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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 06-01-2012 , and ending 05-31-2013











Name of foundation W C ENGLISH FOUNDATION C/O BEVERLEY E DALTON TRUSTEE		A Employer identification number 54-6061817	
Number and street (or P O box number if mail is not delivered to street address) P O BOX P7000		B Telephone number (see instructions) (804) 356-4982	
City or town, state, and ZIP code LYNCHBURG, VA 24505		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 18,459,720		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u> </u> (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.	323,954	323,954		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	116,048			
	b Gross sales price for all assets on line 6a _____ 507,531				
	7 Capital gain net income (from Part IV , line 2)		116,048		
	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)	-7,175	-7,175		
	12 Total. Add lines 1 through 11	432,827	432,827		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	9,000	9,000		0
	c Other professional fees (attach schedule)	43,231	43,231		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,377	0		0
	19 Depreciation (attach schedule) and depletion	67,211	0		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	86,219	29,104		0
	24 Total operating and administrative expenses. Add lines 13 through 23	213,038	81,335		0
	25 Contributions, gifts, grants paid	779,500			779,500
	26 Total expenses and disbursements. Add lines 24 and 25	992,538	81,335		779,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-559,711			
	b Net investment income (if negative, enter -0-)		351,492		
	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	63,341	36,844	36,847
	2	Savings and temporary cash investments	250,216	125,060	125,060
	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)	9,494,765 	9,253,627	11,808,793
	c	Investments—corporate bonds (attach schedule).	3,058,495 	3,159,519	3,259,478
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,730,971 	1,538,359	1,935,872
	14	Land, buildings, and equipment basis ▶ <u>2,716,231</u> Less accumulated depreciation (attach schedule) ▶ <u>1,422,561</u>	1,360,881 	1,293,670	1,293,670
15	Other assets (describe ▶ _____)	 4,063 	1,365 	0 	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	15,962,732	15,408,444	18,459,720	
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 ▶ _____)	 0 	5,423	
	23	Total liabilities (add lines 17 through 22)	0	5,423	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	15,962,732	15,403,021	
	30	Total net assets or fund balances (see page 17 of the instructions)	15,962,732	15,403,021	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	15,962,732	15,408,444	

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	15,962,732
2	Enter amount from Part I, line 27a	2	-559,711
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	15,403,021
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	15,403,021

Part IV

Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	116,048
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		3	

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	798,278	15,935,102	0 050096
2010	858,039	16,814,071	0 051031
2009	808,000	17,181,894	0 047026
2008	843,500	17,992,668	0 046880
2007	1,083,313	21,440,843	0 050526

2	Total of line 1, column (d).	2	0 245559
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 049112
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	16,120,132
5	Multiply line 4 by line 3.	5	791,692
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,515
7	Add lines 5 and 6.	7	795,207
8	Enter qualifying distributions from Part XII, line 4.	8	779,500

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

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)










1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	7,030
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	7,030
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	7,030
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,634	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	13,500	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	15,134
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	27
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	8,077
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 8,077	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

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




















Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 	11	Yes	
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? Website address  N/A	13	Yes	
14	The books are in care of  English Construction Company Inc Telephone no  (804) 845-0301 Located at  P O Box P7000 Lynchburg VA ZIP +4  24505			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  	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?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.  Yes  No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. 	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?.  Yes  No If "Yes," list the years  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?.  Yes  No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<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
Margaret E Lester	Trustee	0	0	0
1509 Mulberry Rd Martinsville, VA 24112	5 00			
Joan E Allen	Trustee	0	0	0
411 Devane St Fayetteville, NC 28305	5 00			
Suzanne E Morse	Trustee	0	0	0
114 Shannon Dr Pendleton, SC 29670	5 00			
Beverley E Dalton	Trustee	0	0	0
202 River Oaks Dr Altavista, VA 24517	5 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

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

Total number of others receiving over \$50,000 for professional services.	0
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Part IX-B Summary of Program-Related Investments (see instructions)

Total. Add lines 1 through 3.	0
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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	15,950,933
b	Average of monthly cash balances.	1b	414,683
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	16,365,616
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	16,365,616
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	245,484
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,120,132
6	Minimum investment return. Enter 5% of line 5.	6	806,007

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	806,007
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	7,030
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	282
c	Add lines 2a and 2b.	2c	7,312
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	798,695
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	798,695
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	798,695

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	779,500
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	779,500
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	779,500
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				798,695
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				16,858
e From 2011.				9,093
f Total of lines 3a through e.	25,951			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 779,500				
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.				779,500
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).)	19,195			19,195
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,756			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	6,756			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				6,756
e Excess from 2012. . . .				

