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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 E STUART JAMES GRANT CHARITABLE TRUST		A Employer identification number 54-6315085	
Number and street (or P O box number if mail is not delivered to street address) C/O AMERICAN NATL BK PO BOX 191		B Telephone number (see instructions) (434) 792-5111	
City or town, state, and ZIP code DANVILLE, VA 245430191		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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 41,808,669		J Accounting method <input checked="" 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	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	624	624		
	4 Dividends and interest from securities.	1,012,660	1,012,660		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	6,848,380			
	b Gross sales price for all assets on line 6a <u>32,961,304</u>				
	7 Capital gain net income (from Part IV, line 2)		6,848,380		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	7,861,664	7,861,664		
	13 Compensation of officers, directors, trustees, etc	348,252	348,252		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,300	0		2,300
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	250,408	16,808		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,551	3,776		3,775
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	608,511	368,836		6,075
	25 Contributions, gifts, grants paid	2,142,500			2,142,500
	26 Total expenses and disbursements. Add lines 24 and 25	2,751,011	368,836		2,148,575
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,110,653			
	b Net investment income (if negative, enter -0-)		7,492,828		
	c Adjusted net income (if negative, enter -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		54,924	54,924
	2	Savings and temporary cash investments	1,031,932	684,708	684,708
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	2,379,500	2,319,915	5,603,931
	b	Investments—corporate stock (attach schedule)	16,694,717	22,946,515	22,373,034
	c	Investments—corporate bonds (attach schedule).	13,403,695	12,614,435	13,092,072
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	33,509,844	38,620,497	41,808,669
	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	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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	33,509,844	38,620,497	
	30	Total net assets or fund balances (see page 17 of the instructions)	33,509,844	38,620,497	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	33,509,844	38,620,497	

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	33,509,844
2	Enter amount from Part I, line 27a	2	5,110,653
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	38,620,497
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	38,620,497

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	6,848,380
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	2,006,066	41,864,741	0 047918
2010	2,006,000	39,426,883	0 050879
2009	1,997,368	35,966,742	0 055534
2008	2,128,332	42,029,057	0 050640
2007	2,293,723	45,906,110	0 049966

2	Total of line 1, column (d).	2	0 254937
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	0 050987
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	41,934,410
5	Multiply line 4 by line 3.	5	2,138,110
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	74,928
7	Add lines 5 and 6.	7	2,213,038
8	Enter qualifying distributions from Part XII, line 4.	8	2,148,575

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

Part 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	149,857
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	149,857
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	149,857
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	246,460	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	246,460
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	96,603
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 96,603	Refunded <input type="checkbox"/>	11	0

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 <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
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? If "Yes," attach the statement required by General Instruction T.	5		No
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) <input type="checkbox"/> 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 ▶N/A				
14	The books are in care of ▶AMERICAN NATIONAL BANK TRUST CO Telephone no ▶(434) 792-5111 Located at ▶628 MAIN STREET DANVILLE VA ZIP +4 ▶24543			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> 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? <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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	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 any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input 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
AMERICAN NATIONAL BANK TRUST CO	TRUSTEE	348,252	0	0
PO BOX 191	40 00			
DANVILLE,VA 245430191				
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 N/A	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	41,571,614
b	Average of monthly cash balances.	1b	1,001,391
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	42,573,005
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	42,573,005
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	638,595
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	41,934,410
6	Minimum investment return. Enter 5% of line 5.	6	2,096,721

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	2,096,721
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	149,857
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	149,857
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,946,864
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,946,864
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	1,946,864

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	2,148,575
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	2,148,575
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,148,575
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,946,864
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	65,668			
b From 2008.	47,325			
c From 2009.	216,165			
d From 2010.	61,889			
e From 2011.				
f Total of lines 3a through e.	391,047			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,148,575				
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.				1,946,864
e Remaining amount distributed out of corpus	201,711			
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	592,758			
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.				0
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). . . .	65,668			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	527,090			
10 Analysis of line 9				
a Excess from 2008. . . .	47,325			
b Excess from 2009. . . .	216,165			
c Excess from 2010. . . .	61,889			
d Excess from 2011. . . .				
e Excess from 2012. . . .	201,711			

Part XIVPrivate 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 XVSupplementary 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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

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 <i>Paid during the year</i> See Additional Data Table				
Total				2,142,500
b <i>Approved for future payment</i> See Additional Data Table				
Total				300,000

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	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	624	
4 Dividends and interest from securities.			14	1,012,660	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	6,848,380	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). . .		0		7,861,664	0
13 Total. Add line 12, columns (b), (d), and (e).			13	7,861,664	7,861,664

[illegible]

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?

