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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
DULANEY FA AND JF CHAR

A Employer identification number
54-6487683

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 2907 - TRUST TAX DEPT

Room/suite

B Telephone number (see instructions)
(540) 665-4345

City or town, state, and ZIP code
WILSON, NC 278942907

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐

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

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 4,373,367

J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) _ *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	30,938	30,938		
	4	Dividends and interest from securities.	96,017	96,017		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	79,295			
	b	Gross sales price for all assets on line 6a 911,675				
	7	Capital gain net income (from Part IV, line 2) . . .		79,295		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	5	5		
	12	**Total.** Add lines 1 through 11	206,255	206,255		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	50,429	50,429		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule).				0
	b	Accounting fees (attach schedule).				
	c	Other professional fees (attach schedule)	98	98		0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	13,780	1,853		0
	19	Depreciation (attach schedule) and depletion . . .	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	169	169		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	64,476	52,549	0	0
	25	Contributions, gifts, grants paid	209,895			209,895
	26	**Total expenses and disbursements.** Add lines 24 and 25	274,371	52,549	0	209,895
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-68,116			
	b	**Net investment income** (if negative, enter -0-)		153,706		
	c	**Adjusted net income** (if negative, enter -0-) . . .			0	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	9,711	388	388
	2	Savings and temporary cash investments	182,197	177,809	177,809
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶		0	0
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 150,000 Less allowance for doubtful accounts ▶ 0	150,000	150,000	150,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)		632,429	671,131
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,345,771	2,658,524	3,374,039
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,687,679	3,619,150	4,373,367
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **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 ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	3,687,679	3,619,150	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	3,687,679	3,619,150	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,687,679	3,619,150	

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	3,687,679
2	Enter amount from Part I, line 27a	2	-68,116
3	Other increases not included in line 2 (itemize) ▶	3	6
4	Add lines 1, 2, and 3	4	3,619,569
5	Decreases not included in line 2 (itemize) ▶	5	419
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,619,150

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			(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	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	79,295
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	207,800	4,342,111	0 047857
2010	200,225	4,205,849	0 047606
2009	212,519	4,020,741	0 052856
2008	234,029	4,289,754	0 054555
2007	228,777	4,745,934	0 048205

2	**Total** of line 1, column (d).	2	0 251079
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 050216
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,266,757
5	Multiply line 4 by line 3.	5	214,259
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,537
7	Add lines 5 and 6.	7	215,796
8	Enter qualifying distributions from Part XII, line 4.	8	209,895

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 VI Excise 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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	3,074
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	3,074
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	3,074
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,212		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	7,212
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	4,138
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	1,538	**Refunded** ▶	11	2,600

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?	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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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) ▶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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶BRANCH BANKING AND TRUST Telephone no ▶(540) 665-4345

Located at ▶148 S QUEEN STREET MARTINSBURG WV ZIP+4 ▶25401

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 |

			Yes	No
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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ 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)? ☐ Yes ☑ 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) ☐ Yes ☑ 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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☑ 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		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? ☐ Yes ☑ 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
BRANCH BANKING AND TRUST COMPANY 148 S QUEEN STREET MARTINSBURG, WV 25401	TRUSTEE 10	50,429		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶	0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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

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	3,948,366
b	Average of monthly cash balances	1b	143,058
c	Fair market value of all other assets (see instructions)	1c	240,309
d	**Total** (add lines 1a, b, and c)	1d	4,331,733
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	4,331,733
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,976
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,266,757
6	**Minimum investment return.** Enter 5% of line 5	6	213,338

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	213,338
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 3,074		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,074
3	Distributable amount before adjustments Subtract line 2c from line 1	3	210,264
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	210,264
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	210,264

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	209,895
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	209,895
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	209,895

