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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation VACLARK MEMORIAL FOUNDATION TUW		<b>A Employer identification number</b>  54-6035933	
Number and street (or P O box number if mail is not delivered to street address) 1525 W WT HARRIS BLVD D1114-044		<b>B Telephone number</b> (see instructions)  (800) 352-3705	
City or town, state, and ZIP code CHARLOTTE, NC 28288		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 1,173,855		<b>J</b> Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	27,272	26,810		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	27,910			
	<b>b</b> Gross sales price for all assets on line 6a <u>503,717</u>				
	<b>7</b> Capital gain net income (from Part IV , line 2) . . . .		27,910		
	<b>8</b> Net short-term capital gain . . . . .			0	
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	<input checked="" type="checkbox"/> 650			
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	55,832	54,720		
	<b>13</b> Compensation of officers, directors, trustees, etc	16,573	12,430		4,143
	<b>14</b> Other employee salaries and wages . . . . .		0	0	0
	<b>15</b> Pension plans, employee benefits . . . . .		0	0	
	<b>16a</b> Legal fees (attach schedule) . . . . .	<input checked="" type="checkbox"/> 5,794	0	0	5,794
	<b>b</b> Accounting fees (attach schedule) . . . . .				
	<b>c</b> Other professional fees (attach schedule) . . . . .				0
	<b>17</b> Interest . . . . .				0
	<b>18</b> Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 2,471	296		0
	<b>19</b> Depreciation (attach schedule) and depletion . . .	0	0		
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .		0	0	
	<b>22</b> Printing and publications . . . . .		0	0	
	<b>23</b> Other expenses (attach schedule) . . . . .	<input checked="" type="checkbox"/> 1,012	506		506
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	25,850	13,232	0	10,443
	<b>25</b> Contributions, gifts, grants paid . . . . .	68,154			68,154
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	94,004	13,232	0	78,597
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-38,172			
	<b>b Net investment income</b> (if negative, enter -0-)		41,488		
<b>c Adjusted net income</b> (if negative, enter -0-)				0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	764	2,291	2,291
	2	Savings and temporary cash investments . . . . .	43,813	63,653	63,653
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	700,744	632,136	679,996
	c	Investments—corporate bonds (attach schedule). . . . .	401,642		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .		408,211	427,915
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,146,963	1,106,291	1,173,855
	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .		0	
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, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds . . . . .	1,146,963	1,106,291	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	1,146,963	1,106,291	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	1,146,963	1,106,291	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . .	1	1,146,963
2	Enter amount from Part I, line 27a . . . . .	2	-38,172
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,708
4	Add lines 1, 2, and 3 . . . . .	4	1,110,499
5	Decreases not included in line 2 (itemize) ▶ _____	5	4,208
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	1,106,291

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
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	27,910
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

Part V

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011			
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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <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 type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	830
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	830
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	830
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,820	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	1,820
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	0
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	990
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 832	Refunded	11	158

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?. . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (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? . . . . .	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?			
	If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of WELLS FARGO BANK Telephone no (800) 352-3705 Located at 1 WEST 4TH STREET 2ND FLOOR SALEM NC ZIP+4 27101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		1b	No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions ).		2b	No
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	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WELLS FARGO BANK 1525 WEST WT HARRIS BLVD D1114 044 CHARLOTTE,NC 28288	TRUSTEE 40	16,573		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	



**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	1,151,908
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	47,888
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	1,199,796
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	1,199,796
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	17,997
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,181,799
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	59,090

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	59,090
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	830
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	830
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	58,260
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	650
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	58,910
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	58,910

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	78,597
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	78,597
<b>5</b>	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). . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	78,597
<b>Note:</b> 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				58,910
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			58,793	
b Total for prior years 2010 , 20____ , 20____		1,400		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				0
b From 2008. . . . .				0
c From 2009. . . . .				0
d From 2010. . . . .				0
e From 2011. . . . .				0
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 78,597				
a Applied to 2011, but not more than line 2a			58,793	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		1,400		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2012 distributable amount. . . . .				18,404
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				40,506
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9				
a Excess from 2008. . . .				0
b Excess from 2009. . . .				0
c Excess from 2010. . . .				0
d Excess from 2011. . . .				0
e Excess from 2012. . . .				0

