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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

, and ending

Name of foundation PERRY FOUNDATION INCORPORATED		A Employer identification number 54-6036446
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 8260	Room/suite	B Telephone number 434-977-5679
City or town, state, and ZIP code CHARLOTTESVILLE, VA 22906		C If exemption application is pending, check here <input type="checkbox"/>
G 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		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 24,480,267. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		514,333.	514,333.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		670,758.			
b Gross sales price for all assets on line 6a 5,902,713.					
7 Capital gain net income (from Part IV, line 2)			670,758.		
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)		70.	70.		
11 Other income		1,185,161.	1,185,161.		STATEMENT 2
12 Total Add lines 1 through 11		0.	0.		0.
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		4,350.	0.		4,350.
c Other professional fees STMT 4		104,556.	104,556.		0.
17 Interest					
18 Taxes STMT 5		15,647.	6,622.		25.
19 Depreciation and depletion					
20 Occupancy		1,579.	0.		1,579.
21 Travel, conferences, and meetings		1,607.	0.		1,607.
22 Printing and publications					
23 Other expenses STMT 6		18,037.	151.		17,886.
24 Total operating and administrative expenses. Add lines 13 through 23		145,776.	111,329.		25,447.
25 Contributions, gifts, grants paid		1,147,325.			1,147,325.
26 Total expenses and disbursements. Add lines 24 and 25		1,293,101.	111,329.		1,172,772.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-107,940.			
b Net investment income (if negative, enter -0-)			1,073,832.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		500.	14,463.	14,463.
	2	Savings and temporary cash investments		1,154,658.	207,719.	207,719.
	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		105,589.		
	b	Investments - corporate stock STMT 7	14,698,177.	16,003,914.	22,260,680.	
	c	Investments - corporate bonds STMT 8	2,286,353.	1,911,241.	1,997,405.	
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		18,245,277.	18,137,337.	24,480,267.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	10,517,745.	10,517,745.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	7,727,532.	7,619,592.		
	30	Total net assets or fund balances	18,245,277.	18,137,337.		
31	Total liabilities and net assets/fund balances	18,245,277.	18,137,337.			

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	18,245,277.
2	Enter amount from Part I, line 27a	2	-107,940.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	18,137,337.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,137,337.

Form 990-PF (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P		
b RETURN OF PRINCIPAL	P		
c INCOME FROM PASSTHROUGH ENTITY	P		
d CAPITAL GAINS DIVIDENDS			
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 5,893,973.		5,230,149.	663,824.
b 1,806.		1,806.	0.
c 35.			35.
d 6,899.			6,899.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			663,824.
b			0.
c			35.
d			6,899.
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	670,758.
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	1,145,406.	22,763,958.	.050317
2010	1,087,837.	21,229,968.	.051241
2009	994,843.	19,722,933.	.050441
2008	1,209,587.	23,444,286.	.051594
2007	1,195,329.	25,803,398.	.046324

2 Total of line 1, column (d)	2	.249917
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	.049983
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	23,573,841.
5 Multiply line 4 by line 3	5	1,178,291.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,738.
7 Add lines 5 and 6	7	1,189,029.
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	1,172,772.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	21,477.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	21,477.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	21,477.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	7,114.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	20,000.
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	27,114.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	5,637.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 5,637. Refunded 5,637.			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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. \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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

N/A

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>N/A</u>	13	X	
14	The books are in care of ► <u>STEPHANIE LEECH</u> Telephone no. ► <u>434-296-2156</u> Located at ► <u>PO BOX 8260, CHARLOTTESVILLE, VA</u> ZIP+4 ► <u>22906</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 <u>N/A</u>			
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	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
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 ►	<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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

Form 990-PF (2012)

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

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

N/A

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
SEE STATEMENT 9		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**

Form 990-PF (2012)

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
DAVENPORT & COMPANY LLC - 901 EAST CARY STREET, 11TH FLOOR, RICHMOND, VA 23219	INVESTMENT MANAGEMENT	100,383.

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 HAS NO DIRECT CHARITABLE ACTIVITIES.	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.

