annual Income	Estimated Yield
145		ROGERS COMMUNICATIONS INC CLASS B NON-VOTING	RCI	1	45.520	6,600.40	5,535.94	1,064.46	230	3.49
85		SOUTHERN COMPANY	SO	1	42.810	3,638.85	3,616.39	22.46	166	4.58
136		SPECTRA ENERGY CORP	SE	1	27.380	3,723.68	3,667.77	55.91	165	4.46
112		TARGET CORP	TGT	1	59.170	6,627.04	5,525.96	1,101.08	161	2.43
117		TRAVELERS COMPANIES INC	TRV	1	71.820	8,402.94	6,574.12	1,828.82	215	2.56
239		UNILEVER PLC SPONSORED ADR NEW	UL	1	38.720	9,254.08	7,627.53	1,626.55	293	3.17
62		UNITED PARCEL SERVICE INC CL B	UPS	1	73.730	4,571.26	4,458.75	112.51	141	3.09
Total for Equities						190,910.02			5,723	3.00
Total for Equities with cost data						190,910.02	174,142.72	16,767.30		

Schedule 2

Schedule 2

Scott & Stringfellow
A BB&T Corporation Affiliate

Statement of Account: December 1, 2012 to December 31, 2012

Account Number: 20110602 **Financial Advisor:** R BLACKWELL/R ALLEN **RRV1**

S&S EDUCATIONAL FOUNDATION

#54-1669283

Portfolio Positions (continued)

Limited Partnerships

Quantity Long	Quantity Short	Description	Symbol Cusip	Account Type	Price	Market Value	Adjusted/ Original Cost	Unrealized Gains/Loss	Estimated Annual Income	Estimated Yield
220		NATURAL RESOURCES PARTNERS LTD PARTNERSHIP INT	NRP	1	18.540	4,078.80	~~6,298.38~~ 6764.00 Ending Capital 12/31/12	-2,219.58	484	11.87
Total for Limited Partnerships						4,078.80			484	11.87
Total for Limited Partnerships with cost data						4,078.80	~~6,298.38~~ 6764.00	-2,219.58		

Gain/Loss Summary

	This Period	Year to Date
Realized Gains	329.73	6,591.27
Realized Losses	N/A	2,401.96

Schedule 3

Scott & Stringfellow Educational Foundation
#54-1669283
Part IX-A1, Line 1

Last name	First name	Amount	School	Location
Ayad	Dina	1,000	Liberty University	Lynchburg, Virginia
Baylor	D	500	Medical Careers Institute	Richmond, Virginia
Branch	C	1,000	College of William & Mary	Williamsburg, Virginia
Brown	A	500	University of South Carolina	Columbia, South Carolina
Brownell	Leandra	1,500	Christopher Newport University	Newport News, Virginia
Buxton	Brittany	1,500	UNC-Chapel Hill	Chapel Hill, North Carolina
Cole	Alexa	1,000	University of Virginia	Charlottesville, Virginia
Cruz	Anahely	1,000	Eastern Mennonite University	Harrisonburg, Virginia
Dickinson	Jennet	6,000	Columbia University	New York, New York
Feriazzo	Laura	1,000	Virginia Tech	Blacksburg, Virginia
Flint	James	1,000	Virginia Commonwealth University	Richmond, Virginia
Goldman	S	2,000	Hamilton College	Clinton, New York
Hana	Marlin	1,200	Virginia Commonwealth University	Richmond, Virginia
Kastelberg	Austin	500	Virginia Tech	Blacksburg, Virginia
Khanh	P	1,000	Virginia Commonwealth University	Richmond, Virginia
Korcovelos	E	1,500	Virginia Commonwealth University	Richmond, Virginia
Lamb	Jasmine	1,000	Norfolk State University	Norfolk, Virginia
Lambert	Dylan	2,000	College of William & Mary	Williamsburg, Virginia
Lythegoe	Brittany	1,500	Christopher Newport University	Newport News, Virginia
McClure	Jon	1,000	The Art Institute of Virginia Beach	Virginia Beach, Virginia
Mordecai	Amanda	750	North Carolina State University	Raleigh, North Carolina
Nye	John	1,000	James Madison University	Harrisonburg, Virginia
Nye	Madelaine	1,000	Virginia Tech	Blacksburg, Virginia
Park	Kelli	1,000	James Madison University	Harrisonburg, Virginia
Pendleton	Abby	1,000	Longwood University	Farmville, Virginia
Perkins	Crystal	2,000	Virginia Commonwealth University	Richmond, Virginia
Pors	Nathan	1,000	Patrick Henry College	Purcellsville, Virginia
Rembert	Ilesha	800	Thomas Nelson Community College	Hampton, Virginia
Smith	Sarah	1,500	Christopher Newport University	Newport News, Virginia
Traveline	Erica	2,500	James Madison University	Harrisonburg, Virginia
Traveline	Hillary	1,500	Virginia Tech	Blacksburg, Virginia
Traveline	C	1,500	Virginia Tech	Blacksburg, Virginia
Wall	Morgan	3,000	University of Virginia	Charlottesville, Virginia
Walton	M	1,000	Virginia Tech	Blacksburg, Virginia
Watson	K	2,000	University of Virginia	Charlottesville, Virginia
Wilburn	Kasey	1,000	Appalachian State University	Boone, North Carolina
Williams	Jacob	1,500	North Carolina State University	Raleigh, North Carolina
Williams	Lauren	2,500	Washington & Lee	Lexington, Virginia
Yancey	Leigh	2,000	Virginia Tech	Blacksburg, Virginia
	Total	$56,250		