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

www.wellsfargocomprivatefoundatio

1 West 4th Street

WINSTONSALEM, NC 27101

(888) 234-1999

b

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

www.wellsfargo.com/privatefoundationgrants

c

Any submission deadlines

July 1

d

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

To support programs that defray the cost of hospitalization or provide medical services to needy and indigent persons residing in Halifax County, Virginia

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	68,154
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities. . . .			14	27,272	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	27,910	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
<b>11</b>	Other revenue <b>a</b> RETURNED FUNDS _____			01	650	
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal Add columns (b), (d), and (e). .				55,832	
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .					<b>55,832</b>

[illegible]

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

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

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-05-07	*****	
Signature of officer or trustee	Date	Title	<div style="border: 1px solid black; padding: 5px;">             May the IRS discuss this return with the preparer shown below (see Instr. 7)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No           </div>

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 <input type="checkbox"/>	PTIN
Firm's name <input type="checkbox"/> <hr/>			Firm's EIN <input type="checkbox"/>	
Firm's address <input type="checkbox"/> <hr/>			Phone no <input type="checkbox"/>	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
438 ARTISAN FDS INC INTL FD INVESTOR CLASS		2011-11-03	2012-08-08
243 ARTISAN FDS INC INTL FD INVESTOR CLASS		2011-11-03	2012-12-13
66 ARTISAN MID CAP FUND-INS #1333		2012-04-10	2012-12-13
266 CREDIT SUISSE COMM RET ST-I #2156		2011-08-26	2012-08-08
186 CREDIT SUISSE COMM RET ST-I #2156		2011-08-26	2012-12-13
123 DIAMOND HILL LONG-SHORT FD CL I #11		2012-08-10	2012-12-13
270 DODGE & COX INT'L STOCK FD # 1048		2008-08-28	2012-08-08
53 DODGE & COX INT'L STOCK FD # 1048		2008-08-28	2012-11-19
161 DODGE & COX INT'L STOCK FD # 1048		2011-11-03	2012-12-13
1689 257 DODGE & COX INCOME FD COM		2011-02-04	2012-02-10
1351 743 DODGE & COX INCOME FD COM		2011-08-26	2012-02-10
1276 15 DODGE & COX INCOME FD COM		2008-08-28	2012-11-19
2650 85 DODGE & COX INCOME FD COM		2012-08-10	2012-11-19
133 DODGE & COX INCOME FD COM		2008-08-28	2012-12-13
233 DREYFUS EMG MKT DEBT LOC C-I #6083		2011-08-26	2012-12-13
115 DRIEHAUS ACTIVE INCOME FUND		2012-08-10	2012-12-13
54 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2010-12-17	2012-02-10
118 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2010-12-17	2012-05-08
62 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2010-12-17	2012-08-08
93 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2010-12-17	2012-12-13
45 GATEWAY FUND - Y #1986		2012-08-10	2012-12-13
1242 591 GOLDMAN SACHS GROWTH OPPORTUNITIES INSTITUTIONAL SHARES		2008-12-22	2012-04-10
62 HARBOR FD CAP APPRECIATION		2011-05-25	2012-02-10
4 HARBOR FD CAP APPRECIATION		2011-05-25	2012-08-08
103 HARBOR FD CAP APPRECIATION		2011-05-25	2012-12-13
1883 HUSSMAN STRATEGIC GROWTH FD		2011-11-03	2012-08-08
17 ISHARES S&P 500 INDEX FUND		2011-11-01	2012-02-10
122 ISHARES S&P 500 INDEX FUND		2011-11-01	2012-05-08
21 ISHARES S&P 500 INDEX FUND		2012-08-08	2012-12-13
17 ISHARES RUSSELL 2000 GROWTH INDEX FUND		2012-11-19	2012-12-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
78 KEELEY SMALL CAP VAL FD CL I #2251		2010-12-17	2012-02-10
54 KEELEY SMALL CAP VAL FD CL I #2251		2012-05-10	2012-08-13
148 KEELEY SMALL CAP VAL FD CL I #2251		2010-12-17	2012-12-13
970 LAUDUS MONDRIAN INTL FI-INST #2940		2011-11-03	2012-08-08
94 MFS VALUE FUND-CLASS I #893		2011-05-25	2012-08-08
131 MFS VALUE FUND-CLASS I #893		2011-05-25	2012-12-13
1314 MAINSTAY EP US EQ YLD-IS #1204		2011-11-03	2012-02-10
1344 236 MAINSTAY EP US EQ YLD-IS #1204		2011-11-03	2012-08-08
335 MERGER FD SH BEN INT		2011-11-03	2012-08-08
76 MERGER FD SH BEN INT		2011-11-03	2012-12-13
106 OPPENHEIMER DEVELOPING MKT-Y #788		2011-05-25	2012-12-13
1681 783 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2011-08-26	2012-02-10
2085 217 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2011-02-04	2012-02-10
176 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2012-11-19	2012-12-13
506 824 PIMCO FOREIGN BOND FUND-INST		2011-08-26	2012-08-08
556 176 PIMCO FOREIGN BOND FUND-INST		2011-05-25	2012-08-08
165 RIDGEWORTH SEIX HY BD-I #5855		2011-11-03	2012-08-08
556 RIDGEWORTH SEIX HY BD-I #5855		2011-11-03	2012-11-19
330 RIDGEWORTH SEIX HY BD-I #5855		2011-11-03	2012-12-13
5979 ROWE T PRICE SHORT TERM BD FD INC		2012-02-14	2012-05-08
8831 ROWE T PRICE SHORT TERM BD FD INC		2012-02-14	2012-08-08
3437 ROWE T PRICE SHORT TERM BD FD INC		2012-02-14	2012-11-19
89 SPDR DJ WILSHIRE INTERNATIONAL REAL		2011-05-23	2012-08-08
113 SPDR DJ WILSHIRE INTERNATIONAL REAL		2011-05-23	2012-12-13
43 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2010-12-17	2012-02-10
87 987 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2012-05-10	2012-11-19
441 013 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2010-12-17	2012-11-19
46 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2010-12-17	2012-12-13
83 VANGARD MSCI EMERGING MARKETS EFT		2010-12-17	2012-12-13
37 VANGUARD REIT VIPER		2010-12-17	2012-02-10