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					210,264
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				209,892	
b Total for prior years 2010 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	0				
b From 2008.	0				
c From 2009.	0				
d From 2010.	0				
e From 2011.	0				
f Total of lines 3a through e.		0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 209,895					
a Applied to 2011, but not more than line 2a				209,892	
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.					3
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					210,261
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2008. . . .	0				
b Excess from 2009. . . .	0				
c Excess from 2010. . . .	0				
d Excess from 2011. . . .	0				
e Excess from 2012. . . .	0				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the 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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				209,895
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CONGREGATIONAL COMMUNITY ACTION PROGRAM OF WINCHESTER PO BOX 2112 WINCHESTER,VA 22604	NONE	EXEMPT	CHARITABLE	41,979
BLUE RIDGE AREA FOOD BANK ATTN LAWRENCE ZIPPIN CEO P O BOX 937 VERONA,VA 24482	NONE	EXEMPT	CHARITABLE	41,979
1ST BAPTIST CHURCH OF WINCHESTER ATTN JOHN D BEAVERS TREASURER 205 WEST PICCADILLY ST WINCHESTER,VA 22601	NONE	EXEMPT	CHARITABLE	41,979
FREE MEDICAL CLINIC OF WINC ATTN VICKI MCCLELLAND EXEC DIR 301 N CAMERON ST - SUITE 100 WINCHESTER,VA 22601	NONE	EXEMPT	CHARITABLE	41,979
ADULT CARE CENTER OF THE NORTHERN SHENANDOAH VALLEY 115 WOLFE STREET WINCHESTER,VA 22601	NONE	EXEMPT	CHARITABLE	41,979
Total . . . . ▶ **3a**				209,895

Part XVI-A Analysis of Income-Producing Activities

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	30,938	
4 Dividends and interest from securities			14	96,017	
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	79,295	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a LITIGATION PROCEED			14	5	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				206,255	

13 Total. Add line 12, columns (b), (d), and (e) 13 206,255

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		No
	(2) Other assets	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
	(4) Reimbursement arrangements	**1b(4)**		No
	(5) Loans or loan guarantees	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-05-01 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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)
110 BRIGHAM EXPLORATION COMPANY COMMON		2011-09-13	2012-01-04
30 PHARMASSET, INC COMMON		2011-12-15	2012-02-09
120 ATLAS COPCO AB SPONS		2009-04-27	2012-02-22
30 BAIDU INC		2011-06-17	2012-02-22
120 CENOVUS ENERGY INC		2010-11-02	2012-02-22
120 FEI COMPANY COMMON		2010-11-02	2012-02-22
30 F5 NETWORKS INC COMMON		2011-06-17	2012-02-22
100 FOSSIL INC COM		2010-01-25	2012-02-22
6 GOOGLE INC CL A		2011-08-19	2012-02-22
16 GOOGLE INC CL A		2009-04-27	2012-02-22
40 IHS INC COMMON		2009-04-27	2012-02-22
80 INTERDIGITAL INC COMMON		2011-12-15	2012-02-22
330 KEPPEL CORP LTD SPONS ADR		2009-04-27	2012-02-22
100 MCKESSON HBOC INC		2009-04-27	2012-02-22
90 MERCK & CO INC		2011-12-15	2012-02-22
60 MERCK & CO INC		2009-07-13	2012-02-22
560 MONOTYPE IMAGING HOLDINGS INC COMMON		2009-04-27	2012-02-22
50 PALL CORPORATION COMMON		2009-04-27	2012-02-22
200 QUEST SOFTWARE INC		2010-04-08	2012-02-22
80 ST JUDE MEDICAL INC COMMON		2011-09-13	2012-02-22
120 SYNAPTICS INC		2011-06-17	2012-02-22
40 VMWARE INC CLASS A COMMON		2011-05-26	2012-02-22
60 WELLPOINT INC		2008-11-19	2012-02-22
80 COVIDIEN PLC		2010-11-02	2012-02-22
70 ALLIED WORLD ASSURANCE COMPANY HOLDINGS		2010-01-25	2012-02-22
300 TE CONNECTIVITY LTD			2012-02-22
150 SUCCESSFACTORS, INC COMMON		2011-08-19	2012-03-20
100 AT&T INC		2008-11-19	2012-04-11
100 AGILENT TECHNOLOGIES		2010-11-02	2012-04-11
70 AMPHENOL CORP CL A		2009-04-27	2012-04-11

