



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 05-01-2012 , and ending 04-30-2013








Name of foundation J EDWIN TREACLE FOUNDATION INC		A Employer identification number 54-6051620	
Number and street (or P O box number if mail is not delivered to street address) BOX 1157		B Telephone number (see instructions) (804) 693-0881	
City or town, state, and ZIP code GLOUCESTER, VA 23061		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,346,265		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (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	192	192		
	4 Dividends and interest from securities.	144,333	144,333		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	154,681			
	b Gross sales price for all assets on line 6a _____ 1,266,771				
	7 Capital gain net income (from Part IV, line 2)		154,681		
	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	299,206	299,206		
	13 Compensation of officers, directors, trustees, etc	57,275	16,663		40,612
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	4,075	1,234		2,841
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	8,946	8,946		0
	c Other professional fees (attach schedule)	31,546	31,546		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,365	0		0
	19 Depreciation (attach schedule) and depletion . . .	387	0		
	20 Occupancy	1,950	975		975
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,616	3,308		3,307
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	113,160	62,672		47,735
	25 Contributions, gifts, grants paid	374,000			374,000
	26 Total expenses and disbursements. Add lines 24 and 25	487,160	62,672		421,735
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-187,954			
	b Net investment income (if negative, enter -0-)		236,534		
	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	19,249	9,256	9,256
	2	Savings and temporary cash investments	380,663	182,548	182,548
	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)			
	b	Investments—corporate stock (attach schedule)	5,509,235 	5,836,632	5,836,632
	c	Investments—corporate bonds (attach schedule).	423,207 	315,414	315,414
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5 	5	5
	14	Land, buildings, and equipment basis ▶ _____ 5,049 Less accumulated depreciation (attach schedule) ▶ _____ 4,114	1,322 	935	935
15	Other assets (describe ▶ _____)	 1,716 	1,475 	1,475	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,335,397	6,346,265	6,346,265	
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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	6,335,397	6,346,265	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	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)	6,335,397	6,346,265	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,335,397	6,346,265	

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	6,335,397
2	Enter amount from Part I, line 27a	2	-187,954
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	198,822
4	Add lines 1, 2, and 3	4	6,346,265
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,346,265

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	154,681
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	404,434	6,187,498	0 065363
2010	369,419	6,204,466	0 059541
2009	392,147	5,854,754	0 066979
2008	458,287	6,088,312	0 075273
2007	474,355	7,770,417	0 061046

2 Total of line 1, column (d).	2	0 328202
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 065640
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	5,996,856
5 Multiply line 4 by line 3.	5	393,634
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,365
7 Add lines 5 and 6.	7	395,999
8 Enter qualifying distributions from Part XII, line 4.	8	421,735

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,365
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	2,365
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	2,365
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,840	
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	3,840
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	1,475
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 1,475	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶FOUNDATION OFFICERS Telephone no ▶(804) 693-0881 Located at ▶105 GAZETTE-JOURNAL BLDG GLOUCESTER VA ZIP +4 ▶23061			
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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>			
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did 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 checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HARRY E DUNN DECEASED APR 15 2013	PRESIDENT & FOUNDATION MAN	15,875	0	0
P O BOX 775 GLOUCESTER,VA 23061	2 00			
CYNTHIA B HORSLEY	SECRETARY & GRANT ADMIN	16,800	0	0
7305 WELLFORD LANE GLOUCESTER,VA 23061	8 00			
NANCY POWELL	TREASURER & SECRETARY	16,800	0	0
PO BOX 854 COBBS CREEK,VA 23035	8 00			
ROBERT A MAY	VICE PRESIDENT	7,800	0	0
1030 PINE HALL ROAD MATHEWS,VA 23035	0 25			
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	6,060,585
b	Average of monthly cash balances.	1b	27,539
c	Fair market value of all other assets (see instructions).	1c	55
d	Total (add lines 1a, b, and c).	1d	6,088,179
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	6,088,179
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	91,323
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,996,856
6	Minimum investment return. Enter 5% of line 5.	6	299,843

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	299,843
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,365
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,365
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	297,478
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	297,478
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	297,478

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	421,735
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	421,735
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	2,365
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	419,370
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				297,478
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.				28,208
b From 2008.				156,491
c From 2009.				101,581
d From 2010.				64,709
e From 2011.				102,667
f Total of lines 3a through e.	453,656			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 421,735				
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.				297,478
e Remaining amount distributed out of corpus	124,257			
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	577,913			
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). . .	28,208			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	549,705			
10 Analysis of line 9				
a Excess from 2008. . . .				156,491
b Excess from 2009. . . .				101,581
c Excess from 2010. . . .				64,709
d Excess from 2011. . . .				102,667
e Excess from 2012. . . .				124,257