**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
24 VANGUARD REIT VIPER		2010-12-17	2012-05-08
18 VANGUARD REIT VIPER		2010-12-17	2012-08-08
4 VANGUARD REIT VIPER		2010-12-17	2012-12-13
47 VANGUARD REIT VIPER		2012-11-19	2012-12-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,035		9,229	806
5,958		5,120	838
2,654		2,620	34
2,208		2,495	-287
1,501		1,745	-244
2,261		2,199	62
8,497		10,525	-2,028
1,735		2,066	-331
5,542		5,741	-199
22,991		21,275	1,716
18,397		18,113	284
17,777		15,595	2,182
36,926		36,457	469
1,853		1,625	228
3,577		3,518	59
1,221		1,197	24
1,362		1,270	92
3,096		2,774	322
1,676		1,458	218
2,613		2,186	427
1,229		1,233	-4
30,767		17,608	13,159
2,544		2,414	130
166		156	10
4,344		4,011	333
20,958		23,707	-2,749
2,287		2,095	192
16,598		15,036	1,562
3,003		2,953	50
1,585		1,527	58

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,010		1,944	66
1,395		1,364	31
4,163		3,688	475
11,514		11,941	-427
2,352		2,274	78
3,321		3,169	152
17,108		16,872	236
17,986		17,260	726
5,323		5,337	-14
1,221		1,211	10
3,618		3,703	-85
18,685		18,449	236
23,167		21,968	1,199
1,998		2,042	-44
5,600		5,388	212
6,146		5,749	397
1,624		1,571	53
5,516		5,293	223
3,356		3,142	214
28,998		28,988	10
42,830		42,742	88
16,669		16,635	34
3,450		3,528	-78
4,699		4,480	219
1,266		1,251	15
2,249		2,404	-155
11,272		12,833	-1,561
1,209		1,339	-130
3,605		3,911	-306
2,295		1,976	319

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,567		1,282	285
1,185		947	238
258		210	48
3,033		2,968	65

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			806
			838
			34
			-287
			-244
			62
			-2,028
			-331
			-199
			1,716
			284
			2,182
			469
			228
			59
			24
			92
			322
			218
			427
			-4
			13,159
			130
			10
			333
			-2,749
			192
			1,562
			50
			58