1 THE FOUNDATION HAS NO PROGRAM RELATED INVESTMENTS.		0.
2		
3		
All other program-related investments. See instructions.		
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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	23,191,604.
b	Average of monthly cash balances	1b	741,229.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	23,932,833.
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	23,932,833.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	358,992.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,573,841.
6	Minimum investment return. Enter 5% of line 5	6	1,178,692.

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	1,178,692.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	21,477.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21,477.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,157,215.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,157,215.
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	1,157,215.

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	1,172,772.
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	1,172,772.
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	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,172,772.

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.

Form 990-PF (2012)

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				1,157,215.
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	50,347.			
c From 2009	15,966.			
d From 2010	36,581.			
e From 2011	21,418.			
f Total of lines 3a through e	124,312.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,172,772.				
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				1,157,215.
e Remaining amount distributed out of corpus	15,557.			
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	139,869.			
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	139,869.			
10 Analysis of line 9:				
a Excess from 2008	50,347.			
b Excess from 2009	15,966.			
c Excess from 2010	36,581.			
d Excess from 2011	21,418.			
e Excess from 2012	15,557.			

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

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

▶

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

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

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

- 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:

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				
AMERICAN FRONTIER CULTURE MUSEUM 1290 RICHMOND AVE STAUNTON, VA 24401	NONE	PUBLIC	PURPOSE OF DONEE	4,900.
BLUE RIDGE AREA FOOD BANK 500 HENRY STREET CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	PURPOSE OF DONEE	20,000.
BOYS & GIRLS CLUB 108 5TH ST SE CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	MATCHING GRANT	60,000.
CHARLOTTESVILLE ALBEMARLE RESCUE SQUAD 828 MCINTIRE ROAD CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	GRANT	5,000.
CHARLOTTESVILLE FREE CLINIC 1138 ROSE HILL DR CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	MATCHING GRANT	50,000.
Total	SEE CONTINUATION SHEET(S)			1,147,325.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHARLOTTESVILLE WALDORF FOUNDATION PO BOX 4474 CHARLOTTESVILLE, VA 22905	NONE	PUBLIC	MATCHING GRANT	50,000.
CHILDREN YOUTH & FAMILY SERVICES 1000 E HIGH ST CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	MATCHING GRANT	100,000.
CLAUDIUS CROZET PARK P.O. BOX 171 CROZET, VA 22932	NONE	PUBLIC	MATCHING GRANT	20,000.
FLUVANNA MEALS ON WHEELS 105 CROFTON PLAZA SUITE 8 PALMYRA, VA 22963	NONE	PUBLIC	PURPOSE OF DONEE	1,500.
FOOTHILLS CHILD ADVOCACY 1106 E. HIGH STREET #100 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	PURPOSE OF DONEE	17,050.
HABITAT FOR HUMANITY OF GREATER CHARLOTTESVILLE 919 W MAIN ST CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	MATCHING GRANT	37,500.
HOSPICE OF THE PIEDMONT 675 PETER JEFFERSON PARKWAY, ST 300 CHARLOTTESVILLE, VA 22911	NONE	PUBLIC	PURPOSE OF DONEE	5,000.
LEARNING ALLY (FKA RECORDING FOR THE BLIND & DYSLEXIC) 3500 REMSON COURT CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	MATCHING GRANT	75,000.
LEGAL AID JUSTICE CENTER 1000 PRESTON AVE CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	PURPOSE OF DONEE	22,000.
LEWIS & CLARK EXPLORATORY CENTER 1445 DARDEN TOWE PARK CHARLOTTESVILLE, VA 22911	NONE	PUBLIC	MATCHING GRANT	50,000.
Total from continuation sheets				1,007,425.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LIVE ARTS 123 WATER ST EAST CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	MATCHING GRANT	31,250.
LOAVES AND FISHES FOOD PANTRY P.O. BOX 8001 CHARLOTTESVILLE, VA 22906	NONE	PUBLIC	PURPOSE OF DONEE	8,200.
