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

Name of foundation NEWT SHINGLETON TUW 485-5013668911		A Employer identification number 54-6329857	
Number and street (or P O box number if mail is not delivered to street address) 1525 W WT HARRIS BLVD D1114-044		B Telephone number (see instructions) (540) 563-7744	
City or town, state, and ZIP code CHARLOTTE, NC 28288		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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) <input checked="" type="checkbox"/> \$ 4,609,099		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 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				
	4 Dividends and interest from securities.	106,131	106,131		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	80,631			
	b Gross sales price for all assets on line 6a _____ 821,247				
	7 Capital gain net income (from Part IV , line 2)		80,631		
	8 Net short-term capital gain			0	
	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)	<input checked="" type="checkbox"/> 4,637			
	12 Total. Add lines 1 through 11	191,399	186,762		
	13 Compensation of officers, directors, trustees, etc	57,048	42,786		14,262
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	<input checked="" type="checkbox"/> 750	0	0	750
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 1,692	1,692		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	<input checked="" type="checkbox"/> 2,546			2,546
	24 Total operating and administrative expenses. Add lines 13 through 23	62,036	44,478	0	17,558
	25 Contributions, gifts, grants paid	205,821			205,821
	26 Total expenses and disbursements. Add lines 24 and 25	267,857	44,478	0	223,379
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-76,458			
	b Net investment income (if negative, enter -0-)		142,284		
c Adjusted net income (if negative, enter -0-)				0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	188,138	303,344	303,344
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	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)	1,659,896	1,545,605	2,673,884
	c	Investments—corporate bonds (attach schedule).		1,492,901	1,631,871
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,568,226		0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,416,260	3,341,850	4,609,099	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	3,416,260	3,341,850	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	3,416,260	3,341,850	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,416,260	3,341,850	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1 3,416,260
2	Enter amount from Part I, line 27a	2 -76,458
3	Other increases not included in line 2 (itemize) ▶ _____	3 5,886
4	Add lines 1, 2, and 3	4 3,345,688
5	Decreases not included in line 2 (itemize) ▶ _____	5 3,838
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 3,341,850

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	80,631
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	200,659	4,450,461	0 045087
2010	220,249	4,388,124	0 050192
2009	194,909	3,978,356	0 048992
2008	252,743	3,926,781	0 064364
2007	261,653	5,202,148	0 050297

2	Total of line 1, column (d).	2	0 258932
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 051786
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,488,790
5	Multiply line 4 by line 3.	5	232,456
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,423
7	Add lines 5 and 6.	7	233,879
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	223,379

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	2,846
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	2,846
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	2,846
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,172	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	3,172
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	0
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	326
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 326	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

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

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of	WELLS FARGO BANK NA	Telephone no	(540) 563-7744
	Located at	213 S JEFFERSON ST 15TH FLOOR ROANOKE VA	ZIP +4	240111705
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here			
	and enter the amount of tax-exempt interest received or accrued during the year	15		
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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
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		No
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?			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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 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
WELLS FARGO BANK NA 1525 W WT HARRIS BLVD D1114-044 CHARLOTTE,NC 28288	Co Trustee 40	57,048		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	4,287,536
b	Average of monthly cash balances.	1b	269,611
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,557,147
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,557,147
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	68,357
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,488,790
6	Minimum investment return. Enter 5% of line 5.	6	224,440

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	224,440
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,846
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,846
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	221,594
4	Recoveries of amounts treated as qualifying distributions.	4	2,485
5	Add lines 3 and 4.	5	224,079
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	224,079

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	223,379
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	223,379
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	223,379
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				224,079
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			210,823	
b Total for prior years 2010 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				0
b From 2008.				0
c From 2009.				0
d From 2010.				0
e From 2011.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 223,379				
a Applied to 2011, but not more than line 2a			210,823	
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.				12,556
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				211,523
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . .				0
b Excess from 2009. . . .				0
c Excess from 2010. . . .				0
d Excess from 2011. . . .				0
e Excess from 2012. . . .				0

Part XIV

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

1a

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

b

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

☐ 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

WM NC-PHILANTHROPIC VERVICE - NORTH
ONE WEST FOURTH ST 2ND FL
WINSTONSALEM,NC 27101
(855) 739-2920

b

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

CONTACT WELLS FARGO FOR APPLICATION

c

Any submission deadlines

DECEMBER 31

d

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

FOCUS IS ON GRANTS TO CHARITIES IN WESTERN VIRGINIA

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	205,821
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[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