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

MR ROBERT A MAY PRESIDENT
BOX 1157
GLOUCESTER, VA 23061
(804) 693-0881

b

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

APPLICATION SUPPLIED BY FOUNDATION

c

Any submission deadlines

JANUARY 1 TO APRIL 30, EACH YEAR

d

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

PREFERENCE GIVEN TO LOCAL AND EDUCATIONAL ORGANIZATIONS

Form 990-PF (2012)

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	374,000
b Approved for future payment				
Total			3b	0

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	192	
4 Dividends and interest from securities.			14	144,333	
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	154,681	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).		0		299,206	0
13 Total. Add line 12, columns (b), (d), and (e).			13		299,206

[illegible]

<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

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00015687
	G OTIS KIRKHAM CPA	G OTIS KIRKHAM CPA	2013-06-24		
	Firm's name <input type="checkbox"/>	JOYNER KIRKHAM KEEL & ROBERTSON PC		Firm's EIN <input type="checkbox"/> 54-0987121	
		5012 MONUMENT AVENUE SUITE 300			
Firm's address <input type="checkbox"/>	RICHMOND, VA 232303632		Phone no (804) 288-0496		

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)
13 SHS US BANCORP	P	2011-08-09	2012-05-29
170 SHS MICROSOFT CORP	P	1997-06-18	2012-05-29
44 SHS AMERICAN EXPRESS CO	P	2010-09-16	2012-05-29
60 SHS WAL-MART STORES INC	P	2010-09-16	2012-05-29
185 SHS WELLS FARGO & CO	P	2002-11-29	2012-05-29
157 SHS CVS CAREMARK CORP	P	2010-09-16	2012-05-29
95 SHS PHILLIPS 66	P	2010-09-16	2012-06-04
750 SHS REPUBLIC SERVICES INC	P	2010-10-14	2012-06-06
50 SHS PROCTOR & GAMBLE CO	P	1991-02-25	2012-08-17
500 SHS GENERAL ELECTRIC COMPANY	P	1980-07-25	2012-08-17
250 SHS YUM BRANDS INC	P	2004-09-03	2012-08-17
200 SHS APACHE CORP	P	2003-12-24	2012-08-17
250 SHS UNITED TECHNOLOGIES CORP	P	2004-09-03	2012-08-17
250 SHS NESTLE ADR	P	2011-10-05	2012-08-17
300 SHS GENERAL DYNAMICS, CORP	P	2010-10-14	2012-08-17
400 SHS FREEPORT-MCMORAN COPPER & GOLD INC	P	2010-10-14	2012-08-17
500 SHS NOVARTIS ADR	P	2010-10-14	2012-08-17
814 SHS STAPLES INC	P	2012-03-13	2012-09-19
6 SHS GOOGLE INC	P	2010-09-16	2012-10-05
50 SHS CISCO SYSTEMS	P	2000-01-07	2012-12-11
236 SHS CISCO SYSTEMS	P	2001-02-15	2012-12-11
26 SHS CHEVRON CORP	P	2003-12-24	2012-12-20
280 SHS EBAY INC	P	2010-09-16	2013-01-15
130 SHS MICROSOFT CORP	P	1997-06-18	2013-01-24
130 SHS EXXON MOBIL CORPORATION	P	1998-02-18	2013-01-24
130 SHS UNITED TECHNOLOGIES CORP	P	2002-02-08	2013-01-24
120 SHS UNITED TECHNOLOGIES CORP	P	2004-09-03	2013-01-24
370 SHS MICROSOFT CORP	P	1997-08-06	2013-01-24
100 SHS INTERNATIONAL BUSINESS MACHINES CORP	P	2006-03-21	2013-01-24
415 SHS UNILEVER ADR	P	2010-09-16	2013-01-25