MEADOWS HOUSING CORPORATION 1215 E MARKET ST CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GRANT	37,500.
MEALS ON WHEELS 2270 IVY ROAD CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	PURPOSE OF DONEE	20,000.
MILLER CENTER OF PUBLIC AFFAIRS 2201 OLD IVY ROAD CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	PURPOSE OF DONEE	21,000.
MILLER SCHOOL 1000 SAMUEL MILLER LOOP CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	PURPOSE OF DONEE	45,000.
PIEDMONT CASA 409 EAST MAIN STREET CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	PURPOSE OF DONEE	50,000.
PIEDMONT FAMILY YMCA PARK EDGE 181 WHITEWOOD RD CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	GRANT	5,000.
PIEDMONT HOUSING ALLIANCE 111 MONTICELLO AVE, SUITE 104 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	PURPOSE OF DONEE	25,000.
PIEDMONT VIRGINIA COMMUNITY COLLEGE 501 COLLEGE DRIVE CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	MATCHING GRANT	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SALVATION ARMY 207 RIDGE STREET CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	PURPOSE OF DONEE	50,000.
SECOND STREET GALLERY 115 2ND STREET SE CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	PURPOSE OF DONEE	5,500.
THE COMMUNITY DENTAL CENTER 259 HYDRAULIC RIDGE RD #101 CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	PURPOSE OF DONEE	34,000.
THE SANTA FUND 2560-D IVY ROAD CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	PURPOSE OF DONEE	5,000.
THE SORENSEN INSTITUTE FOR POLITICAL LEADERSHIP PO BOX 400206 CHARLOTTESVILLE, VA 22904	NONE	PUBLIC	SCHOLARSHIPS	5,000.
THE WOMEN'S INITIATIVE 1007 EAST HIGH STREET CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GRANT	5,000.
THOMAS JEFFERSON FOUNDATION MONTICELLO PO BOX 316 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	MATCHING GRANT	30,000.
UNITED WAY-THOMAS JEFFERSON AREA 806 EAST HIGH STREET CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	PROGRAM SUPPORT	80,000.
UNIVERSITY OF VIRGINIA - SCHOOL OF NURSING P.O. BOX 800826 CHARLOTTESVILLE, VA 22908	NONE	PUBLIC	PURPOSE OF DONEE	50,000.
VIRGINIA FOUNDATION FOR THE HUMANITIES 145 EDNAM DRIVE CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	PURPOSE OF DONEE	20,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST PAID	-431.	0.	-431.
BANK OF AMERICA N.A.	73,211.	0.	73,211.
DAVENPORT	442,066.	6,899.	435,167.
INCOME FROM PASSTHROUGH ENTITY	6,386.	0.	6,386.
TOTAL TO FM 990-PF, PART I, LN 4	521,232.	6,899.	514,333.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PASSTHROUGH ENTITY	70.	70.	
TOTAL TO FORM 990-PF, PART I, LINE 11	70.	70.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF FORM 990-PF	4,350.	0.		4,350.
TO FORM 990-PF, PG 1, LN 16B	4,350.	0.		4,350.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	104,556.	104,556.		0.
TO FORM 990-PF, PG 1, LN 16C	104,556.	104,556.		0.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REGISTRATION AND FRANCHISE TAX	25.	0.		25.
2011 EXCISE TAX ESTIMATE	9,000.	0.		0.
FOREIGN TAXES	6,622.	6,622.		0.
TO FORM 990-PF, PG 1, LN 18	15,647.	6,622.		25.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,995.	0.		2,995.
MISCELLANEOUS	218.	0.		218.
OFFICE SUPPLIES & EXPENSES	2,031.	0.		2,031.
SECRETARIAL SERVICES	11,600.	0.		11,600.
TELEPHONE AND FAX EXPENSES	1,042.	0.		1,042.
PARTNERSHIP EXPENSES	151.	151.		0.
TO FORM 990-PF, PG 1, LN 23	18,037.	151.		17,886.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
PUBLICLY TRADED SECURITIES - ATTACHED STATEMENT	16,003,914.		22,260,680.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,003,914.		22,260,680.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED SECURITIES - ATTACHED STATEMENT	1,911,241.	1,997,405.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,911,241.	1,997,405.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GARY C. MCGEE 280 TERRELL ROAD WEST CHARLOTTESVILLE, VA 22901	PRES/TRUSTEE 5.00	0.	0.	0.
EDWARD D. TAYLOE, II 1401 BLUE RIDGE ROAD CHARLOTTESVILLE, VA 22903	TREAS/TRUSTEE 3.00	0.	0.	0.
SUSAN CABELL-MAINS 500 MARTHA JEFFERSON DRIVE CHARLOTTESVILLE, VA 22911	VICE PRES/TRUSTEE 3.00	0.	0.	0.
ROBERTA F. BROWNFIELD 1126 DRYDEN LANE CHARLOTTESVILLE, VA 22903	TRUSTEE 2.00	0.	0.	0.
SUZANNE S. BROOKS 1150 PEPSI PLACE, PO BOX 9035 CHARLOTTESVILLE, VA 22906	SECRETARY/TRUSTEE 2.00	0.	0.	0.
WADE TREMBLAY 1025 WERTLAND STREET CHARLOTTESVILLE, VA 22903	TRUSTEE 2.00	0.	0.	0.
PHILIP L. SPARKS 3600 LANGFORD DRIVE CHARLOTTESVILLE, VA 22903	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GARY C. MCGEE
PO BOX 8260
CHARLOTTESVILLE, VA 22906

