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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 03-01-2012 , and ending 02-28-2013

Name of foundation Alexander Berkeley Carrington Jr & Ruth Simpson Carrington Charitable Trust		A Employer identification number 54-6223108	
Number and street (or P O box number if mail is not delivered to street address) American National Bank P O Box 191		Room/suite	B Telephone number (see instructions) (434) 773-3320
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"/> \$ 20,703,506		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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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				
	4 Dividends and interest from securities.	443,241	443,241		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,705,153			
	b Gross sales price for all assets on line 6a <u>15,953,776</u>				
	7 Capital gain net income (from Part IV , line 2)		4,705,153		
	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	5,148,394	5,148,394		
	13 Compensation of officers, directors, trustees, etc	361,197	180,598		180,599
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	11,875	5,938		5,938
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,258	2,129		2,129
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	321	124		197
	24 Total operating and administrative expenses. Add lines 13 through 23	377,651	188,789		188,863
	25 Contributions, gifts, grants paid	818,987			818,987
	26 Total expenses and disbursements. Add lines 24 and 25	1,196,638	188,789		1,007,850
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,951,756			
	b Net investment income (if negative, enter -0-)		4,959,605		
	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	-2		
	2	Savings and temporary cash investments	659,999	537,585	537,585
	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)	0	1,066,532	1,068,396
	b	Investments—corporate stock (attach schedule)	8,623,557	2,672,143	3,640,540
	c	Investments—corporate bonds (attach schedule).	4,319,801	2,888,546	2,963,000
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,090,093	11,445,081	12,493,985
	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)	14,693,448	18,609,887	20,703,506
	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)			
Net Assets or Fund Balances	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	14,693,448	14,658,131	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	3,951,756	
Net Assets or Fund Balances	30	Total net assets or fund balances (see page 17 of the instructions)	14,693,448	18,609,887	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	14,693,448	18,609,887	

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	14,693,448
2	Enter amount from Part I, line 27a	2	3,951,756
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	18,645,204
5	Decreases not included in line 2 (itemize) ▶ _____	5	35,317
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,609,887

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)	<div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>	2	4,705,153
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		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	864,258	19,651,218	0 043980
2010	917,487	18,214,121	0 050372
2009	956,341	16,031,634	0 059653
2008	1,000,657	17,645,382	0 056709
2007	940,379	21,287,064	0 044176

2	Total of line 1, column (d).	2	0 254890
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 050978
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	20,278,013
5	Multiply line 4 by line 3.	5	1,033,733
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	49,596
7	Add lines 5 and 6.	7	1,083,329
8	Enter qualifying distributions from Part XII, line 4.	8	1,007,850

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	99,192
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	99,192
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	99,192
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	100,000	
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	100,000
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	808
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 808	Refunded	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 \$ 0 (2) On foundation managers \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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)*

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) 773-3320 Located at ▶628 Main Street Danville VA ZIP +4 ▶245411320			
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?				
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
Amercan National Bank Trust Co	Trustee	180,933	0	0
628 Main Street Danville, VA 24541	6 00			
Edward F Hodges Jr	Trustee	60,088	0	0
549 Main Street Danville, VA 24541	2 00			
Kirk Bidgood	Trustee	60,088	0	0
65 Lake Heron Drive Danville, VA 24541	2 00			
Robert K Floyd	Trustee	60,088	0	0
255 Rambler Drive Danville, VA 24541	2 00			
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.	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	20,191,796
b	Average of monthly cash balances.	1b	395,019
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	20,586,815
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	20,586,815
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	308,802
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,278,013
6	Minimum investment return. Enter 5% of line 5.	6	1,013,901

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,013,901
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	99,192
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	99,192
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	914,709
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	914,709
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	914,709

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,007,850
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,007,850
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	1,007,850

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				914,709
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.				
b From 2008.	65,156			
c From 2009.	157,692			
d From 2010.	11,578			
e From 2011.				
f Total of lines 3a through e.	234,426			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,007,850				
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.				914,709
e Remaining amount distributed out of corpus	93,141			
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	327,567			
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). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	327,567			
10 Analysis of line 9				
a Excess from 2008. . . .	65,156			
b Excess from 2009. . . .	157,692			
c Excess from 2010. . . .	11,578			
d Excess from 2011. . . .				
e Excess from 2012. . . .	93,141			

