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

Department of the Treasury
Internal Revenue Service

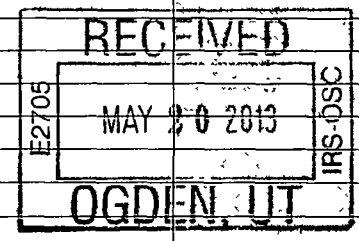
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year **2012** or tax year beginning **2012**, and ending **20**

Name of foundation INVESTCO FOUNDATION		A Employer identification number 54-1779684
Number and street (or P O box number if mail is not delivered to street address) PO BOX 680	Room/suite	B Telephone number (see instructions) 540-265-3740
City or town, state, and ZIP code VINTON VA 24179-0680		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 151,983.		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 instr.))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temp cash investments	9.	9.	9.	
	4 Dividends and interest from securities	2,166.	2,166.	2,166.	
	5a Gross rents				
	b (Net rental income or (loss))				
	6a Net gain/(loss) from sale of assets not on line 10	11,845.			
	b Gross sales price for all assets on line 6a 50,216.				
	7 Capital gain net income (from Part IV, line 2)		11,845.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	14,020.	14,020.	2,175.		
Operating and Administrative Expenses	13 Compensation of officers, directors trustees etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,270.	1,135.	2,270.	1,135.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	69.	69.	69.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,413.	1,663.	2,413.	750.
	24 Total operating and administrative expenses Add lines 13 through 23	4,752.	2,867.	4,752.	1,885.
	25 Contributions, gifts, grants paid	8,000.			8,000.
26 Total exp & disbursements Add lines 24 and 25	12,752.	2,867.	4,752.	9,885.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,268.				
b Net investment income (if neg, enter -0-)		11,153.			
c Adjusted net income (if neg, enter -0-)					



3/20/13 MAY 30 2013

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See inst.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	21,179.	14,370.	14,370.
	3	Accounts receivable ▶			
		Less allowance for doubtful accts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state govt obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	99,265.	107,213.	125,022.
	c	Investments - corporate bonds (attach schedule)	11,838.	11,967.	12,591.
	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)	132,282.	133,550.	151,983.	
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)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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, ck. here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income endowment or other funds	132,282.	133,550.	
30	Total net assets or fund balances (see instructions)	132,282.	133,550.		
31	Total liabilities and net assets/fund balances (see instructions)	132,282.	133,550.		

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	132,282.
2	Enter amount from Part I, line 27a	2	1,268.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	133,550.
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	133,550.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE ATTACHED LIST	P	VA/RI/OUS	12/31/2012
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 50,216.		38,371.	11,845.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			11,845.
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	11,845.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beg in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011			
2010			
2009			
2008			
2007			

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

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 instr)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	223.
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	223.
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	223.
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	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	223.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded		11	

Part VII-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 the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?		
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)▶		
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

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	X		
14	The books are in care of ▶ RONALD W ERNEST Telephone no ▶ 540-265-3740 Located at ▶ PO BOX 680 VA VINTON ZIP+4 ▶ 24179-0680			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶		15	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶		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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 __, 20 __, 20 __, 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see the instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __, 20 __, 20 __, 20 __		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)	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

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 propoganda, 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here **5b**

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 **6b**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** 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 **7b**

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 comp	(e) Expense account, other allowances
SEE STATEMENT				

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

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

3 Five highest-paid independent contractors for professional services (see the 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 info such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE - CONTRIBUTIONS MADE TO ORGANIZED CHARTIES	
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 N/A	
2	
3 All other program-related investments See instructions	
Total Add lines 1 through 3 ▶	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	135,723.
b Average of monthly cash balances	1b	18,445.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	154,168.
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	154,168.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,313.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	151,855.
6 Minimum investment return. Enter 5% of line 5	6	7,593.

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	7,593.
2 a Tax on investment income for 2012 from Part VI, line 5	2a	223.	
b Income tax for 2012 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c	223.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	7,370.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	7,370.	
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	7,370.	

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	9,885.
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	9,885.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,885.