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

Mrs. Beverley Dalton
P O Box P7000
Lynchburg, VA 24505
(434) 845-0301

b

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

Letter, explanation of need, other funding, IRS Exemption Letter

c

Any submission deadlines

None

d

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

Religious, charitable and educational

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	779,500
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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

<p>Sign Here</p> <p>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.</p> <p>*****</p> <p>Signature of officer or trustee</p>	<p>2013-11-07</p> <p>Date</p> <p>*****</p> <p>Title</p>
--	---

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00853752
	Russell Hicks	Russell Hicks			
	Firm's name <input type="checkbox"/>	BROWN EDWARDS & COMPANY LLP		Firm's EIN <input type="checkbox"/> 54-0504608	
		2215 LANGHORNE ROAD SUITE 102			
	Firm's address <input type="checkbox"/>	LYNCHBURG, VA 24501		Phone no (434) 948-9000	

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)
LT CAPITAL GAINS FROM K-1'S	P	2012-05-31	2013-05-31
ST CAPITAL GAINS FROM K-1'S	P	2012-06-01	2013-05-31
SECTION 1231 GAIN	P	2012-05-31	2013-05-31
IRONWOOD PTNRS SPV LTD 7 440 SHS	P	2012-03-30	2012-11-27
POWERSHARES DB COMMODITY INDEX	P	2011-10-28	2012-06-01
POWERSHARES DB AGRICULTURAL FUND	P	2011-12-30	2012-06-01
SANDRIDGE MISSISSIPPIAN TRUST	P	2011-12-02	2012-06-01
INST-MULTI STRATEGY EQUITY 204 947 SHS	P	2012-03-30	2012-06-29
INST-MULTI STRATEGY EQUITY 212 098 SHS	P	2012-03-30	2012-07-31
INST-MULTI STRATEGY EQUITY 211 201 SHS	P	2012-03-30	2012-08-31
INST-MULTI STRATEGY EQUITY 204 168 SHS	P	2012-03-30	2012-09-28
INST-MULTI STRATEGY EQUITY 211 23 SHS	P	2012-03-30	2012-10-31
INST-MULTI STRATEGY EQUITY 203 995 SHS	P	2012-03-30	2012-11-30
INST-MULTI STRATEGY EQUITY 211 097 SHS	P	2012-03-30	2012-12-31
INST-MULTI STRATEGY EQUITY 209 441 SHS	P	2012-03-30	2013-01-31
INST-MULTI STRATEGY EQUITY 188 922 SHS	P	2012-03-30	2013-02-28
INST-MULTI STRATEGY EQUITY 206 44 SHS	P	2012-03-30	2013-03-28
INST-MULTI STRATEGY EQUITY 198 279 SHS	P	2012-03-30	2013-04-30
INST-MULTI STRATEGY EQUITY 25069 759 SHS	P	2012-03-30	2013-04-30
INST-MULTI STRATEGY EQUITY 198 6 SHS	P	2012-03-30	2013-05-31
INST-MULTI STRATEGY BOND 67 262 SHS	P	2012-03-30	2012-06-29
INST-MULTI STRATEGY BOND 69 677SHS	P	2012-03-30	2012-07-31
INST-MULTI STRATEGY BOND 69 66 SHS	P	2012-03-30	2012-08-31
INST-MULTI STRATEGY BOND 67 958 SHS	P	2012-03-30	2012-09-28
INST-MULTI STRATEGY BOND 70 206 SHS	P	2012-03-30	2012-10-31
INST-MULTI STRATEGY BOND 67 924 SHS	P	2012-03-30	2012-11-30
INST-MULTI STRATEGY BOND 70 797 SHS	P	2012-03-30	2012-12-30
INST-MULTI STRATEGY BOND 70 78 SHS	P	2012-03-30	2013-01-31
INST-MULTI STRATEGY BOND 63 914 SHS	P	2012-03-30	2013-02-28
INST-MULTI STRATEGY BOND 71 312 SHS	P	2012-03-30	2013-03-28

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)
INST-MULTI STRATEGY BOND 68 993 SHS	P	2012-03-30	2013-04-30
INST-MULTI STRATEGY BOND 71 276 SHS	P	2012-03-30	2013-05-31

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)
86,714			86,714
375			375
28			28
2,184		4,932	-2,748
		1,043	-1,043
		831	-831
		902	-902
2,552		2,698	-146
2,658		2,792	-134
2,714		2,780	-66
2,687		2,688	-1
2,754		2,781	-27
2,691		2,685	6
2,827		2,779	48
2,954		2,757	197
2,684		2,487	197
3,034		2,719	315
2,966		2,522	444
375,000		342,208	32,792
3,042		2,511	531
764		759	5
805		787	18
810		786	24
792		767	25
820		793	27
797		767	30
826		800	26
826		799	27
748		722	26
832		806	26