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

Debra L Carlson

628 Main Street

Danville, VA 24541

(434) 773-3320

b

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

Request stating purpose and need, copy of IRS determination letter

c

Any submission deadlines

January 15 for consideration by February of such year

d

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

None

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	818,987
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

<p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash.</p> <p>(2) Other assets.</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization.</p> <p>(2) Purchases of assets from a noncharitable exempt organization.</p> <p>(3) Rental of facilities, equipment, or other assets.</p> <p>(4) Reimbursement arrangements.</p> <p>(5) Loans or loan guarantees.</p> <p>(6) Performance of services or membership or fundraising solicitations.</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.</p> <p>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</p>		Yes	No
1a(1)			No
1a(2)			No
1b(1)			No
1b(2)			No
1b(3)			No
1b(4)			No
1b(5)			No
1b(6)			No
1c			No

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

*****	2013-10-15	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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 <input checked="checked" type="checkbox"/>	PTIN P00629305
Harry P Sakellaris	Harry P Sakellaris	2013-10-15		
Firm's name <input checked="checked" type="checkbox"/>	Clement & Wheatley		Firm's EIN <input checked="checked" type="checkbox"/> 54-1139665	
	549 Main Street PO Box 8200			
Firm's address <input checked="checked" type="checkbox"/>	Danville, VA 245438200		Phone no (434) 793-8200	

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)
2334 APACHE CORP		2011-09-22	2012-05-23
10657 C&J ENERGY SERVICES INC		2011-12-20	2012-05-23
9103 ALLSCRIPTS HEALTHCARE SOLUTIONS, INC (01988P108)		2010-11-29	2012-05-23
5389 AMERICA MOVIL S A B (02364W105)		2007-07-31	2012-05-23
25214 3220 AMERICAN BEACON LARGE CAP VALUE INSTITUTIONAL (02368A208)		2008-07-18	2012-05-17
1790 APPLE INC (37833100)		2006-04-21	2012-05-23
6122 AUTODESK INC (52769106)		2005-11-02	2012-05-23
3526 BERKSHIRE HATHAWAY INC DEL CL B NEW (84670702)		2009-05-07	2012-05-23
1813 BLACKROCK INC (09247X101)		2007-12-13	2012-05-23
7044 BORG WARNER INC (99724106)		2008-11-11	2012-05-23
14929 CABELAS (126804301)		2007-08-22	2012-05-23
3351 CELGENE CORPORATION (151020104)		2009-05-15	2012-05-23
2550 COSTCO WHOLESALE CORP (22160K105)		2009-02-10	2012-05-23
16400 DUKE ENERGY HOLDING CORP (26441C105)		2005-12-21	2012-05-23
4106 FLUOR CORP NEW (343412102)		2007-06-06	2012-05-23
4110 0000 GILEAD SCIENCES INC (375558103)		2010-06-04	2012-05-23
143 ILLUMINA INC (452327109)		2010-05-04	2012-05-23
1372 INTUITIVE SURGICAL INC (46120E602)		2009-03-04	2012-05-23
7000 SMALL CAP BLENDED STYLE EQUITY FUND (464287804)		2003-08-29	2012-05-16
1500 EFT ISHARES (INTERIM GOVT BOND) (464288612)		2007-02-15	2012-05-16
200 EFT ISHARES (INTERIM GOVT BOND) (464288612)		2008-08-13	2012-05-16
1800 EFT ISHARES (INTERIM GOVT BOND) (464288612)		2010-02-17	2012-05-16
50 EFT ISHARES (INTERIM GOVT BOND) (464288612)		2010-12-01	2012-05-16
4482 LABORATORY CORP OF AMERICA HLDGS (50540R409)		2006-10-10	2012-05-23
10625 287 MATTHEWS ASIAN PACIFIC TIGER FUND (577130107)		2006-10-11	2012-05-17
4842 1050 MATTHEWS ASIAN PACIFIC TIGER FUND (577130107)		2007-01-17	2012-05-17
7372 MONSANTO COMPANY (61166W101)		2005-11-02	2012-05-23
8678 NATIONAL OILWELL VARCO INC (637071101)		2007-01-17	2012-05-23
6356 NUCOR (670346105)		2007-01-17	2012-05-23
6425 POTASH CORP OF SASKATCHEWAN (73755L107)		2010-06-21	2012-05-23