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				7,370.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior yrs 20__ , 20__ , 20__				
3 Excess distribs carryover, if any, to 2012				
a From 2007	3,787.			
b From 2008	1,106.			
c From 2009	2,294.			
d From 2010	2,788.			
e From 2011	2,045.			
f Total of lines 3a through e	12,020.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 9,885.				
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				7,370.
e Remaining amt distributed out of corpus	2,515.			
5 Excess distribs carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in col (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, & 4e Subtract line 5	14,535.			
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)	3,787.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	10,748.			
10 Analysis of line 9				
a Excess from 2008	1,106.			
b Excess from 2009	2,294.			
c Excess from 2010	2,788.			
d Excess from 2011	2,045.			
e Excess from 2012	2,515.			

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

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

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

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

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

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

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

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

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

RONALD W ERNEST 540-265-3740 PO BOX 680 VINTON VA 24179

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

WRITTEN REQUESTS

c Any submission deadlines

REQUESTS ACCEPTED ANYTIME

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED LIST	N/A	PUBLIC	ORG CHARITY	8,000.
Total				▶ 3a 8,000.
b Approved for future payment				
Total				▶ 3b

Schedule of Contributors

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

2012

Name of the organization
INVESTCO FOUNDATION

Employer identification number
54-1779684

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **INVESTCO FOUNDATION** Employer identification number **54-1779684**

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	N/A NONE	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

US 990

Accounting Fees

2012

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
KENNETT & KENNETT PC	2,270.	1,135.	2,270.	1,135.
	2,270.	1,135.	2,270.	1,135.

US 990**Taxes****2012**

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
STATE CORPORATION COMMISSION	25.	25.	25.	
FOREIGN TAX W/H ON INVESTMENTS	27.	27.	27.	
2011 FORM 990PF BALANCE DUE	17.	17.	17.	
	69.	69.	69.	

US 990

Other Expenses

2012

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
SCOTT & STRINGFELLOW	1,663.	1,663.	1,663.	
DIRECTOR'S INSURANCE	750.		750.	750.
	2,413.	1,663.	2,413.	750.

Investco Foundation
Form 990PF, Page 2, Part II Balance Sheet Line 10B

Schedule of Investments Held
Scott & Stringfellow-14497543

As of 12/31/12

DESCRIPTION - Acct #125	# OF SHARES	COST BASIS	MARKET VALUE	DIFFERENCE
ACTIVISION BLIZZARD INC	385	\$ 3,913 07	\$ 4,088 70	\$ 175 63
AGILENT TECHNOLOGIES INC	120	4,429 70	4,912 80	483 10
APACHE CORP	65	4,486 22	5,102 50	616 28
BROADCOM CORP CLASS A	159	5,406 07	5,280 39	(125 68)
CHECK POINT SOFTWARE TECHNOLOGIES	130	5,380 77	6,193 20	812 43
CISCO SYSTEMS INC	260	6,163 91	5,108 84	(1,055 07)
CME GROUP INC CLASS A	50	2,970 72	2,533 50	(437 22)
COMCAST CORP CLASS A NEW	140	3,105 28	5,230 40	2,125 12
DELL ,INC	320	4,660 34	3,244 80	(1,415 54)
DIRECT TV	96	4,714 62	4,815 36	100 74
DOLE FOOD COMPANY INC NEW	200	2,275 52	2,294 00	18 48
EBAY, INC	91	2,221 16	4,640 79	2,419 63
EOG RESOURCES INC	50	4,371 04	6,039 50	1,668 46
FEDEX CORP	50	3,312 81	4,586 00	1,273 19
FORD MOTOR COMPANY NEW	450	5,236 84	5,827 50	590 66
HALLIBURTON COMPANY	155	3,523 23	5,376 95	1,853 72
INTUIT INC	85	2,390 29	5,055 40	2,665 11
MERCK & COMPANY INC NEW	110	3,755 75	4,503 40	747 65
MONDELEZ INTERNATIONAL INC	165	4,281 49	4,199 77	(81 72)
NUANCE COMMUNICATION INC	161	3,536 74	3,593 52	56 78
POTASH CORP OF SASKATCHEWAN INC	70	2,964 18	2,848 30	(115 88)
RYDER SYSTEM INC	94	4,449 64	4,693 42	243 78
SCHWAB CHARLES CORP NEW	353	3,952 46	5,069 08	1,116 62
TEVA PHARMACEUTICAL	135	5,197 75	5,040 90	(156 85)
UNITEDHEALTH GROUP INC	88	3,789 81	4,773 12	983 31
XYLEM INC	120	2,879 90	3,252 00	372 10
YAMANA GOLD INC	236	2,933 69	4,061 56	1,127 87
YUM BRANDS INC	80	910 40	2,656 00	1,745 60
				-
				-
				-
				-
		\$ 107,213 40	\$ 125,021 70	\$ 17,808 30