*****	2013-08-09	*****
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 type="checkbox"/>	PTIN
	Firm's name <input type="checkbox"/>			Firm's EIN <input type="checkbox"/>	
	Firm's address <input type="checkbox"/>			Phone no <input type="checkbox"/>	

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)
4664 ACCO BRANDS CORP		2012-01-05	2012-05-15
82 ACCO BRANDS CORP		2012-01-05	2012-05-24
400 CENTURYTEL INC COM		2011-06-07	2013-02-22
4734 476 DREYFUS EMG MKT DEBT LOC C-I #6083		2011-01-03	2012-05-23
100 EXXON MOBIL CORP COM		1994-10-28	2012-07-20
1200 FORD MTR CO DEL COM		2011-06-07	2012-07-20
700 HEWLETT-PACKARD CO COM		1996-04-10	2012-08-31
14057 901 HUSSMAN STRATEGIC GROWTH FD		2011-01-03	2012-05-23
2382 633 ING REAL ESTATE FUND CL-I #2190		2009-01-06	2013-04-09
3126 311 LAUDUS MONDRIAN INTL FI-INST #2940		2011-01-03	2013-04-09
250 MEADWESTVACO CORP COM W/RTS EXP 1/29/200		2012-01-05	2013-02-22
140 NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHED EXP 9/26/2010		2008-12-30	2012-12-06
90 OCCIDENTAL PETE CORP COM		2010-04-12	2012-12-06
4283 638 PIMCO FOREIGN BOND FUND-INST		2012-01-05	2013-04-09
5 PHILLIPS 66		1995-03-21	2012-05-22
447 PHILLIPS 66		1995-03-21	2012-05-24
24698 795 PIMCO COMMODITY REAL RET STRAT-I#45		2012-01-05	2012-05-23
475 PUBLIC SVC ENTERPRISE GRP INC COM		2011-12-07	2012-12-06
16660 518 ROWE T PRICE SHORT TERM BD FD INC		2012-05-23	2013-04-09
11731 519 ROWE T PRICE SHORT TERM BD FD INC		2011-01-03	2013-04-09
305 UNUMPROVIDENT CORP COM		2010-06-24	2012-07-20
220 COOPER INDUSTRIES PLC NEWIRELAND		2008-12-30	2012-12-03
454 EATON CORP PLC		2012-11-30	2012-12-17

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5		5	
775		817	-42
13,902		16,248	-2,346
64,152		68,603	-4,451
8,581		1,574	7,007
10,992		16,884	-5,892
11,813		8,897	2,916
165,883		171,506	-5,623
45,389		21,968	23,421
34,358		36,765	-2,407
8,724		6,656	2,068
8,575		6,342	2,233
6,662		7,798	-1,136
46,906		45,364	1,542
16		1	15
13,808		1,290	12,518
155,849		164,000	-8,151
14,222		15,228	-1,006
80,637		80,637	
56,781		56,898	-117
5,774		6,841	-1,067
14,883		6,270	8,613
24		24	

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	
			-42
			-2,346
			-4,451
			7,007
			-5,892
			2,916
			-5,623
			23,421
			-2,407
			2,068
			2,233
			-1,136
			1,542
			15
			12,518
			-8,151
			-1,006
			-117
			-1,067
			8,613