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)
300 SHS COCA COLA CO	P	1984-08-16	2013-01-29
469 SHS CHARLES SCHWAB CORP	P	2011-09-14	2013-03-14
115 SHS DELL INC	P	2011-03-28	2013-04-23
840 SHS DELL INC	P	2010-09-16	2013-04-23
SHS IISHARES DOW JONES EPAC SELECT DIVIDEND	P	2009-03-23	2012-06-06
SHS ISHARES CORE TOT US BD MKT	P	2009-03-23	2012-06-06
SHS ISHARES CORE TOT US BD MKT	P	2009-11-30	2012-06-06
SHS ISHARES IBOXX \$ INVEST GRADE CORP	P	2010-02-04	2012-06-06
SHS ISHARES IBOXX \$ INVEST GRADE CORP	P	2010-02-04	2012-06-06
1160 SHS ISHARES MSCI AUSTRALIA INDEX	P	2010-02-04	2012-06-06
750 SHS ISHARES MSCI AUSTRALIA INDEX	P	2010-04-12	2012-06-06
250 SHS ISHARES MSCI AUSTRALIA INDEX	P	2010-10-14	2012-06-06
250 SHS ISHARES MSCI BRAZIL INDEX	P	2010-10-14	2012-06-06
500 SHS ISHARES MSCI BRAZIL INDEX	P	2009-10-05	2012-08-17
250 SHS ISHARES MSCI BRAZIL INDEX	P	2010-02-04	2012-08-17
890 SHS ISHARES MSCI CDA INDEX FUND	P	2012-08-17	2013-04-08
700 SHS ISHARES MSCI CDA INDEX FUND	P	2009-10-05	2013-04-25
200K MERCK & CO INC SR NT	P	2008-04-07	2013-02-15
4796 163SHS PIMCO COMMODITY REALRETURN STRATEGY FUND	P	2009-11-25	2012-06-07
147 203SHS PIMCO COMMODITY REALRETURN STRATEGY FUND	P	2009-12-17	2012-06-07
1526 562SHS PERMANENT PORTFOLIO	P	2012-03-01	2012-08-20
4763 191SHS PIMCO COMMODITY REALRETURN STRATEGY FUND	P	2009-12-17	2012-08-20
214 718SHS PIMCO COMMODITY REALRETURN STRATEGY FUND	P	2010-01-07	2012-08-20
4119 579SHS THORNBURG INTERNATIONAL VALUE FUND	P	2010-02-04	2013-01-25
2880 991SHS LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	P	2010-07-16	2013-01-25
781 861SHS EAGLE SM CAP GROWTH FUND	P	2011-12-02	2013-01-25
19337 017SHS CMG ULTRA SHORT TERM BOND FUND	P	2011-01-04	2013-04-24
3374 578SHS NATIXIS FDS TR IV AEW REAL ESTATE FUND	P	2012-03-01	2013-04-24
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
404		288	116
5,009		1,231	3,778
2,476		1,801	675
3,930		3,176	754
5,921		4,337	1,584
7,142		4,625	2,517
2,813		2,414	399
19,586		23,314	-3,728
3,360		497	2,863
10,482		579	9,903
16,557		4,905	11,652
17,736		8,045	9,691
19,930		11,623	8,307
15,406		13,506	1,900
19,476		18,953	523
14,169		19,820	-5,651
30,033		29,618	415
9,826		12,641	-2,815
4,594		2,887	1,707
991		1,891	-900
4,679		7,279	-2,600
2,859		1,083	1,776
14,774		6,709	8,065
3,625		942	2,683
11,868		3,437	8,431
11,515		4,360	7,155
10,630		5,579	5,051
10,317		6,504	3,813
20,429		8,276	12,153
16,535		11,761	4,774

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)
11,120		227	10,893
8,489		5,464	3,025
1,452		1,725	-273
11,120		10,330	790
24,736		15,764	8,972
22,735		15,361	7,374
41,092		40,425	667
15,993		15,885	108
17,881		17,353	528
17,611		16,170	1,441
59,639		56,640	2,999
5,331		6,221	-890
6,386		7,316	-930
13,798		17,205	-3,407
13,798		16,530	-2,732
19,766		21,338	-1,572
26,344		34,410	-8,066
100,000		101,843	-1,843
29,640		40,000	-10,360
910		1,232	-322
72,695		75,000	-2,305
32,342		39,868	-7,526
1,458		1,862	-404
119,674		97,840	21,834
56,928		53,500	3,428
36,263		30,000	6,263
90,100		90,500	-400
66,378		60,000	6,378
26,020			26,020

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	
			116
			3,778
			675
			754
			1,584
			2,517
			399
			-3,728
			2,863
			9,903
			11,652
			9,691
			8,307
			1,900
			523
			-5,651
			415
			-2,815
			1,707
			-900
			-2,600
			1,776
			8,065
			2,683
			8,431
			7,155
			5,051
			3,813
			12,153
			4,774

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	
			10,893
			3,025
			-273
			790
			8,972
			7,374
			667
			108
			528
			1,441
			2,999
			-890
			-930
			-3,407
			-2,732
			-1,572
			-8,066
			-1,843
			-10,360
			-322
			-2,305
			-7,526
			-404
			21,834
			3,428
			6,263
			-400
			6,378
			26,020