Inve\$tco Foundation
Form 990PF, Page 2, Part II Balance Sheet, Line 10C
Schedule of Investments Held
Scott & Stringfellow - ACCT # 212165550
Bond Account
As of 12-31-12

Description - Acct #130	CUSIP #	Cost Basis	Maket Value	Difference
BOND FUND OF AMERICA - 972 2620 SHS	ADNDX	11,966 84	12,590 79	623 95
		\$ 11,966 84	\$ 12,590 79	\$ 623 95

INVESTCO FOUNDATION FEDERAL ID #54-1779684

2012 FORM 990PF

SALE OF INVESTMENTS

PAGE 3, PART IV

PAGE 12, LINE 8

DESCRIPTION	PURCHASE DATE	SALE DATE	PROCEEDS	COST BASIS	GAIN (LOSS)	LONG/SHORT TERM
130 SHS ALLSCRIPTS HLTHCR SOLTNS	03/19/12	04/30/12	1,408 55	2,346 04	(937 49)	ST
40 SHS ALLSCRIPTS HLTHCR SOLTNS	03/19/12	05/01/12	446 37	721 85	(275 48)	ST
52 SHS ALLSCRIPTS HLTHCR SOLTNS	03/29/12	05/01/12	591 45	887 61	(296 16)	ST
37 SHS ALLSCRIPTS HLTHCR SOLTNS	03/29/12	05/10/12	408 38	619 64	(211 26)	ST
35 SHS DEVON ENERGY CORP NEW	01/05/12	07/26/12	2,012 22	2,273 96	(261 74)	ST
25 SHS DEVON ENERGY CORP NEW	01/06/12	07/26/12	1,437 30	1,617 07	(179 77)	ST
35 SHS ADOBE SYSTEMS INC DEL	06/24/10	12/05/12	1,244 92	1,065 49	179 43	LT
45 SHS ADOBE SYSTEMS INC DEL	06/24/10	12/14/12	1,678 23	1,369 91	308 32	LT
35 SHS ADOBE SYSTEMS INC DEL	06/24/10	12/17/12	1 304 04	1,065 48	238 56	LT
40 SHS ADOBE SYSTEMS INC DEL	06/24/10	12/18/12	1,493 85	1,217 69	276 16	LT
30 SHS ADOBE SYSTEMS INC DEL	09/30/10	12/18/12	1,120 39	776 03	344 36	LT
27 500 SHS COMCAST CORP CLASS A NEW	12/09/04	08/02/12	940 04	543 95	396 09	LT
7 500 SHS COMCAST CORP CLASS A NEW	11/07/05	08/02/12	256 38	133 11	123 27	LT
25 SHS COMCAST CORP CLASS A NEW	11/07/05	12/07/12	924 97	443 69	481 28	LT
25 SHS DOLE FOOD COMPANY INC	01/11/10	08/03/12	304 14	301 08	3 06	LT
35 SHS DOLE FOOD COMPANY INC	01/22/10	08/03/12	425 81	415 43	10 38	LT
50 SHS DOLE FOOD COMPANY INC	01/22/10	08/06/12	617 19	593 47	23 72	LT
50 SHS DOLE FOOD COMPANY INC	01/22/10	09/20/12	718 95	593 47	125 48	LT
25 SHS DOLE FOOD COMPANY INC	04/30/10	09/20/12	359 48	284 44	75 04	LT
26 EBAY INC	01/25/08	04/19/12	1,082 28	691 71	390 57	LT
4 EBAY INC	01/29/08	04/19/12	166 51	104 59	61 92	LT