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				
ROUND HILL COMMUNITY VOLUNTEER FIRE AND RESCUE CO 15 769 ROUND HILL ROAD WINCHESTER,VA 22602	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	281
GREEK ORTHODOX CHURCH 1700 AMHERST ST WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
GIRLS SCOUTS OF AMERICA 153 MCMILLAN COURT MARTINSBURG,VA 25401	NONE	PUBLIC EXEMPT	GENERAL SUPPORT IN DISTRICT	2,108
SHENANDOAH FARMS VOL FIRE DEPT ROUTE 3 BOX 1042 FRONT ROYAL,VA 22630	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	264
GREENWOOD VOLUNTEER FIRE DEPT COMPANY 18 PO BOX 3023 WINCHESTER,VA 22604	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	281
SOUTH END FIRE COMPANY 17 WEST MONMOUTH STREET WINCHESTER,VA 22601	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	281
FRIENDSHIP FIRE COMPANY 627 N PLEASANT VALLEY ROAD WINCHESTER,VA 22601	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	281
ROUND HILL METHODIST CHURCH 203 YALE DRIVE WINCHESTER,VA 22603	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
THE EASTER SEALS SOCIETY O VIRGINIA INC 4860 COX ROAD STE 200 GLEN ALLEN,VA 23060	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	2,108
HEALTHY FAMILIES - NORTHERN SHENANDOAH VALLEY 220 CAMPUS BLVD STE 420 WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	ONGOING PROJECTS AND	10,000
BLUE RIDGE VOL FIRE DEPT P O BOX 216 BLUEMONT,VA 22012	NONE	170 (C)(1) GOVT ENTI	GENERAL	264
CLEARBROOK VOLUNTEER FIRE DEPT COMPANY 13 PO BOX 56 CLEARBROOK,VA 22624	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	281
BOYS' HOME 306 BOYS HOME ROAD COVINGTON,VA 24426	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	2,108
BOY SCOUTS OF AMERICA 107 YOUTH DEVELOPMENT CENTER WINCHESTER,VA 22602	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	2,108
CRIPPLED CHILDREN'S HOSPITAL 2924 BROOK ROAD RICHMOND,VA 23220	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	2,108

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>				
BRADDOCK ST UTD METH CHURCH 115 WOLFE STREET WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	2,108
UNITED WAY OF NORTHERN SHENANDOAH VALLEY PO BOX 460 WINCHESTER,VA 22604	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	4,216
SHENANDOAH UNIVERSITY 1460 UNIVERSITY DRIVE WINCHERSTER,VA 226015195	NONE	PUBLIC EXEMPT	NEW HEALTH SCIENCES	60,000
SACRED HEART CATHOLIC CHURCH 1717 AMHERST STREET WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
HIGHLAND PRESBYTERIAN CHURCH 446 HIGHLAND AVENUE WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
FREMONT STREET NURSERY C/O BOARD OF DIRECTORS 533 FREMONT STREET WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	2,108
FIRST UNITED METHODIST CHURCH 308 N BRADDOCK ST WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
MARKET ST UNITED METH CHURCH 131 S CAMERON STREET WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
ST JOHNS THE BAPTIST CATHOLIC CHURCH 123 W MAIN STREET FRONT ROYAL,VA 22630	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
VIRGINIA COLLEGE FUND 6002-A WEST BROAD STREET SUITE 201 RICHMOND,VA 23230	NONE	PUBLIC EXEMPT	FINANCIAL AID FOR COLLEGE	5,000
NORTHWESTERN WORKSHOP INC 910 SMITHFIELD AVENUE WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	2,108
GRACE BRETHERN CHURCH 645 BERRYVILLE AVENUE WINCHESTER,VA 22602	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
FRONT ROYAL FIRST BAPTIST CH 14 WEST 1ST STREET FRONT ROYAL,VA 22630	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
KEYSTONE BAPTIST CHURCH ROUTE 1 BOX 2585 BERRYVILLE,VA 22611	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
SHENANDOAH VALLEY BAPTIST CH P O BOX 249 STEPHENS CITY,VA 22655	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054

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>				
ROUSS FIRE COMPANY 3 SOUTH BRADDOCK STREET WINCHESTER,VA 22601	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	281
MIDDLETOWN FIRE AND RESCUE COMANY 12 7855 MAIN STREET MIDDLETOWN,VA 22604	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	281
LIGHTHOUSE BAPTIST CHURCH 2581 NORTHWESTERN PIKE WINCHESTER,VA 22603	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
SUNNYSIDE PRESBYTERIAN CHURCH CO JUANITA PATTERSON 102 JACKSON AVENUE WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
CALVARY BAPTIST CHURCH 844 AMHERST STREET WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
MACEDONIA METHODIST CHURCH CO FRANCES REED - TREASU 2456 FRONT ROYAL PIKE WHITE POST,VA 22663	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
WESLEY METHODIST CHURCH 527 VAN FOSSEN STREET WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
MONTAGUE AVENUE METH CHURCH 120 MONTAGUE AVENUE WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
STEPHENS CITY METHODIST CHURCH P O BOX 428 STEPHENS CITY,VA 22655	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
BURNT FACTORY UNITED METH CH C/O PASTOR PARKER HINZMAN 3158 SHAWNEE DRIVE STEPHENSON,VA 22656	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
GUIDING LIGHT GOSPEL CENTER 455 NORTH CAMERON STREET WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	2,108
CEDAR CREEK PRESBYTERIAN CH CO LORETTA MCDONALD TRE 364 CARSON LANE STEPHENS CITY,VA 22655	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
MT CARMEL BAPTIST CHURCH 423 S BRADDOCK STREET WINCHESTER,VA 22602	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
RELIEF METHODIST CHURCH C/O JOANNA L SMITH BOX 1914 RELIANCE,VA 22649	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
BETH EL CONGREGATION 520 FAIRMONT AVENUE WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054