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3092 PRECISION CASTPARTS CORP (740189105)		2007-01-17	2012-05-23
6224 T ROWE PRICE INC (74144T108)		2007-02-01	2012-05-23
3048 RANGE RESOURCES CORPORATION (75281A109)		2010-04-15	2012-05-23
5273 SUNCOR ENERGY INC NEW (86722H07)		2007-01-17	2012-05-23
6256 TARGET CORP		2011-03-30	2012-05-23
9403 TEVA PHARMACEUTICAL IND (881624209)		2005-11-02	2012-05-23
7005 2540 THORNBURG INTL VALUE CLASS INSTITUTIONAL (885215566)		2008-07-18	2012-05-17
12177 TRACTOR SUPPLY CO (892356106)		2006-08-28	2012-05-23
4577 UNITED TECHNOLOGIES CORP COM (913017109)		2005-12-21	2012-05-23
8500 WALGREEN CO COM (931422109)		2008-02-04	2012-05-23
700 ALLSCRIPTS HEALTHCARE (01988P108)		2010-11-29	2013-01-17
200 SOLUTIONS INC BORG WARNER INC (099724106)		2008-11-11	2013-02-21
150 CABELAS (126804301)		2007-08-15	2013-02-21
100 COSTCO WHOLESALE CORP (22160K105)		2009-04-15	2013-02-21
0 3388 DUKE ENERGY CORP NEW (26441C204)		2005-12-01	2012-08-23
0 3332 DUKE ENERGY CORP NEW (26441C204)		2007-06-27	2012-08-23
25 INTUITIVE SURGICAL INC (46120E602)		2009-04-15	2013-02-21
100 MONSANTO COMPANY (61166W101)		2005-11-02	2013-02-21
300 SUNCOR ENERGY INC NEW (867224107)		2006-01-20	2012-05-22
45000 TARGET CORPORATION 5 125% DUE 1/15/2013 (87612EAT3)		2009-04-15	2013-01-15
200 TEVA PHARMACEUTICAL IND (881624209)		2005-11-02	2012-06-27
100 TEVA PHARMACEUTICAL IND (881624209)		2005-12-01	2012-06-27
200 TEVA PHARMACEUTICAL IND (881624209)		2007-01-18	2012-06-27
350 TRACTOR SUPPLY CO (892356106)		2006-01-25	2013-02-21
550 5310 INVESCO INTL GROWTH CLASS Y (8882532)		2012-05-29	2012-06-14
1505 4570 INVESCO INTL GROWTH CLASS Y (008882532)		2012-05-29	2012-07-02
2152 8530 INVESCO INTL GROWTH CLASS Y (8882532)		2012-05-29	2012-08-17
509 5110 INVESCO INTL GROWTH CLASS Y (008882532)		2012-05-29	2013-01-15
3353 4540 INVESCO INTL GROWTH CLASS Y (008882532)		2012-05-29	2013-02-14
5170 6310 ALLIANCE SM MID CAP VALUE (018914408)		2012-05-29	2013-02-14