[illegible]

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Paid Preparer Use Only	Print/Type preparer's name KATHERINE D MCDANIEL CPA	Preparer's Signature KATHERINE D MCDANIEL CPA	Date 2013-04-17	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00234160
	Firm's name <input type="checkbox"/>	HARRIS HARVEY NEAL & COLLPCPA'S PO BOX 3424		Firm's EIN <input type="checkbox"/> 54-0643136	
	Firm's address <input type="checkbox"/>	DANVILLE, VA 245433424		Phone no (434) 792-3220	

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)
APACHE CORP		2011-09-22	2012-05-23
C&J ENERGY SERVICES INC		2011-12-20	2012-05-23
FEDERAL HOME LOAN BANK		2011-08-25	2012-01-25
FED HOME LOAN MTG STEP UP 3%		2011-07-13	2012-01-27
ALLSCRIPTS HEALTHCARE SOLUTIONS INC		2010-11-29	2012-05-23
AMERICA MOVIL SAV		2007-03-15	2012-05-23
AMERICAN BEACON LARGE CAP VALUE INST		2010-03-02	2012-05-17
AMERICAN BEACON LARGE CAP VALUE INST		2008-07-10	2012-05-17
APPLE INC		2006-04-21	2012-05-23
AUTODESK INC		2005-10-28	2012-05-23
BERKSHIRE HATHAWAY INC		2009-05-07	2012-05-23
BLACKROCK INC		2008-04-11	2012-05-23
BORG WARNER INC		2008-11-07	2012-05-23
CABELAS		2007-10-03	2012-05-23
CELGENE CORPORATION		2009-05-15	2012-05-23
COSTCO WHOLESALE CORP		2009-02-27	2012-05-23
FEDERAL FARM CREDIT BANK 2 8%		2011-02-10	2012-02-16
FEDERAL FARM CREDIT BANK 3%		2011-03-24	2012-03-30
FEDERAL FARM CREDIT BANK 2 8%		2011-03-24	2012-03-30
FLUOR CORP		2007-06-06	2012-05-23
GENERAL ELEC CAP STEP		2009-10-06	2012-02-13
GENERAL ELECTRIC CAP CORP		2008-05-14	2012-05-15
GILEAD SCIENCES INC		2010-06-04	2012-05-23
ILLUMINA INC		2010-05-13	2012-05-23
INTUITIVE SURGICAL INC		2009-03-04	2012-05-23
SMALL CAP BLENEDED SYTLE EQUITY FUND		2005-05-23	2012-05-16
SMALL CAP BLENEDED SYTLE EQUITY FUND		2005-01-31	2012-05-16
SMALL CAP BLENEDED SYTLE EQUITY FUND		2003-05-22	2012-05-16
ETF ISHARES INTERM GOVT BOND		2009-11-23	2012-05-16
ETF ISHARES INTERM GOVT BOND		2007-02-15	2012-05-16

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)
LABORATORY CORP OF AMERICA HLDGS		2005-10-28	2012-05-23
MATTHEWS ASIAN PACIFIC TIGER FUND		2010-03-02	2012-05-17
MATTHEWS ASIAN PACIFIC TIGER FUND		2006-03-29	2012-05-17
MONSANTO COMPANY		2005-10-28	2012-05-23
NATIONAL FUEL GAS CO NJ		2010-07-21	2012-05-23
NATIONAL OILWELL VARCO INC		2006-02-27	2005-05-23
NUCOR		2006-06-20	2012-05-23
POTASH CORP OF SASKATCHEWAN		2010-06-21	2012-05-23
PRECISION CASTPARTS CORP		2006-05-31	2012-05-23
T ROWE PRICE INC		2007-03-08	2012-05-23
RANGE RESOURCES CORP		2010-04-15	2012-05-23
SUNCOR ENERGY INC		2006-02-27	2012-05-23
TARGET CORP		2011-03-30	2012-05-23
TEVA PHARMACEUTICAL IND		2005-10-28	2012-05-23
THORNBURG INTL VALUE		2010-03-02	2012-05-17
THORNBURG INTL VALUE		2008-07-10	2012-05-17
TRACTOR SUPPLY CO		2005-12-19	2012-05-23
UNITED TECHNOLOGIES CORP		2006-02-27	2012-05-23
UNIVERSAL CORP		2011-02-10	2012-05-23
ALLSCRIPTS HEALTHCARE SOLUTIONS INC		2012-05-31	2012-11-27
ANCESTRY COM INC		2012-10-10	2012-12-31
ALLSCRIPTS HEALTHCARE SOLUTIONS INC		2010-11-29	2012-11-27
AMERICA MOVIL SAV		2007-03-15	2012-10-10
APPLE INC		2006-04-21	2012-05-31
APPLE INC		2006-04-21	2012-11-27
AUTODESK INC		2005-10-28	2012-11-27
CABELAS		2007-10-03	2012-11-27
INTUITIVE SURGICAL INC		2009-03-04	2012-05-31
LABORATORY CORP OF AMERICA HLDGS		2005-10-28	2012-11-27
NATIONAL FUEL GAS CO NJ		2006-02-27	2012-05-31