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>				
FREE MEDICAL CLINIC OF NORTHERN SHANANDOAH 301 NORTH CAMERAON ST STE 100 WINCHESTER,VA 22604	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	37,000
WELLTOWN UNITED METHODIST CHURCH C/O MRS KATHY DAVIS 950 OLD QUARRY ROAD CLEARBROOK,VA 22624	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
BETHEL CEMETERY FUND OLD BETHEL CHURCH RURAL ROUTE 1 BOX 8AA AUGUSTA,WV 267049701	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	3,162
STAR TANNERY FIRE DEPARTMENT - COMPANY 17 950 BRILL ROAD STAR TANNERY,VA 22654	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	281
COLLEGE PARK CHURCH OF CHRIST 106 PURDUE DRIVE WINCHESTER,VA 22602	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
ST STEPHENS CME CHURCH 24 MONTAGUE CIRCLE WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
MACEDONIA BAPTIST CHURCH BRENDA J FRENCY SECRETAR PO BOX 51 FLINT HILL,VA 22627	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
EMMANUEL BAPTIST CHURCH 2774 NORTHWESTERN PIKE WINCHESTER,VA 22603	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
ROUND HILL COMMUNITY VOLUNTEER FIRE AND RESCUE 769 ROUND HILL ROAD WINCHESTER,VA 22602	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	562
SHENANDOAH VALLEY DISCOVERY MUSEUM INC 54 S LOUDOWN ST WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	EDUCATIONAL PROGRAMMING	9,500
CENTENARY REFORMED UNITED CHURCH OF CHRIST 204 SOUTH CAMERON STREET WINCHESTER,VA 22604	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
BOYCE VOLUNTEER FIRE DEPT PO BOX 285 BOYCE,VA 22620	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	264
HANDLEY MEMORIAL LIBRARY POST OFFICE BOX 22604 WINCHESTER,VA 22604	NONE	PUBLIC EXEMPT	PURCHASE OF CHILDREN'S	2,108
HAYFIELD ASSEMBLY OF GOD 5118 NORTHWESTERN PIKE GORE,VA 22637	NONE	PUBLIC EXEMPT	GNEERAL SUPPORT	1,054
NORTH MOUNTAIN FIRE COMPANY 19 186 ROSENBERGER LANE WINCHESTER,VA 22602	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	281

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>				
FIRST BAPTIST CHURCH P O BOX 77 WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	2,108
WINCHESTER DAY NURSERY C/O BOARD OF DIRECTORS 133 LINCOLN STREET WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	2,108
JOHN H ENDERS VOL FIRE DEPT 9 S BUCKMARSH STREET BERRYVILLE,VA 22611	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	264
MILLWOOD STATION VOLUNTEER FIRE AND RESCUE CO 21 INC WINCHESTER,VA 22604	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	281
FAIRVIEW LUTHERAN CHURCH 555 FAIRVIEW RD WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	EARTHQUAKE DAMAGE REPAIRS	1,054
STEPHENS CITY FIRERESCUE COMPANY 11 PO BOX 253 STEPHEN CITY,VA 22655	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	281
SHAWNEE VOLUNTEER FIRE DEPT 2333 ROOSEVELT BLVD WINCHESTER,VA 22601	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	281
GAINESBORO FIRE AND RESCUE COMPANY 16 221 GAINESBORO ROAD WINCHESTER,VA 22603	NONE	170 (C)(1) GOVT ENTI	GENERAL SUPPORT	281
WINCHESTER ASSN FOR THE BLIND INC 223 RITTER PLACE BERRYVILLE,VA 22611	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	4,216
HEBRON BAPTIST CHURCH PO BOX 28 GORE,VA 22637	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	2,108
CALVARY CHURCH OF THE BRETHREN 578 FRONT ROYAL ROAD WINCHESTER,VA 22602	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
JOHN MANN UNITED METH CHURCH 119 EAST CORK STREET WINCHESTER,VA 22601	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
BURLINGTON UNITED METHODIST FAMILY SERVICES INC PO BOX 69 - 1 RAINBOW LANE BURLINGTON,WV 267100096	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	2,108
MOUNTAINDALE METHODIST CHURCH CO MISS CAROLYN BEAN HC 79 BOX 53 ROMNEY,WV 26757	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
EBENEZER UNITED METHODIST CH C/O CAROLYN B HOTT P O BOX 110 ROMNEY,WV 26757	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054