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1892 9830 DIAMOND HILL LONG/SHORT FUND CL I (25264S833)		2012-05-29	2013-02-14
5050 5050 NATIXIS ASG GLOBAL ALTERNATI VES CL Y (63872T885)		2012-05-29	2013-02-14
2162 9420 VANGUARD INT'L VALUE PORT (921939203)		2012-05-29	2012-07-02
532 7870 VANGUARD INT'L VALUE PORT (921939203)		2012-05-29	2012-07-12
474 2550 VANGUARD INT'L VALUE PORT (921939203)		2012-05-29	2012-09-07
500 1700 VANGUARD INT'L VALUE PORT (921939203)		2012-05-29	2012-10-12
513 3470 VANGUARD INT'L VALUE PORT (921939203)		2012-05-29	2012-11-13
1472 7820 VANGUARD INT'L VALUE PORT (921939203)		2012-05-29	2012-11-21
475 1350 VANGUARD INT'L VALUE PORT (921939203)		2012-05-29	2012-12-17
345 9120 VANGUARD INT'L VALUE PORT (921939203)		2012-05-29	2012-12-24
3100 7750 VANGUARD INT'L VALUE PORT (921939203)		2012-05-29	2013-02-14
6455 7780 VANGUARD INT'L EXPLORER (921946208)		2012-05-29	2013-02-14
175000 ALLSTATE LIFE 5 375% DUE 4/30/2013 (02003MBQ6)		2008-05-12	2012-08-03
50000 BARCLAYS BANK STEP-UP 2% DUE 12/22/2015 (06740PR24)		2010-12-07	2012-09-24
100000 BERKSHIRE HATH FIN CORP 1 5% DUE 1/10/2014 (084664BR1)		2011-01-04	2013-02-19
75000 COLGATE-PALMOLIVE CO 2 63% DUE 5/1/2017 (19416QDU1)		2011-05-03	2012-07-24
50000 CONOCO PHILLIPS 4 40% DUE 5/15/2013 (20825CAM6)		2008-07-01	2012-08-02
100000 GENERAL DYNAMICS 2 25% DUE 7/15/2016 (369550AQ1)		2011-07-19	2012-07-24
100000 GLAXOSMITH KLINE 4 38% DUE 4/15/2014 (377372AA5)		2009-04-21	2012-08-03
100000 GLAXOSMITHKLINE CAP INC 4/85% DUE 5/15/2013 (377372AC1)		2008-07-18	2013-02-19
150000 HERSHEY COMPANY 5 0% DUE 4/1/2013 (427866AQ1)		2008-05-13	2012-06-15
100000 J P MORGAN CHASE STEP-UP 2% DUE 2/10/2017 (48125XC38)		2011-08-05	2012-08-10
75000 JP MORGAN CHASE 2% DUE 12/15/2016 (48125XTE6)		2011-06-10	2012-06-15
75000 NATIONAL RURAL UTILITY COOP 2 63% DUE 9/16/2012 (637432LTO)		2010-02-18	2012-09-16
75000 NUCOR CORPORATION 5% DUE 12/1/2012 (670346AF2)		2008-04-14	2012-12-01
75000 VERIZON VA 4 63% DUE 3/14/2013 (92345NAA8)		2004-01-15	2012-08-03
75000 VERIZON VA 4 63% DUE 3/14/2013 (92345NAA8)		2004-01-15	2012-12-10
50000 WAL-MART STORES INC 2 8% DUE 4/15/2016 (931142DC4)		2011-04-19	2012-07-24
47 ACCENTURE PLC (GI151C101)		2012-05-24	2013-02-19
84 AT&T INC (00206R102)		2012-05-24	2013-02-19

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

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227 AVX CORPORATION (002444107)		2012-09-26	2013-02-19
44 ABBOTT LABORATORIES (002824100)		2012-05-24	2013-02-19
44 ABBVIE INC (00287Y109)		2012-05-24	2013-02-19
83 THE ALLSTATE CORPORATION (020002101)		2012-05-24	2013-02-19
261 APPLIED MATERIALS INC (038222105)		2012-05-24	2013-02-19
68 BB&T CORP (054937107)		2012-05-24	2013-02-19
126 BRISTOL-MYERS SQUIBB (110122108)		2012-05-24	2013-02-19
81 CAMPBELL SOUP COMPANY (134429109)		2012-05-24	2013-02-19
42 CHEVRON CORPORATION (166764100)		2012-05-24	2013-02-19
417 CISCO SYSTEMS INC (17275R102)		2012-05-24	2013-02-19
73 COCA COLA CO COM (191216100)		2012-05-24	2013-02-19
27 COLGATE PALMOLIVE COMPANY (194162103)		2012-05-24	2013-02-19
80 CONOCOPHILLIPS COM (20825C104)		2012-05-24	2013-02-19
28 DIAGEO PLC SPON ADR NEW (25243Q205)		2012-05-24	2013-02-19
0 1481 DUKE ENERGY CORP NEW (26441C204)		2012-05-24	2012-08-23
45 DUKE ENERGY CORP NEW (26441C204)		2012-05-24	2013-02-19
51 EXXON MOBIL CORP COM (30231G102)		2012-05-24	2013-02-19
146 GENERAL ELECTRIC COMPANY (369604103)		2012-05-24	2013-02-19
49 HONEYWELL INTL INC COM (438516106)		2012-05-24	2013-02-19
131 INTEL CORPORATION (458140100)		2012-05-24	2013-02-19
78 J P MORGAN CHASE & CO (46625H100)		2012-05-24	2013-02-19
65 JOHNSON & JOHNSON COM (478160104)		2012-05-24	2013-02-19
102 ELI LILLY & CO (532457108)		2012-05-24	2013-02-19
71 LOEWS CORP (540424108)		2012-05-24	2013-02-19
30 MCDONALDS CORP COM (580135101)		2012-05-24	2013-02-19
139 MICROSOFT CORPORATION (594918104)		2012-05-24	2013-02-19
59 MOSAIC CO (61945C103)		2012-05-24	2013-02-19
63 NORTHERN TR CORP (665859104)		2012-05-24	2013-02-19
92 PAYCHEX INC COM (704326107)		2012-05-24	2013-02-19
123 PFIZER INC COM (717081103)		2012-05-24	2013-02-19