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

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80 BAKER HUGHES INCORPORATED		2010-01-25	2012-04-11
900 BANCO SANTANDER CENT HISPANO SA ADR		2009-04-27	2012-04-11
40 BERKSHIRE HATHAWAY INC DEL CL B COMMON		2009-10-27	2012-04-11
380 CALGON CAROBN CORP COMMON			2012-04-11
100 CAVIUM INC COMMON		2011-09-13	2012-04-11
100 CENOVUS ENERGY INC		2010-11-02	2012-04-11
200 CHICO'S FAS INC COMMON		2011-05-26	2012-04-11
100 EBAY INC		2011-09-13	2012-04-11
70 FISERV		2009-10-27	2012-04-11
170 GENERAL ELECTRIC COMPANY		2010-11-02	2012-04-11
200 GRAFTECH INTERNATIONAL LTD		2012-02-22	2012-04-11
620 HARMONIC INC COM		2011-12-15	2012-04-11
110 LAYNE CHRISTENSEN COMPANY		2011-05-26	2012-04-11
80 MERCK & CO INC		2009-07-13	2012-04-11
240 MERIT MEDICAL SUSTEM INC COMMON		2011-12-15	2012-04-11
150 NASDAQ OMX GROUP COMMON		2009-10-27	2012-04-11
360 NATURAL RESOURCE PARTNERS LP		2012-02-22	2012-04-11
50 ROCK-TENN CO		2009-10-27	2012-04-11
200 ST JUDE MEDICAL INC COMMON		2010-04-08	2012-04-11
50 SCHLUMBERGER LTD		2008-11-19	2012-04-11
110 SUNCOR ENERGY, INC		2011-06-17	2012-04-11
120 SYNOPSYS INC		2010-04-08	2012-04-11
70 VERTEX PHARMACEUTICALS INC		2011-06-17	2012-04-11
70 VIACOM INC NEW CL B		2011-06-17	2012-04-11
120 VODAFONE GROUP PLC NEW SP ADR		2009-07-13	2012-04-11
110 VOLCANO CORP COMMON		2011-09-13	2012-04-11
70 AON PLC		2011-06-17	2012-04-11
40 ENSTAR GROUP LTD		2009-07-13	2012-04-11
90 TE CONNECTIVITY LTD		2010-04-08	2012-04-11
60 TYCO INTERNATIONAL LTD		2010-04-08	2012-04-11

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)
5 PHILLIPS 66 COMMON		2006-02-16	2012-05-15
802 KINDER MORGAN MANAGEMENT LLC		2012-04-11	2012-05-24
180 ABB LTD SPONSORED ADR		2008-11-19	2012-06-19
90 AT&T INC		2008-11-19	2012-06-19
70 ALLEGHENY TECHNOLOGIES INC		2011-09-13	2012-06-19
150 ALLSCRIPTS HEALTHCARE SOLUTIONS		2011-05-26	2012-06-19
60 AMGEN INCORPORATED		2011-06-17	2012-06-19
140 ARCELORMITTAL		2012-02-22	2012-06-19
100 ARCHER DANIELS MIDLAND COMPANY		2012-02-22	2012-06-19
300 ASAHI GLASS COMPANY LIMITED		2011-08-19	2012-06-19
80 ASTRAZENECA PLC SPONS ADR		2009-04-27	2012-06-19
350 AURICO GOLD, INC		2012-04-11	2012-06-19
110 AVERY DENNISON CORP COMMON		2008-11-19	2012-06-19
40 BERKSHIRE HATHAWAY INC DEL CL B COMMON			2012-06-19
90 CARNIVAL CORP PAIRED CTF 1 COM		2011-06-17	2012-06-19
180 CENOVUS ENERGY INC		2010-11-02	2012-06-19
300 CHICO'S FAS INC COMMON		2011-05-26	2012-06-19
300 CISCO SYSTEMS		2011-06-17	2012-06-19
130 COMCAST CORP NEW CL A		2011-06-17	2012-06-19
410 DENDREON CORP COMMON		2011-12-15	2012-06-19
390 E TRADE FINANCIAL CORP COMMON		2011-12-15	2012-06-19
100 EBAY INC		2011-05-26	2012-06-19
60 EXPRESS SCRIPTS HOLDING CO COMMON		2011-12-15	2012-06-19
60 FEI COMPANY COMMON		2010-11-02	2012-06-19
80 FAIR ISAAC & COMPANY INC COMMON		2011-06-17	2012-06-19
100 FORWARD AIR CORP		2011-06-17	2012-06-19
150 GENERAL ELECTRIC COMPANY		2010-11-02	2012-06-19
120 GREEN DOT CORP CLASS A COMMON		2011-09-13	2012-06-19
530 HECLA MINING		2011-12-15	2012-06-19
100 HONDA MTR LTD ADR 10 ORD		2009-04-27	2012-06-19