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			66
			31
			475
			-427
			78
			152
			236
			726
			-14
			10
			-85
			236
			1,199
			-44
			212
			397
			53
			223
			214
			10
			88
			34
			-78
			219
			15
			-155
			-1,561
			-130
			-306
			319

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			285
			238
			48
			65

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


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
VOLENS FAMILY PRACTICE 15210 LP BAILEY MEMORIAL HWY NATHALIE,VA 24577	NONE	N/A	MEDICAL ASSISTANCE FOR THE	350
HALIFAX RADIOLOGICAL ASSOCIATES POST OFFICE BOX 340 HALIFAX,VA 245580340	NONE	N/A	MEDICAL ASSISTANCE FOR THE	2,299
SOUTHSIDE ANESTHESIOLOGY ASSOCIATES P O BOX 777 SOUTH BOSTON,VA 24592	NONE	N/A	MEDICAL ASSISTANCE FOR THE	630
HALIFAX HEART CENTER POST OFFICE BOX 1115 SOUTH BOSTON,VA 24592	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,883
PHYSICIANS TREATMENT CENTER 2832 CANDLERS MOUNTAIN ROAD LYNCHBURG,VA 24502	NONE	PUBLIC CHARITY	GENERAL SUPPORT	62
RADIOLOGY ASSOCIATES OF LYNCHBURG 113 NATIONWIDE DRIVE LYNCHBURG,VA 24502	NONE	N/A	MEDICAL ASSISTANCE FOR THE	394
ORTHOPAEDIC CENTER OF CENTRAL POST OFFICE BOX 63216 CHARLOTTE,NC 28263	NONE	N/A	MEDICAL ASSISTANCE FOR THE	142
UVA PHYSICIANS GROUP POST OFFICE BOX 9007 CHARLOTTESVILLE,VA 22906	NONE	N/A	MEDICAL ASSISTANCE FOR THE	3,465
VCU HEALTH SYSTEM POST OFFICE BOX 758721 BALTIMORE,MD 21275	NONE	N/A	MEDICAL ASSISTANCE FOR THE	4,635
PULMONARY ASSOCIATES OF SOUTHSIDE 2210 WILBORN AVENUE SOUTH BOSTON,VA 24592	NONE	N/A	MEDICAL ASSISTANCE FOR THE	435
FULLER ROBERTS CLINIC INC POST OFFICE BOX 10 SOUTH BOSTON,VA 24592	NONE	N/A	MEDICAL ASSISTANCE FOR THE	1,925
CENTRA HEALTH PROFESSIONAL SERVICES PO BOX 5470 BELFAST,ME 04915	NONE	PUBLICH CHARITY	SUPPORT	384
BROOKNEAL FAMILY MEDICAL CENTER PO BOX 5470 BELFAST,ME 04915	NONE	PUBLIC CHARITY	SUPPORT	67
DERMATOLOGY CONSULTANTS PO BOX 239 LYNCHBURG,VA 24505	NONE	PUBLIC CHARITY	SUPPORT	62
PATHOLOGY CONSULTANTS 1914 THOMSON DRIVE LYNCHBURG,VA 24501	NONE	PUBLIC CHARITY	SUPPORT	108