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43 PROCTER & GAMBLE CO COM (742718109)		2012-05-24	2013-02-19
47 QUALCOMM INC (747525103)		2012-05-24	2013-02-19
54 RAYTHEON CO NEW (755111507)		2012-05-24	2013-02-19
42 ROYAL DUTCH SHELL PLC A SHARES (780259206)		2012-05-24	2013-02-19
60 SCANA CORP NEW (80589M102)		2012-05-24	2013-02-19
43 SCHLUMBERGER LTD (806857108)		2012-05-24	2013-02-19
150 SYSCO CORPORATION (871829107)		2012-05-24	2013-02-19
90 US BANCORP (902973304)		2012-05-24	2013-02-19
78 UNIVERSAL CORP (913456109)		2012-05-24	2013-02-19
68 VERIZON COMMUNICATIONS INC (92343V104)		2012-05-24	2013-02-19
16 BLACKROCK INC (09247XI0I)		2007-12-13	2013-02-19
79 NUCOR (670346105)		2007-01-17	2013-02-19
50 TARGET CORP (87612EI06)		2011-03-30	2013-02-19
37 UNITED TECHNOLOGIES CORP COM (913017109)		2005-12-21	2013-02-19
1200 ANCESTRY COM INC (032803108)		2012-10-10	2012-12-31
1397 ALLSCRIPTS HEALTHCARE SOLUTIONS INC (01988P108)		2010-11-29	2013-01-17
35 APPLE INC (037833100)		2006-04-21	2012-05-31
50 APPLE INC (037833100)		2006-04-21	2013-02-21
278 AUTODESK INC (052769106)		2005-11-02	2013-02-21
62 BLACKROCK INC (09247X101)		2007-12-13	2013-02-21
117 BORG WARNER INC (099724106)		2008-11-11	2012-05-31
200 BORG WARNER INC (099724106)		2008-11-11	2013-02-21
471 CABELAS (126804301)		2007-08-22	2013-02-21
149 CELGENE CORPORATION (151020104)		2009-05-15	2013-02-21
280 GILEAD SCIENCES INC (375558103)		2010-06-04	2013-02-21
28 INTUITIVE SURGICAL INC (46120E602)		2009-03-04	2013-02-21
122 NATIONAL OILWELL VARCO INC (637071101)		2007-01-17	2012-05-31
200 NATIONAL OILWELL VARCO INC (637071101)		2007-01-17	2013-02-21
108 PRECISION CASTPARTS CORP (740189105)		2007-01-17	2012-05-31
100 PRECISION CASTPARTS CORP (740189105)		2007-01-17	2013-02-21

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152 RANGE RESOURCES CORPORATION (75281A109)		2010-04-15	2013-02-21
1127 SUNCOR ENERGY INC NEW (867224107)		2007-01-17	2012-05-31
1097 TEVA PHARMACEUTICAL IND (881624209)		2005-11-02	2012-06-27
73 TRACTOR SUPPLY CO (892356106)		2006-08-28	2012-05-31
100 TRACTOR SUPPLY CO (892356106)		2006-08-28	2013-02-21
114 UNITED TECHNOLOGY CORP COM (913017109)		2005-12-21	2012-05-31
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)
188,548		201,972	-13,424
184,849		220,555	-35,706
99,782		162,623	-62,841
126,679		164,651	-37,972
490,166		500,000	-9,834
997,184		128,921	868,263
193,600		286,638	-93,038
277,925		216,882	61,043
292,739		357,518	-64,779
529,894		122,913	406,981
533,576		307,493	226,083
230,326		135,401	94,925
212,037		118,237	93,800
355,692		279,202	76,490
203,842		207,250	-3,408
204,958		145,221	59,737
6,075		5,894	181
718,306		122,665	595,641
508,392		283,407	224,985
167,637		150,564	17,073
22,352		20,548	1,804
201,165		191,587	9,578
5,588		5,450	138
377,464		310,523	66,941
222,812		231,100	-8,288
101,539		115,000	-13,461
517,421		237,541	279,880
571,836		247,923	323,913
221,610		350,019	-128,409
247,394		212,154	35,240