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)
110 ICICI BANK LIMITED SPONS ADR		2011-05-26	2012-06-19
30 INTERNATIONAL BUSINESS MACHINES CORP		2009-07-13	2012-06-19
110 INTERNATIONAL PAPER COMPANY		2010-11-02	2012-06-19
100 ISHARES FTSE/XINHUA CHINA 25 INDEX FUND		2011-09-13	2012-06-19
60 ITRON INC COMMON		2011-05-26	2012-06-19
90 ITRON INC COMMON		2011-08-19	2012-06-19
90 KOHLS CORP COMMON		2011-12-15	2012-06-19
80 KRAFT FOODS INC-A COMMON		2008-11-19	2012-06-19
140 LEUCADIA NATIONAL CORP COMMON		2009-10-27	2012-06-19
110 LEXMARK INTERNATIONAL GROUP INC CLASS A		2011-08-19	2012-06-19
50 LUFKIN INDUSTRIES INC COMMON		2011-12-15	2012-06-19
50 MEDNAX INC COMMON		2010-04-08	2012-06-19
80 MEDTRONIC INC		2011-12-15	2012-06-19
160 MYLAN LABORATORIES		2011-12-15	2012-06-19
100 OMNICARE INC COMMON		2011-09-13	2012-06-19
140 PAREXEL INTERNATIONAL COMMON		2011-06-17	2012-06-19
170 PETROLEO BRASILEIR COMMON		2009-04-27	2012-06-19
150 QUEST SOFTWARE INC		2010-04-08	2012-06-19
260 REX ENERGY CORP COMMON		2011-08-19	2012-06-19
410 KONINKLIJKE KPN NV COMMON		2009-04-27	2012-06-19
160 SALLY BEAUTY COMPANY INC COMMON		2011-05-26	2012-06-19
70 SCHNITZER STEEL INDS INC CL A		2012-02-22	2012-06-19
315 STAPLES INC COMMON		2008-11-19	2012-06-19
90 STONE ENERGY CORP COMMON		2012-02-22	2012-06-19
150 SUN HYDRAULICS CORPORATION COMMON		2011-12-15	2012-06-19
60 SUNCOR ENERGY, INC		2011-08-19	2012-06-19
50 SUNCOR ENERGY, INC		2011-06-17	2012-06-19
90 SUPERIOR ENERGY SVCS INC		2011-09-13	2012-06-19
110 TEXAS INSTRUMENTS INCORPORATED		2011-12-15	2012-06-19
60 VERIFONE HOLDINGS INC COMMON		2012-04-11	2012-06-19

