



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



Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

The Kenneth and Bettie Corbin Perry
Foundation

A Employer identification number

54-1806557

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

317 Clovelly Road

Room/suite

B Telephone number

804-353-9640

City or town, state, and ZIP code

Richmond, VA 23221

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated
under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 227,892.

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)

1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	7,600.	7,600.		Statement 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	64,044.			
b Gross sales price for all assets on line 6a	263,072.			
7 Capital gain net income (from Part IV, line 2)		64,044.		
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				
12 Total. Add lines 1 through 11	71,644.	71,644.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees Stmt 2	1,100.	0.		1,100.
b Accounting fees				
c Other professional fees Stmt 3	2,521.	2,521.		0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	3,621.	2,521.		1,100.
25 Contributions, gifts, grants paid	100,000.			100,000.
26 Total expenses and disbursements. Add lines 24 and 25	103,621.	2,521.		101,100.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<31,977.>			
b Net investment income (if negative, enter -0-)		69,123.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 30 2013

2 24

**The Kenneth and Bettie Corbin Perry
Foundation**

54-1806557

Part II Balance Sheets		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	33,204.	12,665.	12,665.	
	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				
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other Stmt 5	224,016.	212,479.	215,227.	
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	257,220.	225,144.	227,892.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	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.		
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	257,220.	225,144.		
	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	257,220.	225,144.		
31 Total liabilities and net assets/fund balances	257,220.	225,144.			

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	257,220.
2 Enter amount from Part I, line 27a	2	<31,977.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	225,243.
5 Decreases not included in line 2 (itemize) ▶ See Statement 4	5	99.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	225,144.

**The Kenneth and Bettie Corbin Perry
Foundation**

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 Statements			
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 263,072.		199,028.	64,044.

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			64,044.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	64,044.
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	16,417.	267,472.	.061378
2010	12,735.	220,879.	.057656
2009	11,000.	198,191.	.055502
2008	15,982.	181,347.	.088129
2007	949.	160,935.	.005897

2 Total of line 1, column (d)	2	.268562
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	.053712
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	263,813.
5 Multiply line 4 by line 3	5	14,170.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	691.
7 Add lines 5 and 6	7	14,861.
8 Enter qualifying distributions from Part XII, line 4	8	101,100.

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.

**The Kenneth and Bettie Corbin Perry
Foundation**

Form 990-PF (2012)

54-1806557

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	691.
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	691.
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	691.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		1.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		692.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>None</u>	13	X	
14	The books are in care of ► <u>Kenneth M. Perry, President</u> Telephone no. ► <u>804-353-9640</u> Located at ► <u>317 Clovelly Road, Richmond, VA</u> ZIP+4 ► <u>23221</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	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 ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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

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
Kenneth M. Perry 317 Clovelly Road Richmond, VA 23221	Pres/Treas/Director 1.00	0.	0.	0.
Bettie Corbin Perry 317 Clovelly Road Richmond, VA 23221	Vice Pres/Director 1.00	0.	0.	0.
John B. O'Grady P. O. Box 397 Richmond, VA 23218	Secretary 1.00	0.	0.	0.
Christopher M. Perry 2324 Worchester Road Midlothian, VA 23113	Director 1.00	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 The Foundation makes grants to qualifying public charities and does not carry on any direct charitable activities itself.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
3	
All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	241,939.
b	Average of monthly cash balances	1b	25,891.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	267,830.
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	267,830.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,017.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	263,813.
6	Minimum investment return. Enter 5% of line 5	6	13,191.

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	13,191.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	691.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	691.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,500.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,500.
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	12,500.

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	101,100.
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	101,100.
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	691.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	100,409.

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				12,500.
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				
b From 2008		3,993.		
c From 2009		1,114.		
d From 2010		1,881.		
e From 2011		3,169.		
f Total of lines 3a through e	10,157.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 101,100.				
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				12,500.
e Remaining amount distributed out of corpus	88,600.			
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	98,757.			
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	98,757.			
10 Analysis of line 9:				
a Excess from 2008	3,993.			
b Excess from 2009	1,114.			
c Excess from 2010	1,881.			
d Excess from 2011	3,169.			
e Excess from 2012	88,600.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- b** 85% of line 2a

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- Subtract line 2d from line 2c

- 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**

[illegible]

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.