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)
515,333		256,773	258,560
354,580		272,219	82,361
190,441		139,408	51,033
141,515		191,540	-50,025
351,675		314,327	37,348
361,309		350,689	10,620
174,221		200,000	-25,779
1,185,699		267,367	918,332
333,857		263,736	70,121
263,432		300,993	-37,561
7,071		12,505	-5,434
14,870		3,490	11,380
7,514		3,448	4,066
10,062		4,552	5,510
22		16	6
22		18	4
14,016		2,985	11,031
9,872		3,222	6,650
8,238		10,793	-2,555
45,000		47,168	-2,168
7,858		7,740	118
3,929		4,106	-177
7,858		6,766	1,092
35,444		8,786	26,658
14,000		14,066	-66
40,000		38,464	1,536
60,000		55,005	4,995
15,000		13,018	1,982
100,000		85,681	14,319
100,000		84,643	15,357

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)
37,500		32,824	4,676
55,000		51,162	3,838
60,000		57,210	2,790
14,300		14,092	208
14,000		12,544	1,456
14,750		13,230	1,520
15,000		13,578	1,422
43,830		38,955	4,875
15,000		12,567	2,433
11,000		9,149	1,851
100,000		82,016	17,984
100,000		85,152	14,848
181,081		178,773	2,308
50,000		50,000	0
100,844		100,146	698
80,965		75,401	5,564
51,565		50,000	1,565
105,157		101,655	3,502
106,532		102,355	4,177
101,004		99,908	1,096
155,264		152,022	3,242
100,000		100,000	0
75,000		75,000	0
75,000		76,657	-1,657
75,000		77,589	-2,589
76,766		74,580	2,186
75,847		74,580	1,267
53,897		50,534	3,363
3,518		2,777	741
2,984		2,834	150

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,701		2,220	481
1,537		1,320	217
1,653		1,432	221
3,839		2,755	1,084
3,589		2,782	807
2,063		2,064	-1
4,643		4,162	481
3,230		2,643	587
4,861		4,204	657
8,832		6,968	1,864
2,737		2,766	-29
3,007		2,682	325
4,638		4,184	454
3,361		2,642	719
10		9	1
3,097		2,851	246
4,536		4,219	317
3,451		2,825	626
3,447		2,812	635
2,763		3,382	-619
3,853		2,681	1,172
4,996		4,120	876
5,489		4,193	1,296
3,118		2,793	325
2,815		2,750	65
3,881		4,081	-200
3,644		2,885	759
3,371		2,744	627
3,113		2,814	299
3,379		2,728	651

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)
3,325		2,697	628
3,073		2,715	358
2,913		2,699	214
2,788		2,672	116
2,908		2,783	125
3,423		2,856	567
4,828		4,184	644
3,067		2,801	266
4,333		3,576	757
3,024		2,826	198
3,891		3,155	736
3,761		4,350	-589
3,083		2,512	571
3,372		2,132	1,240
38,400		34,621	3,779
14,111		24,957	-10,846
20,142		2,521	17,621
22,341		3,601	18,740
10,580		13,016	-2,436
14,658		12,226	2,432
8,245		2,042	6,203
14,888		3,490	11,398
23,559		9,701	13,858
14,801		6,020	8,781
11,620		4,947	6,673
15,757		2,503	13,254
7,940		3,485	4,455
13,394		5,714	7,680
17,796		8,969	8,827
18,274		8,304	9,970

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
10,690		6,952	3,738
29,933		40,938	-11,005
43,103		40,913	2,190
6,570		1,603	4,967
10,128		2,196	7,932
8,415		6,569	1,846
89,958			89,958

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	
			-13,424
			-35,706
			-62,841
			-37,972
			-9,834
			868,263
			-93,038
			61,043
			-64,779
			406,981
			226,083
			94,925
			93,800
			76,490
			-3,408
			59,737
			181
			595,641
			224,985
			17,073
			1,804
			9,578
			138
			66,941
			-8,288
			-13,461
			279,880
			323,913
			-128,409
			35,240