15 EBAY INC	01/29/08	07/27/12	677 67	392 21	285 46	LT
20 EBAY INC	01/29/08	12/07/12	1,035 37	522 94	512 43	LT
6 SHS ENERGIZER HLDGS INC	11/21/08	07/11/12	453 22	189 04	264 18	LT
24 SHS ENERGIZER HLDGS INC	11/21/08	07/18/12	1 872 15	756 14	1,116 01	LT
7 SHS ENERGIZER HLDGS INC	06/08/10	07/18/12	546 05	369 02	177 03	LT
3 SHS ENERGIZER HLDGS INC	06/08/10	07/19/12	234 31	158 15	76 16	LT
75 SHS FORD MOTOR COMPANY NEW	07/28/11	12/07/12	859 48	934 31	(74 83)	LT
35 SHS GILEAD SCIENCES INC	08/14/09	02/06/12	1,928 22	1,551 12	377 10	LT
10 SHS GILEAD SCIENCES INC	08/14/09	07/30/12	559 29	443 18	116 11	LT
6 SHS GILEAD SCIENCES INC	08/14/09	08/02/12	348 84	265 91	82 93	LT
4 SHS GILEAD SCIENCES INC	08/14/09	09/14/12	248 52	177 26	71 26	LT
11 SHS GILEAD SCIENCES INC	10/02/09	09/14/12	683 43	493 14	190 29	LT
12 SHS GILEAD SCIENCES INC	10/02/09	10/02/12	828 92	537 98	290 94	LT
15 SHS GILEAD SCIENCES INC	10/02/09	11/12/12	1,084 10	672 46	411 64	LT
7 SHS GILEAD SCIENCES INC	10/02/09	11/16/12	522 04	313 81	208 23	LT
10 SHS GILEAD SCIENCES INC	12/24/09	11/16/12	745 78	429 86	315 92	LT
25 SHS GILEAD SCIENCES INC	04/21/10	11/16/12	1,864 47	1,016 44	848 03	LT
25 SHS HARRIS CORP DEL	05/03/07	09/20/12	1,266 46	1,200 72	65 74	LT
50 SHS HARRIS CORP DEL	05/03/07	12/20/12	2,497 72	2,401 42	96 30	LT
35 SHS HARRIS CORP DEL	06/23/09	12/20/12	1,748 42	976 66	771 76	LT
34 SHS MCKESSON CORP	11/15/06	02/28/12	2,807 54	1,696 60	1,110 94	LT
16 SHS MCKESSON CORP	11/15/06	02/29/12	1,328 22	798 40	529 82	LT
25 SHS MERCK & COMPANY INC NEW	12/10/10	07/27/12	1,120 66	895 23	225 43	LT
20 SHS UNITEDHEALTH GROUP INC	06/20/06	03/30/12	1,180 61	871 31	309 30	LT
55 SHS YAMANA GOLD INC	05/05/11	09/21/12	1,064 48	659 37	405 11	LT
40 SHS YAMANA GOLD INC	05/05/11	11/08/12	812 12	479 54	332 58	LT
10 SHS YUM BRANDS INC	12/09/04	02/07/12	651 12	227 60	423 52	LT
22 SHS YUM BRANDS INC	12/09/04	03/21/12	1,541 36	500 72	1,040 64	LT
8 SHS YUM BRANDS INC	12/09/04	03/22/12	563 95	182 08	381 87	LT
15 64740 SHS AMER BD FD AMER A	10/07/09	06/14/12	200 00	192 80	7 20	LT