None

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

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

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

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

- c Any submission deadlines:**

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

The Kenneth and Bettie Corbin Perry
Foundation

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				
Richmond Symphony 300 W Franklin St #103E Richmond, VA 23220-4904	None	Public	Rainy Day Fund	100,000.
Total			3a	100,000.
b Approved for future payment				
None				
Total			3b	0.

Part XVII

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

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

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

**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.

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Prepare/s signature

Date _____

Check ☐ self-employed

PTIN

John B. O'Grady

Firm's name ► McGuireWoods LLP

Firm's address ► P. O. Box 697

Richmond, VA 23218-0397

Phone no. 804-775-1000

Form **990-PF** (2012)

Form 990-PF	Dividends and Interest from Securities	Statement	1
-------------	--	-----------	---

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
SunTrust #8896	1,328.	523.	805.
SunTrust Investment Svs, Inc. #3452	7,319.	524.	6,795.
Total to Fm 990-PF, Part I, ln 4	8,647.	1,047.	7,600.

Form 990-PF	Legal Fees			Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
McGuireWoods LLP - Legal Fees	1,100.	0.		1,100.	
To Fm 990-PF, Pg 1, ln 16a	1,100.	0.		1,100.	

Form 990-PF	Other Professional Fees	Statement	3
-------------	-------------------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
SunTrust Bank - Investment Advisory Fees	2,521.	2,521.		0.
To Form 990-PF, Pg 1, ln 16c	2,521.	2,521.		0.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	4
-------------	--	-----------	---

Description	Amount
Mutual fund timing/cost basis difference	99.
Total to Form 990-PF, Part III, line 5	99.

Form 990-PF	Other Investments	Statement	5
-------------	-------------------	-----------	---

Description	Valuation Method	Book Value	Fair Market Value
Mutual Funds - Equity	COST	104,000.	106,985.
Mutual Funds - Fixed Income	COST	88,479.	88,245.
Mutual Funds - Other	COST	20,000.	19,997.
Total to Form 990-PF, Part II, line 13		212,479.	215,227.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 6

Name of Manager

Kenneth M. Perry
Bettie Corbin Perry

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	SunTrust #8896-3372.68 shs Pimco Real Return-I	P	12/22/11	12/20/12
b	SunTrust #8896-150 shs Powershares NASDAQ QQQ ETF	P	12/22/11	12/20/12
c	SunTrust #8896-150 shs Ishares Tr S&P Midcap 400	P	12/22/11	12/20/12
d	SunTrust #8896-4830.92 shs Franklin Income-Adv	P	08/04/10	12/20/12
e	sunTrust #8896-4519.77 shs Franklin Income-Adv	P	06/09/09	12/20/12
f	SunTrust #8896-50 shs Ishares Tr S&P Midcap 400 I	P	11/11/11	12/20/12
g	SunTrust #8896-3832.21 shs Franklin Income-Adv	P	04/10/07	12/20/12
h	SunTrust #8896-1900 shs BB&T Corp Com	P	01/01/10	12/20/12
i	SunTrust #8896-1535.09 shs Vanguard Wellesley Inc	P	11/07/11	12/21/12
j	Suntrust #3452-50 shs Ishares Tr S&P Midcap 400 I	P	11/11/11	05/07/12
k	Suntrust #3452-150 shs Ishares Tr S&P Midcap 400	P	10/26/11	05/07/12
l	Suntrust #3452-150 shs Ishares Tr S&P Midcap 400	P	10/26/11	04/11/12
m	Suntrust #3452-200 shs Ishares Tr S&P Midcap 400	P	11/01/11	04/11/12
n	SunTrust #3452-150 shs Powershares NASDAQ QQQ ETF	P	12/22/11	05/07/12
o Capital Gains Dividends				

(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 41,720.		40,000.	1,720.
b 9,943.		8,322.	1,621.
c 15,391.		13,094.	2,297.
d 10,773.		10,397.	376.
e 10,079.		9,727.	352.
f 5,130.		4,464.	666.
g 8,546.		8,247.	299.
h 56,163.		9,002.	47,161.
i 37,057.		35,000.	2,057.
j 4,844.		4,464.	380.
k 14,533.		13,069.	1,464.
l 16,332.		14,954.	1,378.
m 21,776.		19,966.	1,810.
n 9,738.		8,322.	1,416.
o 1,047.			1,047.