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)
NATIONAL FUEL GAS CO NJ		2006-02-27	2012-10-10
RANGE RESOURCES CORP		2010-04-15	2012-11-27
SUNCOR ENERGY INC		2006-02-27	2012-05-31
TEVA PHARMACEUTICAL IND		2005-10-28	2012-06-27
TRACTOR SUPPLY CO		2005-12-19	2012-05-31
TRACTOR SUPPLY CO		2005-12-19	2012-11-27
AT&T INC		2012-05-24	2012-10-11
AT&T INC		2012-05-24	2012-11-26
AVX CORPORATION		2012-09-26	2012-11-26
AVX CORPORATION		2012-09-26	2012-11-26
AVX CORPORATION		2012-09-26	2012-11-26
ABBOTT LABORATORIES		2012-05-24	2012-11-26
THE ALLSTATE CORP		2012-05-24	2012-10-11
THE ALLSTATE CORP		2012-05-24	2012-11-26
APPLIED MATERIALS INC		2012-05-24	2012-11-26
BB&T CORP		2012-05-24	2012-11-26
BRISTOL-MYERS SQUIBB		2012-05-24	2012-11-26
CAMPBELL SOUP COMPANY		2012-05-24	2012-11-26
CHEVRON CORPORATION		2012-05-24	2012-11-26
CISCO SYSTEMS INC		2012-05-24	2012-10-11
CISCO SYSTEMS INC		2012-05-24	2012-11-26
CISCO SYSTEMS INC		2012-05-24	2012-11-30
COCA COLA COM		2012-05-24	2012-10-26
COCA COLA COM		2012-05-24	2012-11-26
COLGATE PALMOLIVE CO		2012-05-24	2012-11-26
CONOCOPHILLIPS COM		2012-05-24	2012-11-26
DIAGEO PLC		2012-05-24	2012-11-26
DUKE ENERGY CORP		2012-05-24	2012-08-23
DUKE ENERGY CORP		2012-05-24	2012-11-26
EXXON MOBIL CORP		2012-05-24	2012-11-26

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)
GENERAL ELECTRIC CO		2012-05-24	2012-11-26
HONEYWELL INTL		2012-05-24	2012-11-26
INTEL CORP		2012-05-24	2012-11-26
JP MORGAN CHASE & CO		2012-05-24	2012-11-26
JOHNSON & JOHNSON COM		2012-05-24	2012-11-26
ELI LILLY & CO		2012-05-24	2012-11-26
LOEWS CORP		2012-05-24	2012-11-26
MCDONALDS CORP		2012-05-24	2012-11-26
MICROSOFT CORP		2012-05-24	2012-11-26
MOSAIC CO		2012-05-24	2012-11-26
NORTHERN TR CORP		2012-05-24	2012-11-26
PAYCHEX INC		2012-05-24	2012-11-26
PFIZER INC		2012-05-24	2012-11-26
PROCTER & GAMBLE CO		2012-05-24	2012-11-26
QUALCOMM INC		2012-05-24	2012-11-26
RAYTHEOUN CO		2012-05-24	2012-11-26
ROYAL DUTCH SHELL PLC		2012-05-24	2012-11-26
SCANA CORP		2012-05-24	2012-11-26
SCHUMBERGER LTD		2012-05-24	2012-11-26
SYSCO CORP		2012-05-24	2012-11-26
US BANCORP		2012-05-24	2012-10-11
US BANCORP		2012-05-24	2012-11-26
VERIZON COMM INC		2012-05-24	2012-11-26
WALGREEN CO		2012-05-24	2012-11-26
ACCENTURE PLC		2012-05-24	2012-10-11
ACCENTURE PLC		2012-05-24	2012-11-26
BLACKROCK INC		2008-04-11	2012-11-26
NUCOR		2006-06-20	2012-11-26
TARGET CORP		2011-03-30	2012-11-26
UNITED TECHNOLOGIES CORP		2006-02-27	2012-11-26