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)
90 WOLVERINE WORLD WIDE INC COMMON		2009-10-27	2012-06-19
80 COVIDIEN PLC		2010-11-02	2012-06-19
100 TE CONNECTIVITY LTD		2010-04-08	2012-06-19
40 AMGEN INCORPORATED		2011-06-17	2012-07-26
10 APPLE COMPUTER CORPORATION COMMON		2011-06-17	2012-07-26
370 ARCHER DANIELS MIDLAND COMPANY			2012-07-26
110 ARM HOLDINGS PLC -SPONS ADR		2011-09-13	2012-07-26
130 ARM HOLDINGS PLC -SPONS ADR		2011-06-17	2012-07-26
180 ASSISTED LIVING CONCEPTS INC COMMON		2012-04-11	2012-07-26
110 ASSURANT INC COMMON		2011-09-13	2012-07-26
170 AVERY DENNISON CORP COMMON		2008-11-19	2012-07-26
90 AVNET INCORPORATED		2012-04-11	2012-07-26
70 BARRICK GOLD CORP EFF 1-18-95		2011-12-15	2012-07-26
70 CANON INC COMMON		2011-12-15	2012-07-26
190 CISCO SYSTEMS		2011-09-13	2012-07-26
440 CISCO SYSTEMS		2011-06-17	2012-07-26
170 DENBURY RESOURCES INC COMMON		2012-04-11	2012-07-26
30 EOG RESOURCES INC		2012-04-11	2012-07-26
100 FAMILY DOLLAR STORES INCORPORATED			2012-07-26
290 FORD MOTOR COMPANY		2011-08-19	2012-07-26
110 HONDA MTR LTD ADR 10 ORD		2009-04-27	2012-07-26
250 INDUSTRIAL AND COMMERCIAL BANK OF CHINA		2011-09-13	2012-07-26
90 KB FINANCIAL GROUP INC COMMON		2011-09-13	2012-07-26
190 LEUCADIA NATIONAL CORP COMMON		2009-10-27	2012-07-26
170 LINCOLN NATL CORP IND		2011-08-19	2012-07-26
10 LOWES COMPANIES INCORPORATED		2011-12-15	2012-07-26
120 LOWES COMPANIES INCORPORATED			2012-07-26
50 MEDNAX INC COMMON		2010-04-08	2012-07-26
100 MEDTRONIC INC			2012-07-26
170 THE MEN'S WEARHOUSE INC COMMON			2012-07-26

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

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170 METLIFE COMMON		2010-01-25	2012-07-26
170 MICROCHIP TECHNOLOGY INC		2010-11-02	2012-07-26
170 MTN GROUP LTD ADR		2011-08-19	2012-07-26
160 MTN GROUP LTD ADR		2011-06-17	2012-07-26
30 PIONEER NAT RES CO COMMON		2012-04-11	2012-07-26
310 RESOURCES CONNECTION INC		2011-08-19	2012-07-26
60 ROCK-TENN CO		2009-10-27	2012-07-26
290 SBERBANK OF RUSSIA		2011-09-13	2012-07-26
890 SOUTHWEST BANCORP INC/OKLA COMMON		2011-09-13	2012-07-26
130 SPIRIT AEROSYSTEMS HOLDINGS INC COMMON		2012-04-11	2012-07-26
1070 SUMITOMO MITSUI TRUST HOLDINGS INC		2011-09-13	2012-07-26
150 SWATCH GROUP AG		2011-09-13	2012-07-26
210 SYNOPSYS INC			2012-07-26
70 TECK RESOURCES LTD COMMON		2011-05-26	2012-07-26
240 TESCO CORP		2010-11-02	2012-07-26
120 TEXAS INSTRUMENTS INCORPORATED		2011-09-13	2012-07-26
60 FINA S A SPONSORED		2009-04-27	2012-07-26
100 TRINITY INDS INC		2012-04-11	2012-07-26
80 VIACOM INC NEW CL B		2011-08-19	2012-07-26
20 VIACOM INC NEW CL B		2011-06-17	2012-07-26
320 ASSURED GUARANTY LTD		2011-09-13	2012-07-26
30 CORE LABORATORIES N V		2011-12-15	2012-07-26
399 KINDER MORGAN MANAGEMENT LLC		2012-07-26	2012-08-29
50000 GOLDMAN SACHS GROUP INC DTD 08/27/2002		2005-04-13	2012-09-01
430 HUMAN GENOME SCIENCES INC		2011-12-15	2012-09-05
260 APPLIED MATERIALS		2008-11-19	2012-10-18
115 AVERY DENNISON CORP COMMON		2008-11-19	2012-10-18
60 CASEY'S GENERAL STORES, INC COMMON		2012-06-19	2012-10-18
200 CIENA CORP COMMON		2012-06-19	2012-10-18
90 CONOCOPHILLIPS COM		2006-02-16	2012-10-18