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
HEMATOLOGY ONCOLOGY PRACTICE 2232 WILBURN AVE SUITE D SOUTH BOSTON,VA 24592	NONE	PUBLIC CHARITY	SUPPORT	2,070
LYNCHBURG SURGICAL ASSOC 1900 TATE SPRINGS ROAD NO 3 LYNCHBURG,VA 24501	NONE	PUBLIC CHARITY	SUPPORT	83
RONALD G HILL MD 1900 TATE SPRINGS ROAD NO 3 LYNCHBURG,VA 24501	NONE	N/A	MEDICAL SUPPORT FOR THE	1,641
VIRTUAL RADIOLOGIC PROFESSIONALS PO BOX 4246 CAROL STREAM,IL 24501	NONE	N/A	SUPPORT	344
LYNCHBURG GENERAL HOSPITAL PO BOX 2496 LYNCHBURG,VA 24505	NONE	N/A	SUPPORT	243
CH CARDIOVASCULAR SERVICES 2410 ATHERHOLT ROAD LYNCHBURG,VA 24501	NONE	N/A	SUPPORT	46
LINECARE PO BOX 687 SORSET,VA 24551	NONE	N/A	SUPPORT	38
DANVILLE ANETHESIOLOGIST PO BOX 8447 ELKRIDGE,MD 21075	NONE	N/A	SUPPORT	431
MICHAEL L BOND DDS PO BOX 558 GRENTA,VA 24557	NONE	N/A	SUPPORT	1,239
ADVANCED FOOT CENTER 2815 LINKHOME DRIVE LYNCHBURG,VA 24503	NONE	N/A	SUPPORT	199
BLUE RIDGE EAR NOSE AND THROAT AND PLASTIC SURGERY 2321 ATHERHOLT ROAD LYNCHBURG,VA 24501	NONE	N/A	SUPPORT	82
CENTRAL VIRGINIA HEALTH SERVICES PO BOX 220 SOUTH BOSTON,VA 24592	NONE	N/A	SUPPORT	347
DANVILLE ENT ASSOCIATES 159 EXECUTIVE DRIVE SUITE C DANVILLE,VA 24541	NONE	N/A	SUPPORT	134
VALLEY PODIATRY PC 1422 GRADIN ROAD SW ROANOKE,VA 24015	NONE	N/A	SUPPORT	120
CENTRA PO BOX 79940 BALTIMORE,MD 21279	NONE	N/A	SUPPORT	18,961

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
DR OWEN AND CLAYCOMB DDS PO BOX 425 SOUTH BOSTON,VA 24592	NONE	N/A	SUPPORT	213
HALIFAX EMERGENCY PHYSICIANS PO BOX 777 SOUTH BOSTON,VA 24595	NONE	N/A	SUPPORT	985
UNC HOSPITALS PO BOX 71080 CHARLOTTE,NC 28272	NONE	EXEMPT	SUPPORT	99
DANVILLE REGIONAL MEDICAL CENTER 142 SOUTH MAIN STREET DANVILLE,VA 24541	NONE	EXEMPT	SUPPORT	3,197
LYNCHBURG HEMATOLOGY ONCOLOGY 1701 THOMSON DRIVE SUITE 200 LYNCHBURG,VA 24501	NONE	N/A	SUPPORT	551
PRIVATE DIAGNOSTIC CLINIC PPLC PO BOX 63048 CHARLOTTE,NC 28263	NONE	N/A	SUPPORT	176
HALIFAX PRIMARY CARE PO BOX 860 SOUTH BOSTON,VA 24592	NONE	N/A	SUPPORT	70
HALIFAX REGIONAL HOSPITAL 2204 WILBORN AVENUE SOUTH BOSTON,VA 24592	NONE	EXEMPT	MEDICAL ASSISTANCE FOR THE	19,044
<b>Total . . . . .</b>  <b>3a</b>				68,154

# TY 2012 Investments Corporate Bonds Schedule

**Name:** VACLARK MEMORIAL FOUNDATION TUW

**EIN:** 54-6035933

Name of Bond	End of Year Book Value	End of Year Fair Market Value
256210105 DODGE & COX INCOME F		
261980494 DREYFUS EMG MKT DEBT		
51855Q655 LAUDUS MONDRIAN INTL		
693390700 PIMCO TOTAL RET FD-I		
693390882 PIMCO FOREIGN BD FD		
76628T645 RIDGEWORTH SEIX HY B		
77957P105 T ROWE PRICE SHORT T		