TELEPHONE NUMBER

434-977-5679

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE BY LETTER. THE APPLICATION MUST INCLUDE A
DESCRIPTION OF THE ORGANIZATION AND STATE THE NATURE OF THE REQUEST.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE MADE ONLY TO PUBLIC CHARITIES; NO GRANTS ARE MADE TO INDIVIDUALS
OR OTHER PRIVATE FOUNDATIONS.

The Perry Foundation

Investments Detail

2012

Part II - Line 10 Attachment Statement

		Begin. Year	End of Year	
	Value/Qty	Book Value	Book Value	Mkt Value
<u>U.S. & State Government Obligations</u>	<u>Value/Qty</u>	<u>Book Value</u>	<u>Book Value</u>	<u>Mkt Value</u>
FHLMC POOL	99,690	105,589		
Total U.S. & State Government Obligations		<u>105,589</u>	<u>-</u>	<u>-</u>
<u>Corporate Stocks</u>	<u>Value/Qty</u>	<u>Book Value</u>	<u>Book Value</u>	<u>Mkt Value</u>
Ishares Barclays MBS Bond ETF	1,150		125,169	124,189
Ishares NASDAQ Biotechnology ETF	3,035		429,967	416,463
Amazon.com, Inc.	1,680		339,434	421,462
Carmax, Inc.	15,515	306,757	382,363	582,433
Disney Walt Company	6,795	230,603	230,603	338,323
General Motors Company	14,180		303,918	408,809
Lowes Companies, Inc.	10,595	352,616	183,632	376,334
McDonalds Corp.	4,675	182,471	325,384	412,382
News Corp Class A	13,580		262,583	346,426
Altria Group, Inc.	6,000	196,804	118,082	188,640
Anheuser Busch Inbev SA/NV	3,500	195,156	195,156	305,935
Dr Pepper Snapple Group Inc.	7,460		309,103	329,583
Nestle S A Spnsd Adr Repsting Reg Shs	4,170		233,316	271,759
Philip Morris Intl Inc.	2,400	219,724	117,177	200,736
Pepsico Inc.	4,825	273,626	273,626	330,175
Procter & Gamble Company	3,935		240,578	267,147
Smucker JM Company New	5,600		428,364	482,944
Wal-Mart Stores, Inc.	5,700	347,626	319,913	388,911
Walgreen Company	9,085		296,378	336,236
Chevron Corp	3,690	254,828	212,309	399,037
Exxon Mobil Corp	5,115	77,931	77,931	442,703
National Oilwell Varco Inc.	5,700		415,076	389,595
Occidental Petroleum Corp	4,515	172,758	287,553	345,894
Royal Dutch Shell PLC Sponsored ADR Repstg	2,885	199,903	199,903	204,518
Schlumberger Ltd	4,175	158,280	158,280	289,322