50,215 97 38,371 13 11,844 84

SHORT TERM (2,161 90)
LONG TERM 14,006 74

11,844 84

List of Officers, Directors, Trustees, and Key Employees

US 990-PF

990PF: Page 6, Part VIII

2012

A Name and address (For address, enter Street, Zip code State, and City in that order)	B Title and avg hours per week devoted to position	C Compensation	D Contributions to employee benefit plans and deferred compensation	E Expense account & other allowances
RONALD ERNEST PO BOX 680 VINTON VA 24179	PRESIDENT 1	0		
DOUG DENSMORE PO BOX 680 VINTON VA 24179	TREASURER 1	0		
T FLINCHUM PO BOX 680 VINTON VA 24179	SECRETARY 1	0		
DAN OVERSTREET PO BOX 680 VINTON VA 24179	DIRECTOR 1	0		
WYLIE WALTON PO BOX 680 VINTON VA 24179	DIRECTOR 1	0		
GARLAND KIDD PO BOX 680 VINTON VA 24179	DIRECTOR 1	0		

INVESTCO FOUNDATION

FEDERAL ID #54-1779684

FORM 990PF

PAGE 11 PART XV

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME & ADDRESS	IF AN INDIVIDUAL	STATUS	PURPOSE	AMOUNT
THE VIRGINIA DECA FOUNDATION P O BOX 1223 RICHMOND, VA 23219	N/A	PUBLIC	ORG CHARITY	500 00
SOUTHWEST VIRGINIA SECOND HARVEST FOOD BANK, INC 1025 ELECTRIC ROAD SALEM, VA 24153-6437	N/A	PUBLIC	ORG CHARITY	1,000 00
RONALD McDONALD HOUSE 2224 SOUTH JEFFERSON STREET ROANOKE, VA 24014-2404	N/A	PUBLIC	ORG CHARITY	500 00
NATIONAL D-DAY MEMORIAL FOUNDATION P O BOX 77 BEDFORD, VIRGINIA 24523	N/A	PUBLIC	ORG CHARITY	500 00
BRADLEY FREE CLINIC 1240 THIRD STREET, S W ROANOKE, VA 24016	N/A	PUBLIC	ORG CHARITY	500 00
HOPE TREE FAMILY SERVICES P O BOX 849 SALEM, VA 24153	N/A	PUBLIC	ORG CHARITY	500 00
JUNIOR ACHIEVEMENT OF SOUTHWEST VIRGINIA 3433 BRAMBLETON AVE SUITE 202B ROANOKE, VA 24018-6515	N/A	PUBLIC	ORG CHARITY	500 00
ROANOKE VALLEY SPCA 1340 BALDWIN AVE ROANOKE, VA 24012-8203	N/A	PUBLIC	ORG CHARITY	500 00
FREE CLINIC OF THE NEW RIVER VALLEY 215 ROANOKE STREET CHRISTIANSBURG, VA 24073	N/A	PUBLIC	ORG CHARITY	500 00
THE RESCUE MISSION P O BOX 11525 ROANOKE, VA 24022-1525	N/A	PUBLIC	ORG CHARITY	500 00
HABITAT FOR HUMANITY OF ROANOKE VALLEY 403 SALEM, VA ROANOKE, VA 24016-3613	N/A	PUBLIC	ORG CHARITY	500 00
BLUE RIDGE PUBLIC TELEVISION P O BOX 13246 ROANOKE, VA 24032-3246	N/A	PUBLIC	ORG CHARITY	500 00
CHILD HEALTH INVESTMENT PARTNERSHIP OF ROANOKE VALLEY 1201 THIRD STREET SW ROANOKE, VA 24016-5042	N/A	PUBLIC	ORG CHARITY	500 00
PATRICK HENRY BOYS AND GIRLS PLANTATION P O BOX 1398 BROOKNEAL, VIRGINIA 24528	N/A	PUBLIC	ORG CHARITY	500 00
BLUE RIDGE WOMENS CENTER 5034 WILLIAMSON ROAD, N W ROANOKE, VA 24012	N/A	PUBLIC	ORG CHARITY	500 00

8,000 00