TY 2012 Investments Corporate  
Stock Schedule

**Name:** VACLARK MEMORIAL FOUNDATION TUW  
**EIN:** 54-6035933

Name of Stock	End of Year Book Value	End of Year Fair Market Value
04315J209 ARTIO TOTL RTN #1524		
256210105 DODGE & COX INC FD		
261980494 DREYFUS EMERG #6083		
4812C0803 JPMORGAN HI YL #3580		
693390700 PIMCO TOTAL RTN #35		
922031869 VANGUARD SEC FD #119		
94985D582 WELLS FARGO FD #4705		
693391559 PIMCO EMRG MKTS #137		
693390882 PIMCO FOREIGN #103		
34984T881 GOLDEN LRG CAP FD		
38142Y401 GOLDMAN SACHS #1132		
38142Y773 GOLDMAN SACHS #1216		
339128100 JP MORGAN MID CAP VA	21,277	25,331
487300808 KEELEY SMALL CAP VAL	25,213	29,204
784924425 SSGA EMERG MKT #1510		
87234N849 TCW SMALL CAP GROWTH	15,604	14,497
949915565 WELLS FARGO FD #3124		
94984B181 WELLS FARGO FD #517		
04315J837 ARTIO INTL FD #1529		
256206103 DODGE & COX INT'L ST	42,610	51,858
922042858 VANGUARD MSCI EMERGI	34,537	35,001
44980Q518 ING INTL RE FD #2664		
722005667 PIMCO COMMOD FD #45		
922908553 VANGUARD REIT VIPER	32,400	40,533
04314H204 ARTISAN INTERNATIONAL	43,161	51,634
22544R305 CREDIT SUISSE COMM R	62,055	56,522
25264S833 DIAMOND HILL LONG-SH	26,496	28,485
411511504 HARBOR CAPITAL APRCT	60,980	68,340
448108100 HUSSMAN STRATEGIC GR	26,596	22,821
464287200 ISHARES CORE S & P 5	34,196	39,507

Name of Stock	End of Year Book Value	End of Year Fair Market Value
487300808 KEELEY SMALL CAP VAL		
552983694 MFS VALUE FUND-CLASS	48,301	52,108
56063J302 MAINSTAY EP US EQUIT		
589509108 MERGER FD SH BEN INT	16,671	16,566
683974505 OPPENHEIMER DEVELOPI	33,687	35,020
78463X863 SPDR DJ WILSHIRE INT	35,387	39,572
04314H600 ARTISAN MID CAP FUND	30,836	30,347
367829884 GATEWAY FUND - Y #19	28,474	28,163
464287648 ISHARES RUSSELL 2000	13,655	14,487

**TY 2012 Investments - Other Schedule****Name:** VACLARK MEMORIAL FOUNDATION TUW**EIN:** 54-6035933

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
256210105 DODGE & COX INCOME F	AT COST	50,136	57,010
261980494 DREYFUS EMG MKT DEBT	AT COST	53,843	57,152
262028855 DRIEHAUS ACTIVE INCO	AT COST	16,619	17,034
51855Q655 LAUDUS MONDRIAN INTL	AT COST	27,444	25,916
693390700 PIMCO TOTAL RET FD-I	AT COST	173,136	178,014
693390882 PIMCO FOREIGN BD FD	AT COST	24,443	26,026
76628T645 RIDGEWORTH SEIX HY B	AT COST	53,144	57,298
77957P105 T ROWE PRICE SHORT T	AT COST	9,446	9,465

## TY 2012 Legal Fees Schedule

**Name:** VACLARK MEMORIAL FOUNDATION TUW

**EIN:** 54-6035933

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - PRINCIPAL (ALLOCA	5,794			5,794

**TY 2012 Other Decreases Schedule****Name:** VACLARK MEMORIAL FOUNDATION TUW**EIN:** 54-6035933

Description	Amount
MUTUAL FUND POSTING DATE AFTER TYE	3,692
ROC BASIS ADJUSTMENT	516



## TY 2012 Other Expenses Schedule

**Name:** VACLARK MEMORIAL FOUNDATION TUW

**EIN:** 54-6035933

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CLERK OF COURT FEE	1,012	506		506

## TY 2012 Other Income Schedule

**Name:** VACLARK MEMORIAL FOUNDATION TUW

**EIN:** 54-6035933

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RETURNED FUNDS	650	0	

## TY 2012 Other Increases Schedule

**Name:** VACLARK MEMORIAL FOUNDATION TUW

**EIN:** 54-6035933

Description	Amount
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	1,704
ROUNDING	4

**TY 2012 Taxes Schedule****Name:** VACLARK MEMORIAL FOUNDATION TUW**EIN:** 54-6035933

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	355	0		0
FEDERAL ESTIMATES - PRINCIPAL	1,820	0		0
FOREIGN TAXES ON QUALIFIED FOR	208	208		0
FOREIGN TAXES ON NONQUALIFIED	88	88		0