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>				
ABINGDON VOLUNTEER FIRE & RESCUE INC PO BOX 9 BENA,VA 23018		EXEMPT 501 (C) (3) P	BUY EQUIPMENT	52,000
ANIMAL CARE SOCIETY PO BOX 121 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	HELP CLIENTS WHO ARE UNABLE TO PAY FOR PETS' SPAY/NEUTER	7,000
ANIMAL RESOURCE FOUNDATION INC PO BOX 967 WHITE MARSH,VA 23183		EXEMPT 501 (C) (3) P	PAY FOR SPAY/NEUTER/RABIES SHOT FOR CAT OWNERS NEEDING FINANCIAL HELP AND \$1,000 TO BUY CAT TRAPS AND CAGES	1,000
ANTIOCH BAPTIST CHURCH 110 ANTIOCH ROAD SUSAN,VA 23163		NO IRS RULINGS	UPKEEP OF BUILDING & GROUNDS	500
BAY AGING RETIRED AND SENIOR VOLUNTEER PROGRAM 5306 OLD VIRGINIA STREET URBANNA,VA 23175		EXEMPT 501 (C) (3) P	ASSIST ELDERLY IN AREA	2,000
BAY SCHOOL COMMUNITY ARTS CENTER 279 MAIN STREET MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	PROVIDE ART CLASSES TO SANDERS ASSISTED LIVING AND PULLER CENTER	1,400
BON SECOURS RICHMOND HEALTH CARE FOUNDATION 5875 BREMO ROAD SUITE 305 RICHMOND,VA 23226		EXEMPT 501 (C) (3) P	SUPPORT GUEST HOUSE PROJECT	2,000
BOYS & GIRLS CLUBS OF THE VIRGINIA PENINSULA 11825 ROCK LANDING DRIVE NEWPORT NEWS,VA 23606		EXEMPT 501 (C) (3) P	GENERAL OPERATING EXPENSES FOR GLOSTER AND MATTHEWS UNITS	4,000
CEREBRAL PALSY OF VIRGINIA 5825 ARROWHEAD DRIVE SUITE 201 VIRGINIA BEACH,VA 23462		EXEMPT 501 (C) (3) P	SEND TWO PEOPLE TO CAMP	500
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS,MD 21403		EXEMPT 501 (C) (3) P	FUND VIRGINIA EDUCATION PROGRAM	1,000
CHRISTOPHER NEWPORT UNIVERSITY EDUCATION FOUNDATION 1 UNIVERSITY PLACE NEWPORT NEWS,VA 23606		EXEMPT 501 (C) (3) P	PROVIDE SCHOLARSHIPS TO GLOSTER AND MATTEWS STUDENTS	6,000
CIRCLE OF FRIENDS FOUNDATION P O BOX 112 GLOUCESTER POINT,VA 23062		EXEMPT 501 (C) (3) P	ASSIST HANDICAPPED IN COUNTY AND SEND TWO TO CAMP	2,000
FAIRFIELD FOUNDATION INC PO BOX 157 WHITE MARSH,VA 23183		EXEMPT 501 (C) (3) P	RESTORE EDGE HILL SERVICE STATION	1,000
FOODBANK OF THE VIRGINIA PENINSULA 2401 ALUMINUM AVENUE HAMPTON,VA 23661		EXEMPT 501 (C) (3) P	BUY FOOD FOR NEEDY IN GLOUSTER AND MATTHEWS	14,000
GIRL SCOUT COUNCIL OF COLONIAL COAST 912 CEDAR ROAD CHESAPEAKE,VA 23322		EXEMPT 501 (C) (3) P	IMPROVE CAMP BURKE'S MILL POND AND BUY EQUIPMENT	5,000