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)
50 ENERGIZER HOLDINGS INC		2011-09-13	2012-10-18
110 FORWARD AIR CORP		2011-09-13	2012-10-18
380 GAZPROM			2012-10-18
130 OMNICARE INC COMMON			2012-10-18
460 ON SEMICONDUCTOR COMMON		2012-07-26	2012-10-18
110 SKYWORKS SOLUTIONS, INC COMMON		2012-06-19	2012-10-18
110 SOLERA HOLDINGS INC COMMON		2009-10-27	2012-10-18
450 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR		2012-04-11	2012-10-18
90 VERIFONE HOLDINGS INC COMMON		2012-07-26	2012-10-18
210 WASTE MANAGEMENT INC NEW			2012-10-18
50 WELLCARE HEALTH PLANS INC COMMON		2012-07-26	2012-10-18
70 ZIMMER HOLDINGS INC		2011-09-13	2012-10-18
6 WHITE MOUNTAINS INSURANCE GROUP LTD COMM		2012-07-26	2012-10-18
333 KRAFT FOODS GROUP INC COMMON		2008-11-19	2012-10-19
796 PENTAIR LTD COMMON		2010-04-08	2012-11-14
50000 FED HOME LOAN BANK DTD 11/22/02 4 5% 11/		2005-09-06	2012-11-15
48 KINDER MORGAN MANAGEMENT LLC		2012-07-26	2012-12-04
33 APPLE COMPUTER CORPORATION COMMON			2012-12-19
130 ATLAS AIR WORLDWIDE HOLDINGS COMMON		2012-06-19	2012-12-19
75 CME GROUP INC COMMON		2010-11-02	2012-12-19
100 CHART INDUSTRIES INC COMMON		2011-05-26	2012-12-19
50 CONCUR TECHNOLOGIES		2012-07-26	2012-12-19
80 DEVON ENERGY CORPORATION NEW		2012-06-19	2012-12-19
80 HAIN CELESTIAL GROUP INC COMMON		2012-10-18	2012-12-19
170 THE MEN'S WEARHOUSE INC COMMON		2012-10-18	2012-12-19
320 METLIFE COMMON		2012-10-18	2012-12-19
1386 668 PIMCO COMMODITY REAL RETURN STRATEGY INS		2009-07-16	2012-12-19
180 PLEXUS CORP COMMON		2012-07-26	2012-12-19
430 SPIRIT AEROSYSTEMS HOLDINGS INC COMMON			2012-12-19
140 VIVUS INC COMMON		2012-10-18	2012-12-19

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)
90 JOHN WILEY & SONS INC CLASS A		2009-04-27	2012-12-19
CAPITAL GAIN 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)
4,015		3,155	860
4,110		3,841	269
2,725		1,122	1,603
4,033		3,519	514
4,664		3,486	1,178
5,312		2,634	2,678
3,797		2,931	866
11,628		3,391	8,237
3,657		2,964	693
9,751		6,176	3,575
3,660		1,643	2,017
3,111		3,204	-93
5,669		2,385	3,284
8,086		3,700	4,386
3,432		3,273	159
2,288		1,598	690
8,170		2,259	5,911
3,163		1,277	1,886
4,070		3,605	465
3,422		3,424	-2
4,501		3,143	1,358
3,946		3,925	21
3,961		1,999	1,962
4,190		3,188	1,002
4,684		3,171	1,513
10,680		8,868	1,812
6,000		2,933	3,067
3,046		2,556	490
4,249		3,508	741
4,042		2,297	1,745