Scott & Stringfellow Educational Foundation Scholarship Application

For Academic Year: 20___ -20___

I. Student/Applicant Information

Last Name	First Name		Middle Initial
Street Address	City	State	Zip Code
Telephone Number	Date of Birth	Social Security Number	
High School Attended	Location		Year of Graduation
College Attending next September	Location		Expected Graduation Date

Have you received an award from this Foundation in any previous year? ☐ Yes ☐ No
If yes, and there has also been change to your parents' employment or marital status since your original application, please comment in section VIII.

II. Parent/Guardian Information

Last Name	First Name	Middle Initial
Employer	Employer Address	
Work Telephone Number	Position/Title	
Years with Firm	Is the Applicant a dependent of a Scott & Stringfellow employee? ☐ Yes ☐ No	

III. Educational Information for all Dependent Children of Parent/Guardian

Dependent's Name	Age	School For next year	Grade or Year	Annual Cost (Tuition+ Room & Bd)	Amount Paid by Parent	Scholarship Amount	Loan Amount	Student's Job $
Applicant.								

IV. Parent/Guardian Financial Information

A. Salaries & Wages	**Last Year**	**Current Year (est.)***
1. Father, Stepfather, or Male Guardian		
2. Mother, Stepmother, or Female Guardian		
3. Dividend or Interest Income		
4 Alimony/child Support Received		
5. Profit/Loss from Business		
6. Other Income		
Total Income (add 1-6 above)		

* if circumstances will change materially, please comment briefly in section VIII below

B. Assets	
1. **Home** - Year Purchased. Cost at Time of Purchase:	Current Market Value of Home:
2. Other Real Estate	
3. Bank Accounts	
4. Investments	
5. Personal Property	
6. Automobiles - Year: Make:	Current Value of Automobiles:
7. Other Assets	
Total Assets (add 1-7 above)	

C. Liabilities	
1 Mortgage Loan	
2. Automobile Loans	
3. Personal Loans/Credit Cards	
4. Other Indebtedness	
Total Liabilities (add 1-4 above)	

D. Net Worth (Total Assets minus Total Liabilities)	

V. Additional Information

Complete the following section if the applicant's parents are separated or divorced

☐ Separated ☐ Divorced

Information on Noncustodial Parent

Last Name	First Name		Middle Initial
Street Address	City	State	Zip Code
Occupation	Employer		

Is the noncustodial parent obligated to contribute to the applicant's educational expense? ☐ Yes ☐ No

If yes, how much per year? ______________________________

VI. Statement of Applicant's Educational Goals

Please use this space to describe your educational goals and interests. If you have received an award in any previous year, please provide updated information to demonstrate your progress toward your goals and any changes since the previous application.

VII. Additional Applicant Information

Please use this space to summarize your work experience, school activities, honors, awards, etc.

VIII. Special Circumstances

Please use this space to describe any special circumstances concerning your application which you wish to bring to the attention of the Selection Committee.

Signature of Applicant ____________________ Date ____________

Signature of Parent/Guardian ____________________ Date ____________

Please attach the following to your completed application (incomplete applications will <u>not</u> be considered):

If you are a high school senior applying to college -

1. Most recent high school and/or college official transcript, including SAT Scores
2. A copy of your parents' or guardians' <u>most recently filed</u> Federal Income Tax Form 1040 (first 2 pages only) –this need not be the year which ended last December
3. A letter of recommendation

If you are currently enrolled in college -

1. Printout of college transcript (unofficial) through the end of the first term of the current academic year
2. A copy of your parents' or guardians' <u>most recently filed</u> Federal Income Tax Form 1040 (first 2 pages only) – this need not be the year which ended last December
3. A letter of recommendation only if this is your first time applying for this scholarship

Submit the **original** AND two photocopies of this entire package of materials to:

Scott & Stringfellow Educational Foundation
Attention: Frank Heiner
901 East Byrd Street, Suite 500
Richmond, VA 23219

Form **8868** (Rev. January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions. SCOTT & STRINGFELLOW EDUCATIONAL FOUNDATION	Employer identification number (EIN) or 54-1669283
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 901 E BYRD STREET, SUITE 500	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. RICHMOND, VA 23219	

Enter the Return code for the return that this application is for (file a separate application for each return) [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ JOHN HAMILTON 901 E BYRD STREET, SUITE 500 - RICHMOND, VA 23219
  Telephone No. ▶ 804-782-8724 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 871.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 1,884.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841 01-21-13