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>				
GLOUCESTER COUNTY 4-H PO BOX 156 GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	PROVIDE SCHOLARSHIPS, COUNSELOR TRAINING, AND TRANSPORTATION TO AND FROM CAMP	5,000
GLOUCESTER COUNTY PUBLIC SCHOOLS EDUCATIONAL FOUNDATION 6489 MAIN STREET BLDG 2 GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	ASSIST IN PAGE SCHOOL RECOVERY FROM TORNADO	1,000
GLOUCESTER HOUSING PARTNERSHIP PO BOX 772 HAYES,VA 230720772		EXEMPT 501 (C) (3) P	PROVIDE HOUSING FOR LOW INCOME FAMILIES	12,000
GLOUCESTER LIBRARY FRIENDS OF PO BOX 1392 GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	PURCHASE BOOKS AND LIBRARY MATERIALS	21,000
GLOUCESTER-MATHEWS FREE CLINIC 7314 MAIN STREET GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	BUY DIABETIC TESTING STRIPS FOR PATIENTS	18,000
GLOUCESTER-MATHEWS HUMANE SOCIETY 6620 JACKSON LANE GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	CREATE SURGERY AREA TO PERFORM NEUTERING	8,000
GLOUCESTER PRESERVATION FOUNDATION PO BOX 629 GLOUCESTER,VA 23061		EXEMPT 501 (C) (3)	REPAIR WALLS AT WALTER REED'S BIRTHPLACE	2,500
GLOUCESTER VOLUNTEER FIRE AND RESCUE SQUAD INC 6595 MAIN STREET GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	BUY EQUIPMENT FOR FIREFIGHTERS & AMBULANCES	52,000
GWYNN'S ISLAND CIVIC LEAGUE PO BOX 313 GWYNN,VA 23066		EXEMPT 501 (C) (3) P	PURCHASE DISPLAY CASES	1,000
HABITAT FOR HUMANITY OF GLOUCESTER-MATHEWS 6963-A MID COUNTY DRIVE HAYES,VA 23072		EXEMPT 501 (C) (3) P	PREPARE SITE, INSTALL WELL AND SEPTIC, BUY MATERIALS TO BUILD HABITAT HOUSE	5,000
HANDS ACROSS MATHEWS PO BOX 1303 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	HELP NEEDY IN MATHEWS	12,000
HISTORIC CHRIST CHURCH FOUNDATION FOR 420 CHRIST CHURCH ROAD WEEMS,VA 22576		EXEMPT 501 (C) (3) P	REDESIGN WEBSITE	500
HOSPITAL HOSPITALITY HOUSE 612 E MARSHALL STREET RICHMOND,VA 23219		EXEMPT 501 (C) (3) P	SUPPORT FAMILY ASSITANCE PROGRAM	1,000
JACOB'S LADDER INC 83 HILL CREST LANE URBANNA,VA 23175		EXEMPT 501 (C) (3) P	PAY PART OF SUMMER RESIDENTIAL ENRICHMENT CAMP FOR 4 KIDS	6,000
KINGSTON PARISH PRESCHOOL PO BOX 471 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	BUY LITERACY SUPPLIES FOR PRESCHOOL	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LAUREL SHELTER INC PO BOX 23 GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	USE TO HELP RESIDENTS WITH MEDICATIONS, FOOD, AND OTHER NECESSITIES	5,000
LITERACY VOLUNTEERS OF GLOUCESTER INC 5276 GEORGE WASHINGTON MEMORIAL HIGHWAY WHITE MARSH,VA 23183		EXEMPT 501 (C) (3) P	BUY TEACHING SUPPLIES & OPERATING EXPENSES	1,000
MATHEWS BAPTIST CHURCH 8284 BUCKLEY HALL ROAD HUDGINS,VA 23076		NO IRS RULINGS	MAINTAIN CEMETERY LOTS WHERE TREAKLE FAMILY BURIED	600
MATHEWS LAND CONSERVANCY PO BOX 306 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	HELP PAY FOR THE BOATHOUSE	3,000
MATHEWS COUNTY PUBLIC SCHOOLS PO BOX 339 MATHEWS,VA 23109		USE PUBLIC SCHOOL RU	PROVIDE STEM PROGRAM IN CAMP FOR ELEM & MIDDLE STUDENTS IN MATHEWS	1,000
MATHEWS COUNTY TRIAD INC PO BOX 190 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	PROVIDE LIFELINE FOR 5 INDIGENT SENIORS	2,000
MATHEWS COUNTY VISITOR & INFORMATION CENTER PO BOX 1456 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	BUY EXHIBIT DISPLAYS FOR BACK ROOM OF SIBLEY'S STORE	1,000
MATHEWS FAMILY YMCA 10746 BUCKLEY HALL ROAD MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	PROVIDE FOOD FOR CHILDREN AT HALF DAY CAMP	2,000
MATHEWS HIGH SCHOOL CREW PO BOX 38 MATHEWS,VA 23109		USE PUBLIC SCHOOL RU	USE FOR REPAIRS & EXPENSES	4,000
MATHEWS MEMORIAL LIBRARY INC FRIENDS OF PO BOX 127 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	CONSTRUCT NEW H BLAND HUDGINS WING AND TO SUPPORT THE LIBRARY	21,000
MATHEWS VOLUNTEER FIRE DEPARTMENT INC P O BOX 1130 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	BUY FIRE PROTECTIVE EQUIPMENT	26,000
MATHEWS VOLUNTEER RESCUE SQUAD PO BOX 723 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	NEW AMBULANCE AND REPLACING EQUIPMENT	26,000
PEAR TREE CEMETERY FOUNDATION PO BOX 43 MOON,VA 23119		NO IRS RULINGS	MAINTAIN CEMETERY	500
RAPPAHANNOCK COMMUNITY COLLEGE EDUCATIONAL FOUNDATION INC PO BOX 923 WARSAW,VA 22572		EXEMPT 501 (C) (3) P	PROVIDE 5 SCHOLARSHIPS AND FOR LIBRARY	8,000
RAPPAHANNOCK WESTMINSTER-CANTERBURY FOUNDATION INC 132 LANCASTER DRIVE IRVINGTON,VA 22480		EXEMPT 501 (C) (3) P	SUPPORT FELLOWSHIP ASSISTANCE PROGRAM	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
READING IS FUNDAMENTAL - TC WALKER ELEMENTARY 6099 TC WALKER ROAD GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) N	BUY BOOKS FOR STUDENTS AT BOTETOURT	2,000
RURAL INFANT SERVICES PROGRAM PO BOX 40 SALUDA,VA 23149		EXEMPT 501 (C) (3) P	BUY PROGRAM EQUIPMENT & MATERIALS	1,000
ST PAUL CEMETERY ASSOCIATION 1150 ANTIOCH ROAD SUSAN,VA 23163		NO IRS RULINGS	UPKEEP OF CEMETERY	500
SALVATION ARMY -- GLOUCESTER-MATHEWS PO BOX 267 HAYES,VA 23072		EXEMPT 501 (C) (3) P	ASSIST WITH RENT, UTILITIES,FUEL, SEWER, AND MEDICATIONS	12,000
SAMARITAN GROUP THE PO BOX 784 WHITE MARSH,VA 23183		EXEMPT 501 (C) (3) P	ASSIST NEEDY IN GLOU WITH RENT, FOOD, CLOTHING, HEATING, MEDICATIONS, ETC	7,000
VIRGINIA COLLEGE FUND THE 4900 AUGUSTA AVE SUITE 101 RICHMOND,VA 232303611		EXEMPT 501 (C) (3) P	PROVIDE SCHOLARSHIPS TO STUDENTS	1,000
VIRGINIA FOUNDATION FOR AGRICULTURE IN THE CLASSROOM 12580 WEST CREEK PARKWAY RICHMOND,VA 23238		EXEMPT 501 (C) (3) P	HELP FUND VIRGINIA AGRICULTURE MAP PROJECT	1,000
VIRGINIA SYMPHONY ORCHESTRA 861 GLENROCK ROAD SUITE 200 NORFOLK,VA 23502		EXEMPT 501 (C) (3) P	SEND STUDENTS FROM YORK & GLOU TO YOUNG PEOPLE'S CONCERT	1,000
WARE ACADEMY 7936 JOHN CLAYTON MEMORIAL HIGHWAY GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	BUY MATERIALS TO SUPPORT STEM PROGRAM	1,000
WASHINGTON AND LEE UNIVERSITY OFFICE OF UNIVERSITY DEVELOPMENT LEXINGTON,VA 24450		EXEMPT 501 (C) (3) P	BUY PASCO ADVANCED MICROWAVE OPTICS SYSTEM	1,000
Total  3a				374,000