The Perry Foundation

Investments Detail

2012

Part II - Line 10 Attachment Statement

	Value/Qty	Begin. Year	End of Year	
		Book Value	Book Value	Mkt Value
Tortoise Energy Infrastructure Corp	6,390	195,587	195,587	242,182
Valero Energy Corp	10,160		300,714	346,659
AON PLC Ca A	5,880		302,165	326,987
Bank of America Corp	13,000	172,972	172,972	150,930
Berkshire Hathaway Inc DE Cl B New	5,265	244,562	209,855	472,271
Brookfield Asset Management Inc. Voting	5,265	365,015	482,032	640,276
Capital One Financial Corp	7,315	368,115	278,801	423,758
Goldman Sachs Group Inc	2,865		302,209	365,459
JP Morgan Chase & Company	7,100	341,815	295,595	312,181
Markel Corp	920	323,106	248,347	398,746
Price T Rowe Grp Inc.	4,625	181,612	181,612	301,167
Spdr Euro Stoxx 50 ETF	4,600		146,602	159,436
Wells Fargo & Co New	15,175	252,255	431,500	518,682
GlaxosmithKline PLC Sponsored ADR	5,615	213,817	213,817	244,084
Johnson & Johnson	7,610	291,801	452,148	533,461
Novo Nordisk AS ADR	2,190	142,895	142,895	357,430
Wellpoint Inc	5,565	337,506	337,506	339,020
Danaher Corp	6,750	175,103	175,103	377,325
Illinois Tool Works Inc	4,525	199,881	199,881	275,165
Stanley Black & Decker Inc	4,310	294,141	294,141	318,811
Union Pacific Corp	2,430	244,553	244,553	305,500
United Technologies Corp	3,280	136,150	136,150	268,993
Accenture PLC Ireland Class A New	5,525	213,277	213,277	367,413
Apple Inc	765	73,343	56,962	407,112
Automatic Data Processing Inc.	4,865	221,937	221,937	276,964
Check Point Software Technologies Ltd	5,250	187,754	187,754	250,110
Fiserv Inc	5,250	227,690	227,690	414,908
Google Inc Cl A	414	148,126	148,126	292,855
International Business Machines Corp	2,100	244,979	244,979	402,255
Microsoft Corp	9,875	247,351	247,351	263,758
Qualcomm Inc	4,930	289,090	207,778	304,968
Visa Inc Class A	2,465	187,987	187,987	373,645
Albemarle Corp	4,955	158,736	158,736	307,805
Du Pont E.I.De Nemours & Company	5,665	196,095	196,095	254,803
Praxair Inc	2,450	73,256	73,256	268,153
W P Carey Inc	4,545		195,320	237,022

The Perry Foundation

Investments Detail

2012

Part II - Line 10 Attachment Statement

	Value/Qty	Begin. Year Book Value	End of Year Book Value	Mkt Value
American Tower Corp New	4,825	214,459	149,997	372,828
Sun Communities Inc	4,505		203,066	179,704
Vodafone Group PLC New Sponsored ADR	8,795	265,019	188,377	221,546
Dominion Resources Inc VA New	5,100	200,485	200,485	264,180
Carmax Inc	795		24,763	29,844
Dollar Tree Inc	450	179,898	17,714	18,252
Hanesbrands Inc	365		10,100	13,074
Intl Game Technology	1,205		16,677	17,075
Lamar Advertising Company Class A	355		10,721	13,756
O'Reilly Automotive Inc Newq	240		21,942	21,461
Penn National Gaming Inc	675		28,831	33,149
Church & Dwight Company Inc	195		9,829	10,446
Smucker JM Company New	190		15,070	16,386
Walgreen Company	300		10,811	11,103
Consol Energy Inc	325		11,062	10,433
Aon PLC Cl A	395		18,991	21,966
Brookfield Asset Management Inc Voting	670		21,704	24,556
Capital One Financial Corp	360		19,465	20,855
Fidelity National Financial Inc New Class A	445		8,326	10,480
Markel Corp	70		31,165	30,339
Safety Insurance Group	300		12,252	13,851
Suntrust Banks Inc	605		14,115	17,152
Schein Henry Inc.	135		10,105	10,857
Colfax Corp	535		17,182	21,587
Delta Airlines Inc New	905		10,209	10,742
Pall Corp	300		10,847	10,546
Rockwell Collins Inc DE	300		16,821	17,451
Watsco Inc A	135		9,658	10,112
Check Point Software Technologies Ltd	190		12,114	9,052
Fiserv Inc	180		12,577	14,225
Intuit Inc	220		13,523	13,085
Albemarle Corp	325		19,800	20,189
American Tower Corp New	205		13,104	15,840
Sun Communities Inc	465		19,602	18,549
ITC Holdings Corp	205		15,683	15,767
Royal Bank CDA Montreal	0	100,020	-	-