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	
			258,560
			82,361
			51,033
			-50,025
			37,348
			10,620
			-25,779
			918,332
			70,121
			-37,561
			-5,434
			11,380
			4,066
			5,510
			6
			4
			11,031
			6,650
			-2,555
			-2,168
			118
			-177
			1,092
			26,658
			-66
			1,536
			4,995
			1,982
			14,319
			15,357

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	
			4,676
			3,838
			2,790
			208
			1,456
			1,520
			1,422
			4,875
			2,433
			1,851
			17,984
			14,848
			2,308
			0
			698
			5,564
			1,565
			3,502
			4,177
			1,096
			3,242
			0
			0
			-1,657
			-2,589
			2,186
			1,267
			3,363
			741
			150

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	
			481
			217
			221
			1,084
			807
			-1
			481
			587
			657
			1,864
			-29
			325
			454
			719
			1
			246
			317
			626
			635
			-619
			1,172
			876
			1,296
			325
			65
			-200
			759
			627
			299
			651

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	
			628
			358
			214
			116
			125
			567
			644
			266
			757
			198
			736
			-589
			571
			1,240
			3,779
			-10,846
			17,621
			18,740
			-2,436
			2,432
			6,203
			11,398
			13,858
			8,781
			6,673
			13,254
			4,455
			7,680
			8,827
			9,970


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	
			3,738
			-11,005
			2,190
			4,967
			7,932
			1,846
			89,958

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 <i>Paid during the year</i>				
Salvation Army - co Captains Karl & Janice Dahlin 123 Henry Street Danville,VA 24541	None	Public Charity	1/24 share of annual distribution	33,233
Sweet Briar - co Gail D Payne Business Office Box A Sweetbriar,VA 24595	None	Public Charity	9/24 share of annual distribution	299,099
Hampden-Sydney - co W Glenn Culley Jr PO Box 127 HampdenSydney,VA 23943	None	Public Charity	3/24 share of annual distribution	99,700
First Presbyterian Church - co Richard H Stoakley 937 Main Street Danville,VA 24541	None	Church	1/24 share of annual distribution	33,233
Danville Life Saving and First Aid Crew - co E Budge Kent Jr Pres 202 Christopher Lane Danville,VA 24541	None	Public Charity	Annual Distribution for Period 3/1/2012 to 2/28/2013	35,403
Danville YMCA - co Sarah Folmar CEO 810 Main Street Danville,VA 24541	None	Public Charity	Funds for new YMCA - with additional commitment with restrictions	50,000
American Red Cross Piedmont VA Chapter - co Ralph Lawson Ex Dir 2276 Franklin Turnpike Danville,VA 24540	None	Public Charity	Provide Services to the Armed Forces Program, Operation Enduring Support, Helps veterans who served and currently serving in the military with purchasing basic necessities	15,000
Averett University - co Dr Tiffany Franks Pres 420 West Main Street Danville,VA 24541	None	Public Charity	Funds needs for an orchestra pit as part as Phase I renovations of Pritchett Auditorium on Averett's main campus	40,000
Boys & Girls Club of the Danville Area - co Trina Pratt Ex Dir 123 Foster Street Danville,VA 24541	None	Public Charity	Purchase a stage and portable sound system for special events, upgrade and maintain kitchen and bathrooms to accommodate member and guest and provide secure storage during community events	13,500
City of Danville & Pittsylvania County Habitat for Humanity - Randy Gentry 503 Hughes Street Danville,VA 24541	None	Public Charity	Funds needed to Purchase building materials and contract labor needed to construct a new four-bedroom, two bathroom home at 114 Brush Arbor Court	17,850
The Community Foundation of the Dan River Region - co Debra L Dodson Ex 541 Loyal Street Danville,VA 24541	None	Public Charity	To Support Disaster Relief Fund, newly opened with the Community Foundation, to help the area with disaster preparedness, response, and recovery	10,000
Danville Area Choral Arts Society - co Carolyn Smith Ex Dir 29 Old Farm Road Danville,VA 24541	None	Public Charity	Funds will be used for Rags to Ritz choral concert to public on April 7, 2013, to compensate music director, accompanist, cover costs of venue rental, insurance, printed programs, and promoting concert	2,000
Danville Cancer Association Inc - co Mary A Crider Ex Dir 2323 Riverside Drive Suite J Danville,VA 24540	None	Public Charity	Funds will be used to pay local drug stores and reimburse patients for cancer-related prescriptions	10,000
Danville Community College - co B Carlyle Ramsey Pres 1008 South Main Street Danville,VA 24541	None	Education/Pol Subdiv	To help offset the costs of childcare for student parents using the services of the Families First Children's Center at the child development center or at the Families First at the DanvilleRegional Medical Center (DRMC)	25,000
The Danville Community Orchestra Inc - co Jerry Franklin Past Pres PO Box 14291 Danville,VA 24540	None	Public Charity	Funds will be used to provide a portion of funding needs for 2013, including lease of rehearsal hall, conductor honorarium, travel expenses	21,250