TY 2012 Accounting Fees Schedule

Name: J EDWIN TREACLE FOUNDATION INC

EIN: 54-6051620

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT OF FINANCIAL STATEMENTS AND PREPARATION OF FORM 990-PF	8,946	8,946		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: J EDWIN TREACLE FOUNDATION INC

EIN: 54-6051620

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FILE CABINET	1976-03-15	624	624	SL	10 0000000000000	0	0		
FILE CABINET	1978-07-15	134	134	SL	10 0000000000000	0	0		
IBM TYPEWRITER	1980-05-15	460	460	SL	5 0000000000000	0	0		
DESK	1992-02-24	495	495	SL	10 0000000000000	0	0		
CREDENIZA	1992-02-24	335	335	SL	10 0000000000000	0	0		
CHAIR, SEC	1992-02-24	130	130	SL	10 0000000000000	0	0		
CHAIR, SIDE	1992-02-24	120	120	SL	10 0000000000000	0	0		
4 DOOR FILE CABINET	1996-05-30	220	220	SL	5 0000000000000	0	0		
COMPUTER DESK	1997-12-17	596	596	SL	10 0000000000000	0	0		
COMPUTER SYSTEM	2010-09-21	1,935	613	SL	5 0000000000000	387	0		

**TY 2012 Investments Corporate
Bonds Schedule****Name:** J EDWIN TREAKLE FOUNDATION INC**EIN:** 54-6051620

Name of Bond	End of Year Book Value	End of Year Fair Market Value
100K BELLSOUTH CORP	106,164	106,164
100K MIRCOSOFTE CORP SR NT	105,262	105,262
100 WALMART STORES INC SR NT	103,988	103,988