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				
CAPON BRIDGE UNITED METH CH CO MR KENNETH WEDMON P O BOX 435 WINCHESTER,VA 226013032	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	1,054
Total				3a 205,821

TY 2012 Accounting Fees Schedule

Name: NEWT SHINGLETON TUW 485-5013668911

EIN: 54-6329857

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	750			750

**TY 2012 Investments Corporate
Bonds Schedule****Name:** NEWT SHINGLETON TUW 485-5013668911**EIN:** 54-6329857

Name of Bond	End of Year Book Value	End of Year Fair Market Value
4812C0803 JPMORGAN HIGH YIELD	167,658	248,955
51855Q655 LAUDUS MONDRIAN INTL	103,532	97,633
693390551 PIMCO TOTAL RETN FD	626,039	653,003
693390593 PIMCO MODERATE DURAT	369,830	397,881
693390882 PIMCO FOREIGN BD FD	93,537	96,806
693391559 PIMCO EMERG MKTS BD-	64,480	69,582
77957P105 T ROWE PRICE SHORT T	34,528	34,528
262028855 DRIEHAUS ACTIVE INCO	33,297	33,483

TY 2012 Investments Corporate
Stock Schedule

Name: NEWT SHINGLETON TUW 485-5013668911
EIN: 54-6329857

Name of Stock	End of Year Book Value	End of Year Fair Market Value
580135101 MCDONALDS CORP	14,087	23,492
654106103 NIKE INC CL		
778296103 ROSS STORES INC	6,135	27,749
370334104 GENERAL MILLS INC	23,550	92,269
742718109 PROCTER & GAMBLE CO	9,806	14,970
20825C104 CONOCOPHILLIPS	4,345	54,103
30231G102 EXXON MOBIL CORPORAT	6,298	35,596
674599105 OCCIDENTAL PETE CORP		
001055102 AFLAC INC	7,793	9,527
025816109 AMERICAN EXPRESS CO	7,482	12,998
03076C106 AMERIPRISE FINL		
14040H105 CAPITAL ONE FINANCIA	15,028	18,490
171232101 CHUBB CORP	13,698	24,219
46625H100 JPMORGAN CHASE & CO	18,799	23,280
693475105 PNC FINANCIAL SERVIC		
91529Y106 UNUM GROUP		
031162100 AMGEN INC	12,450	21,363
110122108 BRISTOL MYERS SQUIBB	20,941	52,430
14149Y108 CARDINAL HEALTH INC	12,649	16,804
478160104 JOHNSON & JOHNSON	6,153	8,949
58155Q103 MCKESSON CORP	7,497	12,698
58405U102 MEDCO HEALTH SOLUTIO		
91324P102 UNITEDHEALTH GROUP I	7,449	12,585
369604103 GENERAL ELECTRIC CO	1,784	17,832
655844108 NORFOLK SOUTHERN COR		
913017109 UNITED TECHNOLOGIES	9,503	82,161
037833100 APPLE INC	8,692	11,070
055921100 BMC SOFTWARE		
17275R102 CISCO SYSTEMS INC	11,679	12,552
428236103 HEWLETT PACKARD CO		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
458140100 INTEL CORP	6,218	10,179
459200101 INTERNATIONAL BUSINE	13,347	90,130
594918104 MICROSOFT CORP	6,065	10,427
260543103 DOW CHEMICAL CO		
74005P104 PRAXAIR INC COM	12,221	24,003
025083320 AMER CENT SMALL CAP	40,444	85,755
156700106 CENTURYLINK, INC		
20030N101 COMCAST CORP CLASS A	9,916	16,520
25264S833 DIAMOND HILL LONG-SH	80,036	97,628
345370860 FORD MOTOR COMPANY		
411511306 HARBOR INTERNATIONAL F	343,136	546,209
437076102 HOME DEPOT INC	8,114	14,670
448108100 HUSSMAN STRATEGIC GR		
44980Q518 ING INTERNATIONAL RE	71,304	111,753
44981V706 ING REAL ESTATE FUND	61,624	157,860
47103C241 PERKINS MID CAP VALU	58,969	97,101
583334107 MEADWESTVACO CORP		
589509108 MERGER FD SH BEN INT	80,036	80,543
722005667 PIMCO COMMODITY REAL		
74144Q203 T ROWE PRICE INST EM	81,560	175,857
744573106 PUBLIC SVC ENTERPRIS		
747525103 QUALCOMM INC	14,006	15,400
863137105 STRATTON SM-CAP VALU	45,478	88,061
87612E106 TARGET CORP	10,951	15,876
900297763 TURNER MIDCAP GROWTH	47,376	99,019
G24140108 COOPER INDUSTRIES PL		
H0023R105 ACE LIMITED	10,918	18,719
084670702 BERKSHIRE HATHAWAY I	23,123	30,301
088606108 BHP BILLITON LIMITED	11,329	10,083
22544R305 CREDIT SUISSE COMM R	171,946	172,844