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)
UNIVERSAL CORP		2011-02-10	2012-11-26
INVESCO INTL GROWTH		2012-05-29	2012-12-03
ALLIANCE SM MID CAP VALUE		2012-05-29	2012-12-03
DIAMOND HILL LONG/SHORT FUND		2012-05-29	2012-12-03
FORWARD TACTICAL GROWTH		2012-05-29	2012-12-03
GOLDMAN SCHS ABSOLUTE RETURN TRACKER		2012-05-29	2012-12-03
NATIXIX ASG GLOBAL ALTERNATIVES		2012-05-29	2012-12-03
TEMPLETON GLOBAL BOND FUND		2012-05-25	2012-06-14
TEMPLETON GLOBAL BOND FUND		2012-05-25	2012-12-03
VANGUARD INTL VALUE PORT		2012-05-29	2012-08-17
VANGUARD INTL VALUE PORT		2012-05-29	2012-11-13
VANGUARD INTL VALUE PORT		2012-05-29	2012-12-03
VANGUARD INTL VALUE PORT		2012-05-29	2012-12-12
VANGUARD INTL VALUE PORT		2012-05-29	2012-12-12
VANGUARD INTL VALUE PORT		2012-05-29	2012-12-03
OCCIDENTAL PETROLEIM 1 75%		2012-01-04	2012-05-24
ASTRAZENECA PLC 5 4%		2009-05-13	2012-09-15
BB&T CORP SUBORDINATE NOTE 4 75%		2008-02-26	2012-05-24
BANK OF AMERICA INTERNOTE 4 5%		2010-03-08	2012-05-24
BERKSHIRE HATHAWAY 4 625%		2007-08-14	2012-05-24
CARGILL INC 5 6%		2008-03-28	2012-09-15
CATERPILLAR FINL SVCS 3 85%		2008-12-01	2012-05-25
CISCO SYSTEMS INC 3 15%		2011-03-21	2012-05-24
COLGATE PALMOLIVE CO 2 625%		2011-05-03	2012-07-24
CONOCO PHILLIPS 4 4%		2008-07-01	2012-06-15
JOHN DEERE 3 25%		2011-04-08	2012-05-24
DUKE ENERGY OHIO 2 1%		2011-03-22	2012-05-24
FEDERAL FARM CREDIT BANK 2 15%		2011-05-09	2012-11-16
FEDERAL HOME LOAN BANK 2 15%		2011-01-31	2012-07-30
GENERAL DYNAMICS 2 25%		2011-07-19	2012-07-24

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)
GEN ELECTRI CAP CORP 5%		2008-03-04	2012-05-24
GLAZOSMITH KLINE 4 375%		2009-04-21	2012-08-03
GOLDMAN SACHS 3 25%		2010-09-17	2012-09-28
GOLDMAN SACHS 2 0%		2011-02-07	2012-05-24
J P MORGAN CHASE STEP UP 2%		2011-08-05	2012-08-10
JP MORGAN CHASE 2%		2011-06-10	2012-06-15
MCGRAW HILL COS INC 5 375%		2007-12-05	2012-11-15
NATIONAL RURAL UTILITY CO-OP 2 625%		2010-02-04	2012-06-15
NUCOR CORP 5%		2008-04-02	2012-12-01
NUCOR CORP 5%		2008-06-10	2012-05-24
ORACLE CORP 4 95%		2008-04-07	2012-06-15
PRAXAIR INC 1 75%		2010-04-01	2012-05-24
PRAXAIR INC 1 75%		2010-04-01	2012-08-03
PROTECTIVE LIFE 5%		2008-05-14	2012-05-24
ROYAL BANK OF CANADA 2 625%		2010-07-12	2012-05-24
SUNTRUST BANKS INC CORP 5 25%		2008-03-03	2012-11-05
TEVA PHARMACEUTICAL FINANCE 3%		2010-06-16	2012-05-24
WAL-MART STORES INC 2 8%		2011-04-19	2012-07-24
CAPITAL GAINS DIVIDENDS	P		