The Perry Foundation

Investments Detail

2012

Part II - Line 10 Attachment Statement

	<u>Value/Qty</u>	<u>Begin. Year Book Value</u>	<u>End of Year Book Value</u>	<u>Mkt Value</u>
Intel Corporation	0	236,643		
EOG Res	0	73,852		
Millicom International Cellular	0	212,617		
Charles Schwab Corp New	0	243,422		
Laboratory Corp American Holdings	0	215,210		
TransOcean Ltd	0	318,186		
Boeing Co.	0	267,011		
NVR Inc.	0	248,148		
International Flavors	0	203,544		
Spectra Energy Corp	0	101,188		
Leggett & Platt	0	100,364		
Procter & Gamble	0	275,573		
Nestle	0	268,565		
Plum Creek Timber Co.	0	200,478		
Merck & Co	0	203,242		
Starwood Hotels	0	250,525		
Telefonica Sa	0	200,138		
Total Stocks		<u>14,698,177</u>	<u>16,003,914</u>	<u>22,260,680</u>

Corporate Bonds

AT&T Inc Sr Note	125,000	124,418	124,419	130,404
American Express Cr Corp	125,000	125,053	125,054	132,295
Applied Materials Inc. Sr Note	125,000	125,659	125,659	131,402
Bank of America Corp	120,000		117,376	120,933
Berkshire Hathaway	125,000	125,802		
Capital One Finl Corp Senior Note B/E	125,000		127,066	132,837
Caterpillar Financial Services Corp Medium Te	125,000	125,392	125,392	126,400
Commonwealth Edison Company 1st mtg bon	125,000	125,004	125,004	126,338
Dell Inc.	120,000	120,065		
Du Pont E I De Nemours & Company Note	125,000	125,156	125,156	125,494
General Elec Cap Corp Medium Term Note	125,000	128,234	128,234	142,067
Goldman Sachs Group Inc. Note	125,000	125,454	125,454	125,344
JPMorgan Chase & Company Note	125,000	121,512	121,512	129,751

The Perry Foundation

Investments Detail

2012

Part II - Line 10 Attachment Statement

	<u>Value/Qty</u>	<u>Begin. Year</u>	<u>End of Year</u>	
		<u>Book Value</u>	<u>Book Value</u>	<u>Mkt Value</u>
Merck & Company Inc New Note	120,000	118,260	118,260	125,180
National Rural Utility Coop	125,000	124,211		
Occidental Pete Corp Senior Note	125,000	125,606	125,606	131,478
Suntrust Banks Inc Senior Note	110,000	110,144	110,144	117,788
Suntrust Banks 5.25%	250,000	249,475		
Verizon Communications Inc. Note	125,000	126,489	126,489	136,992
Wal-Mart Stores Inc. Note	60,000	60,419	60,419	62,702
Total Corporate Bonds		<u>2,286,353</u>	<u>1,911,241</u>	<u>1,997,405</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. PERRY FOUNDATION INCORPORATED	Employer identification number (EIN) or 54-6036446
	Number, street, and room or suite no. If a P.O. box, see instructions. PO BOX 8260	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHARLOTTESVILLE, VA 22906	

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

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

STEPHANIE LEECH

- The books are in the care of ► **PO BOX 8260 - CHARLOTTESVILLE, VA 22906**

Telephone No. ► **434-296-2156**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 27,114.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 7,114.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 20,000.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)