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)
3,243		3,576	-333
5,994		7,825	-1,831
3,162		2,643	519
5,491		6,087	-596
2,877		3,413	-536
3,379		2,905	474
2,960		2,981	-21
3,573		2,925	648
4,785		3,446	1,339
3,240		2,718	522
2,296		3,088	-792
3,020		2,973	47
2,300		3,176	-876
3,079		2,131	948
2,790		3,286	-496
3,721		2,800	921
8,524		9,168	-644
3,177		2,249	928
7,850		8,125	-275
3,408		2,481	927
3,299		4,184	-885
3,569		2,726	843
2,603		3,132	-529
3,249		3,318	-69
3,256		2,246	1,010
2,863		3,024	-161
3,353		3,460	-107
3,759		2,266	1,493
3,115		2,551	564
3,224		2,335	889

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)
16		14	2
56		57	-1
2,968		1,814	1,154
3,189		2,300	889
2,105		3,151	-1,046
1,638		3,042	-1,404
4,379		3,477	902
2,158		2,988	-830
3,038		3,157	-119
2,094		2,877	-783
3,468		2,911	557
2,976		3,038	-62
3,138		3,192	-54
3,316		2,421	895
3,167		3,178	-11
5,913		5,229	684
4,231		4,472	-241
5,152		4,491	661
4,078		3,070	1,008
2,960		3,061	-101
3,112		3,081	31
4,291		3,066	1,225
3,225		2,607	618
3,088		1,317	1,771
3,368		2,295	1,073
3,394		3,224	170
3,014		2,399	615
2,595		3,875	-1,280
2,530		2,892	-362
3,278		2,795	483

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)
3,329		5,029	-1,700
5,979		3,084	2,895
3,299		2,762	537
3,502		3,573	-71
2,402		3,195	-793
3,604		3,163	441
3,979		4,410	-431
3,110		2,129	981
3,013		3,293	-280
2,884		3,134	-250
2,814		3,250	-436
3,219		2,919	300
3,061		2,835	226
3,387		3,251	136
3,107		2,793	314
4,032		3,149	883
3,276		4,464	-1,188
4,005		2,704	1,301
2,701		2,972	-271
4,120		5,064	-944
4,488		2,656	1,832
1,760		3,140	-1,380
4,083		5,018	-935
2,192		3,006	-814
3,480		3,326	154
1,766		1,780	-14
1,471		1,902	-431
1,753		3,091	-1,338
3,104		3,139	-35
1,920		3,179	-1,259

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)
3,409		2,382	1,027
4,313		3,188	1,125
3,330		2,834	496
3,159		2,318	841
5,740		3,206	2,534
10,010		11,676	-1,666
2,791		3,062	-271
3,299		3,515	-216
2,506		3,008	-502
3,799		3,771	28
5,107		4,933	174
2,769		3,136	-367
2,250		3,097	-847
2,218		3,051	-833
2,935		3,055	-120
6,798		6,587	211
2,574		3,012	-438
2,908		3,107	-199
6,600		6,846	-246
2,575		2,906	-331
3,415		3,075	340
2,680		3,040	-360
2,669		3,245	-576
4,073		4,469	-396
3,322		3,329	-7
262		246	16
3,147		2,676	471
3,079		2,919	160
3,781		3,382	399
4,469		6,413	-1,944