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)
467,090		500,344	-33,254
277,005		330,512	-53,507
125,000		125,000	0
250,000		249,375	625
295,356		481,367	-186,011
520,679		480,652	40,027
9,969		9,000	969
1,012,686		1,020,500	-7,814
1,415,555		172,679	1,242,876
556,703		751,284	-194,581
706,399		522,260	184,139
491,666		606,429	-114,763
487,166		137,891	349,275
939,378		469,021	470,357
589,802		346,724	243,078
749,613		397,621	351,992
1,000,000		1,000,000	0
50,000		50,000	0
200,000		200,000	0
498,683		494,652	4,031
250,000		250,000	0
100,000		100,000	0
401,638		282,583	119,055
345,198		345,774	-576
1,162,273		198,481	963,792
49,024		35,692	13,332
97,393		70,957	26,436
579,858		268,369	311,489
78,231		74,839	3,392
558,790		501,880	56,910

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)
728,399		415,755	312,644
2,231		2,000	231
620,081		605,000	15,081
741,389		321,827	419,562
277,089		315,109	-38,020
600,171		280,622	319,549
320,211		415,687	-95,476
396,793		340,271	56,522
814,832		278,555	536,277
473,077		348,031	125,046
494,721		363,941	130,780
175,357		247,378	-72,021
409,182		365,255	43,927
499,523		487,890	11,633
1,002		1,000	2
350,154		399,995	-49,841
841,002		231,344	609,658
536,928		440,108	96,820
434,736		395,535	39,201
23,865		21,259	2,606
80,000		72,128	7,872
37,484		54,577	-17,093
38,789		32,550	6,239
62,727		7,407	55,320
29,121		3,398	25,723
25,312		33,971	-8,659
10,138		3,872	6,266
15,745		2,682	13,063
28,992		16,872	12,120
32,019		15,159	16,860

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)
31,615		12,324	19,291
38,929		26,751	12,178
65,496		93,363	-27,867
94,300		90,072	4,228
14,670		4,366	10,304
17,904		5,357	12,547
585		540	45
5,429		5,398	31
397		391	6
794		782	12
794		782	12
5,513		5,378	135
41		33	8
6,432		5,310	1,122
5,216		5,351	-135
3,727		3,977	-250
7,868		8,026	-158
5,726		5,124	602
8,369		8,008	361
402		368	34
14,928		13,368	1,560
13,146		11,697	1,449
9,347		9,623	-276
4,502		4,546	-44
5,696		5,264	432
8,588		8,002	586
6,475		5,095	1,380
48		46	2
5,281		5,449	-168
8,639		8,107	532

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)
5,880		5,457	423
5,690		5,394	296
4,992		6,533	-1,541
6,072		5,190	882
8,708		7,986	722
9,326		8,099	1,227
5,606		5,389	217
5,074		5,409	-335
7,298		7,868	-570
6,030		5,573	457
5,828		5,314	514
5,685		5,413	272
5,746		5,234	512
5,748		5,205	543
5,662		5,256	406
5,884		5,248	636
3,396		3,245	151
5,206		5,335	-129
5,833		5,513	320
8,887		8,060	827
5,341		4,792	549
5,150		4,979	171
5,671		5,444	227
3,932		3,487	445
9,208		7,800	1,408
5,380		4,727	653
6,018		6,174	-156
6,239		6,925	-686
6,112		4,868	1,244
5,644		4,305	1,339

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)
7,269		6,035	1,234
270,000		241,291	28,709
65,000		60,252	4,748
65,000		62,202	2,798
25,000		24,818	182
60,000		58,614	1,386
70,000		66,708	3,292
150,000		148,445	1,555
110,000		100,746	9,254
30,000		27,438	2,562
40,000		36,208	3,792
300,000		259,823	40,177
37,500		31,699	5,801
31,500		26,391	5,109
120,000		108,560	11,440
177,604		177,053	551
200,000		215,382	-15,382
505,460		506,775	-1,315
50,217		50,000	217
525,815		479,455	46,360
200,000		206,744	-6,744
50,676		44,850	5,826
189,660		179,395	10,265
107,953		100,535	7,418
103,363		100,000	3,363
105,753		100,000	5,753
126,713		127,596	-883
500,000		500,000	0
250,000		255,125	-5,125
262,893		254,137	8,756