Name of Stock	End of Year Book Value	End of Year Fair Market Value
254687106 WALT DISNEY CO	8,789	11,311
38259P508 GOOGLE INC	10,284	12,369
478366107 JOHNSON CONTROLS INC	10,325	11,553
902973304 US BANCORP DEL NEW	17,953	18,304
G29183103 EATON CORP PLC	8,824	10,440
367829884 GATEWAY FUND - Y #19	55,495	55,832

TY 2012 Investments - Other Schedule**Name:** NEWT SHINGLETON TOW 485-5013668911**EIN:** 54-6329857

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
261980494 DREYFUS EMG MKT DEBT			
4812C0803 JPMORGAN HIGH YIELD			
51855Q655 LAUDUS MONDRIAN INTL			
693390593 PIMCO MODERATE DURAT			
693390551 PIMCO TOTAL RETN FD			
77957P105 T ROWE PRICE SHORT T			
H0023R105 ACE LIMITED			
G24140108 COOPER INDUSTRIES PL			
G6852T105 PARTNERRE LTD			
H84989104 TE CONNECTIVITY			
025083320 AMERICAN CNETURY			
474013C241 PERKINS MID CAP VAL			
863137105 STRATTON SMALL-CAP			
900297763 TURNER MIDCAP GROWTH			
411511306 HARBOR INTERNATIONAL			
74144Q203 T ROWE PRICE INSTIT			
25264S833 DIAMOND HILL			
448108100 HUSSMAN STRATEGIC GR			
589509108 MERGER FD SH BEN			
22544R305 CREDIT SUISSE COMMOD			
44980Q518 ING INTERNATIONAL RE			
44981V706 ING REAL ESTATE			
693390882 PIMCO FOREIGN BD FD			

TY 2012 Other Decreases Schedule

Name: NEWT SHINGLETON TUW 485-5013668911

EIN: 54-6329857

Description	Amount
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	3,838

TY 2012 Other Expenses Schedule

Name: NEWT SHINGLETON TUW 485-5013668911

EIN: 54-6329857

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMMISSIONER AND CLERK FEE	2,546	0		2,546

TY 2012 Other Income Schedule

Name: NEWT SHINGLETON TUW 485-5013668911

EIN: 54-6329857

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RECOVERIES	2,485	0	
EXCISE TAX REFUNDS	2,152	0	

TY 2012 Other Increases Schedule**Name:** NEWT SHINGLETON TUW 485-5013668911**EIN:** 54-6329857

Description	Amount
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	3,308
COST BASIS ADJ - CAPITAL CHANGE	2,578

TY 2012 Taxes Schedule**Name:** NEWT SHINGLETON TOW 485-5013668911**EIN:** 54-6329857

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	51	51		0
FOREIGN TAXES ON QUALIFIED FOR	603	603		0
FOREIGN TAXES ON NONQUALIFIED	1,038	1,038		0