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)
816		779	37
831		803	28

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	
			86,714
			375
			28
			-2,748
			-1,043
			-831
			-902
			-146
			-134
			-66
			-1
			-27
			6
			48
			197
			197
			315
			444
			32,792
			531
			5
			18
			24
			25
			27
			30
			26
			27
			26
			26


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	
			37
			28

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>				
Altavista Area Chamber of Commerce P O Box 606 Altavista, VA 24517	None	Public charity	Teacher Award	2,000
Altavista Area YMCA P O Box 149 Altavista, VA 24517	None	Public charity	Unrestricted	40,000
Andrew P Stewart Center P O Box 17772 atlanta, GA 30316	None	Public charity	Unrestricted	25,000
Avoca Museum 1514 Main Street Altavista, VA 24517	None	Public charity	Unrestricted	12,500
Baptist House of Studies Duke Divinity School P O Box 90966 Durham, NC 277080966	None	University	Unrestricted	11,000
Cape Fear Botanical Garden P O Box 53485 Fayetteville, NC 283053485	None	Public charity	Unrestricted	37,500
Christ Our Life Ministries P O Box 43268 Louisville, KY 40253	None	Public charity	Unrestricted	12,500
Clemson Child Development Center 216 Butler Street Clemson, SC 29631	None	Public charity	Unrestricted	30,000
Clemson Community Care P O Box 271 Clemson, SC 29633	None	Private foundation	Unrestricted	30,000
Community Storehouse 4201 Greensboro Road Ridgeway, VA 24148	None	Public charity	Unrestricted	25,000
Cooperative Baptist Fellowship Medical Global Missions P O Box 450329 Atlanta, GA 31145	None	Public charity	Unrestricted	40,000
Cooperative Baptist Fellowship of SC P O Box 11159 Columbia, SC 29211	None	Public charity	Unrestricted	2,500
Dance Theatre of Lynchburg 722 Commerce St Lynchburg, VA 24504	None	Public charity	Unrestricted	17,000
Faith Christian Academy P O Box 670 Hurt, VA 24563	None	Christian school	Unrestricted	135,000
First Baptist Church of Altavista 404 10th Street Altavista, VA 24517	None	Church	Unrestricted	20,000

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>				
First Baptist Church of Altavista 404 10th Street Altavista, VA 24517	None	Church	Parish Nurse	2,500
First Baptist Church of Pendleton SC P O Box 187 Pendleton, SC 29670	None	Church	Unrestricted	10,000
Grace Network of MartinsvilleHenry County P O Box 3902 Martinsville, VA 241153902	None	Public charity	Unrestricted	30,000
Martinsville - Henry County Family YMCA 3 Starling Avenue Martinsville, VA 24112	None	Public charity	Unrestricted	42,500
Metanoia Community Development Corporation 2005 Reynolds Avenue North Charleston, SC 29405	None	Public charity	Unrestricted	35,000
Patrick Henry Family Services PO Box 1398 Brookneal, VA 24528	None	Public charity	Unrestricted	50,000
Pregnancy Care Center of MHCInc 314 Fairy Street Ext Suite E Martinsville, VA 24112	None	Public charity	Unrestricted	25,000
Presbyterian Homes & Family Services 150 Linden Avenue Lynchburg, VA 24503	None	Public charity	Unrestricted	40,000
SC Governor's School for Science 401 Railroad Ave Hartsville, SC 29550	None	Public school	Unrestricted	30,000
Safetynet Inc P O Box 4482 martinsville, VA 241153902	none	Public charity	Unrestricted	15,000
Tri-County Technical College P O Box 587 Pendleton, SC 29670	None	Public college	Unrestricted	15,000
United Way of Anderson County Women's Leadership Initiative PO Box 2067 Anderson, SC 29622	None	Public charity	Unrestricted	44,500
Total  3a				779,500

TY 2012 Accounting Fees Schedule**Name:** W C ENGLISH FOUNDATION

C/O BEVERLEY E DALTON TRUSTEE

EIN: 54-6061817

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	9,000	9,000		0

**TY 2012 All Other Program
Related Investments Schedule**

Name: W C ENGLISH FOUNDATION
C/O BEVERLEY E DALTON TRUSTEE
EIN: 54-6061817

Category	Amount
None	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: W C ENGLISH FOUNDATION
C/O BEVERLEY E DALTON TRUSTEE
EIN: 54-6061817