**TY 2012 Investments Corporate
Stock Schedule**

Name: J EDWIN TREACLE FOUNDATION INC
EIN: 54-6051620

Name of Stock	End of Year Book Value	End of Year Fair Market Value
300 SHS ABBVIE INC	13,815	13,815
250 SHS AIR PRODUCTS & CHEMICALS INC	21,740	21,740
271 SHS AMERICAN EXPRESS CO	18,539	18,539
500 SHS AMERICAN WATERWORKS CO INC	20,940	20,940
500 SHS APACHE CORP	36,940	36,940
100 SHS APPLE INC	44,278	44,278
375 SHS AUTOMATIC DATA PROCESSING INC	25,253	25,253
780 SHS BARRICK GOLD CORP	15,374	15,374
285 SHS BAXTER INTERNATIONAL INC	19,913	19,913
165 SHS BECTON DICKERSON & CO	15,560	15,560
125 SHS BLACKROCK INC	33,313	33,313
250 SHS BOEING CO	22,853	22,853
173 SHS C R BARD INC	17,189	17,189
956 SHS CHARLES SCHWAB CORP	16,214	16,214
513 SHS CHEVRON CORP	62,591	62,591
225 SHS CHUBB CORP	19,816	19,816
2564 SHS CISCO SYSTEMS	53,639	53,639
600 SHS CMS ENERGY CORP	17,964	17,964
600 SHS COCA COLA CO	63,495	63,495
294 SHS CONOCOPHILLIPS	17,772	17,772
201 SHS CVS CAREMARK CORP	11,694	11,694
300 SHS DEVON ENERGY CORP	16,518	16,518
1000 SHS DOMINION RESOURCES INC	61,680	61,680
469 SHS DR PEPPER SNAPPLE INC	22,901	22,901
400 SHS E I DUPONT DE NEMOURS & CO	21,804	21,804
1250 SHS EMC CORP	28,038	28,038
500 SHS EMERSON ELECTRIC CO	27,755	27,755
1231 SHS EXELON CORP	46,175	46,175
1200 SHS EXPRESS SCRIPTS INC	71,244	71,244
970 SHS EXXON MOBIL CORPORATION	86,320	86,320

Name of Stock	End of Year Book Value	End of Year Fair Market Value
260 SHS GALAXOSMITHKLINE ADR	13,426	13,426
2500 SHS GENERAL ELECTRIC COMPANY	55,725	55,725
200 SHS GILEAD SCIENCES INC	20,256	20,256
23 SHS GOOGLE INC	18,965	18,965
350 SHS H J HEINZ CO	25,347	25,347
250 SHS HOME DEPOT INC	18,338	18,338
500 SHS HONEYWELL INC	36,770	36,770
600 SHS INTERNATIONAL BUSINESS MACHINES CORP	121,524	121,524
750 SHS J P MORGAN CHASE & CO	36,758	36,758
290 SHS JOHNSON & JOHNSON	24,717	24,717
250 SHS KIMBERLY CLARK CORP	25,798	25,798
10 SHS MATHEWS YACHT CLUB	50	50
250 SHS MCDONALDS CORP	25,535	25,535
540 SHS MEDTRONIC INC	25,207	25,207
300 SHS MERCK & CO INC	14,100	14,100
1830 SHS MICROSOFT CORP	60,573	60,573
590 SHS MOLSON COORS BREWING CO CL B	30,444	30,444
532 SHS NEWMONT MINING CORP	17,237	17,237
275 SHS NORFOLK SOUTHERN CORP	21,291	21,291
265 SHS NORTHROP GRUMMAN CORP	20,071	20,071
500 SHS NUCOR CORP	21,810	21,810
450 SHS OCCIDENTAL PETROLEUM CORP	40,167	40,167
375 SHS PEPSICO INC	30,926	30,926
800 SHS PFIZER INC	23,256	23,256
1150 SHS PHILIP MORRIS INTERNATIONAL INC	109,929	109,929
330 SHS PNC FINANCIAL SERVICES GROUP INC.	22,400	22,400
400 SHS PRAXAIR INC.	45,720	45,720
790 SHS PROCTOR & GAMBLE CO	60,648	60,648
750 SHS QUALCOMM INC	46,200	46,200
500 SHS RAYTHEON CO	30,690	30,690