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			1,720.
b			1,621.
c			2,297.
d			376.
e			352.
f			666.
g			299.
h			47,161.
i			2,057.
j			380.
k			1,464.
l			1,378.
m			1,810.
n			1,416.
o			1,047.

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	64,044.
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



Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
-------------------	----------------------------	------------	--------------	-------------------------	----------------	----------------------------	-------------------	--------------------

INCOME PORTFOLIO

Short Term Investments

Short Term Investment Funds

FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP 609068DF5	691 030	1 000	691 03	0 30	691 03	0	0 00	0 01
Total Short Term Investment Funds			\$691.03	0.30%	\$691.03	\$0	\$0.00	0.01%
Total Short Term Investments			\$691.03	0.30%	\$691.03	\$0	\$0.00	0.01%
Total Income Portfolio			\$691.03	0.30%	\$691.03	\$0	\$0.00	0.01%

PRINCIPAL PORTFOLIO

Short Term Investments

Short Term Investment Funds

FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP 609068DF5	11,973 710	1 000	11,973 71	5 25	11,973.71	1	0 19	0 01
Total Short Term Investment Funds			\$11,973.71	5.25%	\$11,973.71	\$1	\$0.19	0.01%
Total Short Term Investments			\$11,973.71	5.25%	\$11,973.71	\$1	\$0.19	0.01%

Bonds

Mutual Funds-Fixed Income

DOUBLELINE FDS TR TOTAL RETURN BD FD CL I CUSIP 258620103 BOND RATING NOT RATED YIELD TO MATURITY 0 000	1,536.435	11 330	17,407 81	7 64	17,500 00	1,104	15.13	6 35
--	-----------	--------	-----------	------	-----------	-------	-------	------



Statement Period
January 1, 2012 - December 31, 2012

Account Number
7948896

Account Statement

Page 4 of 20

KENNETH AND BETTIE PERRY FND IMA

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Bonds - continued								
FRANKLIN CUSTODIAN FDS INC INCOME FD ADVISOR CL CUSIP 353496847 BOND RATING NOT RATED YIELD TO MATURITY 0.000	0.000	2.230	0.00	0.00	0.00	0	81.48	0.00
ISHARES TR BARCLAYS 3-7 YR TREASURY BD ETF CUSIP 464288661 BOND RATING WR YIELD TO MATURITY 0.000	150.000	123.220	18,483.00	8.11	18,479.10	160	0.00	0.87
NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP 64128K868 BOND RATING NOT RATED YIELD TO MATURITY 0.000	1,053.741	9.480	9,989.46	4.38	10,000.00	623	6.53	6.24
PIMCO FDS PAC INVT MGMT SER REAL RETURN FD INSTL CL CUSIP 693391104 BOND RATING NOT RATED YIELD TO MATURITY 0.000	0.000	12.270	0.00	0.00	0.00	0	9.23	0.00
PIMCO FDS INVT GRADE CORP BD FD INSTL CL CUSIP 722005816 BOND RATING NOT RATED YIELD TO MATURITY 0.000	1,563.896	11.120	17,390.52	7.63	17,500.00	735	9.74	4.23
PIMCO FDS EMERGING LOCAL BD FD INSTL CL CUSIP 72201F516 BOND RATING NOT RATED YIELD TO MATURITY 0.000	451.264	10.980	4,954.88	2.17	5,000.00	214	1.17	4.33
VANGUARD SCOTTS DALE FDS MTG-BACKED SECS INDEX FD CL SIGNAL CUSIP 92206C755 BOND RATING NOT RATED YIELD TO MATURITY 0.000	957.854	20.900	20,019.15	8.78	20,000.00	222	3.04	1.11
Total Mutual Funds-Fixed Income			\$88,244.82	38.71%	\$88,479.10	\$3,060	\$126.32	3.46%
Total Bonds			\$88,244.82	38.71%	\$88,479.10	\$3,060	\$126.32	3.46%



Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Common Stocks								
<i>Mutual Funds-Equity</i>								
EATON VANCE GROWTH TR ATLANTA CAP SMID-CAP FD INSTL CL Symbol EISMV CUSIP 277902698	551 572	18 260	10,071 70	4 42	10,000.00	0	0 00	0 00
FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL Symbol SVAIX CUSIP 314172560	5,494 505	4 990	27,417 58	12 03	25,000.00	1,093	0 00	3 99
HARBOR FD CAP APPRECIATION FD INSTL CL Symbol HACAX CUSIP 411511504	356 295	42.520	15,149 66	6 65	15,000 00	60	0 00	0 40
HARTFORD MUT FDS INC DIVIDEND & GROWTH INSTL FD CL Y Symbol HDGYX CUSIP 416645828	574 163	20 910	12,005 75	5 27	12,000 00	248	0 00	2 07
MANNING & NAPIER FDS WORLD OPPTYS SER CL A Symbol EXWAX CUSIP 563821545	1,945.525	7.750	15,077 82	6 62	15,000 00	235	0 00	1 56
OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y Symbol ODVYX CUSIP 683974505	289 519	34 880	10,098.42	4 43	10,000.00	72	0 00	0 71
PRICE T ROWE FDS LARGE-CAP GROWTH FD INSTL CL Symbol TRLGX CUSIP 45775L408	909 091	18.880	17,163 64	7 53	17,000.00	63	0 00	0 37

Total Mutual Funds-Equity			\$106,984.57	46.95%	\$104,000.00	\$1,773	\$0.00	1.65%
Total Common Stocks			\$106,984.57	46.95%	\$104,000.00	\$1,773	\$0.00	1.65%

Other

Other Funds

ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP 003020336	437 063	11 470	5,013.11	2 20	5,000 00	0	0 00	0 00
--	---------	--------	----------	------	----------	---	------	------



Account Statement

Page 6 of 20

Account Number

7948896

Statement Period

January 1, 2012 - December 31, 2012

KENNETH AND BETTIE PERRY FND IMA

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
-------------------	----------------------------	------------	--------------	-------------------------	----------------	----------------------------	-------------------	--------------------

Other - continued

FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP 34984T600	900 090	11 080	9,973.00	4.38	10,000.00	2	0.00	0.03
WASATCH FDS LONG/SHORT FD CUSIP 936793835	359 712	13 930	5,010.79	2.20	5,000.00	7	0.00	0.16

Total Other Funds			\$19,996.90	8.78%	\$20,000.00	\$10	\$0.00	0.05%
Total Other			\$19,996.90	8.78%	\$20,000.00	\$10	\$0.00	0.05%
Total Principal Portfolio			\$227,200.00	99.70%	\$224,452.81	\$4,845	\$126.51	2.13%
Total Portfolio			\$227,891.03	100.00%	\$225,143.84	\$4,845	\$126.51	2.12%

Investment Sales and Maturities

DATE	DESCRIPTION	NO OF SHARES/PAR VALUE	TAX COST BASIS	PROCEEDS	REALIZED GAIN/LOSS
12/21/2012	SOLD 13,182.898 SHARES OF FRANKLIN INCOME-ADV TRADE DATE 12/20/12 TAXABLE TO FEDERAL AND STATE 13,182.898 SHARES AT \$2.23	13,182.90	-28,370.96	29,397.86	1,026.90
12/21/2012	SOLD 3,372.681 SHARES OF PIMCO REAL RETURN-I TRADE DATE 12/20/12 TAXABLE TO FEDERAL AND STATE 3,372.681 SHARES AT \$12.37	3,372.68	-40,000.00	41,720.06	1,720.06
12/24/2012	SOLD 1,535.088 SHARES OF VANGUARD WELLESLEY INCOME-INV TRADE DATE 12/21/12 TAXABLE TO FEDERAL AND STATE 1,535.088 SHARES AT \$24.14	1,535.09	-35,000.00	37,057.02	2,057.02