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				
Danville Science Center - co Catesby Denison Found Asst PO Box 167 Danville,VA 24543	None	Public Charity	Fund a portion of the fees for the traveling exhibit, Raise the Roof and other travel exhibits to the Danville Science Center for the 2013 Season	16,500
Danville Speech & Hearing Center - co Elizabeth Marshall Ex Dir PO Box 1687 Danville,VA 24543	None	Public Charity	To replace 7 yr old central printer for office and laptop in order to be more efficient and productive and to help better meet the needs of clients	1,371
Danville Speech & Hearing Center - co Elizabeth Marshall Ex Dir PO Box 1687 Danville,VA 24543	None	Public Charity	Return of unused funds from prior year	-321
Free Clinic of Danville Inc - co Denise Buckner Ex Dir 133 South Ridge Street Danville,VA 24541	None	Public Charity	To provide interim support for the Diabetic Care program and ensure continuity of care for diabetic patients at The Free Clinic	25,169
Future of the Piedmont Foundation - co Ben Davenport Chair PO Box 54 Danville,VA 24541	None	Public Charity	Promote economic revitalization efforts	25,000
God's Storehouse - co Karen Harris Director 750 Memorial Drive Danville,VA 24541	None	Public Charity	Funds will be used for the purchase of food, Products will be purchased to provide a balanced and nutritious assortment of food to clients Due to the increased numbers of those inneed of food assistance and increased cost of food more funds needed to be allocated for food purchasing for 2013	30,000
Danville Pittsylvania County Chamber Foundation - co H Lynette Lawson PO Box 99 Danville,VA 24527	None	Public Charity	To enhance and expand the Jr Leadership Southside Program by retaining professional and high quality speakers and programs and to ensure that no child is turned away from the program due to an inability to pay the requested tuition	1,000
Tunstall Volunteer Fire and Rescue - co William P Hubert Asst Chief Adm PO Box 575 Danville,VA 24543	None	Public Charity	Funds to be used to replace an outdated repeater communication system that does not meet mandates, to replace two defibrillators on ALS ambulance that will be undated to meet new protocols that meet new technology to better care for patients, replace two suctions units on ambulances that have cracked housing which need replacing	15,000
Total  3a				818,987

**TY 2012 Investments Corporate
Bonds Schedule**

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust

EIN: 54-6223108

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate Bonds	2,888,546	2,963,000

TY 2012 Investments Corporate Stock Schedule

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust

EIN: 54-6223108

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Corporate Stock	2,672,143	3,640,540

TY 2012 Investments Government Obligations Schedule

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust

EIN: 54-6223108

**US Government Securities - End of
Year Book Value:**

1,066,532

**US Government Securities - End of
Year Fair Market Value:**

1,068,396

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

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2012 Investments - Other Schedule

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust

EIN: 54-6223108

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Mutual Funds	AT COST	11,400,737	12,449,641
Accrued Income	AT COST	44,344	44,344

TY 2012 Legal Fees Schedule

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust

EIN: 54-6223108

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Clement & Wheatley, A Professional Corporation	11,875	5,938		5,938

TY 2012 Other Decreases Schedule

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust
EIN: 54-6223108

Description	Amount
Accrued interest and unlocated difference	35,317

TY 2012 Other Expenses Schedule

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust

EIN: 54-6223108

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	52	52		0
American National Bank - reimbursement for service charges and overnight shi	269	72		197

TY 2012 Taxes Schedule

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust

EIN: 54-6223108

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal Excise	2,347	1,174		1,174
Foreign Taxes Withheld	1,911	955		955