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)
357,653		324,350	33,303
53,266		51,178	2,088
200,000		200,000	0
298,997		305,000	-6,003
150,000		150,000	0
100,000		100,000	0
150,000		154,050	-4,050
100,398		102,336	-1,938
150,000		153,740	-3,740
260,337		250,625	9,712
103,551		102,377	1,174
301,449		300,759	690
200,742		200,506	236
123,569		115,300	8,269
338,663		327,379	11,284
500,000		516,875	-16,875
603,755		584,921	18,834
107,794		101,067	6,727
185,426			185,426

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	
			-33,254
			-53,507
			0
			625
			-186,011
			40,027
			969
			-7,814
			1,242,876
			-194,581
			184,139
			-114,763
			349,275
			470,357
			243,078
			351,992
			0
			0
			0
			4,031
			0
			0
			119,055
			-576
			963,792
			13,332
			26,436
			311,489
			3,392
			56,910

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	
			312,644
			231
			15,081
			419,562
			-38,020
			319,549
			-95,476
			56,522
			536,277
			125,046
			130,780
			-72,021
			43,927
			11,633
			2
			-49,841
			609,658
			96,820
			39,201
			2,606
			7,872
			-17,093
			6,239
			55,320
			25,723
			-8,659
			6,266
			13,063
			12,120
			16,860

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	
			19,291
			12,178
			-27,867
			4,228
			10,304
			12,547
			45
			31
			6
			12
			12
			135
			8
			1,122
			-135
			-250
			-158
			602
			361
			34
			1,560
			1,449
			-276
			-44
			432
			586
			1,380
			2
			-168
			532

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	
			423
			296
			-1,541
			882
			722
			1,227
			217
			-335
			-570
			457
			514
			272
			512
			543
			406
			636
			151
			-129
			320
			827
			549
			171
			227
			445
			1,408
			653
			-156
			-686
			1,244
			1,339


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	
			1,234
			28,709
			4,748
			2,798
			182
			1,386
			3,292
			1,555
			9,254
			2,562
			3,792
			40,177
			5,801
			5,109
			11,440
			551
			-15,382
			-1,315
			217
			46,360
			-6,744
			5,826
			10,265
			7,418
			3,363
			5,753
			-883
			0
			-5,125
			8,756

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			33,303
			2,088
			0
			-6,003
			0
			0
			-4,050
			-1,938
			-3,740
			9,712
			1,174
			690
			236
			8,269
			11,284
			-16,875
			18,834
			6,727
			185,426

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)				
a Paid during the year				
AVERETT UNIVERSITY 420 WEST MAIN STREET DANVILLE,VA 24541	N/A	EDUCATIONAL	\$700,000 NEW SPORTS COMPLEX, \$100,000 UNRESTRICTED SUPPORT	800,000
HARGRAVE MILITARY ACADEMY 200 MILITARY DRIVE CHATHAM,VA 24531	N/A	EDUCATIONAL	\$400,000 STUDENT CENTER, \$75,000 UNRESTRICTED SUPPORT	475,000
LIONS CLUB FOUNDATION 100 COOPER COURT DANVILLE,VA 24540	N/A	PUBLIC	\$150,000 YMCA PLEDGE, \$10,000 UNRESTRICTED	160,000
KIWANIS FOUNDATION 199 BRANDON COURT DANVILLE,VA 24541	N/A	PUBLIC	\$100,000 YMCA PLEDGE, \$10,000 UNRESTRICTED SUPPORT	110,000
UNIVERSITY OF VIRGINIA PO BOX 400226 CHARLOTTESVILLE,VA 22904	N/A	EDUCATIONAL	\$125,000 COLLEGE GUIDE PROGRAM, \$22,500 ENGAGING THE MIND/SORENSEN INSTITUTE, \$5,000 CIVIL RIGHTS PORTRAITS, \$45,000 UNDESIGNATED	197,500
THE HATCHER CENTER (THE ARC) 7180 HIGHWAY 29 BLAIRS,VA 24527	N/A	PUBLIC	\$35,000 NEW VAN, \$10,000 UNRESTRICTED SUPPORT	45,000
VIRGINIA MILITARY INSTITUTE 201 SMITH HALL LEXINGTON,VA 24450	N/A	EDUCATIONAL	\$175,000 SCHOLARSHIPS FOR LOCAL CADETS, \$30,000 UNRESTRICTED SUPPORT	205,000
DANVILLE AREA HUMANE SOCIETY 1000 SOUTH BOSTON ROAD DANVILLE,VA 24540	N/A	PUBLIC	\$50,000 NO-KILL CENTER, \$50,000 SPAY/NEUTER PROGRAM, \$10,000 UNRESTRICTED	110,000
RED HILL SHRINE 1250 RED HILL ROAD BROOKNEAL,VA 24528	N/A	PUBLIC	\$30,000 PROJECTS, \$10,000 UNRESTRICTED SUPPORT	40,000
Total  3a				2,142,500