Name of Stock	End of Year Book Value	End of Year Fair Market Value
100 SHS SALESFORCE COM INC	16,444	16,444
136 SHS SIGMA ALDRICH CORP	10,702	10,702
300 SHS SUNTRUST BANKS INC	8,775	8,775
438 SHS TARGET CORP	30,905	30,905
500 SHS TIME WARNER INC	29,890	29,890
1000 SHS TJX COS	48,770	48,770
217 SHS TORCHMARK CORP	13,469	13,469
195 SHS TRAVELERS COMPANIES INC	16,655	16,655
500 SHS UNITED TECHNOLOGIES CORP.	45,645	45,645
606 SHS US BANCORP	20,168	20,168
100 SHS VISA INC	16,846	16,846
375 SHS WAL-MART STORES INC	29,145	29,145
1575 SHS WELLS FARGO & CO.	59,819	59,819
750 SHS YUM BRANDS INC	51,090	51,090
2000 SHS IISHARES DOW JONES EPAC SELECT DIVIDEND	72,160	72,160
1065 SHS ISHARES CORE TOT US BD MKT	118,790	118,790
465 SHS ISHARES IBOXX \$ INVEST GRADE CORP	56,790	56,790
1650 SHS ISHARES RUSSELL 1000 GROWTH INDEX	120,252	120,252
8650 SHS VANGUARD EMERGING MARKETS STOCK	378,524	378,524
500 SHS VANGUARD GLOBAL EX-US REAL ESTATE ETF	30,661	30,661
500 SHS VANGUARD REIT ETF	37,640	37,640
550 SHS VQNGUARD MID-CAP ETF	51,975	51,975
550 SHS VQNGUARD SMALL-CAP ETF	50,281	50,281
16372.877 SHS ARTIO GLOBAL HIGH INCOME FUND	167,331	167,331
4030.595 SHS ASTON MONTAG & CARDWELL GROWTH FUND	108,383	108,383
14822.657 SHS CAMBIAR SMALL CAP FUND	298,380	298,380
9337.017 SHS CMG ULTRA SHORT TERM BOND FUND	84,127	84,127
4862.827 SHS COLUMBIA ACORN INTERNATIONAL FUND	219,557	219,557
9045.813 SHS COLUMBIA SELECT LARGE CAP GROWTH FUND	138,672	138,672
4000 SHS CREDIT SUISSE COMMODITY RETURN PLUS STRATEGY FUND	30,800	30,800

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2000 SHS EATON VANCE ATLANTA CAP SMID-CAP FUND	41,340	41,340
2668.627 SHS HARBOUR INTERNATIONAL FUND	175,142	175,142
18311.115 SHS JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND	274,301	274,301
3000 SHS NUVEEN REAL ESTATE SECS FUND	72,180	72,180
6000 SHS PIMCO ALL ASSET ALL AUTH FUND	66,840	66,840
4929.403 SHS PIMCO COMMODITIES PLUS STRATEGY FUND	52,466	52,466
28779.735 SHS PIMCO COMMODITY REALRETURN STRATEGY FUND	184,478	184,478
40514.612 SHS PIMCO TOTAL RETURN FUND	459,436	459,436
2057.613 SHS PRUDENTIAL JENNISON MID-CAP GROWTH FUND	73,148	73,148
8033.003 SHS T ROWE PRICE INTERNATIONAL FUNDS INC	79,450	79,450

TY 2012 Investments - Other Schedule

Name: J EDWIN TREACLE FOUNDATION INC

EIN: 54-6051620

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COINS & PAPERS	FMV	5	5

TY 2012 Land, Etc. Schedule**Name:** J EDWIN TREACLE FOUNDATION INC**EIN:** 54-6051620

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FILE CABINET	624	624	0	
FILE CABINET	134	134	0	
IBM TYPEWRITER	460	460	0	
DESK	495	495	0	
CREDENIZA	335	335	0	
CHAIR, SEC	130	130	0	
CHAIR, SIDE	120	120	0	
4 DOOR FILE CABINET	220	220	0	
COMPUTER DESK	596	596	0	
COMPUTER SYSTEM	1,935	1,000	935	

TY 2012 Other Assets Schedule

Name: J EDWIN TREACLE FOUNDATION INC

EIN: 54-6051620

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
RECOVERABLE EXCISE TAX	1,716	1,475	1,475

TY 2012 Other Expenses Schedule**Name:** J EDWIN TREACLE FOUNDATION INC**EIN:** 54-6051620

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	4,568	2,284		2,284
MISCELLANEOUS	131	66		65
P O BOX RENT	56	28		28
OFFICE SUPPLIES	708	354		354
POSTAGE	84	42		42
TELEPHONE	1,069	534		534

TY 2012 Other Increases Schedule

Name: J EDWIN TREACLE FOUNDATION INC

EIN: 54-6051620

Description	Amount
UNREALIZED GAIN	198,822

TY 2012 Other Professional Fees Schedule**Name:** J EDWIN TREACLE FOUNDATION INC**EIN:** 54-6051620

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUST FEES FOR MAINTAINING INVESTMENT ASSETS	31,546	31,546		0

TY 2012 Taxes Schedule

Name: J EDWIN TREACLE FOUNDATION INC

EIN: 54-6051620

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	2,365	0		0