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)
4,945		6,261	-1,316
5,498		5,523	-25
3,135		3,250	-115
2,950		3,237	-287
2,661		3,131	-470
3,456		3,068	388
3,430		2,699	731
3,178		3,126	52
8,185		4,038	4,147
2,928		3,094	-166
2,921		3,285	-364
2,959		3,110	-151
6,390		4,091	2,299
1,898		3,490	-1,592
2,643		3,069	-426
3,221		3,188	33
2,651		2,998	-347
2,646		3,067	-421
3,690		3,277	413
922		948	-26
3,811		3,546	265
3,317		3,336	-19
29		31	-2
50,000		51,942	-1,942
6,128		3,021	3,107
2,903		2,306	597
3,554		3,337	217
2,954		3,281	-327
2,543		3,175	-632
5,249		4,148	1,101

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)
3,711		3,463	248
3,353		3,170	183
3,808		4,018	-210
4,408		3,482	926
2,884		3,117	-233
2,519		3,127	-608
5,172		3,633	1,539
6,982		6,687	295
2,862		3,272	-410
6,903		6,878	25
2,690		3,294	-604
4,468		3,772	696
3,098		3,196	-98
16		9	7
35		23	12
50,000		50,773	-773
36		37	-1
17,502		11,305	6,197
5,726		5,843	-117
3,937		4,348	-411
6,545		4,736	1,809
3,425		3,309	116
4,291		4,578	-287
4,490		4,806	-316
5,326		5,856	-530
10,641		11,902	-1,261
9,263		9,623	-360
4,462		5,049	-587
6,971		10,251	-3,280
1,830		2,951	-1,121

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)
3,350		3,001	349
			191

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	
			860
			269
			1,603
			514
			1,178
			2,678
			866
			8,237
			693
			3,575
			2,017
			-93
			3,284
			4,386
			159
			690
			5,911
			1,886
			465
			-2
			1,358
			21
			1,962
			1,002
			1,513
			1,812
			3,067
			490
			741
			1,745

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	
			-333
			-1,831
			519
			-596
			-536
			474
			-21
			648
			1,339
			522
			-792
			47
			-876
			948
			-496
			921
			-644
			928
			-275
			927
			-885
			843
			-529
			-69
			1,010
			-161
			-107
			1,493
			564
			889

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	
			2
			-1
			1,154
			889
			-1,046
			-1,404
			902
			-830
			-119
			-783
			557
			-62
			-54
			895
			-11
			684
			-241
			661
			1,008
			-101
			31
			1,225
			618
			1,771
			1,073
			170
			615
			-1,280
			-362
			483

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	
			-1,700
			2,895
			537
			-71
			-793
			441
			-431
			981
			-280
			-250
			-436
			300
			226
			136
			314
			883
			-1,188
			1,301
			-271
			-944
			1,832
			-1,380
			-935
			-814
			154
			-14
			-431
			-1,338
			-35
			-1,259

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	
			1,027
			1,125
			496
			841
			2,534
			-1,666
			-271
			-216
			-502
			28
			174
			-367
			-847
			-833
			-120
			211
			-438
			-199
			-246
			-331
			340
			-360
			-576
			-396
			-7
			16
			471
			160
			399
			-1,944

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	
			-1,316
			-25
			-115
			-287
			-470
			388
			731
			52
			4,147
			-166
			-364
			-151
			2,299
			-1,592
			-426
			33
			-347
			-421
			413
			-26
			265
			-19
			-2
			-1,942
			3,107
			597
			217
			-327
			-632
			1,101

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	
			248
			183
			-210
			926
			-233
			-608
			1,539
			295
			-410
			25
			-604
			696
			-98
			7
			12
			-773
			-1
			6,197
			-117
			-411
			1,809
			116
			-287
			-316
			-530
			-1,261
			-360
			-587
			-3,280
			-1,121

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	
			349

TY 2012 Other Decreases Schedule

Name: DULANEY FA AND JF CHAR

EIN: 54-6487683

Description	Amount
DIFFERENCE IN MUTUAL FUNDS RECEIVED/REPORTED	161
ACCRUED INTEREST	258

TY 2012 Other Increases Schedule

Name: DULANEY FA AND JF CHAR

EIN: 54-6487683

Description	Amount
ROUNDING	6