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
Land - FCA	1989-05-31	27,775		VAR	0 %	0	0		
School	1989-05-31	744,127	427,872	SL	40 000000000000	18,603	0		
School - Addition	1990-11-30	489,092	262,880	SL	40 000000000000	12,227	0		
School - Addition	1991-11-30	112,645	57,728	SL	40 000000000000	2,816	0		
School - Sidewalks/Impr	1992-11-30	76,221	37,008	SL	40 000000000000	1,906	0		
Gym & Classrooms	1994-05-31	1,266,371	569,862	SL	40 000000000000	31,659	0		

**TY 2012 Investments Corporate
Bonds Schedule****Name:** W C ENGLISH FOUNDATION

C/O BEVERLEY E DALTON TRUSTEE

EIN: 54-6061817

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Commonfund Multi-Strategy Bond Fund	3,159,519	3,259,478

**TY 2012 Investments Corporate
Stock Schedule****Name:** W C ENGLISH FOUNDATION

C/O BEVERLEY E DALTON TRUSTEE

EIN: 54-6061817

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Raymond James acct 61018214	301,210	344,500
Raymond James acct 61028635	0	0
91833 Shares of Lexington Corp. P.T.	18,638	1,058,834
Commonfund Multi-Strategy Equity Fund	8,933,779	10,405,459

TY 2012 Investments - Other Schedule**Name:** W C ENGLISH FOUNDATION

C/O BEVERLEY E DALTON TRUSTEE

EIN: 54-6061817

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Endowment Vent. Ptr. V, LP	AT COST	277,392	246,527
Commonfund Cap. Vent. VI, LP	AT COST	149,403	139,509
Commonfund Cap. Eq. Ptr. V, LP	AT COST	204,995	150,004
28% Inv. in Burton Creek, LLC	AT COST	18,099	511,362
3900 uts. Greenview Prop. LLC	AT COST	425,546	425,546
Greenview Prop (Carter) LLC	AT COST	462,924	462,924

TY 2012 Land, Etc. Schedule**Name:** W C ENGLISH FOUNDATION

C/O BEVERLEY E DALTON TRUSTEE

EIN: 54-6061817

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land - FCA	27,775	0	27,775	27,775
School	744,127	446,475	297,652	297,652
School - Addition	489,092	275,107	213,985	213,985
School - Addition	112,645	60,544	52,101	52,101
School - Sidewalks/Impr.	76,221	38,914	37,307	37,307
Gym & Classrooms	1,266,371	601,521	664,850	664,850

TY 2012 Other Assets Schedule**Name:** W C ENGLISH FOUNDATION

C/O BEVERLEY E DALTON TRUSTEE

EIN: 54-6061817

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
990T Tax overpayment	1,542	1,260	
VA Tax overpayment	143	105	
Excise Tax overpayment	2,378	0	

TY 2012 Other Expenses Schedule

Name: W C ENGLISH FOUNDATION

C/O BEVERLEY E DALTON TRUSTEE

EIN: 54-6061817

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Deductions - K-1's	29,104	29,104		0
Insurance	2,217	0		0
Nontax K-1 adjustments	54,898	0		0

TY 2012 Other Income Schedule**Name:** W C ENGLISH FOUNDATION

C/O BEVERLEY E DALTON TRUSTEE

EIN: 54-6061817

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Rental Income	366	366	366
Faith Christian Church Rent	1	1	1
K-1 BUSINESS INCOME	-8,177	-8,177	-8,177
K-1 ROYALTY INCOME	635	635	635

TY 2012 Other Liabilities Schedule

Name: W C ENGLISH FOUNDATION

C/O BEVERLEY E DALTON TRUSTEE

EIN: 54-6061817

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE	0	5,423

TY 2012 Other Professional Fees Schedule**Name:** W C ENGLISH FOUNDATION

C/O BEVERLEY E DALTON TRUSTEE

EIN: 54-6061817

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Fees	43,231	43,231		0

TY 2012 Taxes Schedule**Name:** W C ENGLISH FOUNDATION

C/O BEVERLEY E DALTON TRUSTEE

EIN: 54-6061817

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	7,057	0		0
UBIT Tax	282	0		0
Virginia taxes	38	0		0

TY 2012
TransfersToControlledEntities

Name: W C ENGLISH FOUNDATION
C/O BEVERLEY E DALTON TRUSTEE
EIN: 54-6061817

Name	US / Foreign Address	EIN	Description	Amount
GREENVIEW PROPERTIES LLC	PO BOX P7000 LYNCHBURG, VA 24505	20-2418030	CAPITAL CONTRIBUTION	7,500
GREENVIEW PROPERTIES (CARTER) LLC	PO BOX P7000 LYNCHBURG, VA 24505	20-4317549	N/A	0
Total				