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 <i>Approved for future payment</i>				
AVERETT UNIVERSITY420 WEST MAIN STREET DANVILLE,VA 24541	N/A	EDUCATIONAL	UNRESTRICTED SUPPORT	100,000
HARGRAVE MILITARY ACADEMY200 MILITARY DRIVE CHATHAM,VA 24531	N/A	EDUCATIONAL	UNRESTRICTED SUPPORT	75,000
LIONS CLUB FOUNDATION100 COOPER COURT DANVILLE,VA 24540	N/A	PUBLIC	UNRESTRICTED SUPPORT	10,000
KIWANIS FOUNDATION199 BRANDON COURT DANVILLE,VA 24541	N/A	PUBLIC	UNRESTRICTED SUPPORT	10,000
UNIVERSITY OF VIRGINIAPO BOX 400226 CHARLOTTESVILLE,VA 22904	N/A	EDUCATIONAL	UNRESTRICTED SUPPORT	45,000
THE HATCHER CENTER (THE ARC) 7180 HIGHWAY 29 BLAIRS,VA 24527	N/A	PUBLIC	UNRESTRICTED SUPPORT	10,000
VIRGINIA MILITARY INSTITUTE201 SMITH HALL LEXINGTON,VA 24540	N/A	EDUCATIONAL	UNRESTRICTED SUPPORT	30,000
DANVILLE AREA HUMANE SOCIETY 1000 SOUTH BOSTON ROAD DANVILLE,VA 24540	N/A	PUBLIC	UNRESTRICTED SUPPORT	10,000
RED HILL SHRINE1250 RED HILL ROAD BROOKNEAL,VA 24528	N/A	PUBLIC	UNRESTRICTED SUPPORT	10,000
Total			3b	300,000

TY 2012 Accounting Fees Schedule

Name: E STUART JAMES GRANT CHARITABLE TRUST

EIN: 54-6315085

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HARRIS, HARVEY, NEAL & CO , LLP FOR PREPARATION OF FORM 990-PF	2,300	0		2,300

**TY 2012 Investments Corporate
Bonds Schedule****Name:** E STUART JAMES GRANT CHARITABLE TRUST**EIN:** 54-6315085

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VARIOUS CORPORATE BONDS	7,529,125	7,797,593
MUTUAL FUNDS	5,085,310	5,294,479

**TY 2012 Investments Corporate
Stock Schedule****Name:** E STUART JAMES GRANT CHARITABLE TRUST**EIN:** 54-6315085

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS EQUITY SECURITIES	5,074,918	3,267,857
MUTUAL FUNDS	17,871,597	19,105,177
EXCHANGE TRADED FUNDS	0	0

TY 2012 Investments Government Obligations Schedule

Name: E STUART JAMES GRANT CHARITABLE TRUST

EIN: 54-6315085

US Government Securities - End of

Year Book Value:

2,141,515

US Government Securities - End of

Year Fair Market Value:

5,425,802

**State & Local Government
Securities - End of Year Book**

Value:

178,400

**State & Local Government
Securities - End of Year Fair**

Market Value:

178,129

TY 2012 Other Expenses Schedule

Name: E STUART JAMES GRANT CHARITABLE TRUST

EIN: 54-6315085

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMMISSIONER OF ACCOUNTS FEE	7,500	3,750		3,750
CLERK OF COURT FEE	51	26		25

TY 2012 Taxes Schedule**Name:** E STUART JAMES GRANT CHARITABLE TRUST**EIN:** 54-6315085

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	16,808	16,808		0
EXCISE TAX DEPOSITS ON 2011 INVESTMENT INCOME	233,600	0		0